

HEXT/SE/2025/31

Date: April 07, 2025

To,  
The Manager  
Listing Department  
National Stock Exchange of India Limited

The General Manager  
Department of Corporate Services  
BSE Limited

Exchange Plaza, Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400 051  
Symbol: HEXT

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001  
Scrip Code:544362

Dear Sir/ Madam,

**Sub.: Annual Report including Notice of the 32<sup>nd</sup> Annual General Meeting**

Kindly be informed that the 32<sup>nd</sup> Annual General Meeting of the Company ("AGM") will be held on Wednesday, April 30, 2025, at 09.00 a.m. IST, through Video Conferencing (VC) and/or Other Audio Visual Means (OAVM) in accordance with the relevant circulars issued by Ministry of Corporate Affairs.

Please find enclosed herewith the Annual Report of the Company for the year ended December 31, 2024, including Notice of the 32<sup>nd</sup> AGM.

The Notice of the 32<sup>nd</sup> AGM and the Annual Report are also being uploaded on the website of the Company at <https://hexaware.com/wp-content/uploads/2025/04/annual-report-2024.pdf>.

Further, pursuant to amendment dated February 13, 2024 in Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please be informed that the letter providing the web-link, including the exact path, where complete details of the Annual Report is available has been sent to those shareholder(s) who have not so registered their email ids with the Company/RTA/Depositories.

This information will also be hosted on the Company's website at [www.hexaware.com](http://www.hexaware.com).

Kindly take the above intimation on record.

Yours faithfully,

**For Hexaware Technologies Limited**

GUNJAN  
SUMIT  
METHI  
Digitally signed  
by GUNJAN  
SUMIT METHI  
Date: 2025.04.07  
23:15:02 +05'30'

**Gunjan Methi**

**Company Secretary and Compliance Officer**

**HEXAWARE TECHNOLOGIES LIMITED**

Regd. Office: Bldg. No. 152, Millennium Business Park, Sector – III, 'A' Block, TTC Industrial Area,  
Mahape, Navi Mumbai - 400 710 (INDIA) | Tel: +91 022 3326 8585 | Email: [investori@hexaware.com](mailto:investori@hexaware.com)  
CIN: U72900MH1992PLC069662 | URL: [www.hexaware.com](http://www.hexaware.com)

HEXAWARE

# Relentless Innovation

Annual Report 2024

2024

# Relentless Innovation

**AI-first is our strategy.  
Human ingenuity makes it real.**

Innovation is not a singular event but a continuous process of refinement and reinvention. At Hexaware, AI is the foundation, but its true impact emerges when combined with human expertise. Technology solves complex problems, people shape its purpose. In 2024, we built smarter systems, scaled intelligent solutions, and delivered outcomes that matter.

## Here's how relentless innovation defined our progress:

- › Hexaware won "AI Implementer of the Year" at the Alconics Awards 2024
- › Hexaware ranked #1 and recognized as an "exceptional performer in General Satisfaction with Service Providers" in the Whitelane Research 2024 UK IT Sourcing Study
- › Hexaware recognized as a "Champion of CSR" by Times Now





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Hexaware is a global IT services and consulting company based in India. We are committed to driving digital transformation at scale while prioritizing people, sustainability, and diversity. Our AI-first strategy enables us to deliver innovative solutions across 12 key sectors, including finance, healthcare, travel, and manufacturing, helping clients worldwide navigate the complexities of the fast-evolving digital landscape.

over

## Financial

INR **119,744** Mn

Revenues

⬆️ **15.4%**

INR **15,603** Mn

PBT

⬆️ **23.0%**

INR **20,765** Mn

Adjusted EBITDA

⬆️ **23.2%**

INR **19,766** Mn

Cash and cash equivalents

⬆️ **11.5%**

INR **19.37**

Earnings per share (Basic)

⬆️ **17.7%**

⬆️ YoY growth

## Non-financial

**132.83** hours

Average training hours  
per employee

**25**

IPs owned

**~78%**

of active IT employees  
trained over time in GenAI

**1,841** kW

Solar installations across  
key campuses

INR **165** Mn

CSR expenditure

**57.5%**

Share of renewable  
energy consumed

## Corporate Overview

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# Delivering Solutions That Resonate With Customers

As a leading global technology and business process services company, we seek to provide exceptional services and solutions that align with our customers' needs and stakeholders' expectations. By truly understanding their unique environments, we tend to their requirements and place quality at the core of our operations.

## Four fundamental principles guide our operational approach



### Build

We design, build, and market digital products, platforms, and applications that create the experiences our customers want



### Optimize

We enhance the customer's business outcomes through process optimization



### Run

We boost efficiency and lower costs across our customers' IT landscape by implementing innovative technologies, streamlining processes, and providing expert support



### Transform

We achieve digital transformation and modernization at speed and scale with actionable insights

Corporate Credos

# The Ideals That Define Hexaware

At Hexaware, our ideals reflect our commitment to empowering businesses and communities around the globe. We cultivate a culture that values innovation, collaboration, and sustainability, enabling us to support our clients in their digital journeys. We focus on creating lasting partnerships that inspire growth and resilience in an ever-evolving world.



## Our Purpose

To create smiles through great people and technology



## Our Values

### Put People First

Happy, engaged employees are more productive, creative, and collaborative. We put our people first because it's the right thing to do, and it enables them to create better solutions for our customers.

### Be Sustainable

We integrate sustainability into everything we do and collaborate with our stakeholders to build a better tomorrow.

### Create Customer Value

As a trusted partner, we consistently surpass expectations and find ways to create more value for our customers to help their businesses grow and thrive.

### Innovate Relentlessly

We are technology-loving people who push boundaries and seek change to bring the future into the present. We stay curious and continually find new ways to solve problems for our customers.

### Come On In

We ensure that everyone we interact with feels welcome, safe, and informed. In everything we do, we respect and value people – including our employees, customers, partners, and members of the communities we serve.



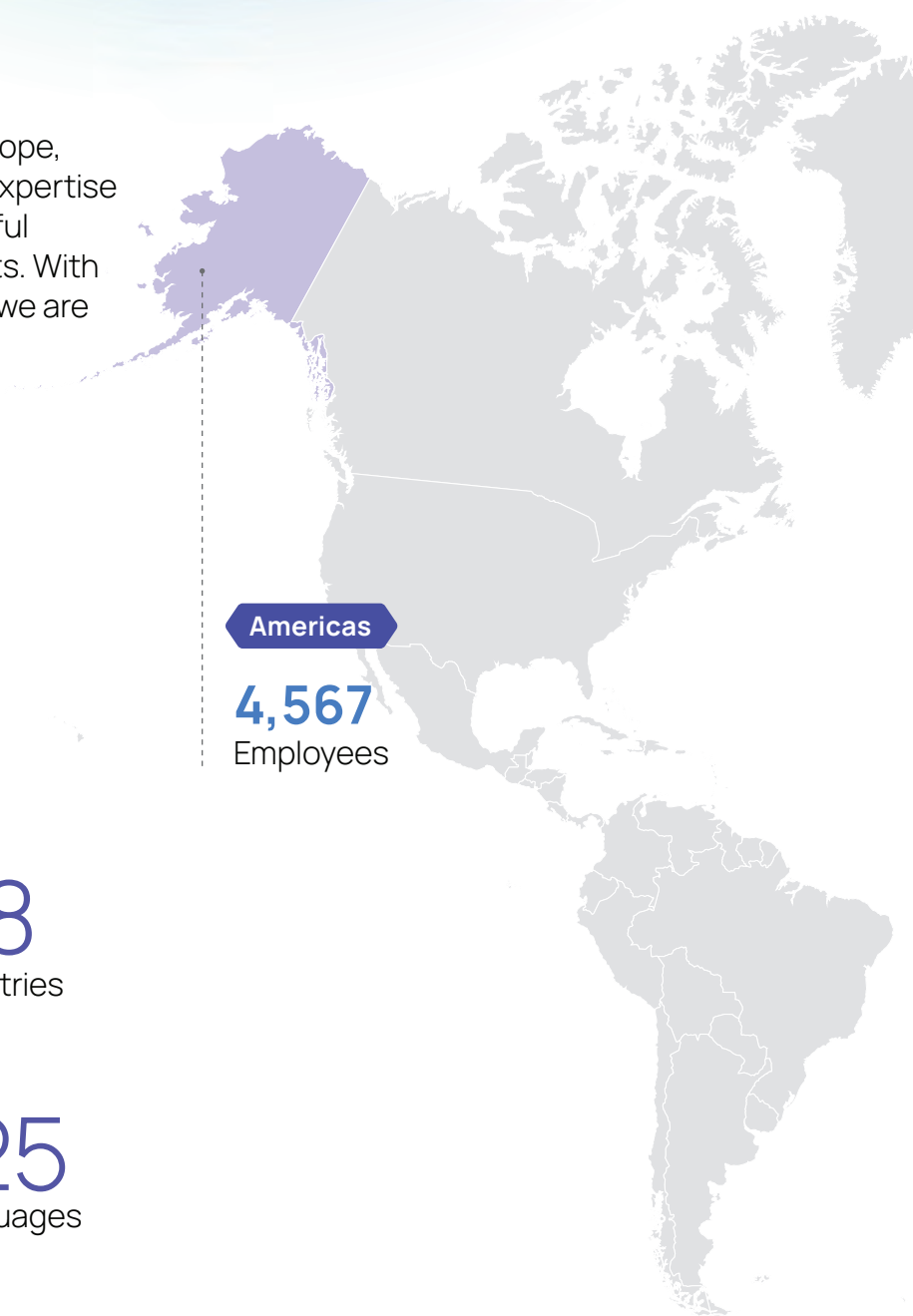
## Our Vision

To be the world's most loved digital transformation partner



# Serving a Global Customer Base

Hexaware operates across diverse regions, including North America, Europe, and Asia-Pacific. By blending global expertise with local insights, we deliver impactful solutions that yield meaningful results. With our dedicated team of Hexawarians, we are making significant change.



32,309  
Employees

28  
Countries

90  
Nationalities

125  
Languages

Europe  
**1,042**  
Employees

Revenue Share (%)



Asia-Pacific

**26,700**  
Employees

Note: Map not to scale



# A Proven and Preferred Partner

We partner with enterprises worldwide to help them build, transform, run, and optimize their technology and business processes through our dedicated service lines that form the foundation of our offerings.



## Business Process Services

We enhance experiences and streamline operations across content operations, marketing, customer support, finance and accounting, and automation to fuel growth and digital agility.



## Cloud

We combine our strategic expertise with modernization, migration, and managed services to ensure a future-proof cloud journey that guarantees stability, scalability, and sustainable growth.



## Data and AI

We leverage data and AI to transform insights into competitive advantages, propelling our clients toward innovation leadership.



## Digital and Software Solutions

We drive growth and innovation by planning, designing, and engineering differentiated products and experiences.



## Digital IT Operations

We revolutionize IT operations with our comprehensive services in infrastructure, digital workplace, application management, testing, cybersecurity, and automation.



## Enterprise Platform Services

We maximize ROI on platforms like Oracle, SAP, Workday, ServiceNow, Adobe, Salesforce, and Snowflake through robust optimization, implementation, and management services.



## Our Industries

We combine skilled talent and advanced technology to drive digital transformation across industries. Our goal is to align business strategies with practical tech solutions, helping clients navigate market challenges, streamline digital transitions, and enhance customer experiences in every sector we serve.

Manufacturing	Banking	Education and Institutions	Transportation and Logistics	Financial Services	Insurance
Life Sciences and Healthcare	Travel and Hospitality	Hi-Tech, Products, and Platforms	Professional Services	Telecom and Utilities	Retail and Consumer

## Our Signature Platforms

**HEXAWARE** /  
amaze®

Amaze® automates the cloud journey to support efficient digital transformation and modernization solutions.

**HEXAWARE** /  
tensai®

Tensai® uses AI and machine learning to drive intelligent automation for smarter decisions and more efficient business processes.

**HEXAWARE** /  
rapidX™

RapidX™ redefines software engineering, acting as an AI catalyst that enhances human expertise with advanced intelligence. It powers AI into software development, drives AI-powered continual engineering, and modernizes legacy systems.



# A Year of Growth and Transformation

In CY 2024, we demonstrated financial strength, advanced customer-centric transformation, and made significant ESG progress, reinforcing our commitment to sustainable growth and long-term stakeholder trust.

## Strong Financial Performance

Hexaware's relentless innovation during the year led to robust operational strength and sustained profitability, ensuring stability amidst evolving market dynamics.

**INR 119,744 Mn**

Revenues

⬆️ **15.4%**

**INR 19,766 Mn**

Cash and cash equivalents

⬆️ **11.5%**

**INR 11,740 Mn**

PAT

⬆️ **17.7%**

## Customer Trust in Action

More than 30 Fortune 500 enterprises trust Hexaware to drive innovation at their organizations.

## Scaling Technology for the Future

Hexaware continues to drive innovation through next-gen technologies:

### Efficiency through Innovation

- ~78% of active IT employees trained over time in GenAI, enhancing AI-led solution delivery
- Tensai® automation platform achieved a 70% reduction in manual efforts for a Swiss-based global investment bank
- With RapidX™, a leading airline achieved a 40% reduction in manual efforts and associated costs, accelerating their legacy system modernization initiative

### Cloud Migration at Scale

- Amaze® platform cut cloud migration timelines by 50%, reducing costs by millions
- 60% of cloud migration projects in 2024 leveraged Amaze® and GenAI, accelerating time-to-value for global enterprise

## Driving Impact with Purpose

### Reducing Environmental Footprint

- 52% of energy usage in India transitioned to renewable sources
- Solar installations of 1.8 MW across key campuses
- Scope 1 and 2 emissions reduced by 20%, targeting net-zero by 2040
- 71% of electricity procurement from renewable sources at owned campuses, exceeding target set for 2030

### Net-Zero Commitment

On track to achieve net-zero Scope 1 and 2 emissions by 2040

### Empowering People and Communities

- 33.9% of the workforce are women, underscoring our commitment to diversity
- 132.83 hours of training per employee, equipping talent for the future
- Upskilling programs impacted 15,244 employees globally, closing skill gaps in underserved regions
- Water restoration projects aligned with UN SDGs, reinforcing community resilience

### Driving Trust through Governance Excellence

- Board comprised 27% women, underscoring diversity commitments
- Maintained a solid record of zero cybersecurity breach incidents, reinforcing security measures



# Recognized for Innovation and Excellence

Our commitment to excellence has earned us several industry accolades. We strive to surpass our achievements and set new performance benchmarks, showcasing our ability to drive global client success with innovative services.







## Industry Analyst Recognitions

### Forrester

Forrester is a leading global research and advisory firm that provides insights on technology, business strategy, and market trends to help organizations drive growth and innovation.

In 2024, Hexaware was recognized across multiple Forrester Landscape Reports, highlighting our expertise in application modernization, cloud, AI, and automation services.

Category	Report Title	Publication Date	Analysts
<b>Application &amp; Cloud Services</b>	① The Application Modernization and Multicloud Managed Services	Oct 24, 2024	Bill Martorelli, Lauren Nelson, et al.
<b>Modern Development Services</b>	① The Modern Application Development Services	Jul 23, 2024	Diego Lo Giudice, Paul McKay, et al.
<b>Enterprise Technology Services</b>	① The Oracle Services	Sep 4, 2024	Akshara Naik Lopez, Linda Ivy-Rosser, et al.
	① The SAP Services	Sep 4, 2024	Akshara Naik Lopez, Linda Ivy-Rosser, et al.
<b>Automation &amp; AI</b>	① The AI Services Landscape	Jan 4, 2024	Michele Goetz, Sudha Maheshwari, et al.
	① The Automation Fabric Services	Mar 7, 2024	Leslie Joseph, Glenn O'Donnell, et al.



Achievements and Accolades

ISG

ISG (Information Services Group) is a leader in proprietary research and advisory consulting. Their unparalleled database of contractual data – including over 180,000 contracts – sets the standard for sourcing contracts worldwide.

In 2024, Hexaware was recognized by ISG across multiple categories, showcasing excellence in digital transformation, industry-specific solutions, and customer experience.

ISG Star of Excellence™ Awards

ISG Star of Excellence™ is an independent recognition of excellent service delivery. These results serve as a benchmark for measuring client-centricity in our industry. The ISG Star of Excellence™ is based on direct feedback from enterprise clients.



ISG Digital Case Study Awards™

ISG Digital Case Study Awards™ is a research program that studies the objectives and drivers of excellence in digital transformation. Hexaware was one of only three service providers with eight or more standout case studies.

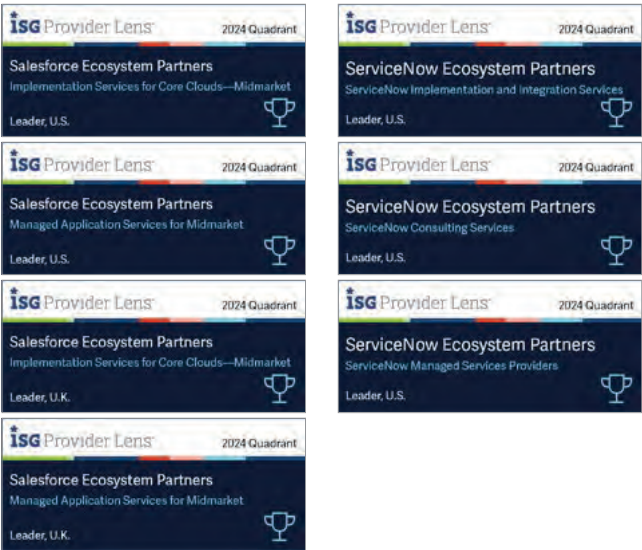
Digital Case Study & SOE



ISG Provider Lens™

ISG Provider Lens™ is a practitioner-led service provider comparison program, offering independent vendor evaluations and enterprise buying behavior segmentation. The ISG Provider Lens™ is a critical source of data for the Candidate Provider Qualification (CPQ) process, wherein ISG advisors select applicable service providers to recommend for enterprise sourcing engagements.

Salesforce & ServiceNow



Digital Engineering Services,  
SAP & Life Sciences

<b>ISG Provider Lens</b> 2024 Quadrant	<b>Digital Engineering Services</b> Platform and Applications Services Leader, U.S.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Digital Engineering Services</b> Design and Development (Products, Services and Experiences) Leader, U.S.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Digital Engineering Services</b> Integrated Customer/User Engagement Leader, U.S.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>SAP Ecosystem</b> SAP SuccessFactors HCM Partner Services Rising Star, U.S.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>SAP Ecosystem</b> SAP Application Managed Services Rising Star, U.S.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>SAP Ecosystem</b> SAP S/4HANA System Transformation for Midmarket Leader, U.S.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Life Sciences Digital Services</b> Patient Engagement Leader, Global
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Life Sciences Digital Services</b> Commercial Operations — Digital Evolution Rising Star, Global
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Life Sciences Digital Services</b> Clinical Development Leader, Global

GenAI, FoW, AWS &  
Next-Gen ADM

<b>ISG Provider Lens</b> 2024 Quadrant	<b>Future of Work Services</b> Managed End-user Technology Services — Local Specialists Leader, U.S.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>AWS Ecosystem Partners</b> AWS Data Analytics, AI and ML Leader, U.S.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>AWS Ecosystem Partners</b> AWS Professional Services Leader, U.S.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>AWS Ecosystem Partners</b> AWS Professional Services Leader, U.K.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Generative AI Services</b> Strategy and Consulting Services - Midsize Leader, Global
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Generative AI Services</b> Development and Deployment Services - Midsize Leader, Global
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Next-Gen ADM Services</b> Continuous Testing Specialists Leader, U.S.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Next-Gen ADM Services</b> Agile Application Development Projects Leader, U.S.

Workday, Advanced Analytics,  
Mainframes & Insurance

<b>ISG Provider Lens</b> 2024 Quadrant	<b>Workday Ecosystem</b> Deployment and Integration Services Leader, U.S.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Workday Ecosystem</b> Performance and Optimization Services Leader, U.S.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Advanced Analytics and AI Services</b> Data Modernization Services - Midsize Leader, U.S.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Advanced Analytics and AI Services</b> Data Science and AI Services - Midsize Leader, U.S.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Advanced Analytics and AI Services</b> Advanced BI and Reporting Modernization Services - Midsize Leader, U.S.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Mainframes – Services and Solutions</b> Application Modernization Services, U.S. Leader, U.S.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Insurance Services</b> Insurance ITD Services - Midmarket Leader, North America
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Insurance Services</b> Insurance ITD Services Rising Star, North America

Microsoft Cloud &  
Multi Public Cloud

<b>ISG Provider Lens</b> 2024 Quadrant	<b>Microsoft Cloud Ecosystem</b> Power Platform Services Leader, U.S.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Microsoft Cloud Ecosystem</b> Microsoft 365 Services Leader, U.S.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Microsoft Cloud Ecosystem</b> Managed Services for Azure Leader, U.S.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Multi Public Cloud Services</b> Managed Services — Midmarket Leader, U.K.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Multi Public Cloud Services</b> Consulting and Transformation Services — Midmarket Leader, U.K.
<b>ISG Provider Lens</b> 2024 Quadrant	<b>Multi Public Cloud Services</b> Consulting and Transformation Services — Large Accounts Rising Star, U.K.

## Achievements and Accolades

### Whitelane Research

- Hexaware was ranked #1 and recognized as an exceptional performer in General Satisfaction in Application Services in the 2024 UK IT Sourcing Study
- Hexaware secured #1 rank and recognized as an exceptional performer in General Satisfaction with Service Providers in the 2024 UK IT Sourcing Study
- Hexaware was ranked #3 in General Satisfaction in Digital Transformation in the 2024 UK IT Sourcing Study
- Hexaware was ranked #4 in General Satisfaction with Service Providers – Financial Services in the 2024 UK IT Sourcing Study
- Hexaware was ranked #9 in General Satisfaction in Security Services in the 2024 UK IT Sourcing Study
- Hexaware was ranked #13 in General Satisfaction in Cloud and Infrastructure Services in the 2024 UK IT Sourcing Study
- Hexaware secured the #2 position in the Price Level Key Performance Indicator (KPI) in the 2023/2024 IT Sourcing Study for Europe
- Hexaware secured the #3 position in General Satisfaction with Service Providers in the 2023/2024 IT Sourcing Study for Europe
- Hexaware secured the #3 position in General Satisfaction with Service Providers – Financial Services in the 2023/2024 IT Sourcing Study for Europe in the 2023/2024

- Hexaware was ranked #2 in General Satisfaction in the 2024 BeLux IT Sourcing Study
- Hexaware was ranked #2 in Application Services Satisfaction Score in the 2024 BeLux IT Sourcing Study
- Hexaware was ranked #4 in Account Management Quality in the 2024 BeLux IT Sourcing Study
- Hexaware was ranked #6 in Service Delivery Quality in the 2024 BeLux IT Sourcing Study
- Hexaware was ranked #6 in Transformative Innovation in the 2024 BeLux IT Sourcing Study
- Hexaware was ranked #10 in Price Level in the 2024 BeLux IT Sourcing Study
- Hexaware was ranked #3 for Performance Satisfaction Score by IT Domain in Digital Transformation in the 2024 BeLux IT Sourcing Study
- Hexaware was ranked #3 for Performance Satisfaction Score by IT Domain in Application Services in the 2024 BeLux IT Sourcing Study
- Hexaware was ranked #3 in Account Management Quality in the 2024 BeLux IT Sourcing Study

### OnCon Icon Awards

- Hexaware was recognized as a winner in the 2024 OnCon Icon Top 50 Technology Team Awards

### Brand Finance

- Hexaware emerged as the fastest-growing IT services brand in India with brand value increasing to 97% over three years

### The Alconics Awards

- Hexaware clinched AI Implementer of the Year at the Alconics Awards

### Guidewire

- Hexaware secured #3 place at Guidewire Pitch-A-Thon at the innovative parametric insurance solution
- Hexaware was recognized for Marketplace Excellence at Guidewire 2024 PartnerConnect Excellence Awards

### HR Awards

#### Brandon Hall Group™ HCM Excellence Awards®

- Gold – Best Use of Blended Learning
- Gold – Best Leadership Development Program
- Gold – Best Senior Manager Development Program
- Silver – Best Certification Program
- Bronze – Best Unique or Innovative L&D Program

### ETHR Future Skills Awards

Hexaware was awarded Silver at ETHR Future Skills Awards 2024 for the Best Innovative Leadership Development Program

### World HRD Congress Awards

Hexaware was honored with two accolades at the World HRD Congress Awards in Mumbai on February 15, 2024



## L&D Confex / CHRO L&D Confex 2024

- Hexaware's SONIC program clinched the Best Learning Program of the Year award at L&D Confex 2024
- Hexaware won the HR Excellence in Learning & Development category for SONIC at the CHRO L&D Confex 2024

## Prostar Recognition Awards

Hexaware was recognized at the Prostar Recognition Awards 2024 in the Trailblazers of Health and Wellness category

## TISS LeapVault CLO Awards

Hexaware won Gold for Best Employee Engagement Program at TISS LeapVault CLO Awards

## ESG and CSR Awards

### EcoVadis

Hexaware was awarded a Silver rating by EcoVadis in 2024

### Dun & Bradstreet

Hexaware was featured in the ESG Champions of India 2024 Report by Dun & Bradstreet

### Net Zero Summit and Awards

Hexaware was recognized as the Sustainable Organization of the Year at the Net Zero Summit and Awards 2024

### Indian Social Impact Awards

Hexaware was honored with two awards at the Indian Social Impact Awards 2024

## Annual CSR Summit and Awards

Hexaware was recognized for Best Practices in CSR at the 10<sup>th</sup> Annual CSR Summit and Awards

### Golden Star Award

Hexaware was honored with the Golden Star Award for its outstanding commitment to Corporate Social Responsibility

### National Awards for Excellence

Hexaware was honored with the National Awards for Excellence for its commitment to Corporate Social Responsibility

## Awards Won by Leaders

### The Economic Times – Asian Business Leaders Conclave

Hexaware CEO, R. Srikrishna, was recognized at the Asian Business Leaders Conclave by The Economic Times

### Economic Times, CFO Awards 2025

Hexaware CFO Vikash Jain was awarded the IPO Trailblazer CFO (Large Enterprises)

### ASSOCHAM, Vibrant Bharat CFO Summit & Awards 2025

Hexaware CFO Vikash Jain was awarded as the Best CFO (IT & ITes)

### CII, CFO Excellence Awards 2023-24

Hexaware CFO Vikash Jain was recognized at the CFO of the Year (IT, ITes Sector)

## ET Human Capital Awards

Hexaware's Gwen Kolader, Global Head – DEI, won Silver at the ET Human Capital Awards

### CIO Conclave & Awards 2024

Hexaware's Ravi Srinivasan, EVP & CIO, was honored as the CIO of the Year at the 6<sup>th</sup> Edition of CIO Conclave & Awards 2024

## Honors Earned by Various Functions

### Stevie® Awards

Hexaware won the Gold Stevie® Award for Marketing Department of the Year at the 2024 International Business Awards®

### India Legal Awards

Hexaware's in-house legal team was honored as the Legal Team of the Year – IT at the 10<sup>th</sup> Edition of the India Legal Awards 2024

### MarCom Awards 2024

- Hexaware's marketing department won Gold for Team Achievement
- Hexaware won Platinum for Website Redesign
- Hexaware won Gold for Social Media Campaign (Faces of Hexaware)
- Hexaware Corporate Video won Gold
- Hexaware's CEO Tech Live podcast series received an Honorable Mention

### Aegis Graham Bell Awards

Hexaware won the Aegis Graham Bell Award for Innovation – OneVerse, a Virtual Lounge developed for Aditya Birla Capital

For more information, visit <https://hexaware.com/awards-recognitions/>.



At the core of our strategy is a strong commitment to innovation that drives transformation across industries and regions. Our leadership fosters a culture of continuous reinvention, allowing us to anticipate market changes and navigate complexities. In the following pages, our Chairman, CEO, COO, and CFO will offer insights into the past year, share strategic perspectives, and outline our targeted approach to shaping the future.

Perforr

Performance Review

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performance

# Relentless Innovation: Shaping Tomorrow's Technology Landscape



Nearly 30% of organizations had already deployed and actively used GenAI in 2023. In 2024, it decisively moved from experimentation to scaled implementation. This shift marks a fundamental change in how enterprises leverage AI, not merely as standalone pilots but embedded deeply within core business functions such as customer service, marketing, software engineering, and internal operations.”

**Larry Quinlan**

*Chairman and Independent Director*



## Dear Stakeholders,

The year 2024 began with tempered expectations for the global economy. Persistent inflation, higher interest rates, and ongoing geopolitical uncertainties led many to predict a moderate slowdown. Yet, as we look back, global economic performance proved more resilient than anticipated. Major markets delivered steady growth, mainly driven by sustained technology and digital infrastructure investments. While economic uncertainty has not disappeared, the IT services industry has adapted to these conditions, evolving rapidly in response to significant market forces.

We operate in a market that never pauses. In 2024, enterprises worldwide faced a rapidly evolving environment, driven largely by a dramatic acceleration in generative AI (GenAI), heightened expectations around digital transformation, and shifting demands for more sustainable technology practices. Amid this complexity, Hexaware stood firm and agile. Reflecting on this past year, I see three critical trends shaping our industry and influencing the strategies of enterprise technology providers. These shifts reflect the current landscape and set the stage for future innovation.

## AI-powered Enterprise Transformation Takes Center Stage

Nearly 30% of organizations had already deployed and actively used GenAI in 2023.<sup>1</sup> In 2024, it decisively moved from experimentation to scaled implementation. This shift marks a fundamental change in how enterprises leverage AI, not merely as standalone pilots but embedded deeply within

core business functions such as customer service, marketing, software engineering, and internal operations.

Enterprises also recognized that capturing the full value of GenAI requires more than technology alone. Organizations achieving the highest business impact from GenAI are those that deeply integrate AI into their core business strategy and organizational DNA. As businesses shift their focus to AI-driven transformation at scale, providers in our industry must evolve beyond technical expertise toward robust frameworks for ethical governance, compliance, and responsible AI practices.

## Application Modernization Drives Digital Evolution

In 2024, enterprises are reimagining what is possible in the modern application landscape through AI-driven legacy modernization. With nearly 95% of organizations recognizing application modernization as essential—and 78% already leveraging or planning to use AI—the shift is no longer optional; it's strategic.<sup>2</sup> Legacy systems—from mainframes to outdated middleware—pose increasing challenges, including high maintenance costs, shrinking talent pools, and innovation bottlenecks. Modernization powered by AI addresses these issues head-on.

Solutions that bring cognitive modernization to life use GenAI to extract business logic, map dependencies, and precisely analyze code. This approach enables intelligent reverse engineering of legacy systems and seamless forward engineering toward future-ready architecture. From decoding hidden dependencies to creating enterprise and solution

blueprints, AI agents play a critical role throughout modernization. Whether transforming monoliths into microservices, enabling cloud-native development, or automating testing and validation, AI ensures that modernization is aligned, agile, and architecturally sound. For businesses, this evolution demands more than just migration. It requires comprehensive modernization frameworks that combine architecture clarity, domain-aware roadmaps, and continuous engineering to deliver innovation, scalability, and operational agility in the AI era.

## Intelligent Data Security Becomes a Strategic Priority

With the increased adoption of AI and cloud technologies, enterprises in 2024 faced heightened cybersecurity challenges. Cyber threats have become more sophisticated, posing greater risks to data integrity, business continuity, and enterprise reputation. Reports suggest that 93% of corporate boards now identify cyber risk as a critical threat to business value, reflecting the elevated importance placed on intelligent data security.<sup>3</sup> Moreover, global cybersecurity spending increased as enterprises invested more heavily in zero-trust models, real-time threat detection, and advanced security analytics.

This strategic shift demands that technology services providers elevate their security offerings, integrating advanced security measures at every stage of technology implementation—from design and development to deployment and ongoing operations. Enterprises now expect comprehensive



security frameworks that safeguard their data and infrastructure and ensure compliance with complex regulatory standards across regions.

### Hexaware's Strategic Response and Positioning

Against these significant industry shifts, in 2024, Hexaware moved decisively to align its capabilities with client needs.

In response to the rise of AI-powered enterprise transformation, Hexaware scaled internal AI capabilities through focused investments in skills development. A substantial percentage of our professionals completed specialized training in GenAI technologies. We further institutionalized our structured Decode AI – Encode AI framework, which drives our GenAI strategy allows our clients to move rapidly from AI ideation to robust deployment. Strategic partnerships with industry leaders, including AI21 Labs, Cohere, and NVIDIA, bolstered our ability to deliver secure, responsible, and effective AI solutions.

Our response to these market shifts has been decisive and comprehensive, centered around three powerful platforms: RapidX™ is redefining software engineering through GenAI integration, accelerating development velocity while ensuring quality. By embedding AI SMEs into development workflows, we enable organizations to achieve unprecedented speed and efficiency in their digital initiatives. Amaze® addresses the imperative of cloud modernization with automated

solutions that deliver 60-75% cost savings while tackling critical security, compliance, and multi-cloud complexity challenges. This platform has become instrumental in helping organizations navigate their cloud transformation journeys. Tensai® delivers extreme automation for IT ecosystem modernization, focusing on agility, efficiency, and experience. Our recent GenAI innovations, including Contact Center Co-Pilot and GenAI-powered document management, highlight our focus on advancing the capabilities of enterprise automation.



A substantial percentage of our professionals completed specialized training in GenAI technologies. We further institutionalized our structured Decode AI – Encode AI framework, which drives our GenAI strategy allows our clients to move rapidly from AI ideation to robust deployment. Strategic partnerships with industry leaders, including AI21 Labs, Cohere, and NVIDIA, bolstered our ability to deliver secure, responsible, and effective AI solutions.”

### Strategic Partnerships: Amplifying Innovation

In 2024, we strengthened our strategic partnerships, enhancing our capabilities to deliver exceptional client outcomes across industries. Our Advanced Tier partnership with AWS generated significant momentum, showcasing our proven expertise in cloud transformation on scale. We deepened our collaboration with Microsoft Azure, training over 20,000 employees in advanced GenAI, significantly expanding our capacity for enterprise-wide AI implementations. In life sciences and insurance, targeted alliances with specialists like Guidewire, Earnix, Archimedis Digital, Blumetra Solutions, and PointCross accelerated the delivery of industry-specific innovations, particularly around AI-driven solutions for clinical data management, insurance pricing, and regulatory compliance. Additionally, our strategic joint venture with Novelty Group is expected to substantially enhance our digital transformation presence in the Middle East, positioning Hexaware for meaningful growth in the region. These strategic moves in 2024 reinforced Hexaware's position as a collaborative, innovative, and value-driven partner, fully equipped to help our clients navigate an evolving technology landscape.

## Stability and Performance

In 2024, despite global headwinds, Hexaware achieved a 13.7% year-over-year revenue increase in USD term and strengthened its operating margins. Early in 2025, we completed an oversubscribed IPO listing at premium—recognized as the largest technology services IPO globally over the last decade with a market capitalization of approximately INR 43,000 crores at the offer price of INR 708 per share. This milestone also introduced 120,000 shareholders to our journey. True to our commitment to sharing the value we create, we returned 45% of our 2024 profits as dividends. The Board remains focused on maintaining high governance standards and pursuing responsible growth strategies to sustain our momentum and deliver long-term value for all stakeholders.

In 2024, we continued to strengthen our commitment to good governance by enhancing transparency, accountability, and ethical conduct across our operations. Our

governance framework ensures alignment with the highest standards of corporate responsibility and oversight. We continued to embed ESG principles into our operations, including responsible sourcing practices and increased due diligence across our supply chain to ensure ethical, sustainable, and compliant partnerships. Our integrated approach was recognized externally, as we secured a Silver rating from EcoVadis, placing us among the top tier of companies globally for sustainable business practices.

Additionally, we reinforced our commitment to community welfare by investing INR 165 million in impactful initiatives across education and skill development, healthcare, women's empowerment, rural development, sports initiatives, and environmental stewardship, benefiting over 93,000 individuals. Hexaware remains deeply dedicated to creating lasting, positive change in the communities we serve.

## Looking Ahead

The technology services market will exceed USD 4 trillion by 2029,<sup>4</sup> and Hexaware is well-positioned to capture this growth. Our strategic priorities moving forward are clear:

- Further expanding our AI-first approach to drive measurable results for clients
- Strengthening our global presence, anchored by our new corporate headquarters
- Deepening expertise in our core industries, such as life sciences, banking, and retail
- Continuing strategic investments in talent, innovation hubs, and key partnerships

On behalf of the Board, I thank our employees for their dedication, our clients for their continued trust, and you, our shareholders, for your sustained confidence. Together, we will continue to build a resilient, innovative, and responsible Hexaware.

Best Regards,

**Larry Quinlan**

*Chairman and Independent Director  
Hexaware Technologies*

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- 2 <https://www.redhat.com/en/resources/app-modernization-report>
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- 4 <https://www.forrester.com/press-newsroom/forrester-global-tech-spend-to-surpass-4-9-trillion-in-2025/>

# Relentless Innovation: Rapid Assimilation of Technology into the Future of Services



In 2023, we began pivoting to become an AI-first organization, a transformation that gained significant momentum in 2024. This shift started with integrating GenAI, machine learning, and automation into our internal operations to boost productivity and efficiency.”

**R. Srikrishna**

*Chief Executive Officer  
Hexaware Technologies*

## Dear Stakeholders,

As I reflect on 2024, I am filled with immense pride in how we have continued to redefine boundaries and deliver transformative value to our clients, employees, shareholders, and communities. This year's theme, Relentless Innovation, perfectly encapsulates our journey—a journey fueled by a steadfast commitment to pushing the limits of what is possible and creating meaningful impact for our customers.

In our context, innovation means rapidly assimilating new technology into our services and how we deliver them to solve customer business problems. In my opinion, the three most important dimensions of this are:

- Create services based on the new capabilities of AI
- Create and constantly improve platforms that harness the power of AI in everything we deliver
- Create a High AI IQ organization that can effectively deliver services using our AI-native platforms

We are creating a culture where every leader is dedicated to building a digital workforce with next-generation solutions, such as Agentic AI, that can more efficiently address existing problems and handle new challenges.

An exciting example of a new approach to an old problem is legacy modernization. RapidX™ brings a material reduction in time, cost, and risk, making it feasible for large companies to exit mega risks associated with legacy systems.

## Leading the AI-driven Digital Transformation: From Internal Pivot to Industry Impact

In 2023, we began pivoting to become an AI-first organization, a transformation that gained significant momentum in 2024. This shift started with integrating GenAI, machine learning, and automation into our internal operations to boost productivity and efficiency. We streamlined workflows, automated repetitive tasks, and enhanced decision-making by implementing AI copilots, conversational bots, and intelligent document processing tools. Our "client zero" approach ensured we validated innovations internally before rolling them out to clients, delivering scalable, secure, and impactful solutions.

While 2023 focused on piloting GenAI solutions, 2024 marked a significant shift as we scaled these solutions enterprise-wide, integrating GenAI across our clients' organizations to drive transformational efficiencies and productivity gains.

Our platforms Amaze®, Tensai®, and RapidX™, combined with our Decode AI and Encode AI consulting framework, have redefined how organizations adopt scalable, secure, and ROI-driven AI solutions. These platforms enable rapid prototyping, industry-specific use cases, and enterprise-wide transformation. Tensai®'s GenAI-led applications streamline operations, while RapidX™, our Agentic AI platform, revolutionizes software development, maintenance, and

modernization. Amaze® accelerates cloud-readiness with AI copilots that simplify modernization and migration. These platforms are enterprise-grade and built in the GenAI era, delivering transformational efficiencies and productivity improvements across our client's IT landscape.

Our AI solutions have made measurable impacts across various industries:

### Banking

Hexaware Paymatix™, our cloud-native platform, offers real-time data ingestion, analytics, and visualization, empowering financial institutions to derive actionable insights and enhance customer experiences.

- **Proof Point:** 50% TCO reduction, 3x faster data analysis, and 10x faster cross-sell and up-sell credit card operations for a US bank

### Insurance

Our AI-powered claims communication platform allows insurers to interact with customers in a safe, secure, and structured manner, providing real-time claims updates that significantly reduce customer inquiries and enhance satisfaction.

- **Proof Point:** 34% reduction in emails per claim, 24% reduction in calls per claim, and 50% STP across LOBs for a large insurer in the Nordic region

### Life Sciences and Healthcare

Our Clinical Data Automation as a Solution (CDAaaS) significantly reduces clinical data management costs and time, enhancing the entire clinical data life cycle, from collection to submission.



➤ **Proof Point:** 57% improvement in annual CSAT scores for IT, 45% increase in operational dashboard usage, 30% fewer tickets for broken pipelines and data refresh issues, and 20% reduction in data collection time for a leading life sciences company

**Retail and Consumer Packaged Goods**

In 2024, we empowered Retail & CPG businesses by integrating GenAI-powered tools and accelerators into IT operations.

➤ **Proof Point:** 10–25% reduction in incidents, 20–40% improvement in First Contact Resolution (FCR), and 30–60% decrease in monitoring alerts through automation and shift-left strategies

Strategic partnerships with AWS, Microsoft, Salesforce, ServiceNow, and NVIDIA enable us to deliver ethical, secure, scalable, and domain-specific AI solutions tailored to our clients' needs.

**Empowering Our People: Engaging and Retaining Talent**

As a services business, people are the cornerstone of our success. In 2024, we achieved an industry-best voluntary attrition rate for IT service line of 10.8% reflecting our focus on career growth opportunities, workplace culture, and competitive compensation and benefits.

We continued to empower our employees through innovative learning and development programs:

**SONIC**

We completed over 17,000 certifications through SONIC, our

role-based upskilling framework tailored to individual career goals and organizational needs.

**Mavericks and Segue**

These blended learning initiatives bridged the gap between academic knowledge and workplace skills, ensuring employees are project-ready from Day One.

**Hackathons and Knowledge Sharing**

Monthly hackathons and platforms like Club Synergy fostered creativity, problem-solving, and collaboration among employees.

This year, we also welcomed cricket icon Rahul Dravid as our Cultural Ambassador. His humility, discipline, and ability to thrive under pressure reflect the values we hold dear as an organization. Through his engagement with our teams, he has inspired us to aim higher, work together, and achieve more. David's presence reinforces our commitment to fostering a culture of excellence, teamwork, and shared purpose.

By investing in our people, we are building a resilient, future-ready workforce that will continue to drive our success in the years to come.

**Customer Delight: Powering Market Share Gain**

A combination of outstanding capabilities, platforms, and people makes us the preferred partner for our customers. Every year for the past decade, our NPS has been among the highest in the industry globally (our score of 67 is 26 points higher than the industry median of 41.2).

As we have scaled, we continue to demonstrate and practice our most important DNA, the DNA that every customer should feel like they are our only customer and that every one of 32K+ Hexawarians will do everything in their power to delight our customers.

**Net Promoter Score**



**Customer Experience (Experience Index)**

**Advocacy**



**Loyalty**



**Satisfaction**



**Business Value**



● Hexaware    ● IT Industry Median

\*\*Industry scores based on studies conducted by Feedback Insights in the last 18 months.

## Strengthening Our Market Position: Expanding Scale and Client Impact

Over the past four years, we have demonstrated an extraordinary growth trajectory, cementing our position as a global leader in IT services. Our brand value has grown by 124.5% from 2021 to 2024, reflecting our unwavering commitment to innovation, client success, and operational excellence. I am proud to share that we were recently recognized as one of the Top 25 Most Valuable IT Services Brands globally in the Brand Finance IT Services 25 2025 report.



Significant milestones in the quality of our client relationships have also marked this period of growth. Over the past four years, we have expanded our portfolio of >USD 20 million accounts, growing from 6 to 15, a testament to our ability to deepen relationships with existing clients and deliver exceptional value across diverse industries.”

Significant milestones in the quality of our client relationships have also marked this period of growth. Over the past four years, we have expanded our portfolio of >USD 20 million accounts, growing from 6 to 15, a testament to our ability to deepen relationships with existing clients and deliver exceptional value across diverse industries. In 2024, we achieved another major milestone by securing our first >USD 100 million account, underscoring our ability to serve large-scale enterprises and drive impactful results at the highest levels.

Additionally, we strengthened our market position with the strategic acquisition of Softcrylic, a premier data consulting firm. This acquisition enhances our data and analytics capabilities, enabling us to offer clients a comprehensive suite of services to drive marketing, customer journeys, and business transformation through data and technology.

As we look ahead, we remain focused on leveraging this momentum to deepen client relationships, expand our footprint in emerging markets, and continue driving innovation through AI, automation, and cloud technologies. These efforts will ensure we remain a recognized leader in the IT services industry and a trusted partner for our clients.

## Financial Performance and Shareholder Value: Standout in a Volatile Market

Robust financial performance is the final derivative of everything we do well. In a year marked by global economic uncertainty and market volatility, we delivered outstanding financial

performance, achieving revenue of INR 119,744 million (USD 1,429 million), a 15.4% growth over 2023 (13.7% in USD terms). All verticals posted growth in USD terms, led by HTPS (22.5%) and FS (19.1%), while North America grew by 17.7%. Our EBITDA margin improved to 15.9%, driven by better price realization, operational efficiencies, and strong cash flow generation, with operating cash flow conversion at 81.3% of reported EBITDA. These results underscore our business model's strength, ability to adapt to changing market dynamics, and commitment to delivering sustainable growth for all stakeholders.

Early 2025 marked a historic milestone with the successful completion of our IPO. Despite challenging market conditions, the IPO was oversubscribed, reflecting our shareholders' confidence in our leadership and vision for the future.

I would like to extend a warm welcome to over 120,000 shareholders who joined us on this journey and express my gratitude to those who have continued to believe in us.

Last year, we distributed 45% of profits as dividends, reflecting our commitment to sharing the value we create. As we look ahead, we remain focused on driving sustainable growth and maximizing value for our investors.

## A Commitment to ESG and CSR: Driving Sustainability and Social Impact

Our commitment to creating smiles is for all our stakeholders, including the communities in which we work and live. In 2024, we made significant strides in advancing our Environmental, Social,

and Governance (ESG) goals and Corporate Social Responsibility (CSR) initiatives, reflecting our unwavering commitment to building a sustainable and inclusive future.

We earned the EcoVadis Silver Medal, placing us in the 92<sup>nd</sup> percentile for sustainable procurement, ethics, and environmental stewardship. This recognition highlights our commitment to embedding ESG principles into our operations and aligning with global sustainability standards.

### Key ESG Highlights from 2024

#### Climate Action and Renewable Energy

- We achieved 57.5% renewable energy adoption across India, up from 39.7% in 2023, fueled by investments in solar, wind, and partnerships with Beta Wind Farm
- At our owned campuses, 71% of all energy now comes from renewable sources, avoiding 6,456 tons of CO<sub>2</sub> emissions
- We remain on track to achieve our net-zero Scope 1 and 2 emissions pledge by 2040, with an interim goal of 70% renewable energy adoption by 2030

### Circular Economy Leadership

- We achieved 100% waste segregation and zero waste-to-landfill across all campuses through partnerships like Earth Recyclers, upcycling food waste into compost, and responsibly recycling e-waste
- We eliminated single-use plastics from all locations, a move praised by employees and clients alike
- Our Chennai and Pune facilities achieved Zero Liquid Discharge (ZLD) status, with plans to expand this initiative to additional facilities by 2027



We earned the EcoVadis Silver Medal, placing us in the 92<sup>nd</sup> percentile for sustainable procurement, ethics, and environmental stewardship. This recognition highlights our commitment to embedding ESG principles into our operations and aligning with global sustainability standards.”

### Workplace Inclusion and Wellness

- For the second consecutive year, we were recognized as one of the Best Organizations for Women 2024 by Economic Times Now, celebrating our gender equity initiatives and inclusive workplace policies
- Our focus on employee wellness, supported by ISO 45001-certified processes and advanced air quality monitoring systems, ensured zero safety incidents in 2024
- LEED Platinum and Gold certifications for our workspaces highlight our commitment to energy efficiency, water conservation, and superior indoor air quality

### Driving Social Impact Through CSR

In addition to our environmental initiatives, we continue to make a significant impact through our corporate social responsibility efforts. In 2024, we invested INR 165 million in CSR activities, positively impacting over 93,000 people. Partnering with over 25 NGOs and local communities, we implemented diverse projects focused on education and skill development, healthcare, women's empowerment, rural development, and sports initiatives.

These initiatives reinforced our commitment to social responsibility and earned us recognition at the National Awards for Excellence in CSR and Sustainability 2024 and the Golden Star Awards 2024.

As we look ahead, we remain steadfast in our mission to integrate ESG principles and CSR initiatives into every facet of our business. By leveraging technology and innovation, we are committed to creating a greener, more equitable, and sustainable future for all.

## Looking Ahead: Sustaining Innovation-led Growth

As we move forward, our strategic priorities remain clear: to sustain innovation-led growth, advance our AI and automation capabilities, and enhance the capabilities of proprietary platforms. We will continue to invest in strategic partnerships and acquisitions that align with our vision, enabling us to deliver differentiated value to our clients and stakeholders.

The future of technology is being written today, and we are at the forefront of harnessing this to deliver services. This strategically positions us to take a leadership role in the emerging AI-driven era.

Thank you for your trust and support as we continue this exciting journey.

### R. Srikrishna

*Chief Executive Officer  
Hexaware Technologies*



As we look ahead, we remain steadfast in our mission to integrate ESG principles and CSR initiatives into every facet of our business.”



From the COO's Desk

# Pioneering Innovation Through People and Purpose



We prioritized preparing our workforce for the era of AI. Over 15,000 employees achieved GenAI certifications, with 5,000 obtaining advanced certifications. Embedding continuous learning into employee performance appraisals reinforced our commitment to professional development and future readiness.”

**Vinod Chandran**

*Chief Operating Officer  
Hexaware Technologies*



## Dear Stakeholders,

2024 was not just another year at Hexaware—it was a year defined by purposeful strides, genuine innovation, and an authentic commitment to our people. We focused on preparing for a future unmistakably shaped by AI, strengthening our teams, systems, and the way we deliver value.

## Ready for the AI Future

We prioritized preparing our workforce for the era of AI. Over 15,000 employees achieved GenAI certifications, with 5,000 obtaining advanced certifications. Embedding continuous learning into employee performance appraisals reinforced our commitment to professional development and future readiness.

## Talent, Where Talent Lives

Our strategy to bring opportunities closer to talent has gained momentum. Dehradun continued to flourish, nearing 150 employees, while our newest centers in Coimbatore and Colombo quickly crossed the 100-employee mark in total. We also significantly expanded our presence in Ahmedabad. These expansions reflect our faith in local potential and global collaboration.

## Investing in Smarter Systems

This year, we took bold steps to simplify and amplify our internal operations. Program Velocity is redefining our IT landscape, seamlessly integrating

Oracle systems across functions. We are actively deploying our own GenAI solutions internally, transforming operations into truly AI-enabled workspaces. Our new AI-driven talent management platform is already enhancing our agility, visibility, and responsiveness.

## Operational Progress You Can Measure

We welcomed over 4,000 new team members globally, including 800+ talented campus hires trained through a customized, vertical-specific onboarding experience. Our ongoing collaboration with leading academic institutions through the Segue program ensures we continue to nurture skills relevant to our evolving industry.

By sharpening processes and optimizing resources, we significantly improved IT service workforce utilization by approximately 260 basis points. Cross-skilling and internal mobility allowed us to fulfill around 72% of client requirements internally, underscoring our commitment to developing versatile talent.

## Quality and Customers Come First

We kept quality front and center, with our Quality Management Group closely partnering with business units to continuously refine delivery standards. Regular customer surveys provided candid insights, fueling continuous improvement and stronger relationships.

## Real Engagement, Lower Attrition

Employee engagement is not a buzzword at Hexaware. It is foundational. Our Navigator initiative celebrated our long-tenured colleagues, while Pivot offered frequent and direct employee connects with the leadership. These initiatives made 2024 exceptional, reflected clearly in our historically low attrition rate of 10.8%.

## Looking Forward

Our path forward is straightforward—continue building strong, sustainable, and profitable operations. We are committed to operational excellence not just as a goal, but as a lasting promise to our clients, employees, and stakeholders.

This is the Hexaware way: thoughtful, strategic, and authentically driven by people.

Best Regards,

**Vinod Chandran**

*Chief Operating Officer  
Hexaware Technologies*

From the CFO's Desk

# Going Public: A Historic Milestone



“

Despite the volatile and unpredictable external environment, we are proud of Hexaware's resilience, which enabled us to deliver a strong financial performance characterized by robust revenue growth, healthy margin expansion, and substantial cash flow generation.”

**Vikash Jain**

*Chief Financial Officer  
Hexaware Technologies*

## Dear Stakeholders,

One of the most defining moments of the year was Hexaware's successful Initial Public Offering (IPO). The overwhelming response from shareholders, reflected in the oversubscription and the appreciation of our share price on the listing day, especially in challenging market conditions, has filled us with both joy and a sense of responsibility. However, the IPO is merely the culmination of our core belief in "Creating Smiles" – smiles for our clients, smiles for our employees, and smiles for our investors. We extend our heartfelt gratitude to our new shareholders for their trust and to our existing investors for their continued confidence in Hexaware. We promise to give our best in the time to come.

## Financial Performance: Resilience in a Volatile Market

The year 2024 was marked by numerous global events, including the US elections, high interest rates, rising inflation, and a shifting geopolitical landscape. While there were expectations for these variables to stabilize, the world remains increasingly uncertain. Despite the volatile and unpredictable external environment, we are proud of Hexaware's resilience, which enabled us to deliver a strong financial performance characterized by robust revenue growth, healthy margin expansion, and substantial cash flow generation.

Revenue for the year increased by 13.7% over 2023 in USD terms. All units, verticals, and geographies contributed to this growth. In terms of verticals, HTPS grew by 22.5%, FS by 19.1%, T&T by 13.3%, and H&I by 10.9% year-over-year in USD terms. Geographically, North America achieved nearly 17.7% growth, while Europe and APAC grew by 3.0% and 6.5%, respectively, year-over-year in USD terms.

Adjusted EBITDA for the year stood at 17.3%, reflecting a 111 basis points improvement year-on-year. This margin enhancement was primarily driven by sustainable operational measures, improved utilization, favorable offshore revenue mix, streamlined pyramid structure, and optimized labor footprint through expansion into Tier 2 locations. We remain committed to investing in campus recruitment and upskilling initiatives, with plans to continue recruiting from campuses in CY25.

Earnings per share (basic) was INR 19.37, reflecting a 17.8% increase compared to the previous year. Our strong cash conversion, with operating cash flow to reported EBITDA at approximately 81.3%, underscores our robust financial health. We concluded the year with a healthy cash position of INR 19,923 million. Our Days Sales Outstanding (DSO) remains the best in the industry at 68 days. We continued to make strategic capital expenditures aligned with our long-term goals. Dividends at INR 8.75 per share,

reflected 45% of our profit after tax being returned to investors.

## Strategic Investments: Building for the Future

At Hexaware, we believe in investing for the long term to drive sustainable growth and innovation. In 2024, we made significant investments across three key areas:

- **Platforms for Business Growth:** We continued to enhance our proprietary platforms, including Amaze®, Tensai®, and RapidX™, to deliver cutting-edge solutions for our clients. These platforms are at the core of our ability to drive digital transformation and create value for our clients.
- **Expanding Our Presence:** We scaled up operations in tier-2 cities, launching new delivery centers in Dehradun, Ahmedabad, and Coimbatore in India. We also opened a delivery center in Sri Lanka as part of our strategic investments. These investments allow us to tap new and emerging talent pools, strengthen our delivery capabilities, bring operational efficiency, and also contribute to regional economic development.
- **Internal Transformation:** We are investing in upgrading our ERP systems to enhance internal efficiencies and support our growth ambitions. These investments in technology and processes ensure that we remain agile and future-ready.



## Creating Smiles: For Employees, Communities, and Investors

At Hexaware, we are committed to creating smiles for all our stakeholders:

- **For Employees:** Our people are at the heart of everything we do. In 2024, we ensured that merit increases were implemented on time, recognizing the hard work and dedication of our employees. We also launched multiple programs to enhance employee engagement, learning, and development, ensuring that our workforce remains motivated and future-ready.
- **For Communities:** Through our Corporate Social Responsibility (CSR) initiatives, we positively impacted over 93,000 lives in 2024. Our investment of INR 165 million in CY24 in education, sports, healthcare, women's empowerment, and rural development reflects our

commitment to creating a better future for the communities we serve.

- **For Investors:** We achieved a market capitalization of approximately INR 43,000 crores at the offer price of INR 708 per share, which is a historic moment for us. We are proud to have declared 45% of profits as dividends in 2024, reflecting our commitment to sharing the value we create with our shareholders.



We also launched multiple programs to enhance employee engagement, learning, and development, ensuring that our workforce remains motivated and future-ready.”

As we look to the future, Hexaware remains focused on driving sustainable growth, delivering value to our stakeholders, and navigating the challenges of an ever-changing global landscape. Our strategic investments, strong financial foundation, and unwavering commitment to innovation position us well to capitalize on emerging opportunities and continue creating smiles for our employees, communities, and investors.

Thank you for your trust and support as we embark on this exciting journey together.

Warm Regards,

**Vikash Jain**

*Chief Financial Officer  
Hexaware Technologies*

Glimpses of Listing Day\*



\* Listing of Hexaware Technologies Limited on BSE and NSE wef Feb 19, 2025

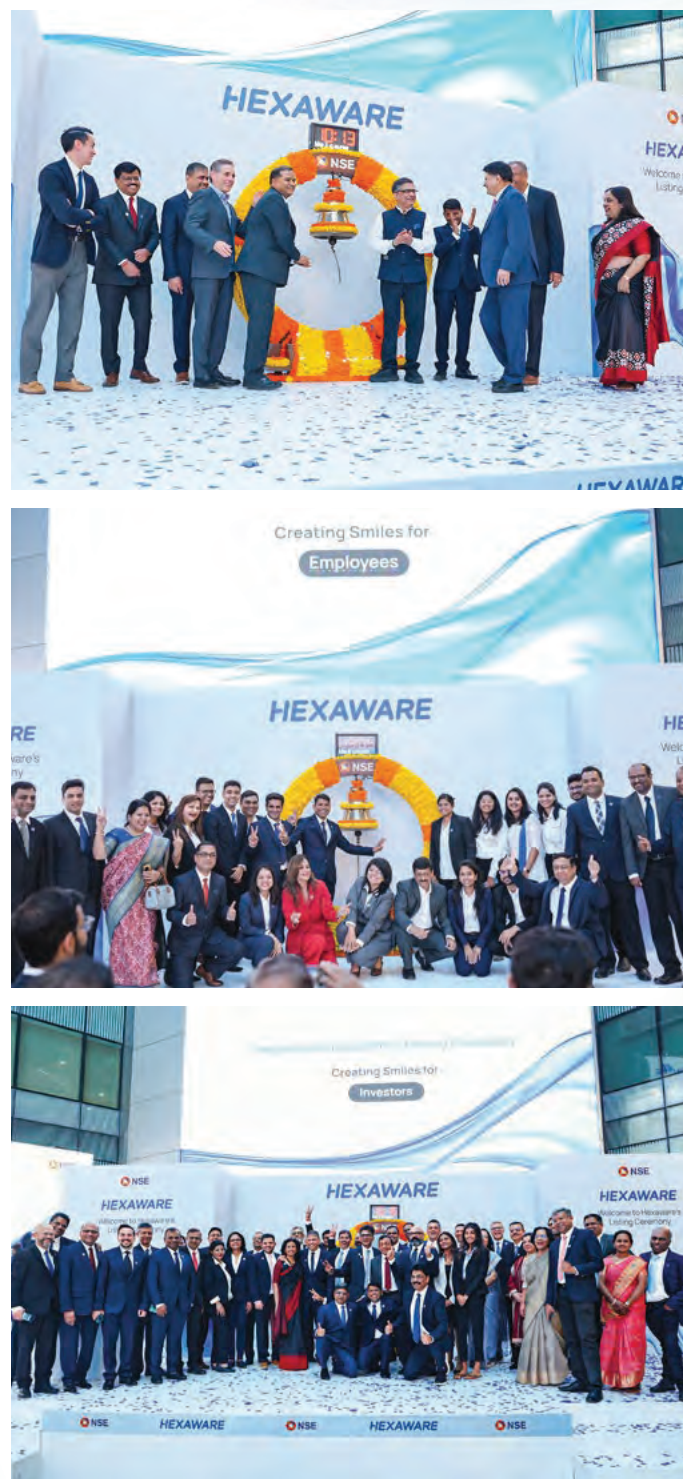


## Glimpses of Listing Day\*



\* Listing of Hexaware Technologies Limited on BSE and NSE wef Feb 19, 2025







Through six integrated service lines, we streamline operations and automate business processes for enhanced efficiency. Our solutions optimize infrastructure and unlock data-driven insights for better decision-making. Through digital innovation and enterprise integration, we build foundations for sustainable growth.

BUSINESS

**Business Segment Review**

40	Service Lines
64	Offering
68	Industry Verticals

# Accelerating End-to-End Cloud Transformation

Our Cloud Services are the backbone of everything we do, powering innovation across all Hexaware's offerings. Our clients get more than just cloud transformation — they get an AI-first platform aligned with their industries' leading business goals to unlock new potential. With AI accelerators, both proprietary and first party, we fast-track cloud journeys while achieving sustainable business value. Plus, our proactive considerations for cost and governance ensure sustainable, optimized, and hassle-free cloud operations. This means our clients focus on what matters most: driving growth and seizing opportunities.

## Overview

Cloud transformation is essential for businesses to modernize operations, enhance scalability, and address evolving industry needs like AI integration, security, and cost optimization. Organizations increasingly focus on tailored, multi-cloud solutions to meet sector-specific demands while ensuring compliance and efficiency. Hexaware addresses these requirements through an AI-first approach, leveraging proprietary tools such as Amaze®

for cloud transformation, Tensai® for automation, and RapidX™ for application development. Strategic partnerships with AWS, Microsoft, Google Cloud, Snowflake, and Oracle enable advanced, industry-specific solutions. Our services deliver measurable outcomes, including improved efficiency, faster development, and cost savings, while meeting security and compliance requirements across industries like finance, healthcare, manufacturing, and retail.



## 2024 Highlights

In 2024, we introduced a strategic shift toward end-to-end cloud transformation, offering a comprehensive suite of services encompassing compute strategy and advisory, cloud foundation, cloud modernization, cloud migration, platform engineering, and Cloud Transformation Office. These services include tailored compute planning, multi-cloud strategy, AI infrastructure readiness, portfolio assessments, and cost optimization. We provide identity and access management, secure networking, governance, landing zone setups, and disaster recovery solutions to support foundational cloud needs. Modernization efforts emphasize upgrading legacy applications, modernizing databases and platforms, enabling AI-readiness, and comprehensive testing services. Migration services include efficient lift-and-shift, cross-cloud migrations, containerization, data center exits, and seamless storage and database transitions. Platform engineering ensures AI platform readiness, security and cost audits, automation, and accelerated development tools. These capabilities are anchored by the Cloud Transformation Office, which manages end-to-end transformations, program governance, and innovative excellence.

We introduced Cloud Transformation Co-Pilots within our Amaze® platform to further enhance our offerings. These AI-driven tools streamline cloud-readiness assessments,

intelligent migration strategies, and accelerate modernization by automating code refactoring, migration path planning, and adoption of cloud-managed platforms. These innovations help businesses identify migration blockers, anticipate challenges, and enhance performance through predictive analysis and automated solutions.

Our expanded portfolio addresses evolving industry demands, including AI-ready infrastructure, industry-specific cloud solutions, seamless M&A or divestiture transitions, cloud-native application development, sustainable cloud operations, and compliance with regulated industries. This diversification positions us as a comprehensive partner for organizations optimizing cloud environments and driving innovation through tailored cost-efficient solutions.

In 2024, we achieved major client wins, including collaborations with an insurance and financial services company to migrate and modernize workloads, a global law firm for its data center exit and China separation program, and an international banking institution for application modernization and transformation. Additionally, an automotive retailer expanded its modernization services with a framework for updating legacy applications, while a healthcare insurance provider benefited from a comprehensive app modernization project. This included migrating from .Net to .Net 8, integrating Azure Service Bus and Kubernetes, and

converting SOAP endpoints to REST APIs, resulting in better performance, security, and seamless system integration.

Our strategic collaborations with technology providers such as AWS, Google Cloud, Microsoft, and Snowflake further enhance our capabilities. With AWS, we achieved Advanced Tier recognition and co-sold 18 solutions, while Google Cloud recognized us as a Managed Partner in North America. As a Microsoft Azure Expert MSP Partner, we trained 20,000 employees in Gen AI, launched 15 IP co-sell solutions, and aligned services with the Microsoft Cloud Adoption Framework. With Snowflake, we specialize in financial services, delivering solutions like Paymatix™, which enhances analytics for retail banking, and CDAaaS, a secure, compliant data hub for life sciences.

Our industry-focused cloud solutions include ERP systems tailored to specific sectors, Salesforce-based CRM systems for customer relationship management, and Adobe Experience Cloud-based solutions to deliver personalized, AI-driven customer interactions. These advancements and our expertise in leveraging multi-cloud environments and cutting-edge technologies underscore our commitment to driving measurable outcomes and innovation for our clients.



## Innovation Story

### Automating Architectural Documentation Creation



#### Challenge

A leading mortgage financier faced the challenge of manually creating architectural documents that outline the structure and design of IT systems to meet regulatory requirements and support business objectives. This process, which involved referencing multiple sources, was inefficient and time-consuming.



#### Solution

Hexaware implemented an automated solution to streamline document generation, achieving 70-80% automation. Key steps included:

- Leveraged AWS Bedrock's Large Language Models (LLMs) and Retrieval-Augmented Generation (RAG) for efficiency
- Stored relevant data from Confluence and SharePoint in a vector database for seamless access
- Enabled on-demand retrieval and processing, reducing manual effort and improving accuracy



#### Results

- Accelerated document creation, allowing architects to focus on refinement
- Reusability – not creating the same solution architecture multiple times, saving 2x time

Using LLMs and RAG to automate architectural documentation represents a significant innovation. By leveraging AI to handle traditionally manual tasks, the solution improved efficiency, reduced documentation time, and showcased GenAI's transformative potential in enterprise workflows.



## Innovation Story

### AI-assisted Multi-cloud Modernization with Amaze®



#### Challenge

A global insurance leader had to migrate workloads from 69 regional data center entities within a

multi-cloud setup integrating AWS and Azure cloud platforms. The enterprise sought an AI-assisted alternative

for a lift-and-shift migration, aiming to accelerate its business and cloud modernization.



#### Solution

We spearheaded the transformation strategy with the Amaze® platform for a centralized approach to scale migration. This platform leveraged its new AI capabilities to recreate integrated multi-cloud architecture seamlessly connecting with the latest technologies: JDK 21/17, .NET 8, REST APIs, AWS EKS, Azure AKS, and PostgreSQL.

It drove automated assessments, enhanced efficiency in legacy app modernization, and ensured smooth deployment to the multi-cloud environment.

We used Amaze® to drive AI-assisted app modernization:

#### Modernization Opportunity Assessments

The platform automated the assessment of apps and database source code, identifying what needed to change. We further established a central modernization factory within its digital environment.

#### Driving Framework Migration

It migrated frameworks and databases, resolved security vulnerabilities, and accelerated deployment pipelines to the multi-cloud setup. It helped create cloud-native and open-source application stacks.

#### Monolithic App Decomposition

We accelerated the conversion of monolithic applications with the platform, improving scalability and maintainability while addressing technology debt with new API-led functional microservices.

#### Integrated Code Delivery

The platform integrated with CMF FCP 2.0 provisioning and deployment pipelines, efficiently delivering modernized code to the cloud and re-platforming databases from Oracle, DB2, and SQL Server to PostgreSQL.



#### Results

- ▶ Assessment time was cut by 90%
- ▶ Modernization time was reduced by 50%
- ▶ Engineering costs dropped by up to 60%
- ▶ Applications were migrated in under 8 weeks

The AI-assisted modernization approach allowed a rapid multi-cloud migration framework that we have matured over years. The innovative, AI platform-driven strategy allows for precise refactoring of applications, achieving an AI-ready digital

environment faster than ever – a powerful differentiator in the race to succeed with AI.

# Reinventing Agility and Trust in Data and AI

At Hexaware, we focus on delivering enterprise data and AI analytics solutions that empower businesses to optimize operations and drive measurable impact. Building on Hexaware's deep focus on industry solutions, we offer advanced Data and AI services aligned with our clients' business outcomes, ensuring every insight leads to strategic decisions. Addressing the shift towards conversational tools to interact with enterprise data, we integrate AI Co-Pilots that accelerate digital transformation journeys. In this exciting era of AI exploration, particularly with the fusion of AI and GenAI, we are dedicated to helping enterprises thrive by turning data and AI analytics into a powerful asset for innovation.

## Overview

Our Data and AI services business unit seeks to transform how businesses leverage data and Artificial Intelligence (AI) to achieve measurable business outcomes. By building a strong data foundation and aligning it to business objectives, we enable enterprises to make AI-powered decisions and drive sustainable growth. We prepare organizations for seamless AI integration with an AI-first (data) environment by addressing complex challenges and establishing robust data ecosystems.

We act as a trusted advisor to the CDO, offering strategic guidance in GenAI, data platforms, and management. Our data engineering solutions, supported by partnerships with Microsoft Azure,

AWS, Google Cloud, Databricks, and Snowflake ensure seamless migrations, optimized infrastructure, and scalability. Our AI-powered business solutions also focus on solving functional problems using advanced analytics, from basic data analysis to GenAI, to deliver meaningful business impact.

Our Data and AI services contribute significantly to Hexaware's value proposition. Business Intelligence and Analytics Services – encompassing Data Modernization, Visualization, and IoT – achieved 39% YoY growth, making it the fastest-growing sub-service line. This growth underscores our ability to deliver impactful, scalable solutions that align with market demands and client needs.



## 2024 Highlights

Hexaware has introduced several innovative offerings aligned with its 2025 focus areas to drive client-centric growth and innovation. This includes a range of advancements across data strategy, analytics, and marketing capabilities to meet evolving client needs:

- A larger spectrum of data and AI analytics services delivering real impact
- Evolving enterprise data and AI analytics to improve business decisions
- AI-powered data pipelines for real-time and efficient data processing
- Integration of marketing analytics through Softcrylic for customer insights
- Enhanced data strategy and governance, such as AI strategy, compliance, and security frameworks including data mesh architectures

To further support these advancements, Hexaware has augmented its Amaze® platform with AI-driven automation and governance workflows, ensuring efficiency and scalability. Industry-specific solutions continue to be tailored for banking, retail, and healthcare, focusing on compliance-driven workflows and simplified adoption. Strategic partnerships with hyperscalers and technology leaders further amplified Hexaware's ability to meet diverse business needs:

- Collaborations with AWS, Azure, Google Cloud, Snowflake, and Databricks to co-develop secure, scalable solutions
- A focus on co-selling and joint offerings with hyperscaler-native utilities to expand the reach

This strategic direction is tightly aligned with Hexaware's goal of increasing revenue. Targeted initiatives include:

- Leveraging partnerships to drive demand and overcome market challenges
- Developing domain-specific AI solutions to connect with business buyers
- Repositioning the Amaze® platform as an AI Data Pipeline with GenAI capabilities
- Expanding managed services to build annuity-based business models

These efforts have already translated into significant customer wins. Hexaware acquired two new clients in marketing analytics: a media agency optimizing ad spending using advanced analytics and a high-speed rail company implementing Adobe Martech products.

Additionally, Hexaware expanded its work with existing clients, including a large bank transforming reporting into actionable insights for a company-wide analytics CoE, a North American business modernizing its data landscape and building GenAI solutions for chat analytics and data breach reviews, and a UK insurance company

streamlining data workflows and reducing operating costs.

Strategic collaborations with leading technology providers reinforce our success. A focus on co-selling and joint offerings with hyperscaler-native utilities expand the reach. The current state of our powerful partnerships:

- AWS Advanced Tier Partner with specializations in Glue and Redshift and 276+ certified consultants
- Featured Fabric Partner with 84+ certifications and a member of the GenAI Elevate Program
- Google Cloud consulting partner for GCP Data & Analytics services, supported by 24 certified consultants
- Snowflake Premier Partner with 155+ certifications and a focus on financial services
- Databricks Select Partner with expertise in DWH and Unity Catalog migrations, supported by 145+ certifications

Through these advancements, client wins, and partnerships, Hexaware continues to deliver innovative, scalable solutions that drive business transformation across industries.



## Innovation Story

### Transforming Medico-Legal Case Reviews with AI-driven Automation



#### Challenge

A UK-based product company specializing in centralizing medical records faced a daunting challenge. Medico-legal attorneys were burdened with the manual review of extensive case files, often spanning 700 pages. This process was time-consuming, prone to errors, and delayed critical insights.



#### Solution

By leveraging Amazon Bedrock's Claude model and Hexaware's accelerators, we introduced an AI-powered solution capable of:

- Reading and understanding complex medical case documents
- Extracting key information such as the nature and root cause of injuries

This enabled attorneys to access precise insights without requiring exhaustive manual effort.



#### Results

Our solution delivered measurable improvements in efficiency and accuracy.

- 90% reduction in manual case review time
- Enhanced accuracy and efficiency in medico-legal case analysis

Automating the review of medico-legal documents with AI represents a transformative shift. Our solution drastically reduced human effort, minimized errors, and empowered attorneys to focus on higher-value tasks, setting a new benchmark for efficiency in the industry.



## Innovation Story

### Modernizing Compliance Platforms with Amaze®



#### Challenge

A leading Belgian insurer faced rising costs and performance limitations with its legacy SAS platform. These constraints hindered scalability, innovation, and the efficient process of increasing data volumes.



#### Solution

Using Amaze®, Hexaware's GenAI-powered code conversion engine, we automated the migration from SAS to PySpark. This included:

- Converting SAS code to PySpark for distributed architecture
- Optimizing the PySpark code for enhanced scalability and performance



#### Results

Our solution enabled faster processing, cost savings, and improved scalability.

- 30% faster data processing through PySpark's distributed architecture
- Eliminated SAS licensing fees by adopting a cost-effective cloud infrastructure
- 20% increase in data volume scalability without performance degradation

While the solution primarily optimized legacy systems, the use of Amaze® was a breakthrough. Our GenAI-powered engine automated the traditionally complex and error-prone migration process, significantly accelerating modernization with minimal disruption. It represents a cutting-edge approach to legacy system transformation, enabling organizations to innovate faster and more efficiently.

➔ For more information, visit <https://hexaware.com/services/data-ai-solutions/>.

# Streamlining Operations Efficiently

Leveraging GenAI and advanced analytics, we enhance personalized interactions, create impactful communications, automate workflows, and transform shared services across various sectors.

## Overview

Business process services are at the forefront of a transformative era in which rapid technological evolution redefines industry standards. Hexaware's Business Process Services (BPS) apply GenAI and automation to enhance traditional operations, improve process efficiency and cost management, and refine customer interactions.

As customer expectations evolve, our solutions address the needs of banking, capital markets, insurance, and healthcare sectors by updating legacy practices with tailored, value-based approaches. Leveraging deep industry expertise and modern technology, Hexaware's BPS delivers measurable benefits from Day One.

## 2024 Highlights

In 2024, Hexaware adopted an AI-first strategy that redefined our Business Process Services. By integrating technologies such as GenAI, NLP, and ML, we offer:

- Chatbot innovations that deliver human-like conversations and harness customer sentiment analysis to enhance customer service significantly
- Smart training assistants that personalize assessments and tailor learning paths
- Knowledge management solutions that generate and share relevant information more efficiently
- Agent assistance tools that empower customer service agents with instant access to relevant information and solutions
- Real-time translation capabilities that facilitate seamless, multilingual voice communication between agents and customers
- GenAI-powered content hub platform that delivers a safe and secure content consumption experience across web and mobile applications

## Innovation Story

### Transforming Restaurant Content Management for a Global Concierge Service Provider



#### Challenge

A global concierge service provider with an extensive benefits network encountered significant challenges in restaurant information management. The existing process was plagued by manual inefficiencies, frequent human errors, and inconsistent content that undermined the quality of its service offerings.



#### Solution

Hexaware developed a self-learning AI-powered content generation hub that:

- Gathered restaurant information from multiple sources
- Leveraged GenAI to create consistent descriptions
- Implemented automated channel selection for optimal information retrieval



#### Results

The AI-driven approach delivered remarkable improvements:

- 85% reduction in manual work effort
- 40% time saved per description
- Accuracy improved from 40% to 95%
- 3x faster content delivery
- Enabled real-time updates in just 5 seconds

The solution represented a breakthrough in AI-driven content management. By transforming a labor-intensive process into a streamlined workflow, the AI system created an intelligent content ecosystem that could adapt, learn, and deliver high-quality information with unprecedented speed and precision. This approach showcased how AI can fundamentally reimagine traditional content management, turning a challenging manual task into a seamless, accurate solution.



**Innovation Story****Revolutionizing Call Center Performance Analytics****Challenge**

A global business process outsourcing provider specializing in consumer relationship management sought to address performance inefficiencies in its contact center operations. The organization needed to reduce high Average Handling Time (AHT) and improve agent quality by identifying targeted training and performance improvement areas.

**Solution**

Hexaware implemented a GenAI-powered analytics tool using AWS Bedrock that:

- Utilized advanced prompt engineering
- Analyzed customer-agent interactions with deep contextual insights
- Captured nuanced performance metrics, including:
  - Sentiment analysis through voice pitch and loudness
  - Agent knowledge verification
  - Communication proficiency assessment
  - Call quality adherence

**Key Dashboard Features**

- Flexible filtering capabilities
  - Product-level analysis
  - Team-level performance tracking
  - Individual agent insights
- Actionable recommendations for team leaders and managers

**Results**

The solution delivered measurable impact:

- 70% reduction in high AHT calls within the first 3 months
- Enabled comprehensive quality assurance previously impossible through manual review
- Provided granular, data-driven insights for targeted agent training

The solution represented a breakthrough in AI-driven performance analytics. By leveraging GenAI and advanced sentiment analysis, the tool transformed traditional call center quality management, offering unprecedented depth of insight and actionable intelligence for continuous improvement.

➔ For more information, visit <https://hexaware.com/services/business-process-services/>.

# Embracing a Digitalized Tomorrow

Industry leaders actively pursue digital transformation to integrate technologies into their products, services, and operations. Our specialization is in enabling business transformation through comprehensive solutions in the planning, design, and engineering of innovative, customer-centric products. We also focus on transforming complex application portfolios, empowering clients to navigate their digital journeys effectively.

## Overview

Through our Digital and Software (D&S) service line, we provide comprehensive solutions to help businesses navigate and excel in their digital transformation journeys. We design, build, and market digital products, platforms, and applications that create the experiences our customers want. We help businesses achieve their goals by integrating transformative technologies. Our services include digital strategy and consulting, platform evolution to future-proof systems, and technology audits to ensure robust infrastructure and scalability.

The demand for digital transformation continues to grow as industry leaders across sectors prioritize integrating digital technologies into their

products, services, and operations. Despite diverse macro-environmental challenges, enterprises are determined to drive digital innovation. Projections estimate double-digit growth in digital engineering spending, expected to surpass USD 1.5 trillion by 2026. Insights from industry analysts, peers, and potential clients align with these projections, placing our Digital and Software practice at a strategic advantage within Hexaware.

The D&S service at Hexaware defines, designs, engineers, and optimizes world-class software products and experiences that enable clients to succeed as modern digital businesses. This involves developing a clear vision, building capabilities, modernizing operations, and scaling solutions to meet the demands of the digital age. Focusing on innovation and customer-centric outcomes empowers businesses to achieve tangible success in their transformation journeys.



## 2024 Highlights

Hexaware introduced **RapidX™ 2.0**, a GenAI-powered platform that revolutionizes software development, maintenance, and legacy modernization. By leveraging virtual SMEs, RapidX™ enables faster development, seamless maintenance, and efficient modernization, ensuring scalability, cost optimization, and enhanced client productivity.

Innovation Story

Transforming User Support with an AI-Powered, Role-sensitive Help Center



Challenge

A global provider of legal tech services faced challenges with dense documentation and complex processes, making it difficult for users to access the help they needed to complete tasks efficiently. Without clear and accessible guidance, users struggled to navigate workflows, leading to delays, frustration, and decreased productivity.



Solution

Hexaware implemented a phased approach to build an AI-powered help center tailored to user needs:

Phase 1: Building the AI Foundation

- Developed a role-sensitive AI help content recommendation engine to provide context-aware assistance based on user roles, actions, and organizational data
- Designed the system to anticipate user needs, ensuring personalized and seamless interactions

Phase 2: Expanding AI Capabilities

- Advanced AI-powered interfaces for seamless navigation and intelligent, context-aware information retrieval
- Introduced advanced search functionality and smart filtering options for better usability



Results

We delivered an adaptive and intelligent help center that empowered users with faster, more intuitive navigation, leading to:

- Reduced project delays through faster access to critical information
- Increased user satisfaction, thanks to a seamless and personalized experience

The role-sensitive AI engine and adaptive NLP capabilities redefine traditional help centers. By offering personalized, context-driven assistance and anticipating user needs, Hexaware introduced a fundamentally new way to support users, setting a benchmark for intelligent documentation systems.

## Innovation Story

### Transforming Customer Experience with a Mobile App Solution for a Leading Convenience Store Chain



#### Challenge

A leading US-based chain of convenience stores and gas stations wanted to significantly enhance its customer experience by transforming its app that extended its in-store experience to mobile users.



#### Solution

Hexaware partnered with the client to design and develop a modern, intuitive mobile app on AWS. Key features included:

##### Geofencing Technology

Enabled customers to order ahead and streamlined the path-to-purchase process.

##### Enhanced User Experience

Introduced features like curbside pickup, food delivery, a rewards program, and contactless payments.



#### Results

We delivered a transformative app experience, achieving the following outcomes:

- 8x revenue growth within 48 weeks
- 4x increase in App Downloads, boosting customer engagement
- Significant operational efficiency, reducing deployment time to ~10 minutes

Combining proven technologies like geofencing with a customer-first design philosophy is a novel approach. By integrating these tools into a cohesive platform, the solution redefined the convenience store experience. Customers now enjoy a new level of personalization, automation, and ease of use, transforming how they interact with the brand.

➔ For more information, visit <https://hexaware.com/services/digital-software-solutions/>.



# Reforming Processes Prudently

Hexaware leads the charge in Digital IT Operations (DITO) services, seamlessly integrating application support, digital workplace solutions, infrastructure management, and testing services with agility. This contemporary methodology aligns with our vision for optimized delivery services, ensuring efficiency and responsiveness in a rapidly evolving digital landscape.

## Overview

Hexaware leads the way in Digital IT Operations (DITO) services, integrating application support, digital workplace solutions, infrastructure support, and testing services in an agile manner. This modernized approach aligns closely with our vision of modernized delivery services.

Our infrastructure services establish a robust foundation by focusing on automation, DevOps, security, IT services management, hybrid cloud, Cloud Ops, and software asset management. In the digital workplace domain, we offer tailored consulting, engineering frameworks, digital platforms, and operational support for seamless workplace transformation. Managed application services optimize

total cost of ownership (TCO) and foster growth through comprehensive solutions, from support to automation-led application management services (AMS).

In testing services, we prioritize quality at scale and enhance customer experiences through advanced automation techniques supported by AI/ML-driven autonomous testing. Our automation-first approach drives all testing services, aiming to eliminate human intervention as much as possible and expedite time-to-market with rapid releases. We are committed to innovation. We explore cutting-edge technologies like GenAI solutions and discover new use cases to deliver added value to our clients.



## 2024 Highlights

In 2024, Hexaware introduced several GenAI-based solutions to enhance operational efficiency and user experience:

- Tensai® GenAI – Contact Center Co-Pilot, which transforms contact center operations by integrating with platforms like Amazon Connect and Genesys
- Tensai® GenAI – Document Management, an AI-powered document analysis platform leveraging Retrieval-Augmented Generation (RAG) to retrieve and answer queries from uploaded documents such as PDFs, Docx, and PPTs
- Tensai® GenAI – Ticket Analyzer, redefining ticket management with real-time insights, adaptable modules, and role-based access control
- Tensai® GPT, a state-of-the-art conversational AI platform with secure, customizable, real-time interactions, targeted searches, and code snippet integration

- Tensai® GenAI – Intelligent Document Manager, streamlining document categorization and management by integrating with Outlook and Azure OpenAI
- Tensai® GenAI – SQL Query Generator, simplifying database querying using GenAI and an intuitive chat interface

Hexaware remains focused on GenAI-driven innovation and enhancing user experience. While the overall strategy remains consistent, the portfolio continues to grow through platform and service enhancements, ensuring a dynamic approach to meeting customer needs. In 2024, we also achieved significant customer wins by securing contracts with a leading data integration and management solutions provider, an innovator in pharmaceutical R&D, a global financial services leader, a top-tier law firm, and other industry leaders.

We also expanded our services with existing clients, leveraging the Tensai® Framework and expertise in digital transformation, cloud

solutions, and AI-driven analytics. This expansion included:

- Successful completion of over 150 transformation projects globally
- Improved user experiences, enhanced SLAs, and advanced reporting dashboards
- Realization of over 20% cost savings for some clients through phased modernization programs that prioritize business outcomes while modernizing applications and infrastructure

Strategic alliances with leading technology providers such as AWS, Microsoft, Google Cloud, Oracle, Salesforce, and SAP have driven innovation. These partnerships have enabled us to deliver advanced cloud infrastructure and AI-driven solutions, enhancing digital transformation and data analytics capabilities. Collaborations with OEMs like Dell and Lenovo have also provided customized hardware solutions that improve operational efficiency and productivity for clients.

## Innovation Story

### GenAI-driven Service Transition for Enhanced Knowledge Management



#### Challenge

A leading home improvement retailer in the UK faced significant challenges with manual service transitions. This resulted in inefficiencies, inconsistent knowledge management, and poor decision-making, negatively impacting service delivery, strategic planning, and customer satisfaction.



#### Solution

Hexaware implemented a GenAI-driven service transition framework, leveraging Azure OpenAI and the Tensai® knowledge base. Key features of the solution included:

- Automated knowledge base generation with manual creation capabilities for flexibility
- Role-based Access Control (RBAC) and secure API connections to ensure high levels of data security
- An intuitive UI, advanced search functionality, and inbuilt quality checks enhance usability and ensure accurate content delivery
- Implementation of data masking to protect sensitive information and maintain compliance



#### Results

- Lowered transition efforts by automating knowledge management processes, reducing reliance on manual tasks
- Improved content consistency and enabled centralized knowledge sharing across teams
- Reduced risks during the Knowledge Transition phase, completing 5+ successful GenAI transitions within 8–10 months

Hexaware's GenAI-driven framework automated knowledge management and streamlined service transitions, showcasing a cutting-edge application of AI to reduce risks, improve efficiency, and ensure secure, centralized knowledge sharing.

## Innovation Story

### GenAI-powered Contact Center Co-Pilot for Enhanced Customer Support



#### Challenge

A leading European engineering and construction company in the offshore energy sector struggled with slow response times and inconsistent agent performance in its customer service centers. These challenges stemmed from manual data entry and fragmented information spread across multiple platforms, leading to inefficiencies that negatively impacted service delivery and customer satisfaction.



#### Solution

Hexaware introduced a GenAI-powered Contact Center Co-Pilot, which seamlessly integrates with telephony solutions like Amazon Connect and Genesys. Key features included:

- Real-time transcription and conversation summarization, with updates directly into ITSM tools like ServiceNow
- Instant access to ServiceNow knowledge bases, providing agents with relevant information during interactions
- Comprehensive customer profiles and ticket information surfaced in real-time, enabling personalized service
- Sentiment analytics to guide agent responses and improve interactions
- Real-time visibility into customer and contact center performance for proactive management and decision-making



#### Results

- 40% faster resolution times through real-time ticket updates and streamlined processes
- 30-40% improved customer satisfaction, driven by sentiment-guided interactions
- Enhanced operational efficiency with automated problem statements and solutions

Hexaware's GenAI-powered Contact Center Co-Pilot revolutionized customer support by automating manual processes, integrating real-time insights, and enabling personalized service. This innovative solution improved efficiency, customer satisfaction, and decision-making, setting a new benchmark for modern customer service operations.

➔ For more information, visit <https://hexaware.com/services/digital-it-ops/>.



# Simplifying Business Integration

We leverage enterprise platforms to bring together complex business processes, data, and applications into one easy-to-use system. This integration helps improve operations, makes decision-making easier, and boosts teamwork, leading to better efficiency and growth for our clients.



Oracle

# Overhauling Business Environments

Hexaware brings over 25 years of Oracle expertise, helping enterprises modernize their business environments with AI-driven automation, cloud transformation, and ERP innovation. With a deep commitment to maximizing the value of Oracle investments, Hexaware ensures seamless transition to Oracle Cloud while enhancing operational efficiency and agility.

## Overview

The Oracle service line at Hexaware is pivotal in enabling enterprise-wide digital transformation. With organizations increasingly moving toward cloud-first strategies, Oracle's suite of applications and infrastructure solutions – from ERP, HCM, and SCM to OCI – is at the forefront of this transformation. Businesses are modernizing their core processes to enhance agility, operational efficiency, and scalability, leveraging Oracle's cloud-native platforms.

The global shift toward cloud adoption, automation, and AI-driven efficiencies has significantly influenced the demand for Oracle solutions. Companies seek to migrate from legacy systems to cloud environments, leveraging Oracle ERP Cloud, Oracle Cloud Infrastructure (OCI), and Oracle Fusion Applications. As a strategic Oracle partner for over 25 years, Hexaware provides end-to-end consulting, implementation, migration, and support services to accelerate Oracle-driven business transformations.

## 2024 Highlights

We introduced several key developments, including enhancements to Amaze® for ERP to enable faster Oracle Cloud migrations and the launch of AI-powered AMS for automated incident resolution and improved system uptime. Oracle CPQ Cloud capabilities were expanded to streamline sales and pricing processes, while AI-driven automation for Oracle Financials reduced manual workloads. We also strengthened PeopleSoft-to-Cloud migration services for large enterprises and enhanced OCI-based cybersecurity solutions to safeguard applications. Strategic investments included advancing

OCI for cost-effective hosting, leveraging Oracle Analytics Cloud for data-driven decision-making, and strengthening multi-cloud capabilities for hybrid environments.

Our customer wins showcase our expertise in driving business transformations. We secured a global ERP transformation project for a Fortune 500 manufacturing firm and signed a multi-year Oracle AMS contract with a leading European financial institution. We optimized supply chain operations for a US-based logistics company using Oracle SCM Cloud while helping a global bank automate payroll processing with Oracle Cloud

HCM, significantly improving operational efficiency.

We strengthened strategic partnerships by expanding our collaboration with OCI for migrations and enhancing hybrid cloud deployments with AWS, Azure, and Google Cloud. Joint initiatives included co-developing Oracle AI automation frameworks for finance and HR operations and working with Earnix to enhance pricing optimization solutions within Oracle ERP. These partnerships and innovations reinforce our commitment to delivering scalable, future-ready solutions.

## SAP

# Modernizing Systems, Surpassing Legacy

Hexaware bridges the gap between legacy SAP systems and next-generation cloud platforms, helping enterprises migrate seamlessly to S/4HANA, RISE with SAP, and SuccessFactors. By leveraging automation and AI, Hexaware enables enterprises to enhance agility and maximize business transformation.

## Overview

The SAP ecosystem evolves rapidly as enterprises transition to next-gen ERP platforms to enhance agility, efficiency, and innovation. The rise of cloud-first strategies, intelligent automation, and AI-driven analytics is reshaping how businesses leverage SAP solutions.

Our SAP Practice is at the forefront of this transformation, enabling organizations to modernize their SAP S/4HANA, RISE with SAP, and SuccessFactors landscapes. With platform-driven automation, cloud migration expertise, and advanced AMS capabilities, we help enterprises streamline operations, optimize costs, and unlock SAP's full potential.

In 2024, Hexaware strengthened leadership in SAP transformation, earning industry recognition, expanding partnerships, and enhancing proprietary frameworks to accelerate customer success.

## 2024 Highlights

ISG 2024 recognized us as a Leader in SAP S/4HANA System Transformation for our best-in-class implementation and transformation expertise. ISG also named us a Rising Star in SAP AMS for our AI-driven solutions that reduce operational costs. We showcased our digital transformation innovations at SAP Sapphire 2024, where we were a Silver Sponsor. Additionally, we strengthened our RISE with SAP offerings to accelerate enterprise cloud adoption and expanded SuccessFactors AMS with HR automation solutions to optimize employee lifecycle management.

Our customer wins include enabling SAP S/4HANA transformation for a global energy company, driving cloud migration and real-time analytics to enhance agility. For a European bank, we automated HR processes

with SAP SuccessFactors, reducing processing times by 40%. We achieved 30% cost savings for a US-based retail chain through AI-led SAP AMS automation. Additionally, we transitioned a manufacturing giant's legacy ERP to the cloud with RISE with SAP, ensuring seamless finance and supply chain integration.

We expanded our cloud partnerships with AWS, Azure, and Google Cloud to strengthen SAP migration capabilities. ISG recognized our leadership in S/4HANA System Transformation and AMS, while our SAP Gold Partner certification reinforces our expertise in delivering strategic SAP initiatives. These collaborations position us to provide our clients with innovative, efficient, and impactful solutions.

## Workday

# Minimizing Disruptions, Enhancing Optimization

Hexaware enables enterprises to streamline and optimize their Workday ecosystems, ensuring seamless HR, finance, and project management operations. With a decade of specialized Workday expertise, we deliver tailored solutions that reduce costs, automate workflows, and enhance decision-making.

## Overview

The enterprise resource planning (ERP) landscape is transforming significantly, driven by the increasing demand for cloud-based solutions, automation, and AI-driven innovations. Workday has emerged as a leading platform for human capital management (HCM) and financial management, providing organizations with agility, scalability, and advanced analytics.

As a Workday Services Partner, Hexaware is crucial in helping enterprises optimize their Workday investments. With a decade-long partnership, we leverage our deep domain expertise, proprietary accelerators, and automation-driven services to streamline Workday deployments and maximize ROI. By combining AI-led innovation with seamless cloud transitions, Hexaware enables businesses to unlock the full potential of their Workday ecosystems.

## 2024 Highlights

We expanded AI-driven functionalities in Workday AMS, introducing predictive analytics and automation for payroll, compensation, and workforce planning. We also launched new proprietary Workday accelerators, reducing implementation and migration timelines by up to 40%. Additionally, we enhanced cloud optimization methodologies to integrate Workday with AWS, Azure, and Google Cloud, improving scalability and resilience.

Our customer wins include securing partnerships with multinational organizations in healthcare, banking, and manufacturing for full-scale Workday implementations. We provided end-to-end Workday

support to a global pharmaceutical giant, improving HR operational efficiency by 50%. We helped a leading insurance provider migrate legacy systems to Workday, reducing HR-IT costs by 30% and improving compliance.

We strengthened our collaboration with Workday as a Signature Sponsor at Workday Rising 2024, showcasing our innovations in Workday services. Partnerships with AWS, Google Cloud, and Microsoft were expanded to enhance Workday cloud hosting solutions. Additionally, we collaborated with analysts and Workday specialists to drive best practices and thought leadership in the industry.



## Innovation Story

### Modernizing Finance and Procurement with SAP S4/HANA



#### Challenge

A leading utility company in the UK needed to modernize its finance, HR, and procurement systems to improve spend visibility, streamline onboarding processes, and optimize bill processing.



#### Solution

Hexaware implemented a strategic modernization initiative by:

- Upgrading the SAP database from HANA 1.0 to 2.0
- Integrating SAP Ariba for centralized procurement and Fiori for process re-engineering
- Automating regression testing with proprietary tools to ensure system reliability



#### Results

- 68% reduction in bill processing time
- 50% improvement in new joiner onboarding efficiency
- 38% enhancement in field service efficiency

Hexaware modernized the client's systems by strategically integrating SAP HANA 2.0, SAP Ariba, and Fiori. This approach streamlined processes and enabled data-driven decision-making and significant efficiency gains. Hexaware delivered a transformative solution that optimized operations and improved overall business performance by combining advanced tools with process re-engineering.

## Innovation Story

### Transforming HR Operations Post-Merger with Workday



#### Challenge

Following a merger, a global media leader faced significant challenges managing HR operations across the US and Australia due to disparate Workday systems. The organization required a unified HR platform to consolidate and optimize tenant governance, standardize HR processes across regions, and reduce integration and operational costs.



#### Solution

Hexaware leveraged its Workday expertise to deliver a seamless, unified HR ecosystem for over 5,000 employees across two continents. Key initiatives included:

- Workday Tenant Harmonization: We integrated HR, Recruitment, Compensation, Time and Absence, Payroll, and Performance Management into a single optimized system
- Hyper-connected HR Architecture: Integrated 65+ systems with 60+ downstream connections, including Payroll vendors (ADP, TMF, Preceda, Dayforce), LinkedIn, Referred, Okta, and Finance/Health and Safety systems
- Intelligent Data Migration and Process Automation: Migrated 300+ reports, optimized 75+ business processes, 40+ security groups, 50+ integrations, and scheduled 30+ alerts for proactive monitoring
- Proprietary Automation Tools: Leveraged AI-driven tenant harmonization tools, automated regression testing for reliability, and a flexible AMS (Application Management Services) model to enhance cost efficiency



#### Results

- 40% reduction in Workday tenant maintenance costs
- 25% lower operational costs through streamlined integrations
- Enhanced HR efficiency with automated workflows and real-time insights

Hexaware consolidated Workday systems and built a scalable, future-ready HR framework that empowered the client with operational agility, efficiency, and seamless global collaboration.

➔ For more information, visit <https://hexaware.com/services/enterprise-platforms/>.

# Taking a GenAI-first Approach

In today's rapidly evolving digital landscape, organizations face significant challenges, including the need for automation, cost optimization, and enhanced decision-making capabilities. The explosion of data generation demands advanced analytical tools, while regulatory requirements around security and privacy further complicate the adoption of new technologies.

## Overview

As businesses strive to improve customer experience and streamline operations, they require effective strategies to harness the power of AI. We address these challenges through our GenAI Services portfolio, which offers comprehensive solutions from consulting to development and ongoing support. With over 85 dynamic offerings, Hexaware optimizes functions across various industries, focusing on areas such as customer service, data analytics, and operational productivity. Key platforms like Tensai® and RapidX™ provide cutting-edge AI capabilities, while the Decode AI-Encode AI Framework helps

businesses identify and implement effective AI use cases. By embedding GenAI across its services, we support clients in achieving an AI-first model, enhancing data quality, and ensuring compliance with ethical and regulatory standards. This strategic approach positions Hexaware as a leader in driving digital transformation and delivering measurable value to its clients.



## 2024 Highlights

- Over the past year, we made significant advancements in GenAI through strategic partnerships with AI21, Cohere, and NVIDIA
- We deployed private Large Language Models (LLMs) and used offshore and nearshore teams to deliver scalable AI solutions, focusing on multimodal workflows and domain-specific agents
- Our collaborations with NVIDIA and Cohere allowed us to expand partnerships with leaders like Anthropic and Hugging Face, combining cutting-edge AI technology with security, scalability, and innovation
- We introduced transformative solutions such as GenAI - Clinical Co-Pilot for clinical literature reviews and GenAI - Legal Co-Pilot for legal document analysis
- Our custom-built Agentic AI platform, powered by Decode AI and Encode AI frameworks, enabled us to deliver scalable, compliant, high-performance solutions integrated with AWS and Azure
- Internally, we leveraged AI for contact centers and legal services, reducing operational costs and improving efficiency
- We expanded our services with existing clients:
  - For a Belgian insurance firm, we enhanced the GenAI-powered Agent Assist solution by adding CRM capabilities to improve customer engagement
  - For a mobility and alternative energy client, we began with a user-focused web interface and later integrated personalized knowledge bases to meet the company's evolving needs
- Our strong partnerships with OpenAI, Microsoft, AWS, and Google Cloud allowed us to leverage cutting-edge platforms and co-develop solutions like customized starter kits for faster AI adoption
- Collaborating with Cohere, we developed secure deployment solutions and tailored starter kits for specialized applications like re-ranking
- We participated in high-profile industry events, including the AI Summit in London and the Enterprise GenAI Summit in Silicon Valley, showcasing our thought leadership and innovation
- A major highlight was winning the 'AI Implementer of the Year' award at the Alcons Summit in New York, surpassing competitors like EY
- Our AI solutions delivered real-world impact across industries:
  - Enterprise GPT for mobility and energy firms reduced costs by 95% and improved productivity by 20%
  - In private equity, the Financial Co-Pilot streamlined market analysis, reducing integration time by 40% and improving investor engagement by 30%
  - Tensai GenAI-Multimodal System improved efficiency by 30% and reduced costs by 20% for aviation clients
  - Automating event planning for hospitality reduced sales cycles by 20% and improved accuracy by 80%
  - GenAI-powered Agent Assist for insurance improved response time by 40% and customer satisfaction by 30%



## Innovation Story

### GenAI-powered Agent Assist for Faster Insurance Support



#### Challenge

A leading insurance and asset management company in Belgium struggled with frequent agent rotations, which led to longer response times and reduced customer satisfaction.



#### Solution

Hexaware developed a GenAI Agent Assist solution designed to enhance customer interactions and agent productivity. Key features included:

- Real-time answers regarding general insurance products, with agents gaining instant access to policy documentation and customer-specific data during calls
- Built on a complex RAG (Retrieval-Augmented Generation) architecture with hybrid data (public and private), ensuring GDPR compliance by storing personal data in-memory and purging it after each session
- Real-time feedback for agents, reducing training time and improving performance



#### Results

- 40% reduction in response time, enabling faster and more efficient customer support
- 15% increase in agent productivity, driven by real-time access to critical information
- 30% boost in customer satisfaction, improving overall service efficiency and customer experience

Our GenAI-powered Agent Assist introduced real-time AI-driven support, leveraging advanced RAG architecture to ensure secure, GDPR-compliant data handling. This innovation drastically improved response times, agent productivity, and customer satisfaction, redefining customer service in the insurance sector.

## Innovation Story

### Enterprise GPT for Seamless Knowledge Access



#### Challenge

A leading US-based mobility and alternative energy solutions company faced challenges with employees accessing internal knowledge bases, which were fragmented and lacked a seamless interface across isolated repositories.



#### Solution

Hexaware implemented an Enterprise GPT solution to revolutionize the user experience across the organization. Key features included:

- An interactive web interface allowing users to register, log in, and engage in intuitive, GenAI conversations
- A personalized knowledge base, enabling employees to interact with the company's document data while ensuring proper citations for referenced materials



#### Results

- 20% increase in user productivity, as employees could easily access and interact with critical information
- 95% reduction in operational costs, driven by efficiency gains and streamlined processes
- Empowered employees with efficient, responsive service, improving customer satisfaction and overall business outcomes through advanced AI-driven solutions

Our Enterprise GPT solution reimagined knowledge management by integrating GenAI to unify fragmented repositories. This streamlined access to information significantly boosted productivity and reduced costs, showcasing a transformative use of AI in organizational efficiency.

➔ For more information, visit <https://hexaware.com/offerings/generative-ai/>.

# Offering Customized Solutions

Across 12 industries, we deliver specialized solutions that address unique sector challenges and drive digital transformation. Our deep domain expertise helps organizations modernize operations and enhance customer experiences. We enable businesses to thrive in their markets through industry-specific knowledge and proven solutions.



# Unlocking the Potential of Data

Hexaware transforms banking operations with AI, automation, and data-driven decision-making. We enable frictionless digital banking experiences, enhance security in payments, and optimize processes for compliance and customer engagement.

## Overview

The banking industry continues to evolve as digital technologies reshape service delivery and customer engagement. Financial institutions face ongoing challenges — from ensuring regulatory compliance to modernizing legacy systems — while seeking ways to better manage risks and optimize data use. Hexaware's banking technology solutions help financial institutions navigate these changes by building robust, enterprise-grade infrastructures. Our services support banks in addressing current challenges and adapting to new trends with a customer-centric approach.

## 2024 Highlights

In 2024, Hexaware shifted toward an AI-first strategy, focusing more on integrating advanced analytics and AI into our banking services and solutions. Incorporating advanced AI and GenAI capabilities into our core solutions has empowered banks to process data more efficiently and adapt to market and regulatory shifts with greater agility. This integration sharpens decision-making processes, bolsters risk assessment, and streamlines operational workflows.

The introduction of Hexaware PaymatiX™ marked a significant milestone for our banking solutions. As a cloud-native platform, PaymatiX™ offers a centralized environment for banking data ingestion, validation, transformation, analytics, and visualization. This platform enables financial institutions to derive insights from operational data and manage and analyze real-time transactions.

We continue to focus on enhancing process automation and cost optimization for our clients. Through our digital transformation and regulatory compliance offerings, active industry collaborations, and domain expertise, we remain focused on developing solutions that address specific operational challenges in banking.

## Focus Areas

### Payments

Redefining payments to enhance efficiency and security, streamlining processes to improve customer experiences.

### Digital Banking

Guiding digital transformation journeys by combining technology with a human touch for customer-centric solutions.

### Retail Banking

Elevating retail banking through fintech collaborations, reimagining experiences with AI-driven insights and seamless onboarding.

### Lending and Mortgages

Simplifying lending challenges by leveraging data to personalize offerings and optimize risk assessment for growth.

### Fraud-prevention, Anti-money Laundering (AML), and Know-Your-Customer (KYC)

Leveraging advanced eKYC processes, technologies such as machine learning and biometric verification, real-time transaction monitoring, and predictive/behavioral analytics for proactive risk detection and enhanced regulatory adherence.



## Innovation Story

### Automating AccessDB File Management for Improved Compliance



#### Challenge

A prominent North American bank faced challenges in managing multiple AccessDB files (EUCs/ BMTs). The manual processes were error-prone, making it difficult to extract content and map interdependencies between files. This inefficiency posed significant compliance risks and operational delays.



#### Solution

Hexaware developed an application to automate:

- Scanning and inventorying database objects (Modules, Macros, Queries, etc.)
- Mapping interdependencies between AccessDBs

Using a private adaptive language model to extract and convert VBA code into clear business logic.



#### Results

- Reduced manual effort and minimized errors
- Improved governance and compliance with automated workflows
- Scaled capabilities to handle a large number of AccessDB files efficiently

The use of private AI models to automate AccessDB file management and extract business logic represents a novel approach to improving governance, compliance, and operational efficiency in banking.



## Innovation Story

### PaymatiX™: Transforming Banking Insights with AI and Snowflake



#### Challenge

A leading federal credit union known for its extensive retail banking operations struggled with legacy data warehouse (DWH) systems. These systems lacked scalability and AI/ML capabilities and incurred high operational costs, limiting the organization's ability to derive actionable insights.



#### Solution

Hexaware implemented PaymatiX™, a cloud-native platform delivering end-to-end insights for the cards and payments ecosystem, on Snowflake, enabling:

- Migration of 43 TB of historical data
- AI/ML use cases for fraud detection and churn reduction
- Advanced analytics services with prescriptive and predictive capabilities



#### Results

- Reduced TCO by 70%
- Improved performance by 80%
- Delivered comprehensive, actionable insights through customized dashboards

The implementation of Hexaware PaymatiX™ platform on Snowflake, integration of AI/ML for fraud detection, and advanced analytics transformed retail banking operations, enabling scalable, data-driven insights and significant cost savings.

➔ For more information, visit <https://hexaware.com/industries/banking/>.

# Redefining Resilience Responsibly

Hexaware empowers financial institutions with agility, modernizing legacy systems and embedding intelligence into their processes. With 30+ years of expertise, Hexaware helps institutions achieve operational excellence, drive innovation, and maintain regulatory compliance while leveraging AI and automation.

## Overview

Financial institutions are navigating a complex economic environment where agility and digital excellence are paramount. With evolving regulatory requirements and increasing expectations for seamless digital experiences, these institutions continually adjust their business models and harness technology to support operational changes. With over 30 years of industry expertise,

Hexaware's Financial Services unit works across investment banks, asset managers, wealth managers, fund managers, exchanges, and data providers to support operational and digital transformation. By integrating technology with core functions in the front, middle, and back offices, we help our clients adapt to an increasingly digital and customer-focused marketplace.



## 2024 Highlights

Throughout 2024, Hexaware realigned its strategy with an AI-first approach to strengthen the integration of AI across its service offerings. This shift enables us to offer:

- Enhanced automation and analytics that support improved data management, automation of routine tasks, and enriched analytics
- Streamlined process optimization by embedding AI into regulatory reporting and operational processes

Our pivot to an AI-centric portfolio lays the groundwork for more adaptive and predictive services, enabling smarter decision-making and supporting clients in their ongoing digital transformation journeys.

Recognizing the increasing need for seamless digital experiences, we focused on offering our clients a unique digital client onboarding solution. The platform leverages improved automation and enhanced data integration to provide a smoother, more compliant

onboarding experience. Our solution ensures that data is managed more effectively during onboarding, supporting efficiency and regulatory alignment. By focusing on a more intuitive interface and process clarity, the digital onboarding solution aims to meet the evolving expectations of financial institutions and their customers.

## Focus Areas

Hexaware continues to concentrate on areas where digital transformation addresses emerging challenges in the financial services sector. Our focus areas include:

### Wealth Management

Leveraging data analytics and digital tools for personalized investment strategies

### Asset Servicing

Enhancing workflows and automating processes for efficient asset management

### Asset Management

Integrating real-time data and analytics to support informed investment decisions

### Digital Client Onboarding

Streamlining onboarding with advanced automation and secure data integration

### Regulatory and ESG Compliance

Aligning solutions with evolving regulations and sustainable practices



## Innovation Story

### Modernizing Legacy Systems for Financial Services using GenAI-powered RapidX™



#### Challenge

A leading mortgage provider's 30+-year-old legacy mainframe system for disclosures, reporting, and accounting required modernization to a cutting-edge cloud infrastructure to improve efficiency and scalability.



#### Solution

Hexaware implemented its RapidX™ AI solution, which included:

- Knowledge parsing to extract insights from project documents, knowledge articles, and business calculations, bridging gaps in SME (subject matter expert) knowledge
- AI SME-driven code creation for business and technical aspects
- Business requirements with acceptance criteria, non-functional requirements, test data, and test cases among outputs delivered



#### Results

The solution delivered measurable impact:

- Achieved a 30–50% reduction in forward engineering efforts, significantly improving efficiency
- Committed to underwriting overall timelines and costs based on an approved business case, ensuring a faster and cost-effective modernization process

Hexaware's RapidX™ AI solution was innovative as it automated complex engineering tasks, bridged SME knowledge gaps, and fast-tracked modernization efforts. The solution transformed legacy system modernization by leveraging AI to streamline processes and reduce manual effort, setting a new standard for efficiency and scalability in the financial services industry.

## Innovation Story

### Data Platform Modernization for Zero-downtime Cryptocurrency Trading with Google Cloud



#### Challenge

A leading digital payments company aimed to introduce cryptocurrency trading while ensuring uninterrupted service. Frequent platform downtimes during maintenance disrupted trading and impacted customer trust. Additionally, the company needed to integrate blockchain technology, protect user funds, comply with regulations, and build a robust data infrastructure for real-time insights.



#### Solution

Hexaware built an alternative cryptocurrency trading platform on Google Cloud Platform (GCP) to address these challenges. Key components of the solution included:

- BigQuery: Enabled real-time analytics and insights with a serverless data warehouse
- Dataproc: Facilitated large-scale data processing using managed Spark and Hadoop clusters
- Control M: Designed cost-effective workflows for real-time (streaming) and historical (batch) data processing
- Data Lakes and Cloud Storage: Provided scalable and efficient data movement and storage
- Regulatory Compliance: Implemented a server layer to copy data from BigQuery to an on-premises Hadoop cluster for regulatory reporting

This architecture ensured uninterrupted trading during maintenance, eliminating downtime risks and enhancing the overall trading experience.



#### Results

We delivered a robust and scalable solution that ensured uninterrupted cryptocurrency trading, resulting in:

- 30% enhanced user experience through seamless interactions
- 99.9% uptime, ensuring uninterrupted transactions
- 2x ROI achieved via cost savings and operational efficiency

The solution eliminated downtime risks during platform maintenance, a critical challenge in cryptocurrency trading. By leveraging cloud-native tools and ensuring regulatory compliance, Hexaware set a new standard for reliability, scalability, and customer trust in the trading domain.

➔ For more information, visit <https://hexaware.com/industries/financial-services/>

# Faster, Smarter, and Scalable Solutions

Hexaware accelerates digital transformation for technology firms and professional services, leveraging cloud, AI, and automation. It specializes in product engineering, audit and tax automation, and technology solutions for ISVs, advisory firms and legal enterprises.



## Hi-Tech, Products, and Platforms

### Overview

The high-tech industry is undergoing a rapid transformation fueled by advancements in cloud computing, GenAI Co-Pilots, and AI-augmented development. Our Hi-Tech, Products, and Platforms vertical intends to assist clients in navigating this dynamic landscape by leveraging our expertise in cloud transformation, platform-based solutions, and next-generation technologies.

We recognize that key challenges we face with our clients include data security and privacy, scalability and flexibility, enhancing user experience, modernizing legacy systems, and driving continuous innovation. At Hexaware, we aim to tackle these challenges head-on while seizing the opportunities that arise from the ongoing industry evolution.

### 2024 Highlights

In 2024, Hexaware significantly strengthened its strategic partnerships with leading technology giants and platform companies. By establishing deeper engagements, we drove value through tailored solutions and novel service models, enhancing our collaborative efforts and positioning ourselves as a key player in the market. We also made noteworthy strides in innovation with a future state vision for our service lines.

Our introduction of unique AI, automation, and platform engineering solutions, particularly through our app-first approach, has allowed us to expand our digital expertise. This initiative, along with our pursuit of new partnerships and exploration of untapped market segments, has fueled our drive for innovation and growth.

### Focus Areas

#### Driving Innovation

Leveraging secure and flexible large language models (LLMs) tailored to specific domains and curated data.

#### Streamlining Development

Utilizing AI coding assistants to enhance platform creation, testing, and delivery, reducing development cycles and improving product quality.

#### Transforming Engagement

Developing GenAI-based Co-Pilots for intelligent analysis and decision-making, transforming customer interactions and operational efficiency.

#### Transitioning Systems

Shifting from monolithic architectures to cloud-native platforms, improving scalability, performance, and accessibility to meet the growing demand for SaaS solutions.

➔ For information, visit <https://hexaware.com/industries/high-tech-products-platforms/>.



## Professional Services

### Overview

Recognizing the urgency to accelerate technology adoption in professional services, we have established a dedicated business unit at the intersection of trust, technology, and professional services. Our Professional Services arm combines industry knowledge with innovative technology implementation for internal and customer-facing platforms. We cater to firms in diverse sectors such as tax, audit, accounting, legal, risk, and compliance; people and talent management; advertising and marketing; and advisory and consulting.

With an AI-first approach, our technology service offerings are designed to deliver solutions uniquely tailored to meet the diverse needs of customers across various domains. This focus has fostered strong partnerships with two of the Big Four firms.

Our expertise encompasses cloud transformation, automation, AI-driven insights, domain-rich GenAI solutions, and enterprise application modernization — all tailored to empower enterprises to optimize operations, enhance customer experiences, and accelerate time-to-market —

addressing the specific demands of industry leaders.

Enterprises face challenges such as enterprise-wide cloud integration, data management complexities, and the need for secure client engagement platforms. In response, we prioritize solutions like automated taxation and audit processes, AI-powered contract management platforms, and mobile-based platforms to ensure greater accessibility and efficiency. Additionally, we address the demand for personalized user experiences, collaboration platforms, and real-time analytics to help organizations stay ahead in a competitive and evolving landscape.



## 2024 Highlights

In 2024, the Professional Services Business Unit achieved exceptional revenue growth, fueled by expanded service offerings and strengthened collaboration with a leading global law firm. This growth was further supported by significant advancements in leadership capabilities, with reinforced Account, Delivery Management, and Technology leadership across key

areas, laying a strong foundation for future success.

Enhanced collaboration with core Service Lines, including Digital and Software, Data and AI, Cloud, and Digital IT Operations, has driven innovation and seamless service delivery.

Despite industry challenges, such as leadership transitions

and budgetary constraints, one of our key partnerships with a global professional services firm demonstrated resilience. Moreover, growing interest in GenAI solutions has led to the development of customized offerings, including contractual review tools and Private LLMs, specifically tailored for the legal industry.

## Focus Areas

At Hexaware, we are committed to strengthening our presence in the professional services sector through strategic initiatives and innovation-driven priorities. We are expanding our geographic footprint, investing in advanced technologies, enhancing industry-specific capabilities, and exploring innovative business models to capitalize on emerging opportunities and reinforce our leadership.

To sustain growth and foster innovation, we emphasize talent development, research and development (R&D), digital transformation, and tailored industry-specific solutions. These efforts ensure we remain at the forefront of delivering value to our clients while adapting to evolving market demands. Our investments and growth strategies align closely with these priorities, enabling us to

thrive and drive sustainable growth in the professional services vertical. Our focus areas include:

- We empower tax, audit, and accounting firms with end-to-end solutions for managing data, ensuring compliance with regulatory requirements, and confidently address increasing scrutiny
- We help legal firms tackle the complexities of unstructured data, leveraging automation and AI to ensure effective risk management and regulatory compliance
- We support talent management firms by modernizing their digital capabilities, focusing on HCM consulting, and streamlining background verification processes to enhance efficiency

- We create reliable, data-driven platforms that enable advisory and consulting firms to adapt to shifting market dynamics, make informed decisions, and stay ahead in a competitive landscape
- We transform marketing and advertising processes through advanced technology platforms, helping firms maximize value, optimize systems, and deliver impactful campaigns

Through these focus areas, we continue to drive seamless service delivery, innovation, and value creation for our clients, ensuring we remain a trusted partner in their growth journey.

## Innovation Story

### Streamlining Testing for a New Era of Software Delivery



#### Challenge

A technology conglomerate faced long testing cycles that delayed the rollout of new services. The addition of new business features further complicated testing, and the client sought cost-effective testing solutions from multiple vendors to streamline operations.



#### Solution

Hexaware implemented a comprehensive and innovative testing strategy:

- **Seamless Knowledge Transition:** A well-defined KT toolkit ensured smooth onboarding and collaboration
- **Rigorous Defect Review:** A checklist-based internal defect review process reduced defects before testing cycles
- **Open-source Tools:** Leveraged open-source tools for mobile app testing, supporting both Android and iOS platforms
- **Comprehensive Testing:** Covered Regression, Performance, Accessibility, Localization, and Exploratory testing to ensure thorough quality assurance



#### Results

- **80% Reduction in Internal Defects:** Improved app stability and reliability
- **45% Increase in Test Execution Productivity:** Regression execution accelerated to an average of 1 minute per test case, enabling faster release cycles
- **15% Increase in Test Design Productivity:** Faster completion of new feature test designs

Our innovative solution combined cost-effective open-source tools with rigorous defect management practices, delivering faster, higher-quality results. This approach solved immediate challenges and transformed traditional testing methods, setting a new benchmark for agile and efficient testing processes.

## Innovation Story

### Transforming Global Audit Processes with AI-augmented Workflows



#### Challenge

Manual audit processes, lack of automation, and inadequate collaboration tools hindered efficiency for a global accounting firm operating across 150+ countries with 120,000 audit practitioners, leading to delays and inconsistencies in audit workflows.



#### Solution

Hexaware implemented a micro front-end, events-driven AI-augmented platform featuring:

- 20 AI-based products for automating audit tasks like statement reviews and ERP data extraction
- Tools for real-time financial tracking and confirmations to enhance accuracy
- Multilingual support, expanding from 10 to 45 languages to accommodate global operations



#### Results

Our solution delivered a significant impact:

- Saved 50,000+ hours
- Reduced rework by 25% through process streamlining
- Improved accuracy and efficiency with real-time checks and automation

Hexaware's innovative approach leveraged AI to automate complex audit tasks, introduced real-time tracking for enhanced accuracy and expanded multilingual capabilities to support global operations. This transformation streamlined the audit process and set a new benchmark for efficiency and collaboration in the auditing industry.

➔ For more information, visit <https://hexaware.com/industries/professional-services/>.



# Extending Futuristic Healthcare and Insurance Solutions

Hexaware's innovative solutions enhance patient engagement and drive operational efficiencies across clinical trials, therapeutics, and the payer-provider ecosystem, while also transforming the insurance landscape through intelligent underwriting and claims automation. By leveraging AI and cloud platforms, we optimize care delivery and streamline workflows in healthcare, alongside empowering insurers to modernize operations and deliver exceptional customer experiences. This dual focus on healthcare and insurance enables us to address the complexities of both industries, driving improved patient outcomes and digital transformation across the value chain.

## Insurance

### Overview

The insurance industry is at the cusp of a major transformation, shaped by socioeconomic shifts, technological advancements, and evolving customer expectations. Trends like hyperautomation, embedded insurance, GenAI, and bionic solutions are redefining traditional models while rising cybersecurity risks and regulatory pressures demand innovative solutions. Hexaware's Insurance vertical is leading this transformation, empowering insurers, reinsurers, brokers, and MGAs to modernize their operations and deliver exceptional customer experiences.

With an AI-first and automation-driven approach, we help insurers reimagine core functions such as distribution, underwriting, claims, and billing. We partner with a wide spectrum of insurers in Property and Casualty (P&C) insurance, including personal lines, commercial and specialty, life insurance, annuities, and retirement services. By leveraging cutting-edge technologies and human-centric innovation, Hexaware enables its clients to stay agile, competitive, and future-ready in an ever-changing landscape.



## 2024 Highlights

In 2024, we introduced several key innovations to transform the insurance industry. Our AI-powered communication platform provides real-time claims updates, reducing customer inquiries and improving satisfaction. We launched the 'Cyber-In-a-Box' solution with Guidewire Cloud, enabling rapid deployment of cyber insurance products and expanding RapidX™ capabilities to streamline broking, underwriting, and claims processes with faster API development. Our enhanced GenAI capabilities now support summarization, Q&A, and data extraction across underwriting and claims. Our advanced platforms for auto dealerships introduced hybrid sales models and scalable integration layers. We also invested in cloud transitions to platforms like Guidewire and Duck Creek, enabling

faster product launches and claim settlements. We also strengthened our data warehousing and analytics capabilities to deliver predictive insights and prevent losses. Through our partnership with Earnix, we transformed pricing strategies with AI-driven models, allowing insurers to create dynamic and accurate risk assessments.

We achieved significant customer wins this year. We partnered with a leading Australian insurance carrier to develop broker portals and product management modules and collaborated with a global reinsurance broker to enhance AI-powered risk placement tools. For a Belgian auto insurer, we enabled transition to a hybrid sales model, positioning the firm as an industry leader. Additionally, we helped a Nordic insurer reduce

claims communication inefficiencies through our AI-powered communication platform, making it so simple that 86% of its customers now monitor their claims online. Our collaboration with Earnix further improved pricing accuracy and underwriting efficiency, driving profitability and enhancing customer experience.

Our strategic partnerships continue to strengthen our position in the industry. We co-developed multi-line solutions with Duck Creek for a global P&C insurer and achieved 1,300 Guidewire certifications, five cloud transformations, and four specialization badges. Partnering with Socotra, we developed the 'warranty-in-a-box' platform with AWS, setting new standards for digital warranty services.

## Focus Areas

Our vision for 2025 is to accelerate digital transformation in the insurance industry by expanding Guidewire Cloud Transition services for seamless migrations, enhancing RapidX™ functionality to improve workflows and API deployment, and driving the adoption of GenAI for straight-through processing and improved customer satisfaction. We also build surround solutions for platforms like Guidewire and

Duck Creek to accelerate claims transformation and reduce time-to-market.

We remain committed to deepening partnerships with industry leaders such as Duck Creek, Guidewire, Socotra, and Earnix and hyperscalers like AWS, Azure, and Google Cloud. These collaborations enable us to deliver innovative solutions like Cyber-In-a-Box and our AI-powered

communication platform, setting new benchmarks in efficiency, customer engagement, and operational excellence.

A commitment to exceptional customer experiences drives our future. Combining cutting-edge technology with a human touch, we help insurers reimagine operations, deliver superior value, and adapt to the rapidly evolving insurance landscape.

➔ For more information, visit <https://hexaware.com/industries/insurance/>.

## Life Sciences and Healthcare

### Overview

The life sciences and healthcare industry is experiencing a profound transformation fueled by digitalization, patient-centric care, and cutting-edge technologies like AI, ML, and GenAI. Amid rising costs, regulatory hurdles, and the demand for faster drug development, organizations are turning to innovative solutions to enhance patient outcomes and streamline

operations. Hexaware is a key enabler in this shift, leveraging its proprietary platforms, AI-driven tools, and domain expertise to tackle industry challenges such as clinical trial inefficiencies, patient engagement gaps, and supply chain complexities. Partnering with top life sciences, pharma, and healthcare firms, we empower our clients with digital-first strategies focused on

patient engagement, decentralized trials, and operational modernization, positioning them as agile, efficient, and future-ready. While challenges like data silos and regulatory compliance persist, opportunities in GenAI, digital therapeutics, and emerging therapeutic areas like cell and gene therapies present a promising path forward.



## 2024 Highlights

In 2024, our Life Sciences and Healthcare vertical achieved significant milestones, with strong growth projected for 2025. Automation-led initiatives helped reduce operational costs for key clients, enhancing profitability and efficiency. These achievements reflect Hexaware's expanding presence and commitment to delivering innovative, value-driven solutions.

Key developments included launching a patient support app to improve care and engagement and implementing Salesforce-based solutions for advanced therapies. We introduced GenAI-powered tools to transform patient engagement, clinical automation, and analytics, driving better decision-making. We also expanded our global presence with new delivery centers and innovation labs in North America, Europe, and APAC, reinforcing our dedication to offering cutting-edge solutions worldwide.

## Focus Areas

We are addressing critical challenges in life sciences and healthcare through strategic initiatives and cutting-edge solutions:

### Clinical Data Automation

Streamlining clinical trials with automation for efficiency and accuracy.

### Agentic AI

Enhancing productivity with AI agents for clinical, commercial, regulatory, and compliance teams.

### GenAI

Driving innovation in code generation, document creation, and translation services.

### MDM Services

Improving data quality and decision-making with advanced cloud technologies.

### Quality and Compliance

Simplifying processes using GenAI-powered tools for risk analysis and document generation.

### Medical Writing

Revolutionizing clinical and regulatory communication with AI-powered tools.

### Patient Engagement

Leveraging AI to boost care coordination and patient adherence.

### Cell and Gene Therapy (CGT)

Developing scalable, end-to-end solutions for advanced therapies.

### Veeva Integration

Expanding support for Veeva Vault and CRM solutions.

We are unlocking growth opportunities in high-demand areas such as rare diseases and oncology. Leveraging AI, we enable decentralized clinical trials to improve accessibility and accelerate timelines. Our investments in digital health platforms and personalized medicine align with the industry's shift toward tailored treatments, positioning us as leaders in patient-centric innovation.



## Innovation Story

### Reimagining Insurance Buying for Auto Dealerships in Belgium



#### Challenge

Auto dealerships in Belgium faced significant challenges in providing customers with a seamless and efficient insurance buying experience. This time-consuming and frustrating process led to lost sales, low customer satisfaction, and inefficiencies for dealership sales staff. Equipping dealerships with a digital platform to simplify the insurance process and enhance customer engagement became the highest priority for our client, a leading Belgian insurer.



#### Solution

Hexaware partnered with the insurance company to address these challenges as part of its strategic initiative for vehicle dealers. Key innovations included:

- Designing the digital platform to enable seamless insurance purchases at dealerships or through branded websites, offering customers the flexibility to start their journey in-person or online
- Developing a single platform to manage all stakeholder journeys, including dealers, customers, underwriters, advisers, and administrators
- Building a customizable business model that allows tailored solutions for dealer networks while maintaining a standardized approach



#### Results

Hexaware's innovative solution delivered tangible results:

- NPS increased by 10 points
- Straight-through processing increased to 80%
- A single product designed to meet the needs of multiple dealer networks and sales models
- Positioned the customer as a leader in the Belgium insurance industry, driving growth and improving customer satisfaction
- 1.5X more growth than competitors

Hexaware's state-of-the-art digital platform for vehicle dealers stood out for its ability to effortlessly onboard dealer networks, streamline business journeys for all stakeholders, and provide tailored solutions for individual networks and their customers. This innovative approach is set to revolutionize the insurance industry and can be extended to additional lines of business, driving long-term growth and transformation.

## Innovation Story

### Transforming Clinical Study Workflows with GenAI



#### Challenge

Essential for clinical studies, Informed Consent (IC) forms are time-intensive to draft and update due to lengthy protocol documents and interconnected materials. This process created delays, slowing down study workflows and patient communication for a global life sciences organization.



#### Solution

Hexaware developed a GenAI application that:

- Automatically generates IC forms with a single click whenever a protocol changes
- Performs automated quality checks to ensure accuracy and compliance with regulatory standards



#### Results

Hexaware's solution delivers measurable impact:

- Reduced the time from 10 working days to less than a day, streamlining the drafting process and quality-checking each IC form
- Accelerated study workflows, reducing bottlenecks in patient communication and consent collection

The ability to instantly auto-generate and quality-check Informed Consent forms represents a revolutionary leap in clinical workflows. It streamlines processes and ensures faster, more efficient patient engagement. Our solution is driving significant transformation in clinical research for our clients.

➔ For more information, visit <https://hexaware.com/industries/life-sciences-healthcare/>.

# Building Future-ready Ecosystems

Hexaware enables manufacturers and consumer businesses to digitally transform operations, optimize supply chains, and elevate customer experiences through AI, cloud, and predictive analytics.

## Manufacturing

### Overview

The Manufacturing and Consumer vertical is transforming rapidly, driven by Industry 4.0, IoT, and GenAI, enabling smarter factories, optimized processes, and enhanced product design. Businesses focus on digitizing supply chain and customer-centric engagement to streamline operations, improve efficiency, and deliver superior experiences.

While challenges like product complexity, digital supply chain integration, and rapid technological advancements persist, they also present opportunities. Technologies

like GenAI, IoT, and big data analytics empower businesses to innovate faster, improve product quality, and boost productivity.

We are at the forefront of this revolution, offering tailored IT solutions that help businesses embrace disruption and achieve operational excellence. By leveraging AI-driven automation, IoT, and augmented reality, we optimize processes, reduce costs, and enhance customer satisfaction, positioning ourselves as a trusted partner for digital transformation and long-term success.



## 2024 Highlights

Hexaware has significantly contributed to overall revenue and growth through substantial deal wins across various manufacturing sectors, including building fixtures, plumbing, consumer electronics, semiconductors, and paper manufacturing. These successes have reinforced our leadership in these industries. We have also helped existing customers transition from B2B to B2C models, modernizing their supply chains and creating new revenue streams. Key highlights include:

- Expanded go-to-market strategies in EMEA and APAC, resulting in a more balanced revenue portfolio
- Received the ISG "Rising Star" designation for our Smart/Digital Factory Solutions, reflecting our growing market influence

We have also focused on cost optimization and automation, deploying AI-driven solutions and self-service tools to enhance resource utilization and productivity. Our automation efforts have reduced

overhead costs while maintaining quality, positively impacting profitability for our clients.

We forged impactful partnerships in high-growth manufacturing areas, including collaborations in Product Lifecycle Management (PLM), Configure-Price-Quote (CPQ), and AI-driven supply chain solutions. Additionally, we achieved an industry-leading Net Promoter Score (NPS) of 6.8/7, reflecting our strong client relationships and commitment to delivering high-value services.

## Focus Areas

At Hexaware, we are committed to transforming the manufacturing landscape by leveraging advanced technologies to drive efficiency, safety, and sustainability across key industries:

- In heavy industry and mining, we help businesses adopt Industry 4.0 technologies like smart mining and IoT to enhance productivity, safety, and environmental sustainability
- Our IT solutions address trends such as supply chain sustainability and emission-free vehicles for the automotive sector, boosting productivity and operational efficiency while aligning with ESG goals

- In discrete manufacturing, we deliver customized solutions grounded in industry best practices, enabling businesses to optimize their unique products and processes
- We deploy cutting-edge technologies for construction to improve process efficiencies, reduce costs, and drive sustainable transformation
- In process industries, our digitalization initiatives enhance operational efficiency, cost optimization, and agility, empowering businesses to remain competitive in a value-driven market

We see exciting opportunities in the rapid adoption of digital twins, real-time analytics, and connected ecosystems, which improve operational visibility and efficiency. Across all sectors, our focus on supply chain resilience and sustainability ensures that our clients can adapt to disruptions and thrive in evolving markets. We are strategically investing in IoT-powered connected factories, AI-driven automation, and advanced analytics to drive future growth.



## Retail and Consumer

### Overview

The retail and consumer packaged goods (CPG) industry is undergoing a rapid transformation, driven by changing consumer behaviors and technological advancements. Customers now expect seamless, personalized, and omnichannel experiences that integrate online and in-store platforms. Retailers must also address growing demands for sustainability, ethical practices, and transparency across operations. At the same time, leveraging AI, data analytics, and automation has become critical for optimizing supply chains, predicting demand, and uncovering new revenue streams.

As a strategic technology partner, Hexaware enables retailers to navigate this dynamic landscape by driving digital transformation, enabling innovation, and aligning operations with customer expectations. Our focus on sustainability, advanced analytics, and cutting-edge technologies positions retailers to thrive in a fast-evolving market while delivering superior customer experiences.

### 2024 Highlights

In 2024, Hexaware integrated GenAI-powered tools across retail IT operations, achieving a 10–25% reduction in incidents, a 20–40% improvement in First Contact Resolution (FCR), and a 30–60% decrease in monitoring alerts through automation and shift-left strategies. We strengthened our position with strategic developments, including a partnership with RapidPricer to deliver advanced retail pricing solutions powered by GenAI, cloud, and data engineering. Additionally, the acquisition of Softcrylic introduced a cutting-edge marketing data platform, enabling GenAI-powered multi-channel content creation, real-time insights, and seamless campaign execution to revolutionize marketing for retailers.

Building on our OMS consultancy expertise, we are developing a retail-focused OMS transformation framework to modernize order management systems efficiently. Looking ahead to 2025, we are expanding into retail planning, customer experience, and legacy platform modernization, leveraging our enterprise consultancy framework to unlock next-generation fulfillment and omnichannel sales capabilities.

### Focus Areas

Hexaware focuses on empowering retailers to adapt to the evolving market landscape through a combination of strategy, design, and cutting-edge technology. We prioritize EA-led architecture and cloud transformations to modernize legacy systems, enhance scalability, and improve operational efficiency. By leveraging AI/ML, IoT-enabled solutions, and supply chain simulation, we help retailers optimize demand planning, inventory management, and fulfillment processes.

Our focus extends to delivering omnichannel integration and micro-personalization to enable seamless, tailored customer experiences across digital and physical platforms. Additionally, we drive touchless innovation through AR/VR and secure digital payments, while embedding sustainability practices, ethical AI, and accessibility standards to align with customer expectations and regulatory requirements. These focus areas ensure our clients can achieve business agility, operational excellence, and long-term growth.

➔ For more information, visit <https://hexaware.com/industries/manufacturing/>.

## Telecom and Utilities

### Overview

The Telecom and Utilities sector is undergoing rapid transformation, driven by advancements in digital technologies and the growing demand for sustainability. In Telecom, the expansion of 5G networks, IoT integration, and the convergence of telecom and media markets are reshaping the industry, enabling enhanced connectivity and customer-centric solutions. Similarly, the utility sector is leveraging technologies like digital twins, augmented reality, and connected assets to address challenges such as climate change, resource optimization, and ageing infrastructure. The push for net-zero emissions and climate tech innovation further drives sustainable growth across both sectors.

Hexaware is a key enabler of this transformation, offering innovative solutions tailored to the unique challenges of these industries. In Telecom, we empower enterprises with AI-driven automation, customer-centric platforms, and IoT integration to enhance connectivity, reduce costs, and improve product quality. In Utilities, we focus on cloud enablement, legacy modernization, and connected asset solutions to streamline operations and build resilient, sustainable supply chains. Our expertise in climate tech, including digital twins and augmented reality, positions us as a trusted partner for companies seeking to achieve operational excellence and sustainable growth. Hexaware helps clients navigate disruptions, embrace innovation, and achieve long-term success by combining advanced technologies with deep industry expertise.

### 2024 Highlights

In 2024, Hexaware expanded its market presence by securing new contracts across water utilities, energy production, distribution, and telecommunications. This approach drove significant top-line growth, particularly in the EU and Middle East. The company also focused on operational optimization, developing tools and accelerators to address high technical debt in contact center operations, leading to improved performance and reduced overhead costs.

We introduced tailored solutions for customer experience based on AI maturity. Advanced customers adopted Agentic AI and NLP for deeper operational transformation and next-gen customer lifecycle management, while others with moderate AI maturity implemented GenAI to enhance customer experience and sales processes. Additionally, we launched advanced ESG solutions by integrating GenAI into ESG performance tracking and reporting, helping clients meet compliance requirements. Collaborations with leading cloud providers allowed us to unify cloud infrastructure with data analytics platforms, tapping into new market segments at the intersection of these technologies.

### Focus Areas

Hexaware aims to strengthen its presence in the Telecom and Utilities sectors through strategic initiatives focused on enhancing connectivity, minimizing downtime, and improving user experiences.

In telecom, the emphasis is on advanced network optimization and real-time analytics, alongside partnerships with communication tower firms to boost efficiency and innovation. The rising demand for sustainable networks aligns with our expertise in climate tech and IoT, enabling telecom companies to reduce their environmental impact while benefiting from the convergence with media markets, which opens opportunities for personalized, immersive content.

We are driving transformation across power generation, transmission, water, and waste management in the utilities sector by leveraging smart grid solutions and remote monitoring technologies. This approach ensures improved resource distribution and sustainability while focusing on facility management to streamline operations. The push for sustainable resource management and net-zero emissions drives demand for digital twin technologies and real-time analytics, allowing us to optimize resource distribution and enhance recycling efficiency. By adopting connected ecosystems and remote monitoring, Hexaware creates avenues for innovation that improve safety, efficiency, and profitability in both sectors.

# Education and Institutions

## Overview

Educational institutions are increasingly adopting digital technologies such as immersive tools, data analytics, and automation to enhance teaching, learning, and operational efficiency. The focus on personalized, insights-driven learning is allowing institutions to leverage data to tailor educational experiences and improve outcomes. At the same time, the demand for lifelong learning and micro-credentials is reshaping traditional education models, providing flexible pathways that cater to learners of all ages, from students to adults and seniors.

But challenges remain, including unequal access to digital tools and barriers to digital transformation, particularly in communities with limited resources. Institutions are also striving to enhance operational efficiency by addressing legacy costs and integrating centralized systems to eliminate data silos and enhance overall performance. In this context, Hexaware plays a crucial role in driving digital transformation within the education sector.

Our innovative IT solutions empower institutions to redefine learning experiences by enabling personalized learning and informed decision-making through data analytics.

Also, the integration of immersive technologies enhances student engagement and application rates, making learning more interactive and effective. Our automation-led solutions optimize costs and streamline operations, effectively addressing the challenges posed by siloed data and sub-optimal resource allocation. By focusing on these critical areas, we aim to help educational institutions overcome barriers and create more inclusive, efficient, and impactful ecosystems.

## 2024 Highlights

Technological advancements and a diverse mix of primary, secondary, and tertiary education players drove the growth of the Education vertical in 2024. GenAI played a pivotal role, enabling institutions to remain competitive in a rapidly evolving market. Rising costs for student and campus services and regulatory changes prompted many institutions to address technical debt and adopt automation-driven optimization initiatives.

Our education portfolio was significantly enhanced with AI accelerators and tools, improving processes like student experience, documentation analysis, and time-to-market for digital solutions. Recent M&A activities have expanded our client base and strengthened unified data analytics and transformation capabilities. Innovation flourished through client hackathons and proactive initiatives, where teams designed new educational experiences to deliver added value.

## Focus Areas

Hexaware focuses on empowering the education and public service sectors through tailored digital solutions:

### Enhancing Digital Infrastructure

Providing scalable, secure, and efficient solutions to streamline operations and improve learning experiences for universities and colleges

### Accelerating Learning Innovation

Collaborating with educational content and technology companies to deliver cloud-based solutions, seamless integration, and enhanced data security, strengthening our presence in the growing learning experience market

### Public Sector Digital Transformation

Focusing on delivering IT solutions for efficient data management, secure communication, and streamlined operations, for government institutions and education initiatives

## Innovation Story

### Reducing Shop Floor Incidents by 73% with AI and AR/VR Innovation



#### Challenge

The customer, a leading office furniture manufacturer worldwide, sought to transition from a traditional B2B model to a B2C operation. This ambitious shift required innovative solutions, including IoT-driven Factory of the Future, AR/VR capabilities, GenAI, and a Dealer Management Application, to redefine operations and deliver measurable business impact.



#### Solution

Hexaware collaborated closely with the customer's IT and business teams to co-create innovative solutions that bridged business challenges with technological possibilities. Key initiatives included:

- IoT-enabled architecture to unlock real-time monitoring and predictive maintenance capabilities, ensuring safer and more efficient factory operations
- Dealer management transformation, streamlining transactions and loyalty programs to reduce effort and improve dealer conversion rates
- E-commerce platform development, delivered in just 51 days, with the capacity to handle 10x the previous system's load
- AI-led automation for customer interactions, enabling self-service capabilities that resolved 40% of customer queries and reduced costs
- ML algorithms for warranty claims, improving first-time resolution rates and boosting customer retention and repeat sales
- AR/VR applications for immersive product visualization, enhancing customer satisfaction, and enabling precise analytics for product performance



#### Results

The transformation delivered measurable and impactful results:

- 73% reduction in shop floor incidents, creating a safer working environment and actionable insights for continuous improvement
- 1.5x improvement in dealer conversion rates and a 30% reduction in effort, translating into significant cost savings
- 8% revenue growth through the new e-commerce platform was delivered in record time
- 25% cost savings via AI-led automation of customer interactions
- 20% increase in first-time resolution rates for warranty claims, driving a 30% boost in customer retention and repeat sale
- 15% increase in customer satisfaction, enabled by AR/VR-powered product visualization and immersive experiences

Hexaware's innovative approach redefined the customer's operations by seamlessly integrating IoT, AI, and AR/VR technologies. This co-creation of solutions optimizes processes and sets a new benchmark for innovation, driving measurable business outcomes and long-term impact.



## Innovation Story

### Automated Quality Assurance Drives Faster Go-to-Market and Product Adoption



#### Challenge

Our client, a leading education curriculum and assessment company, sought to enhance the user experience for students and teachers while maintaining market leadership. It needed to launch a complex feature for K-6 students that set individualized learning goals and tracked performance, all while ensuring timely delivery to avoid losing competitive ground.



#### Solution

Hexaware collaborated with the client to address these challenges through innovation and automation. Key initiatives included:

- Developing an automated quality assurance framework to quickly test the performance of complex statistical features
- Reducing manual testing efforts and ensuring consistent, error-free performance across all potential usage scenarios
- Delivering the feature within two days of development, well ahead of the K-6 academic year
- Designing the framework to be reusable, enabling the customer to apply it across future product releases involving statistically complex features



#### Results

Hexaware's solution delivered measurable results:

- 10x reduction in manual testing efforts, freeing up resources for other critical tasks
- 2x faster time-to-market, cementing the client's position as a leader in the education sector
- Organization-wide adoption of the automated quality assurance framework as a reusable template for future product innovations

Our innovative approach challenged the customer's traditional manual testing methods, reimagined the process with automation, and delivered long-term benefits for current and future product releases. As a result, our client was able to solidify its leadership position while delivering superior user experience for students and teachers.

➔ For more information, visit <https://hexaware.com/industries/education-institutions/>.

# Delivering Excellence Every Mile

Hexaware enhances travel and logistics operations with AI, predictive analytics, and digital customer experience solutions.

## Travel and Hospitality

### Overview

The travel and hospitality industry is steadily recovering post-pandemic, driven by 'revenge travel' and increased business trips as employees return to offices. As the sector normalizes, stable demand will likely create opportunities for businesses to adapt and innovate.

Hexaware is playing a key role in this transformation, leveraging automation, cloud, and next-gen technologies to enhance customer experience and drive operational efficiency. By investing in digital transformation, we are helping businesses stay competitive and meet evolving traveler expectations.

While booming demand brings opportunities like AI-driven personalization, contactless services, and automation, challenges such as staff shortages and outdated legacy systems remain. Addressing these issues through advanced technologies and modernized infrastructure can unlock efficiency and growth for the sector.

### 2024 Highlights

In 2024, we strategically emphasized AI, unlocking the potential for smarter, predictive services that empower our clients to make informed decisions and effectively navigate their digital transformation journeys. As part of our commitment to driving transformation and efficiency, we modernized legacy systems with next-generation technologies, enhancing customer

and guest experiences through automation and personalization while improving operational efficiency via self-service digital platforms.

Additionally, we focused on innovation in assurance and analytics. This advancement allowed us to provide real-time insights and predictive maintenance through our advanced business intelligence and analytics solutions.



## Focus Areas

We focus on emerging opportunities and innovation to drive growth across the travel and hospitality sector.

### Legacy Modernization and Cloud Transformation

Empowering businesses with efficient, innovative solutions across passenger processing, flight operations, hospitality, and settlement services.

### Enhancing Guest and Passenger Experiences

Leveraging self-service technologies from pre-stay to post-checkout to streamline bookings, optimize

reservations, and digitize e-commerce and in-flight services for seamless and memorable customer journeys.

### Enterprise Efficiency

Managing HR, finance, supply chains, and critical business systems with advanced enterprise application services while ensuring operational excellence.

### Digital Assurance and Business Intelligence

Providing autonomous testing with over 75% automation for passenger services, cargo,

and loyalty management while delivering actionable insights through predictive maintenance, analytics, and reporting.

Additionally, our key investments focus on enhancing journeys across airline, cargo, and MRO services through IT solutions, improving airport services, ground ops, and decision-making with advanced analytics, providing next-gen solutions for operational efficiency in travel technology, and elevating guest experiences in hotels and resorts while reducing costs.



## Innovation Story

### Transforming Aircraft Maintenance with Real-time Monitoring



#### Challenge

An MRO organization faced inefficiencies in timely data acquisition, real-time sharing, and tracking Minimum Equipment List (MEL) activities, leading to compliance issues, downtime, and poor maintenance planning.



#### Solution

Hexaware developed a solution to enhance monitoring and collaboration using advanced tools. Key features include:

- Power BI Cloud-enabled MEL monitoring dashboard for seamless integration with the MRO system and on-premises databases
- Provided real-time insights to improve operational transparency and decision-making
- Enhanced collaboration among teams for faster and more efficient issue resolution



#### Results

Our solution delivered several benefits, including:

- 100% data synchronization across critical components
- Zero Aircraft on Ground (AOG) incidents due to MEL
- 13% reduction in MEL-related work orders
- 8.59% improvement in MEL ratio efficiency
- Improved SLA adherence and operational transparency

Hexaware's strategic use of Power BI Cloud technology to enable real-time MEL tracking and seamless data synchronization transformed operational transparency and efficiency. This innovative approach addressed critical pain points in the MRO process, ensuring compliance and reducing downtime.

➔ For more information, visit <https://hexaware.com/services/cloud-services/>.



## Transportation and Logistics

### Overview

The transportation and logistics sector is transforming to meet the demands of e-commerce growth, prioritizing faster, more efficient, and transparent last-mile delivery. Customers now expect real-time visibility and personalized services, while sustainability remains a key focus, driving investments in green energy and resource optimization.

As a digital transformation partner, we leverage our expertise to assist customers through this transition. Our services include transportation management, e-commerce solutions, warehouse management, inventory management, and last-mile delivery.

The industry faces both opportunities and challenges. Digital transformation fosters investments in cloud-based transportation management systems and automation technologies to enhance efficiency. E-commerce growth is pushing logistics providers to offer customer-centric solutions like same-day delivery. However, challenges such as supply chain disruptions from geopolitical tensions and rising customer expectations for rapid delivery put pressure on logistics operations.

### 2024 Highlights

In 2024, our Transportation and Logistics vertical significantly contributed to the company's overall growth, achieving key milestones reflecting its expanding market presence and ability to deliver tailored value-driven solutions. By integrating AI-driven technologies, the vertical introduced

adaptive and predictive solutions that enhanced operational efficiency and empowered smarter decision-making for clients. These advancements have strengthened client partnerships and positioned the vertical as a critical driver of digital transformation and business success.

### Focus Areas

Our strategic initiatives focus on harnessing advanced technologies and tailored solutions to enhance efficiency and deliver exceptional value to our clients.

#### Cloud Transformation

Focusing on enhancing operational efficiency and sustainability through cloud solutions powered by GenAI.

#### Digital Assurance

Prioritizing the adoption of autonomous testing and quality assurance to improve reliability in logistics and transportation operations.

#### Enterprise Application Services

Streamlining HR and payroll processes to support growth and retention within postal and transportation services.

#### Digital IT Outsourcing

Emphasizing agile IT operations and automation to maximize business value and efficiency for our partners.

#### Business Intelligence and Analytics

Investing in predictive analytics and reporting capabilities to empower decision-making across logistics, shipping, and railway sectors.

#### Customer Experience Enhancement

Enhancing user engagement and satisfaction through innovative digital solutions in vessel tracking and workforce productivity.

We are investing in AI-powered tools to enhance efficiency for global logistics service providers, cargo management, and fleet management companies while elevating ports and marine operations with advanced technologies. Additionally, we aim to be a leading transformation partner in railways by leveraging our technical and industrial expertise to unlock revenue and improve operational efficiency.

## Innovation Story

### Transforming Contact Center Testing through Seamless Automation and Integration



#### Challenge

The client, a leading airline in North America, embarked on a digital transformation journey to modernize its contact center operations. However, the implementation required extensive IVR test validation of its telephony system. The lack of integration between the VOIP system, third-party products, JIRA Xray, and Jenkins resulted in a heavy reliance on manual test execution, creating inefficiencies and jeopardizing project timelines.



#### Solution

To address these challenges, the team implemented a comprehensive automated solution:

- Integrated the VOIP system with JIRA Xray, Jenkins, and third-party tools using APIs and custom scripts
- Automated IVR test case execution and validation, reducing manual intervention
- Introduced real-time reporting for better visibility and tracking of test results



#### Impact

The solution delivered measurable results:

- Achieved a 100% reduction in manual execution efforts for end-to-end test execution
- Ensured on-time delivery by adhering to the project timeline
- Realized cost savings of approximately USD 85,000 annually, equivalent to 2,132 hours saved annually
- Established a scalable and robust framework for future automation and operational improvements

Our solution transformed a traditionally manual and fragmented testing process into a fully automated and integrated system. By leveraging seamless tool integration, end-to-end automation, and real-time reporting, the team optimized resource utilization, improved efficiency, and laid the foundation for continued advancements in testing and operational processes.

We are dedicated to harnessing the transformative power of relentless innovation. As a reliable partner in delivering exceptional technology products, services, and solutions, we strive to redefine boundaries in our industry. Our sustainability objective is to be a force for good: championing climate action, developing diversity, and reinforcing responsibility.

ESG Portfolio

The material topics listed here are value drivers for us and pressing concerns for the planet. We seek to help lead and drive solutions to address these issues.

ESG Governance and Ethics	Environmental Stewardship	People and Community
We uphold the highest standards of ethical conduct, data security, and corporate governance to build trust with stakeholders. Our approach integrates anti-corruption measures, ESG oversight, and robust cybersecurity frameworks to safeguard our business and stakeholder interests.	We are committed to reducing our environmental footprint by minimizing carbon emissions, optimizing resource usage, and improving the life cycle impact of our hardware products. Our sustainability initiatives focus on water conservation, responsible waste management, and energy efficiency to drive long-term environmental resilience.	Our people are at the heart of our business. We attract, develop, and retain a diverse, skilled, and inclusive workforce while fostering a safe and healthy work environment. Through corporate social responsibility programs, we invest in communities, promote equitable opportunities, and enhance employee well-being.
<b>Material Topics</b> <ul style="list-style-type: none"> <li> ESG Governance</li> <li> Anti-corruption</li> <li> Cybersecurity and Data Privacy</li> </ul>	<ul style="list-style-type: none"> <li> Carbon Emissions</li> <li> Effluent and Waste</li> <li> Water</li> <li> Environmental Footprint of Hardware Products</li> </ul>	<ul style="list-style-type: none"> <li> Recruiting and Managing a Global, Diverse, and Skilled Workforce</li> <li> Occupational Health and Safety</li> <li> Corporate Social Responsibility</li> </ul>
<b>SDGs Aligned</b> <ul style="list-style-type: none"> <li></li> <li></li> <li></li> </ul>	<ul style="list-style-type: none"> <li></li> <li></li> <li></li> <li></li> <li></li> </ul>	<ul style="list-style-type: none"> <li></li> <li></li> <li></li> <li></li> <li></li> </ul>

## ESG Performance Review

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Performance



# Making Persistent Progress

We incorporate sustainability principles from the design phase, guiding our products and processes toward favorable outcomes. We establish metrics and KPIs targeting emissions, waste, water conservation, diversity, information security, and data privacy. Our three-tier governance structure enables regular assessment of performance against targets, ensuring prompt corrective actions when needed.

In our approach, we prioritize key factors influencing our decision-making process. First, we assess the direct financial impact of issues on our economic performance, helping us understand their effect on our bottom line. We also consider policy-related aspects, including performance requirements and regulatory acceptance.

Understanding the norms and positions of our industry peers allows us to align with best practices. Additionally, we focus on stakeholder preferences to tailor our strategies accordingly. Lastly, we recognize the importance of each issue within the social ecosystem, ensuring our efforts benefit both our business and the wider community.

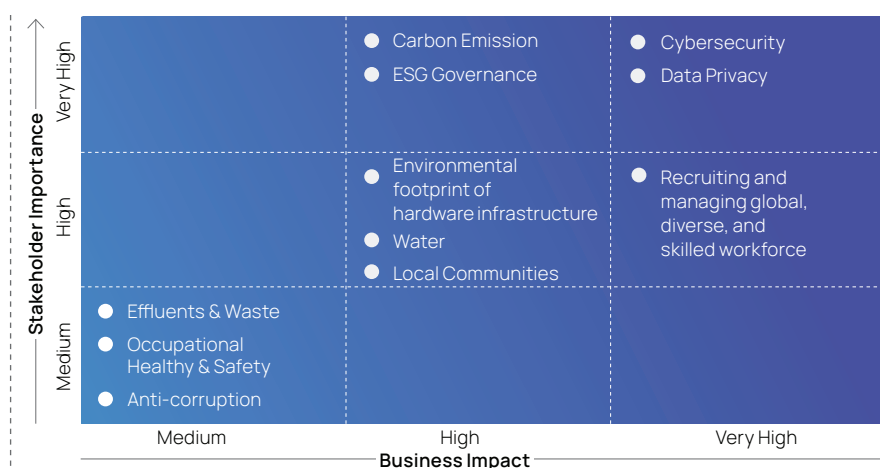
## Becoming one of the ESG Champions of India

In August 2024, Dun and Bradstreet (D&B), a renowned provider of business data and analytics, recognized us in its prestigious 'ESG Champions of India 2024' report as one of India's top 1000-listed ESG Entities.



# Making Sense of Our Material Issues

We follow the same principles we advise our clients: focus on the key aspects that matter to your business and direct your efforts where they will have the greatest impact. This strategy streamlines operations and maximizes results, ensuring all resources are used effectively.



While all issues are important, these items are of the highest priority.

## Our materiality assessment highlights urgent business and stakeholder priorities.

### Cybersecurity and data privacy are critical.

Global data breaches cost an average of

**USD 4.88 Mn**  
in 2024, a

**10%**  
rise from the previous year<sup>1</sup>

In the face of multiplying cyberattacks, resilience is a top concern for the entire world.

### Carbon emissions and ESG governance remain high priorities as businesses face intensifying regulatory scrutiny and investor expectations.

**107**  
countries have pledged  
**net-zero**  
commitments<sup>2</sup>

Companies across sectors—including technology—are integrating carbon accounting and emissions tracking into operations to align with sustainability targets.

### Meanwhile, recruiting and managing a diverse, skilled workforce is crucial.

**54%**  
of organizations struggle to recruit AI and automation talent<sup>3</sup>

The need for AI and automation talent is surging, particularly in fintech and biotech, intensifying the competition for top talent.

These prerogatives shape our ESG strategy, reinforcing our adherence to relentless innovation with responsible impact.

<sup>1</sup><https://www.ibm.com/reports/data-breach>

<sup>2</sup><https://www.un.org/en/climatechange/net-zero-coalition>

<sup>3</sup><https://www.fortinet.com/content/dam/fortinet/assets/reports/2024-cybersecurity-skills-gap-report.pdf>

# Overcoming Challenges with Targeted Interventions

We are committed to a sustainable future and have made impressive strides in our ESG journey. We have increased our renewable energy capacity, eliminated single-use plastics, and achieved Zero Liquid Discharge status at key campuses. Our focus on energy efficiency and training on cutting-edge technologies reinforces our dedication to sustainability.





Material Issues	Approaches to Adapt or Mitigate	Financial Implications of the Risk or Opportunity
<p><b>Cybersecurity and Data Privacy</b></p> <p><b>Risk/Opportunity along with Rationale</b></p> <p>Cybersecurity and data privacy are risks and opportunities for us, as safeguarding customer data is essential to protecting our brand reputation and market value. A robust cybersecurity framework upholds business ethics and reinforces the Confidentiality, Integrity, and Availability (CIA) triad, which is fundamental to secure operations.</p>	<p>To enhance our security posture, we have implemented advanced security measures such as Endpoint Detection and Response (EDR), Secure Access Service Edge (SASE), Security Information and Event Management (SIEM), and endpoint security standards. We conduct Vulnerability Assessment and Penetration Testing (VAPT) scans and actively monitor them for timely resolution, ensuring continuous risk mitigation.</p> <p>Recognizing the growing importance of cloud security, we have deployed a Cloud Native Application Protection Platform (CNAPP) to strengthen our cloud security posture. Additionally, we conduct attack surface monitoring and dark/deep web surveillance to detect and respond to potential threats proactively.</p> <p>To further fortify our defenses, we leverage Continuous Automated Red Teaming (CART), a sophisticated service that simulates real-world cyberattacks to identify vulnerabilities and enhance resilience. Compliance remains a cornerstone of our cybersecurity strategy, as demonstrated by our sustained adherence to ISO 27001 standards and rigorous external audits for Type 2 assessments of SSAE16 and ISAE3402 for SOC1 and SOC2.</p> <p>By benchmarking our cybersecurity practices against the best global standards, we ensure our security framework remains agile and resilient, adapting to evolving threats while reinforcing trust with stakeholders.</p>	<p>A proper system ensures unhindered business continuity and improves overall customer trust and satisfaction. This will help us avoid costly lawsuits, protect our brand and market value and build long-term relationships.</p>
<p><b>ESG Governance</b></p> <p><b>Risk/Opportunity along with Rationale</b></p> <p>ESG Governance is an opportunity for us as it is linked to our business strategy. It helps us ensure effective risk management and enhances long-term value for stakeholders.</p>	<p>By consistently increasing the effectiveness of our business models and services, we strive to provide superior experiences to our stakeholders. Our governance architecture promotes continual improvement of its operations and services.</p>	<p>Our good governance practices lead to a better response in a constantly changing environment that will enable us to attract significant capital investment.</p>



## Risk and Opportunity

Material Issues	Approaches to Adapt or Mitigate	Financial Implications of the Risk or Opportunity
<p><b>Recruiting and Managing a Global, Diverse, and Skilled Workforce</b></p> <p><b>Risk/Opportunity along with Rationale</b></p> <p>Recruiting is a risk as well as opportunity for us. Recruiting and managing a global, diverse, and skilled workforce helps us improve operational efficiency and increase employee loyalty. We enjoy the benefits of a highly skilled workforce with reduced hiring costs.</p>	<p>We conduct regular performance reviews, coaching, and appraisals. We ensure internal job posting/internal job rotation, follow a merit-based pay system, and conduct employee engagement activities regularly. Our Learning Management System defines, enables, and monitors competency development based on agreed plans.</p> <p>We have instituted a 'Rewards and Recognition' (R&amp;R) program and closely monitor social platforms like Glassdoor to respond to queries or concerns from current, past, and prospective employees.</p>	<p>We have successfully fostered a culture of team spirit, leadership, and knowledge sharing within the company. We also focus on increasing productivity, reducing attrition, and creating a better workplace. These have enabled us to develop a core team of experts and reduce hiring costs.</p>
<p><b>Water</b></p> <p><b>Risk/Opportunity along with Rationale</b></p> <p>Water is a risk for us since water scarcity can impair our company's business operations.</p>	<p>We have established a Water Management Policy built around 'reduce, re-use, recover, and recycle', thus enabling a circular economy. Through the Policy, we show our commitment to upholding laws and regulations, improving water efficiency, reporting on our water performance, and identifying and tracking water-related risks. To improve water management, we train employees to save water, ensure efficient water use on campuses, and recycle wastewater. We also capture rainwater through our rainwater harvesting system.</p>	<p>Our systems help manage water resources efficiently and optimize our water footprint. It also helps us undertake steps to reuse and restore water for local communities.</p>
<p><b>Local Communities</b></p> <p><b>Risk/Opportunity along with Rationale</b></p> <p>Local communities present an opportunity for us. Our operations can help boost the local economy, create employment, and motivate our employees through community volunteering programs.</p>	<p>We strive to create a meaningful impact through strategic philanthropic initiatives across four key areas. These include employee engagement programs, flagship programs, stakeholder management programs, and programs aligned with national (India) themes. Together, these initiatives reflect our commitment to impactful philanthropy.</p>	<p>Our efforts toward the local community help generate goodwill for us, create value for stakeholders, attract local talent, and foster a culture of collaboration.</p>

Material Issues	Approaches to Adapt or Mitigate	Financial Implications of the Risk or Opportunity
<p><b>Anti-corruption</b></p> <p><b>Risk/Opportunity along with Rationale</b></p> <p>Anti-corruption is a risk as well as an opportunity for us as compliance with regulations is required, but robust practices form a part of good governance.</p>	<p>We have a robust Anti-bribery and Anti-corruption Policy, procedure, and culture permeating the organization. We ensure that awareness regarding compliance is imparted through continuous training to new joiners and existing employees, and we track compliance with all relevant legislations.</p>	<p>Our robust culture fosters transparency, leading to organizational savings by mitigating fines and penalties. This culture also strengthens corporate governance, enhances our reputation, and cultivates employee loyalty, driving overall success.</p>
<p><b>Effluents and Waste</b></p> <p><b>Risk/Opportunity along with Rationale</b></p> <p>This is a risk as well as an opportunity for us, as proper management can help prevent the spread of disease and reduce pollution. While effluents and waste can be an environmental hazard and require legal compliance, suitable treatment prevents water, soil, air, contamination, thus promoting health and hygiene.</p>	<p>We are actively managing waste to minimize landfill impact through rigorous waste management implementation, emphasizing waste segregation for recycling and proper disposal. Across all our offices, we have transitioned from plastic to glass water bottles, eliminated single-use paper cups and plastic straws, and responsibly dispose of e-waste through authorized vendors, ensuring compliance with environmental regulations and preventing landfill accumulation.</p>	<p>Recycling waste responsibly can lead to decreased cost and increased savings, and simultaneously help reduce our carbon footprint.</p>
<p><b>Occupational Health and Safety</b></p> <p><b>Risk/Opportunity along with Rationale</b></p> <p>Occupational health and safety are paramount priorities, representing both risks and opportunities for us. It is imperative to protect employee health, prevent work-related injuries, and ensure the well-being of our workforce.</p>	<p>We provide a safe and healthy workplace by periodically identifying health and safety-related risks and opportunities at our operations to prevent occupational induced illnesses or injuries. We have established safety committees at all locations to monitor and control employee health and safety.</p> <p>These committees implement robust governance to investigate incidents, actively deploy mitigations, and improve the timeliness and efficacy of emergency response practices.</p>	<p>Employee safety leads to healthier and happier employees, increasing their performance and productivity.</p>

# Engaging With Our Stakeholder Family

We identified ESG areas that matter most to us. We provided Hexawarians and our broader stakeholder family with a materiality matrix to inform them of our sustainability strategy. The materiality assessment offered an excellent opportunity for us to engage with its internal and external stakeholders through focused conversations on sustainability.

Internal Stakeholders	Modes of Engagement	Key Concerns and Expectations	Our Practices
 <b>Leadership and Employees</b> Frequency: ●	<ul style="list-style-type: none"> <li>› Microsoft Teams</li> <li>› StationH engagement portal</li> <li>› SafeSpace for logging complaints anonymously</li> <li>› Fit Hexaware campaign</li> <li>› Employee satisfaction surveys</li> <li>› Whistleblower and vigilance mechanism</li> </ul>	<ul style="list-style-type: none"> <li>› Learning and development</li> <li>› Growth opportunities</li> <li>› Diversity and inclusion</li> <li>› Employee well-being</li> <li>› Rewards and recognition</li> <li>› Performance appraisals</li> </ul>	<ul style="list-style-type: none"> <li>› Organizational development training programs</li> <li>› Function-specific training</li> <li>› Employee engagement initiatives</li> </ul>
External Stakeholders	Modes of Engagement	Key Concerns and Expectations	Our Practices
 <b>Investors</b> Frequency: ●	<ul style="list-style-type: none"> <li>› Annual General Meetings (AGM)</li> <li>› Board meetings</li> <li>› Annual and sustainability reports</li> <li>› Press releases</li> <li>› Company website and social media platforms</li> </ul>	<ul style="list-style-type: none"> <li>› Financial and non-financial performance</li> <li>› Risks and opportunities</li> <li>› Governance and transparency</li> <li>› Business continuity</li> </ul>	<ul style="list-style-type: none"> <li>› Economic profits</li> <li>› Sustainable performance</li> <li>› Risk and opportunities management framework</li> <li>› Business continuity plan</li> </ul>

● As required    ● Annual/ Quarterly

Internal Stakeholders	Modes of Engagement	Key Concerns and Expectations	Our Practices
 <b>Customers</b> Frequency: ●	<ul style="list-style-type: none"> <li>Customer satisfaction surveys</li> <li>E-mails</li> <li>Grievance redressal mechanism</li> <li>Customer visits</li> <li>Company website and social media platforms</li> </ul>	<ul style="list-style-type: none"> <li>Quality deliverables</li> <li>Relationship management</li> <li>Solutions and service offerings</li> <li>Post-sales support</li> </ul>	<ul style="list-style-type: none"> <li>Due diligence</li> <li>Customer spotlight sessions</li> <li>Client-specific talent development program</li> <li>Review meetings</li> <li>Leadership connects</li> </ul>
 <b>Communities</b> Frequency: ●	<ul style="list-style-type: none"> <li>Needs assessment</li> <li>Impact monitoring and evaluation</li> <li>CSR initiatives</li> </ul>	<ul style="list-style-type: none"> <li>Training and livelihood development</li> <li>Infrastructure development</li> </ul>	<ul style="list-style-type: none"> <li>CSR impact areas</li> <li>Employee volunteering</li> </ul>
 <b>Suppliers</b> Frequency: ●	<ul style="list-style-type: none"> <li>Supplier assessments</li> <li>Supplier training programs</li> <li>Grievance redressal mechanism</li> </ul>	<ul style="list-style-type: none"> <li>Quality products and services</li> <li>Orders and delivery</li> <li>Sustainable supply chain</li> </ul>	<ul style="list-style-type: none"> <li>Due diligence</li> <li>Procurement policy</li> <li>Supplier code of conduct</li> <li>Supplier onboarding based on ESG criteria</li> </ul>
 <b>Regulators</b> Frequency: ●	<ul style="list-style-type: none"> <li>Annual and sustainability reports</li> <li>Compliance reports</li> </ul>	<ul style="list-style-type: none"> <li>Tax and royalties</li> <li>Emission reduction targets and initiatives</li> </ul>	<p>Transparent reporting on financial and non-financial performance</p>

● As required ● Annual/ Quarterly



# Lowering Carbon Emissions

We acknowledge that climate change is a significant challenge of our time and take actions to lessen its adverse impacts. Our recognition as a Sustainable Organization of the Year at the Net Zero Summit and Awards 2024 motivates us to strengthen our efforts and lower our carbon footprint over time.

## Management Approach

We benefit immensely from the guidance of our major investor, the Carlyle Group, which has a structured ESG program in place, keeping us aligned with the latest ESG trends. Our existing governance structures and management processes enable us to effectively respond to and manage our climate change risks. They also ensure we can pinpoint remedial measures over the short, medium, and long terms. We formally document our

processes for assessing climate-related risks and opportunities and communicate our strategy that results from them.

We have conducted a climate risk assessment based on the TCFD framework to assess the physical and transition risks. This assessment has been essential in helping us identify and map the impacts of climate change on our business and determine necessary mitigation steps.



### Our Aim for Net-Zero Emissions by 2040 – A Persistent Pursuit

- › Stringent reduction percentages may be hard to meet with company's growth and employees returning to the office
- › Innovative solutions are needed to balance growth and emission targets
- › Decarbonization in upstream leased assets poses unique challenges due to lack of operational control
- › Emissions from upstream fuel and electricity activities are outside the company's operational boundary; increasing renewable energy use is planned
- › Supplier engagement is vital; suppliers are expected to measure and track emissions.
- › Regular ESG training sessions are conducted to support smaller suppliers in improving their capabilities

### Key Initiatives and Progress

We prioritize energy efficiency through a multi-pronged approach and a slew of initiatives that extend far beyond simply reducing power consumption. We actively foster a culture of environmental responsibility by championing water conservation, prioritizing waste reduction, and meticulously assessing the environmental impact of our IT hardware throughout their entire life cycles.

We have made great strides in reducing carbon emissions across our facilities. At Mumbai MBP Building 157, the phaseout of R22 refrigerant gas is complete. The same goes for the 2<sup>nd</sup> and 3<sup>rd</sup> floors of Building 3. For the ground and first floors of Building 3, as well as our Chennai and Nagpur campuses and Mumbai MBP Building 1, the process is already underway. To boost renewable energy use, we have started work on a 300KW rooftop solar plant at the Chennai campus. At the

same time, we are replacing outdated 11KV/1000KVA power transformers with energy-efficient copper-wound ones at MBP Buildings 1, 3, and 152. This upgrade will significantly reduce energy losses and improve efficiency. Our air conditioning systems are also getting an upgrade. On the 2<sup>nd</sup> and 3<sup>rd</sup> floors of MBP Building 3, we have swapped out old comfort AC units for energy-efficient models. In Building 157, we have installed VRF AC units on the 1<sup>st</sup> and 2<sup>nd</sup> floors to replace outdated systems.

Over at the Nagpur campus, we're replacing old comfort AC units with VRF units across key areas like the 1<sup>st</sup>-floor C and D wings, 2<sup>nd</sup>-floor C-wing, hub rooms, and UPS/battery room. We are not stopping there. At Nagpur, we have also replaced conventional UPS units with modern, energy-efficient modular types. We are also upgrading outdated CFL light fixtures with LED ones across the 1<sup>st</sup>-floor C and D wings and the 2<sup>nd</sup>-floor C-wing to further reduce energy consumption.

#### GOAL

70%

Targeted transition to campus electricity to renewables by 2030

#### PROGRESS

71%

In December 2024 (59% in 2023), surpassing the target across Chennai, Pune, and Nagpur

# Consuming Resources Responsibly

We are dedicating ourselves to achieving water neutrality across our owned operations by CY 2030. In parallel, we are targeting zero waste to landfill at our owned campuses by 2025. We have developed comprehensive waste and water management policies underpinned by our environmental and sustainability policies.

## Management Approach

We have been at the forefront of implementing various initiatives for water management. The approach has focused on improving water efficiency through recycling wastewater for landscape irrigation and flushing purposes, ensuring ZERO leaks from the taps, and sourcing water through reliable sources. Apart from working on these initiatives, we also work on rainwater harvesting, running sewage treatment plants at our campus locations, and actively monitoring water consumption usage across all our India facilities.

The mantra at Hexaware is upcycling the waste generated at our facilities. Under this initiative, wet waste gets converted into manure, and dry waste, like paper generated in the restrooms and food wrappers, is segregated at the source for recycling with a complete focus on ZERO waste to landfill. Hazardous E-Waste is handed over to approved recyclers who conform to the Pollution Control Boards to ensure that this waste is disposed of responsibly.





## Key Initiatives and Progress

Water stress and scarcity are some of the most significant environmental, geopolitical, and resource risks facing the world today. However, the complex nature of the water challenge demands adaptive measures that are collaborative, involve multiple stakeholders, and should be inclusive in nature and not centered only in the workplace.

For inclusivity and reaching out to areas known as "drought-prone and depleted water table zones," we have executed successful projects on reviving water bodies through CSR, including:

- Removal of mud from the lake, thereby improving its water carrying capacity
- Clean up drives in the adjoining area to improve water quality
- Adopting arid zones for tree plantation to improve the water table of the area

## Ensuring Water Neutrality

### Community initiatives and campus initiatives

- **Responsible Sourcing:** Evaluating water sources and ensuring responsible procurement of water
- **Recycle-Reuse-Recharge:** Ensuring the highest quality of recycled water through STP and reusing it for landscape irrigation and flushing. Focus on planting native trees to conserve and recharge the groundwater table

- **Rainwater Harvesting:** Trapping rainwater during the monsoon and using it for various purposes, thereby reducing dependency on external sources
- **Water Efficiency:** Prioritizing water conservation by implementing measures to reduce water usage per employee and across operations, including leak detection, reducing water flow, and repair systems

## Managing Waste Prudently

We prioritize waste reduction, segregation, recycling, and responsible disposal, with key initiatives like e-waste collection programs, composting, and collaborating with waste management partners to ensure proper treatment of effluents and waste generated across their operations. To improve on these parameters, we ensure that waste is segregated at the source at all our India locations. We dispose of wet (food and pantry waste) and dry (paper and plastic) waste through an approved recycler, thus ensuring ZERO waste is left in landfills.

- **Waste Reduction:** Implementing strategies to minimize waste generation at source, including optimized packaging and process improvements
- **Waste Segregation:** Proper segregation of different waste streams to facilitate efficient recycling and disposal

- **Recycling Programs:** Dedicated recycling initiatives for materials like paper, plastic, and electronics
- **E-waste Management:** Partnering with certified e-waste recyclers to ensure responsible disposal of electronic waste
- **Waste to Energy:** Exploring opportunities to convert waste into usable energy sources where feasible

- Used 100% recycled water within facilities to reduce freshwater demand
- Implemented campus-wide rainwater harvesting systems
- Recycled STP water quality to conform with pollution control norms and ensure compliance with environmental standards
- Collaborated with local communities on waste management projects

- Partnered with M/s Earth Recyclers to upcycle wet waste into manure
- Discontinued usage of single-use plastic
- Brought the air-to-water project under consideration (awaiting budgetary approval)



# Evaluating Material Life Cycles Responsively

We have adopted various strategies to extend the life cycle of our IT hardware, including regular maintenance and upgrades to ensure optimal performance. When equipment reaches the end of its useful life, we refurbish and redeploy it within our organization or donate it to charitable organizations. We partner with certified e-waste recycling facilities to ensure proper disposal and recycling of IT hardware. Additionally, we prioritize equipment with longer lifespans and consider modular designs to facilitate component upgrades rather than complete hardware replacements.



Social

# Empowering Continuous Development

We champion women's empowerment through a multifaceted approach. The scholarships offered by us for engineering degrees empowered women to pursue traditionally male-dominated fields. Our commitment to societal improvement extends beyond education and skills development. We support athletes and para-athletes, undertake afforestation drives, and enhance access to critical healthcare services.

## Management Approach

By investing in our employees' skills and capabilities, we aim to stay ahead in the evolving technology landscape and deliver value to our clients. Recognizing the importance of nurturing leadership talent, We initiated numerous programs to build internal leadership capabilities and address the need for digital

transformation and leadership development. These programs focus on equipping Hexawarians with the skills required to thrive in the fast-paced digital environment. From education and healthcare to women's empowerment and environmental initiatives, We showcase exceptional commitment to making a positive difference across various social issues.

## Key Initiatives and Progress

### GOAL

# 40%

Raise women's workforce participation to 40% by 2030

### PROGRESS

# 33.9%

Women's workforce participation in 2024



### Hear From Our CPO

*Nita Nambiar, Chief People Officer*

We are now better positioned to attract and retain top talent, driving sustainable growth while aligning with stakeholder expectations. Our focus on a "people-first culture" prioritizes meaningful connections between

our employees and the company. Through enhanced Total Rewards programs, managerial development, and career planning, we create an employee-friendly environment that nurtures growth.

Expanding into new geographies broadens our access to diverse talent, and our upskilling initiatives utilize AI to boost productivity. Our cloud-based system facilitates a smooth performance appraisal process, integrating focused feedback into our Performance Management System. Our commitment to employee satisfaction and an inclusive culture is crucial to our success as a people-centric organization, fostering trust, engagement, and value for all stakeholders.

# Reinforcing Employee Safety and Well-being

We prioritize employee safety and well-being through initiatives like mental health programs and robust safety protocols. Policies such as the code of conduct and anti-harassment measures ensure a safe and inclusive workplace for all.

## Upholding Human Rights

As a signatory to the United Nations Global Compact, we support human rights outlined in the UN Guiding Principles and the International Labour Organization's Declaration on Fundamental Principles and Rights at Work. We maintain zero tolerance for modern slavery, aligning with the Modern Slavery Act 2015 UK and relevant UN and ILO conventions.

Our Wellness Corner app provides access to medical consultations and live sessions, encouraging a healthy work-life balance. Under the umbrella of FITHEXAWARE, we run programs addressing physical, mental, and financial well-being, ensuring holistic care for our employees.

Additionally, our outpatient department (OPD) services offer numerous health benefits, reflecting our commitment to partnering with employees on their health journey through a wide range of healthcare benefits.

## Catalyzing Learning and Development

We emphasize continuous learning through HexaVarsity, offering customizable technical, management, and soft skills courses to enhance employee development. This fosters a learning culture seamlessly integrated into daily work.

Our SONIC program, the sound of learning, reflects our commitment to enriching the employee experience. It provides a strong framework for employees to pursue external certifications, enabling rapid upskilling in a world of constant technological advancement.

Through these initiatives, we nurture a culture of perpetual learning and growth.



# Engaging Employees Dedicatedly

We value and recognize employee contributions through our R&R 2.0 program, which honors exceptional performances with awards like Dashing Debut, Culture Champ, Tech Guru, Rockstar of the Month, Pinnacle Award, and Dream Team Award, empowering employees to perform at their highest potential.

Our Rewards and Recognition program includes spot recognition, quarterly and monthly awards, and performance-based incentives.

Our flagship "Navigator" program celebrates employees who have reached milestones such as 5 years, 10 years, 15 years, 20 years, 25 years, and 30 years with us.

Our networking event called 'SOCIALS' helps employees bond with each other while celebrating festivals and special occasions, thus strengthening the concept of fun at work.

#TogetherwithTheTeam embodies the spirit of camaraderie and one Hexaware.

## Building a Culture of Belonging and Empowerment

We make meaningful strides in advancing diversity, equity, and inclusion (DEI) by focusing on impactful initiatives that foster belonging, empower underrepresented groups, and ensure equitable opportunities for all. Our DEI efforts align with our mission to create a workplace that values dignity, creativity, and innovation. Here, diversity is our strength, and we consider inclusion imperative. Our DEI initiatives help to foster:

- **Women's Empowerment:** We are dedicated to empowering women, ensuring representation, and encouraging career growth with allyship at the core.
- **Cultural Understanding:** We enhance mutual understanding through open discussions, strengthening teamwork and client relations.

- **LGBTQ+ Inclusion:** Our allyship campaigns create safe spaces for LGBTQ+ individuals, fostering inclusivity for all.
- **Racial and Ethnic Equity:** Fair policies ensure a supportive environment for employees who are Black, Indigenous, and People of Color (BIPOC).
- **Disability Resources:** We champion an inclusive culture, providing resources and support enriched by personal narratives.
- **Neurodiversity Integration:** We welcome the unique viewpoints of neurodiverse individuals and expand understanding through webinars and discussions.
- **Inter-generational Harmony:** Valuing diverse experiences, we promote creativity and innovation by bridging generational gaps.



## Key DEI Initiatives Achievements in 2024

Here are the highlights of our DEI progress in 2024:

### Rising Women at Hexaware: Empowering Women Leaders

We successfully conducted the second annual Rising Women at Hexaware program in 2024 to strengthen our leadership pipeline and boost female representation. This initiative aims to create future-ready women leaders, offering tailored development journeys for three cohorts: early managers, senior managers, and emerging leaders.

- 68 women participated in this program after self-nomination and unit selection
- The program included mentoring, coaching, and peer-learning sessions by renowned external learning partners

### Inclusive Leadership at the C-Suite

To embed diversity into our core leadership competencies, we conducted Inclusive Leadership sessions for C-level executives, fostering active engagement. These sessions highlighted how inclusive leadership drives innovation, creativity, and business success.

### Employee Resource Groups (ERGs) and Networks

We expanded our support for ERGs and employee networks, empowering them to create safe spaces for dialogue and collaboration:

- Women @ Hexaware India (WAHI):** In November 2024, we launched the dynamic WAHI community with kickoff events in Mumbai and Chennai, supported by a country team and 10 local teams. WAHI complements our existing Women

@ Hexaware networks in the US and Mexico

- Allies to Pride:** Our LGBTQ+ inclusion network continues to create safe spaces and drive allyship

### DEI College Tour

In 2024, we engaged with students through a college tour across India, visiting prestigious institutions to discuss DEI and inspire the next generation of diverse talent.

### Quarterly DEI Campaigns

We organized quarterly campaigns to raise awareness and celebrate our DEI focus areas, including International Women's Day, Pride Month, Embracing Differences, and the Diversity Festival, which celebrated a mix of diversity topics.

These campaigns helped build awareness, understanding, and belonging across our workforce.

### Recognition through Global Awards

We celebrated trailblazers and changemakers through two prestigious global award ceremonies:

- International Women's Day Women Awards:** Recognizing three winners across six categories for their contributions to women's empowerment

- Global DEI Awards:** Honoring three winners across three categories for their outstanding work advancing DEI

### Unconscious Bias Training

As part of our commitment to awareness and behavioral change, 69% of our workforce completed mandatory Unconscious Bias training in 2024. This training continues to support our efforts to build a more equitable and inclusive workplace.

### Allyship Campaign

To encourage allyship across the organization, we ran a three-month campaign on what allyship means, how to develop allyship skills, and practical actions employees can take to support colleagues. This campaign reinforced allyship as a key driver of inclusion here.

### Training

In addition to unconscious bias training, we provide comprehensive training on preventing harassment policies for all employees, including managers involved in recruitment and decision-making, with additional training for managers in effectively handling complaints. During our comprehensive orientation program for new joiners, we cover the prerequisites for compliance programs. This approach ensures a harassment-free workplace.

#### GOAL

80%

Employees to be trained in digital and new technologies by 2025

#### PROGRESS

88%

Of consultants trained in digital and new technologies

# Boosting Occupational Health and Safety

The primary goal of an Occupational Health and Safety Management System (OHSMS) within the organization is to prevent work-related injuries, illnesses, and accidents by proactively identifying and mitigating risks, ensuring compliance with safety regulations, and promoting a culture of safety among all employees.

This system ultimately aims to maintain a healthy and safe working environment for everyone within the organization. By adopting Occupational Health and Safety measures, we aim to achieve:

- **Minimizing Workplace Accidents and Incidents:** Identifying hazards, assessing risks, and implementing preventive control measures to achieve our core objective of reducing risks
- **Employee Engagement and Participation:** Actively involving workers in safety processes through training, reporting hazards, and participating in safety committees
- **Continuous Improvement:** Regularly reviewing and updating safety procedures, monitoring performance metrics, and identifying areas for improvement to maintain a high safety standard
- **Promoting a Safety Culture:** Establishing a mindset where safety is prioritized at all levels within the organization, with leadership actively demonstrating commitment
- **Protecting Employee Health and Well-being:** Addressing not only physical hazards but also psychosocial factors that can impact employee health
- **Complying with Relevant Occupational Health and Safety Legislation:** Adhering to legal requirements and industry standards to avoid penalties and ensure ethical practices



# Caring for Our Communities

Building strong and mutually beneficial relationships with the communities allow us to advance initiatives that benefit people and the planet. We join forces with some of the most hardworking public-focused organizations in India to undertake local engagement programs in education, skilling, health and wellness, women empowerment, environment, sports, and rural development.

## Management Approach

CSR is the continuing commitment to behave ethically and contribute to the betterment of the local community and society. We are engaging in strategic philanthropic programs to improve the quality of life of under-served, disadvantaged, and marginalized people.

## Our Focus Areas

During the year, we showcased exceptional commitment to making a positive difference across various social issues, from education and healthcare to women's empowerment and environmental initiatives. Scholarships, infrastructure improvements, and teacher training in technology integration provided by us address the educational and digital divide in government schools. Our targeted programs with partners like the SKI Star Foundation and the American India Foundation ignited a passion for science, technology, engineering, and math (STEM), impacting over 11,000 students.

This holistic approach levels the playing field for underprivileged students, particularly young girls, preparing them for academic and professional success. We also focus on empowering girls beyond STEM. Collaboration with the Art1st Foundation benefited 2,122 students, helping them develop life skills alongside their individualistic artistic expression.

We champion women's empowerment through a multifaceted approach. We offer scholarships for engineering degrees that empower women to pursue traditionally male-dominated fields. Our comprehensive support programs assist girls in challenging situations, ensuring their safety and well-being. Our targeted vocational training programs equip women with valuable skills, leading to financial

independence. This approach transforms their lives and allows them to become family breadwinners.

Our commitment extends beyond education and skills development. In 2024, we continued our commitment to sports in collaboration with OGQ, supporting 360 athletes and para-athletes at the 2024 Paris Olympics and Paralympics. At the 2024 Paris Olympics, four out of five individual medal winners were athletes supported by OGQ. At the 2024 Paris Paralympics, 25 out of 29 medals for India were won by para-athletes supported by OGQ.

Our healthcare initiatives encompass eye care camps, cataract surgeries, providing prosthetic legs for amputees, and blood donation drives, ensuring access to vital healthcare services. We engaged in afforestation projects by teaming up with the Environmentalist Foundation of India, revitalizing and maintaining eight water bodies and conducting two urban reforestation initiatives. We planted over 12,500 trees. We also preserved the regional marine ecosystem by collecting and recycling coastal waste and raising awareness among communities.

27  
NGOs

32  
Projects

# Making a Visible Difference

Hexaware's broad and sweeping purview of community-oriented efforts builds enduring ties with our communities and ensures we address their existing and emerging concerns. Read on to discover granular insights and illustrative examples of our impactful CSR activities in action.



## Education

About 45% of our CSR budget goes towards educational initiatives. By investing significantly in education, we aim to make a tangible impact on communities, empower individuals, and foster a culture of lifelong learning.

- **STEM Education:** Providing hands-on learning through innovation labs, robotics training, and science-based projects

- **Digital Literacy:** Equipping schools with smart classrooms and interactive learning platforms
- **Scholarships:** Offering financial assistance to students from low-income backgrounds
- **Art Education:** Encouraging creativity and cognitive development through structured art programs

## Story of Change

### Sharvari's Journey

The wounds of a disintegrated family can break a child's trust in the world. When 12-year-old Sharvari Randive arrived at ISC Antar Bharti Balgram two years ago, she struggled to connect, often withdrawing into herself and finding solace in books. Art education became a transformative force for her. With love and patience from caregivers, she gradually learned to trust again and opened up to her new family. In the Art1stLab, she poured her emotions

into sketches. At the recent Kalarang event, her artwork spoke volumes. She confidently stated, "Girls have equal rights to live and express, just like everyone else."



## Skill Development

Our skilling programs represent flagship initiatives that reflect our commitment to fostering a more inclusive and equitable society. These programs are tailored to address the needs of diverse beneficiaries and promote empowerment through meaningful opportunities:

- **Inclusive Training:** Focusing on economically disadvantaged youth, persons with disabilities (PwDs), neurodiverse individuals, transgender persons, and women
- **Industry-aligned Skilling:** Offering technical, business, and soft skills training for job readiness
- **Employment-driven Approach:** Ensuring assured job placements post-training, enabling individuals to succeed and thrive in the workforce

## Story of Change

### Sarojini's Path to Stability

Sarojini Palai, 21, from Odisha, faced financial struggles, moving to Chennai where her father worked. She joined the Magic Bus India Foundation's Tally and Employability Skills Training Program, gaining accounting, communication, and problem-solving skills. With support from trainers and peers, her confidence grew, securing an Executive role at Hexaware Technologies with an INR 20,000 monthly salary, transforming her life and career.





## Healthcare

Our healthcare initiatives aim to address critical health challenges and improve the well-being of communities through impactful projects, including:

- **Prevent Blindness Program:** Preventing blindness caused by cataracts through timely interventions
- **Prosthetic Support:** Providing prosthetic legs to amputees to enhance mobility and independence
- **Early Intervention Program:** Ensuring early identification and intervention for children's developmental delays and health concerns
- **Sanitation Projects in Schools:** Promoting hygiene and health by improving sanitation facilities in schools
- **Blood Donation Drives:** Organizing blood donation campaigns to support healthcare needs and save lives

### Story of Change

#### Shobha's Sight Restored

Shobha, a 50-year-old from Karkamb village, struggled with blurred vision due to cataracts. Diagnosed at the Pandharpur Vision Center, she underwent successful surgeries at H. V. Desai Eye Hospital, Pune, through Mission Netra support from Hexaware. With her vision restored to 6/9, Shobha is relieved and grateful, resuming her home and farm duties to support her family.



## Women's Empowerment

Our women empowerment initiatives are designed to foster education, safety, and economic independence for women and girls, breaking cycles of vulnerability and creating opportunities for a better future:

- **Scholarships and Mentorship:** Providing scholarships and mentorship programs specifically for girls pursuing engineering degrees to support their aspirations in STEM fields
- **Comprehensive Support:** Offering quality education, shelter, and health and hygiene facilities to girls in Kamathipura, helping break the inter-generational cycle of exploitation
- **Shelter Homes:** Operating three shelter homes for girls, two in Chennai and one in Lonavala to ensure a safe and nurturing environment
- **Vocational Training:** Recognizing the critical importance of economic independence, we equip women with vocational skills and training to succeed in the workforce

### Story of Change

#### Renuka – From Homemaker to Entrepreneur

Renuka Vagdale, a 30-year-old from Ganesh Nagar, faced immense challenges when her husband, the sole earner, fell ill and could no longer support their family. Struggling to cover household expenses and rent for her family of five, Renuka sought ways to earn a living. She met the Purnkuti team during this time and

learned about their programs. Inspired by the positive atmosphere, she joined their tailoring course. Renuka completed the course with dedication and started her own tailoring business, now earning about INR 3,000 monthly. Grateful for the opportunity, Renuka says, "I am delighted that I can now contribute financially to my household. Purnkuti has allowed me to learn and grow, and their sessions have greatly

benefited my life." Her story is a testament to the power of skill-building programs in empowering individuals to overcome adversity.





## Sports

We recognize the power of sports as a source of entertainment and a tool for positive change and community development. We are partnering with Olympic Gold Quest (OGQ) and

supporting pools of athletes and para-athletes by:

- Providing financial and coaching support to elite athletes
- Ensuring access to global-standard training facilities
- Helping para-athletes compete at the highest level

## Story of Change



### Preeti, Navdeep and Hokato – Breaking Barriers Through Sports

In a remarkable showcase of resilience and determination, three extraordinary para-athletes—Preeti, Navdeep, and Hokato—reflect the impactful support provided by OGQ to many talented sportspersons. Preeti Pal, born with

severe leg weakness, discovered para-athletics in 2017 and, with OGQ's holistic support, won two bronze medals in the 100m and 200m at the Paris 2024 Paralympics. Navdeep Singh, a short-statured javelin thrower, transitioned from wrestling and, after receiving targeted training and nutrition plans from OGQ, achieved a gold medal with a personal best throw

of 47.32 m. Meanwhile, Hokato Sema, a former soldier who lost his leg in a mine blast, took up para shot put and, with OGQ's comprehensive support, clinched a bronze medal with a throw of 14.65m. Hexaware is incredibly proud to support OGQ in empowering these para-athletes and many others, celebrating their incredible journeys and achievements on the world stage.



## Rural Development

By leveraging modern techniques and community engagement, we have tackled agricultural, livelihood, water, health, and education challenges through collaboration with our NGO partner. This endeavor has benefited 700 individuals across 122 households, fostering a sustainable rural economy.

We have enhanced livelihoods and sustainable development in rural areas:

- **Sustainable Farming:** Training farmers in climate-resilient agricultural practices
- **Education Support:** Improving rural school infrastructure and digital learning access
- **Women's Livelihoods:** Supporting micro-entrepreneurship for rural women, ensuring financial inclusion

### Story of Change

#### Empowered Women Driving Economic Change

Ranjana Hemant Ghatal, Lata Manoj Wadhan, and Ladku Vilas Lade from Shigaon Patil Pada, Boisar, partnered with Seva Sahayog Foundation, an NGO supported by Hexaware, to start marigold farming. With training and an 80% subsidy on saplings,

they harvested 355 kg of marigolds, earning INR 35,000 in their first year. This initiative showcases how training and support can empower women, boost economic independence, and foster confidence, transforming families and communities.



## Environmental Stewardship

We have undertaken ambitious CSR projects to promote sustainability and ecological restoration:

- **Afforestation Projects:** Planted 12,500 trees in urban and rural landscapes
- **Water Body Restoration:** Revitalized eight major water bodies, improving groundwater recharge
- **Coastal Conservation:** Conducted cleanup drives and waste recycling efforts to protect marine life

### Story of Change

#### Transforming Barren Lands into Thriving Farms

"Before this afforestation project, the land was dry and barren. As a farmer, I struggled with poor soil and low water levels. Since the project began, I've seen a complete transformation. The native trees planted here make the area greener and help recharge the groundwater, making it easier for me to water my crops. The stepwell built as part of the project has been a huge help in improving water availability. The whole area feels more alive now, and I'm optimistic about the future of farming here."

**Ravi, a 43-year-old farmer**



# Achieving Tangible Advancements

We value and recognize employee contributions through our R&R 2.0 program, which honors exceptional performances with awards like Dashing Debut, Culture Champ, Tech Guru, Rockstar of the Month, Pinnacle Award, and Dream Team Award, empowering employees to perform at their highest potential.





INR 165 Mn  
CSR expenditure during 2024

45%  
Share of CSR budget  
channelized toward  
promoting education

93,000+  
Direct and indirect  
beneficiaries during CY 2024

700  
Rural beneficiaries across  
122  
Households

~50%  
Increase in the number  
of people whose lives we  
touched during CY 2024

3,000+  
Hexawarriors  
Contributed

~20,000  
Individuals impacted through  
employee engagement  
activities to date

6,000+  
Person-hours  
Toward community-  
focused initiatives

## Key Initiatives and Progress

Our initiatives have created significant social, environmental, and educational impact across various domains in 2024.

### Promoting Sports and Athletics

- Supporting 360 athletes and para-athletes
  - At the 2024 Paris Olympics, four out of five individual medal winners were athletes supported by OGQ
  - At the 2024 Paris Paralympics, 25 out of 29 medals for India were won by para-athletes supported by OGQ

### Minimizing Environmental Impact

- Engaged in afforestation projects, revitalizing and maintaining eight water bodies and conducting two urban reforestation initiatives, planting over 12,500 trees
- Enhanced the marine ecosystem by collecting, recycling coastal waste, and raising awareness among communities

### Fostering Education and Child Welfare

- Benefited over 10,000 children through STEM projects
- Provided shelter home support for 575 children
- Assisted 600 children with education scholarships and study material
- Supported over 2,000 children with art education

- Benefited over 3,000 school children through WASH (Water, Sanitation, and Hygiene) projects in three schools

- Provided 200 bunk beds to a tribal school

### Empowering Marginalized Groups

- Supported 180 transgender individuals through skill development and education
- Trained over 1,300 youths, with approximately 70% successfully placed through skills development programs

- Trained over 535 Persons with Disabilities and assisted in job placements

- Supported 250 women in a micro-entrepreneurship development project

### Undertaking Healthcare Initiatives

- Helped 2,000 elderly individuals improve their eye health through cataract surgeries
- Provided 200 prosthetic legs annually to amputees

## Story of Change

### Overcame Adversity, Embraced New Opportunities

Born with multiple disabilities, Antony Richard faced rejection in his search for stable employment despite completing his 10<sup>th</sup>-grade education. His life transformed after joining the TRRAIN Pankh Program, where he gained skills in computer operations, retail marketing, customer care, and spoken English, along with newfound

confidence. Antony secured a role as a Customer Service Executive at the Unlimited Showroom, earning INR 11,000 per month. This job marked a hard-won victory over immense challenges, showcasing the power of resilience and inclusive initiatives in changing lives.



## Story of Change



### Aditi's Confidence-building Saga

Aditi, from Gondia district in Maharashtra, proudly identifies as a transgender person. Despite earning a degree in Arts, she faced rejection from her family, leaving her hurt. Her life changed when Aditi connected with our online NGO partner, TWEET Foundation. Inspired by its founder, Aditi joined Garima Griha, where she underwent six months of job training at The Lalit Hotel. With TWEET's support, she secured a full-

time job as a call operator in the Front Office department at The Lalit Hotel. TWEET provided Aditi with a safe space, love, and respect for her identity, giving her a sense of belonging. Today, Aditi is determined to grow professionally while advocating for transgender rights in employment and healthcare. Her journey is a powerful example of the impact of skilling programs and inclusive opportunities.

## Advancing Animal Welfare

Supported awareness campaigns and vaccinations for 540 stray dogs

## Story of Change



### Eswar's Second Chance

Eswar arrived at the Humane Animal Society with an abnormal bulge in his left eye, leaving him in constant pain. Despite his discomfort, his spirit remained unbroken. After careful treatment and the difficult decision to remove his eye, Eswar began his recovery. What seemed like a loss turned into a new beginning. Today, Eswar thrives with boundless energy, love, and joy in his forever home. With our support, his story is a beautiful reminder of the power of care, love, and second chances.

## Going Above and Beyond

- Participated in two marathons and supported various NGOs
- Encouraged science-based learning for over 1,000 individuals through Space Kids India

# Monitoring, Evaluating, and Measuring Impact

Our CSR programs are strategically planned, implemented, periodically monitored, and improved. We employ four distinct approaches to track the effectiveness of these programs.

## Aiding Community Development

$$37,362 + 56,384 = 93,746$$

Direct Beneficiaries      Indirect Beneficiaries      Total Beneficiaries

### Use of Technologies

We utilize P3, a technology platform that brings together NGO partners, projects, and our team on a single platform. The dashboard allows us to gather real-time data from the field and facilitates monitoring and evaluation of our CSR projects.

### Helping Hands of Hexaware

Our volunteer engagement initiative, 'Helping Hands of Hexaware', fosters a culture of giving and volunteering. We prioritize volunteering opportunities within our CSR projects. Volunteers' involvement extends beyond giving and volunteering, including tracking the program's effectiveness.

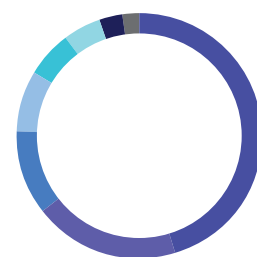
### Senior Management Review

The Board and the senior management conduct periodic reviews and monitor the CSR programs, while the Steering Committee conducts monthly reviews. We take the necessary corrective actions as needed to ensure the ongoing effectiveness of our CSR programs.

### Third-party Impact Assessment

Pursuant to the provisions of Companies Act, 2013, read with rules made thereunder, we conduct third-party impact assessments to evaluate the social and environmental impacts of our CSR projects.

### Breakdown of CSR Expenses Incurred During 2024



Education	45%
Skill Development	19%
Promotion of Sports	11%
Women Empowerment	8%
Admin & Impact	6%
Healthcare	5%
Environment	3%
Rural Development	2%



























# Joining Hands, Changing Lives

In 2024, our efforts spanned 10 different locations, each making a meaningful impact in various vital areas. From empowering women and enhancing education to encouraging environmental sustainability and advancing skill development, our initiatives are as diverse as the communities we serve.

We are also passionate about healthcare, advocating gender diversity, and supporting animal welfare while aligning our efforts with more than 10 Sustainable Development Goals (SDGs). In collaboration with some of the nation's most dedicated and reliable social organizations, we are making a difference that matters.

## Ongoing Projects in 2024

Implementation Partner	Focus Areas	SDGs	Locations	Number of Beneficiaries
Apne Aap Women's Collective (AAWC)	Education and Women's Empowerment	   	Mumbai	50 Girl Children
American India Foundation	Education		Chennai	10,000 Children in 20 Schools
India Sponsorship Committee	Education and Women's Empowerment	   	Lonavala	100+ Balgram Children
Art1st Foundation	Education		Lonavala	2,122 Students
Environmental Foundation of India	Environment		Chennai	8 Water Bodies and 2 Urban Reforestations
IDEA Foundation	Education		Chennai, Mumbai and Pune	600 Students
Katalyst India	Education and Women's Empowerment	  	Mumbai and Pune	50 Girl Students
Magic Bus India Foundation	Skill Development	  	Chennai, Mumbai and Pune	675 Youths Per Year
Dream Runners Foundation and Freedom Trust	Healthcare		Chennai	200 Amputees Per Year
Olympic Gold Quest	Promotion of Sports		Mumbai	360 Athletes and Para-athletes
Loreto Rainbow Homes Foundation	Education and Women's Empowerment	  	Chennai, Mumbai and Bangalore	300 Children in Chennai, 50 in Mumbai, and 75 in Bangalore
SKI Star Foundation	Education		Chennai	1,000 STEM Students

Implementation Partner	Focus Areas	SDGs	Locations	Number of Beneficiaries
TRRAIN	Skill Development	  	Chennai, Mumbai and Pune	475 People with Disabilities
V-Excel Educational Trust	Skill Development	  	Chennai	60 Children
V-Excel Educational Trust	Education	 	Chennai	200 Children
V-Excel Educational Trust	Healthcare	 	Chennai	200 Children
Yuva Unstoppable	Education and Healthcare	  	Mumbai and Pune	3,000 Children
TWEET	Skill Development	  	Mumbai	120 Transgender Individuals
TWEET	Gender Diversity	 	Mumbai	60 Transgender Individuals
Purnkuti – Project Manosakha	Education	 	Pune	65 Children
Purnkuti – Project Dhara	Skill Development	  	Pune	250 Women
Mission for Vision	Healthcare	  	Chennai	2,000 Elderly Individuals
Seva Sahayog Foundation	Rural Development	   	Mumbai	3,000+ People
Uplift Child and Community Trust – Better Human Project	Education and Women's Empowerment		Chennai	3,000 Children
Yuva Parivartan	Skill Development	  	Nagpur	650 Youths Per Year
Aamhi	Environment	   	Alibaug	2,000 Waste Collectors
Atmadeepam Society Nagpur	Skill Development	  	Nagpur	180 Students
Yuva Unstoppable – WASH and Digital Classroom	Healthcare	  	Bhopal	2 Schools
IITM	Education	 	Chennai	180 Students
Humane Animal Society	Animal Welfare		Coimbatore	540 Stray Dogs
Vidya and Child	Education	  	Delhi	100 Students
Rotary International – Support in Residential Schools	Education	 	Mumbai	200 Students

# At Our Helm

## Board of Directors



**Joseph McLaren (Larry) Quinlan**

*Chairman and Independent Director*



**R. Srikrishna**

*CEO and Executive Director*



**Sandra Horbach**

*Director*



**Julius Genachowski**

*Director*



**Lucia Soares**






*Director*






**Neeraj Bharadwaj**

*Director*



-  Chairman       Member
-  Audit Committee
-  Nomination and Remuneration Committee
-  Stakeholders Relationship Committee

-  Corporate Social Responsibility Committee
-  Risk Management Committee
-  Environmental, Social and Governance Committee



**Shawn Devilla**

*Director*



**Kapil Modi**

*Director*



**Milind Sarwate**

*Independent Director*



**Vivek Sharma**

*Independent Director*



**Sukanya Kripalu**

*Independent Director*





# At Our Helm

## Management Team



**R. Srikrishna**

*CEO and Executive Director*



**Vikash Kumar Jain**

*Chief Financial Officer*



**Vinod Chandran**

*Chief Operating Officer*



**Amrinder Singh**

*President & Head Europe & APAC Operations*



**Chinmoy Banerjee**

*President and Global Head - Banking, Sales Transformation and North America Sales*



**Eswar Venkatachalam**

*Executive Vice-President and Global Head - Travel and Transportation*



**Ravi Vaidyanathan**

*President and Global Head - Financial Services*



**Kamal Maggon**

*President and Global Head - Manufacturing and Consumer*



**Milan Bhatt**

*President & Global Head  
of Data and AI services  
and Healthcare & Insurance*



**Sanjay Salunkhe**

*President and  
Global Head - Digital and  
Software Services*



**Nidhi Alexander**

*Chief Marketing Officer*



**Nita Nambiar**

*Chief People Officer*



**Suresh Kumar Bennet**

*Executive Vice President  
and Global Head of Business  
Process Services*



**Siddharth Dhar**

*President and  
Global Head -  
Digital IT Operations*



**Uma Thomas**

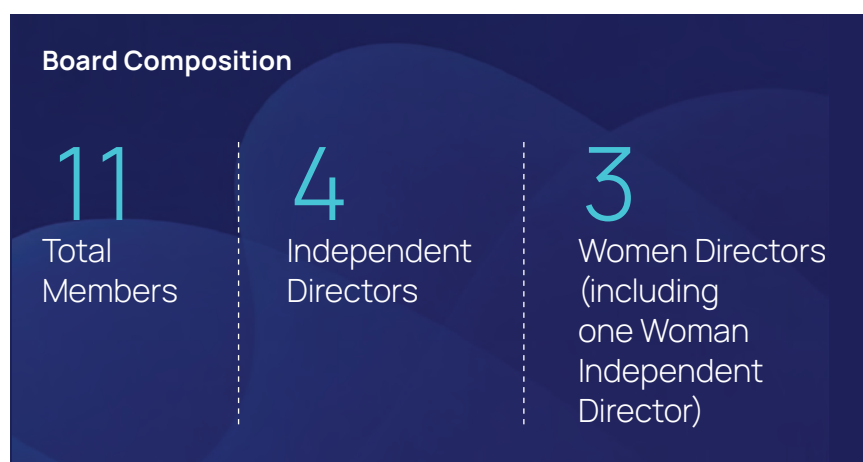
*Chief Risk Officer*

# Leading with Integrity and Transparency

At Hexaware, effective governance is the foundation of sustainable growth and is crucial in fostering long-term relationships with our stakeholders. By emphasizing accountability and ethical conduct, our governance framework enables us to uphold integrity, ensure compliance with regulatory frameworks, and build trust through transparency in all our operations.

## Board

The composition of our Board of Directors aims to bring together diverse expertise, experience, and independent oversight, which is crucial for the Company's growth and long-term strategy.



## Board Committees and Their Responsibilities

Our Board is supported by five key committees, each of which plays an instrumental role in overseeing various aspects of our Company's operations, risk management, and strategic decision-making. These committees seek to ensure that specific functions are managed with due diligence and in compliance with the highest standards of corporate governance.

### Audit Committee

The Audit Committee ensures the integrity of financial reporting and compliance with regulations. It recommends appointment of auditors, monitors related party transactions, evaluates internal controls, and ensures proper risk management mechanisms safeguard the Company's financial interests.

#### Chairperson

**Milind Sarwate**

*Non-Executive Independent Director*

#### Members

**Vivek Sharma**

*Non-Executive Independent Director*

**Kapil Modi**

*Non-Executive Non-Independent Director*

## Nomination and Remuneration Committee

The Nomination and Remuneration Committee is responsible for formulating policies related to the remuneration of directors and key management personnel. It also evaluates director performance, recommends appropriate candidates for board positions, and ensures the board composition is diverse and aligned with corporate governance standards.

### Chairperson

**Milind Sarwate**

*Non-Executive Independent Director*

### Members

**Sukanya Kripalu**

*Non-Executive Independent Director*

**Larry Quinlan**

*Non-Executive Independent Director*

**Neeraj Bharadwaj**

*Non-Executive Non-Independent Director*

## Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee oversees developing and implementing CSR initiatives that benefit society and the environment. It monitors ongoing projects and ensures they align with the company values and sustainability goals, fostering a positive impact on communities.

### Chairperson

**Larry Quinlan**

*Non-Executive Independent Director*

### Members

**Julius Genachowski**

*Non-Executive Non-Independent Director*

**Neeraj Bharadwaj**

*Non-Executive Non-Independent Director*

## Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee addresses stakeholders' grievances, ensures their rights are protected, and facilitates communication between the company and the shareholders. It monitors and resolves issues related to shareholder services and ensures prompt redressal of stakeholder concerns.

### Chairperson

**Sukanya Kripalu**

*Non-Executive Independent Director*

### Members

**Vivek Sharma**

*Non-Executive Independent Director*

**Kapil Modi**

*Non-Executive Non-Independent Director*

**Shawn Devilla**

*Non-Executive Non-Independent Director*

## ESG Committee

The ESG Committee develops and implements strategies that promote sustainability, social responsibility, and strong governance. It ensures initiatives align with company values, monitors progress, and drives positive environmental, social, and governance impacts, supporting long-term stakeholder value and ethical practices.

### Chairperson

**Milind Sarwate**

*Non-Executive Independent Director*

### Members

**Sukanya Kripalu**

*Non-Executive Independent Director*

**Neeraj Bharadwaj**

*Non-Executive Non-Independent Director*

## Risk Management Committee

The Risk Management Committee identifies and evaluates the company's business risks, including operational, financial, and ESG risks. It implements strategies to mitigate risks and ensures the company's risk management processes are effective in supporting sustainable growth and decision-making.

### Chairperson

**Larry Quinlan**

*Non-Executive Independent Director*

### Members

**Milind Sarwate**

*Non-Executive Independent Director*

**Kapil Modi**

*Non-Executive Non-Independent Director*

**Shawn Albert Devilla**

*Non-Executive Non-Independent Director*



# ESG Governance at Hexaware

As the spotlight intensifies corporate ESG (Environmental, Social, and Governance) performance, it is imperative to recognize the significance of governance indicators alongside environmental and social factors. The Board oversees the company's strategy, sustainability efforts, and overall performance, underscoring our commitment to responsible governance practices.

The ESG Steering Committee drives the ESG agenda across the organization. The committee includes a cross-functional team of our COO, CRO, CPO, CFO, Head of Corporate Affairs, and Function Heads. They are responsible for executing the sustainability agenda within the organization.

The Environmental, Social, and Governance Committee decides the sustainability and ESG agenda. The Committee's objective is to provide oversight of our ESG program, the execution of the ESG strategy, and our progress on our long-term ESG commitments and targets.



# Amping Up Our Cybersecurity

The company maintains a strong cybersecurity posture through daily benchmarking, continuous logging, monitoring, and responsive service managed by experts across IT domains. Our Security Operations Center (SOC) uses advanced next-gen Security Information and Event Management (SIEM) capabilities alongside threat hunting and vulnerability management capabilities.

We conduct regular reviews and enhancements to ensure compliance with data privacy regulations like GDPR. External audits validate our security (ISO 27001) and societal security (ISO 22301) certifications, confirming our compliance and security health.

Through ongoing training, we have embedded security awareness into our corporate culture. Our supplier security protocols, and onboarding tollgates help mitigate supply chain risks. By aligning with the NIST Cybersecurity Framework (CSF) and Center for Internet Security (CIS) benchmarks, we stand out as leaders in cybersecurity.

## Management Approach

We have developed a structured management approach to integrate information security into our organizational strategic planning processes. The following measures outline the company's approach:

- **Integration with Strategic Planning:** We integrate information security into our strategic planning processes by establishing and documenting information security strategies that directly support both strategic and performance planning activities. This ensures alignment between security initiatives and our long-term goals
- **Comprehensive Information Security Strategy:** We have established a comprehensive framework to enable the development, assessment, and improvement of our information security program. The strategy is documented and aligned with our overall strategic planning activities
- **Primary Goal of the Program:** Our primary goal for the information security program is to implement the strategy in the most advantageous and cost-effective manner while increasing support for business functions and reducing operational disruptions
- **Defined Roles and Responsibilities:** We clearly define roles and responsibilities for various positions in the organization, including the Chief Operating Officer, Chief Risk Officer, Chief Information Security Officer, Crisis Management Leader, BCM-Steering Committee, GRC Tower, and Cyber Security Tower
- **Policy and Process Reviews:** We review and revise policies and processes at least annually to incorporate changes in regulations, directives, or security standards (e.g., ISO 27001, ISO 22301, and PCI-DSS controls). Updates also address emerging information security issues, such as changes in the threat and vulnerability environment or the introduction of newer technologies
- **Annual Risk Assessments:** We conduct annual information security risk assessments to identify and mitigate potential risks.
- **Employee Training and Assessments:** We mandate information security training and assessments for all employees to ensure awareness and compliance with security protocols
- **Supplier Management:** We execute standard agreements with third parties, which include information security policies, procedures to protect organizational assets, software, hardware, data protection mechanisms, and any required physical protection controls

## Key Initiatives and Progress

We have undertaken several key initiatives to strengthen our cybersecurity and data protection framework:

- ✧ We implemented a Data Security Posture Management (DSPM) solution for M365 workloads to monitor, refine, and enhance data security measures, ensuring protection against unauthorized access, misuse, or theft
- ✧ We established an Out-of-Band (OOB) communication platform as part of our crisis communication strategy
- ✧ We conducted periodic external security program assessments to enhance the Information Security Management System (ISMS), Privacy, and Business Continuity frameworks. Additionally, we rolled out a cyber crisis incident assessment framework to enable detailed cyber impact assessments during incidents
- ✧ We achieved Hi-Trust certification for selected customers, demonstrating compliance with stringent security and privacy standards
- ✧ We updated ISMS processes to align with the ISO 27001:2022 standard
- ✧ We aligned ISMS processes with the DORA (Digital Operational Resilience Act) and NIS2 (Network and Information Security Directive 2) framework requirements
- ✧ We engaged Mandiant for a Security Program Assessment to identify and address potential vulnerabilities.
- ✧ We improved Mean Time to Detect (MTTD) and Mean Time to Respond (MTTR), enhancing our ability to identify and mitigate threats efficiently

We have made significant progress in strengthening our information security, compliance, and data privacy frameworks through the following initiatives:

- ✧ **Internal Audits:** We conduct internal audits on information systems and compliance on a quarterly basis at the account level. These audits assess and review the reliability of the security system, the information security structure, and the integrity of the system
- ✧ **External Audits:** We conduct external audits to meet ISO 27001 and ISO 22301 requirement standards. Additionally, we perform SOC 1 (Service Organization Control) Type II and SOC 2 Type II assessments to provide comprehensive information and assurance about a service organization's security, availability, processing integrity, confidentiality, and/or privacy controls
- ✧ **Employee Awareness Training:** We conduct periodic employee awareness training courses and mandate all employees to complete the assessment and/or refresher course annually. We track compliance with the training to ensure all employees meet information security training requirements
- ✧ **Security Awareness Communication:** We broadcast security awareness emails organization-wide, especially those related to prevailing and imminent threats and incidents

- ✧ **Phishing Training Programs:** We conduct phishing training programs periodically and perform phishing simulation exercises quarterly, covering all employees
- ✧ **Technical and Organizational Security Measures:** We implement measures such as Network Security Controls, Access Controls, Data Storage Retention and Disposal, Device Encryption, Endpoint Security Controls, Data Transmission Controls, Security Operations Center, Vulnerability Management and Penetration Testing, Incident Response Team, Information Security Governance, Internal and External Audits and Assessments, Security Steering Committee Reviews, Legal and Regulatory Compliance, Business Continuity Management Strategy, and Disaster Recovery (DR) tests to protect data and systems from unauthorized access or breaches
- ✧ **Supplier Onboarding and Assessment:** We conduct supplier risk assessments based on cybersecurity, business continuity, and data privacy criteria before onboarding suppliers. We execute data privacy agreements with standard contractual clauses and technical and organizational measures with third parties. We also conduct annual supplier risk assessments to assess the effectiveness of controls implemented by vendors

# Ensuring End-to-End Data Privacy

The global framework for data privacy compliance, including GDPR, is regularly updated to meet evolving standards. Our organization has received external audits for ISO certifications (ISO 27001 for security and ISO 22301 for societal security), confirming our robust security posture.

## Management Approach

We have established a comprehensive management approach to ensure robust data protection and compliance with privacy.

- **Data Protection and Privacy Policy:** We define and document a Data Protection and Privacy policy. The policy is reviewed, updated, and approved by the head of InfoSec governance on an annual basis or whenever there is a significant change
- **Data Privacy Organizational Structure:** We define the data privacy organizational structure, including roles such as the Data Protection Officer, Privacy Compliance Team, Privacy Points of Contact (from employees and projects), and the Legal Team, with clearly outlined roles and responsibilities
- **Appointment of a Data Protection Officer:** We have appointed a Data Protection Officer to oversee data privacy compliance requirements
- **Registration with Regulatory Bodies:** We register annually with the ICO (UK) and the Data Privacy Shield (USA)
- **Data Protection Impact Assessments (DPIAs):** We conduct DPIAs at the project and function levels to identify privacy risks
- **Centralized Privacy Risk Repository:** We collect privacy-related risks from delivery teams and maintain them in a central repository
- **Internal Audits:** We plan and execute internal audits quarterly to ensure compliance with the privacy framework
- **Status Dashboards:** We share dashboards with the steering committee to track action items and monitor progress
- **Employee Training:** We mandate data privacy training and assessments for all employees on an annual basis
- **Standard Contractual Clauses:** We execute back-to-back standard contractual clauses among our entities to ensure safe third-country data transfers
- **Transfer Impact Assessments:** We conduct Transfer Impact Assessments for data transfers from the UK to India and the UK to the Philippines
- **Technical and Organizational Measures:** We implement measures such as Information Security Management, Network Security Control, Access Controls, Information Asset Classification, Data Storage Retention and Disposal, Device Encryption, Data Leakage Prevention, Endpoint Security Controls, and Data Transmission Controls to protect data from unauthorized disclosure
- **Change Management:** We manage changes to privacy processes and supporting assets based on improvements identified through internal/external audits or applicable regulatory changes



## Key Initiatives and Progress

- The global data privacy implementation reference is updated and mapped in alignment with country-specific data privacy requirements, such as GDPR, PIPEDA, UK GDPR, PDPA (Singapore), The Privacy Act (Australia), UAE data privacy law and CCPA
- We have completed a DPDPA (India) gap assessment, and its implementation is in progress

## Hexaware as Data Controller

When we collect Personally Identifiable Information (PII), Sensitive Personal Information (SPI), or Protected Health Information (PHI) data from employees, suppliers, or vendors:

- We publish a data privacy policy on our official portal, elaborating on personal data collection, storage, processing, and disposal
- We perform and maintain Legitimate Interest Assessments to ensure that we collect, store, and process data lawfully and only for business purposes
- We share privacy notices and fair processing letters with all employees, contractors, and retainers during the onboarding process
- We maintain personal data inventory and flow in the ROPA (Record of Processing Activities) template

- We implement technical and organizational security measures to protect the personal information collected from data subjects
- We conduct annual vendor privacy risk assessments to uncover any privacy-related risks

- We execute data privacy agreements with suppliers/vendors where appropriate
- We perform annual data privacy assessments for all internal applications

### GOAL

Aim for zero data breaches annually

### PROGRESS

No data breach incident was reported

### GOAL

Ensure 100% employee coverage in information security awareness/training

### PROGRESS

98.7%

## Hexaware as Data Processor

When processing customer-provided PII/SPI/PHI data for agreed services, we ensure compliance with applicable privacy requirements through the following measures:

- We perform a project-level data protection impact assessment to evaluate the applicable privacy requirements
- We provide a risk identification checklist that enables delivery teams to identify data privacy-related risks and implement mitigation controls

- We execute data privacy agreements with customers based on the personal data accessed and applicable privacy laws
- We maintain a record of processing activities for processors (ROPA) to manage the data flow
- We define and implement the privacy incident management process to communicate any data breaches to the data controller/customer
- We adhere to the Privacy by Design principle in all delivery solutions

# Undertaking Decisive Anti-corruption Measures

The global framework for data privacy compliance, including GDPR, is regularly updated to meet evolving standards. Our organization has received external audits for ISO certifications (ISO 27001 for security and ISO 22301 for societal security), confirming our robust security posture.

If we are not in compliance with export restrictions, US or international economic sanctions or other laws and regulations that apply to our operations, we may be subject to civil or criminal penalties and other remedial measures, which could materially and adversely affect our business, financial condition and results of operations.

## Key Initiatives and Progress

We communicate with all employees through regular awareness campaigns, including updates to policies. Additionally, we mandate annual training on Anti-bribery and Corruption (ABAC) topics for all employees to ensure they remain informed and compliant with the company's ethical standards.

## Management Approach

We are committed to conducting our business activities with the highest standards of honesty and integrity and in compliance with all legal and regulatory requirements. We have a well-established anti-bribery and anti-corruption framework. To adequately protect the organization from the financial and reputational risks posed by bribery, corruption, and similar malpractices, processes have been put in place to identify, measure, manage, monitor, and report the occurrence of such risks in the company, which encompasses the following aspects:

- ❶ Anti-bribery and anti-corruption
- ❷ Anti-money laundering and sanctions
- ❸ Code of conduct
- ❹ Whistleblower and anti-harassment
- ❺ Third-party management
- ❻ Gifts, hospitality, and entertainment
- ❼ Donation and sponsorship
- ❽ Interaction with public officials
- ❾ Conflict of interest
- ❿ Anti-trust and fair competition

The framework comprises the following:

## Governance and Tone at the Top

The company's management, including members of the Board of Directors, has adopted a zero-

tolerance approach toward any form of bribery and corruption within the organization. This commitment reflects the company's dedication to maintaining the highest standards of ethical conduct.

## Policies and Procedures

We have developed comprehensive policies and procedures to guide employees and third parties in conducting business ethically. These policies prohibit bribery and corruption in all aspects of the company's operations.

## Internal Controls

We have implemented specific controls across various business areas to prevent and detect bribery and corruption. These controls intend to take a proportionate, risk-based approach as part of the company's ongoing operations.

The controls include general governance measures and targeted mechanisms to address bribery and corruption risks. Key controls include:

- ❶ Maintaining accurate books and records
- ❷ Implementing effective procurement processes
- ❸ Ensuring robust payment processes
- ❹ Adopting prudent hiring and compensation practices

# Averting Risks Adeptly

The company navigates a complex landscape of interconnected risks that require meticulous prioritization and mitigation strategies. We systematically identify internal and external factors that could influence our strategic initiatives and potentially affect our outcomes, capital, and brand reputation.

The company has established a robust Enterprise Risk Management (ERM) framework and a comprehensive risk management policy to address this. This framework supports achieving our strategic objectives by facilitating the identifying, analyzing, assessing, mitigating, monitoring, and governance of risks that may jeopardize these goals.

We advocate open dialogue concerning risk management decisions and cultivate an organizational culture that encourages transparency among employees regarding potential threats and their implications.



## A Word From Our CRO

*Uma Thomas, Chief Risk Officer*

We consider risk an opportunity to innovate. For effective enterprise risk management, we focus on operational resilience and market expectations. Through careful planning and strategic investments, we aim to mitigate risks and strengthen our long-term success, fostering trust and value for all stakeholders.

## Enterprise Risk Management

We have implemented a comprehensive risk management framework comprising well-defined processes, robust risk governance, and effective risk awareness programs. This framework enables strategic risk management, facilitating the identification, assessment, mitigation, and management of all types of risks.

## Our Methodology

The Chief Risk Officer (CRO) oversees the enterprise risk management function and collaborates closely with the respective risk owners. The main objective of implementing a risk management process is to ensure that all the risks the organization faces are identified and recorded in the risk

register, enabling top management to have a comprehensive view. After identifying risks, we continuously assess, mitigate, monitor, and review the risks. Additionally, we set an acceptable risk appetite to balance risks and opportunities to contribute to achieving the organization's strategic

objectives. The Board is responsible for ensuring effective risk management and aligning the strategic objectives with the organization's critical risks to achieve the intended outcomes. The key risks faced by the company and the mitigation measures undertaken during the year are given below:

Key Risk	Mitigation Measures
<p><b>Information and Cybersecurity Risk</b></p> <p>Today's businesses increasingly rely on hybrid work models and digital technologies. They are also becoming more vulnerable to sophisticated and targeted cyber-attacks. This trend has increased security threats such as ransomware, malware, data leakage, and other failures. With employees working from different locations and using various devices to access company data, it becomes more challenging to maintain a secure and protected network. Moreover, using cloud services and third-party apps also poses a significant risk to the security of sensitive information. Therefore, companies must adopt robust security measures and protocols to mitigate these risks and ensure the safety of their data and systems.</p>	<p>We have implemented the following measures to enhance our cybersecurity posture and ensure robust information security practices:</p> <ul style="list-style-type: none"> <li>• Deployed critical security measures, including upgrading policies and processes, monitoring Endpoint Detection and Response (EDR), Secure Access Service Edge (SASE), Security Information and Event Management (SIEM), and ensuring timely patch management</li> <li>• Conducted regular internal and external vulnerability assessments, penetration testing, and third-party vulnerability analyses, including simulated hacker attacks, dark web monitoring, open-source intelligence scans, and external scans to identify and address threats and vulnerabilities proactively</li> <li>• Implemented an ISO 27001:2013-certified Information Security Management System and a comprehensive cybersecurity program</li> <li>• Reinforced endpoint security standards to mitigate cybersecurity risks associated with remote work</li> <li>• Reevaluated the governance and management of security compliance and risks consistently</li> <li>• Engaged external auditing bodies to conduct annual Type 2 assessments of SSAE 16 and ISAE 3402 for SOC1 and SOC2</li> <li>• Benchmarked our cybersecurity framework against the National Institute of Standards and Technology (NIST) guidelines to ensure relevance and alignment with industry standards</li> <li>• Evaluated our security posture through internal and external vulnerability scans (e.g., Nessus), striving for 0% vulnerabilities while addressing critical, severe, and high-risk issues prioritized by industry-standardized vulnerability scores</li> <li>• Achieved a top-tier BitSight score of 800, significantly above the industry average of 650–770. This score reflects our strong cybersecurity posture, performance, and overall security practices compared to industry peers</li> </ul>



Key Risk	Mitigation Measures
<p><b>Increased Cost of Services Risk</b></p> <p>It is important to remember that any upward change in salary or other costs could impact a company's margins.</p> <p>Businesses should consider this when making financial decisions and planning.</p>	<p>We improved our operating efficiency through the following measures:</p> <ul style="list-style-type: none"> <li>Lowering operating costs and closely monitoring the budgeting process</li> <li>Tracking monthly hiring costs against budgeted numbers</li> <li>Replacing subcontractors with full-time employees wherever possible</li> <li>Training and mentoring prospective candidates to take on greater responsibilities</li> <li>Implementing a rotation plan for long-running projects</li> <li>Expanding the base of the pyramid by hiring fresh graduates</li> <li>Establishing a training framework to upskill existing employees on the latest technologies</li> </ul>
<p><b>Talent Availability and Retention Risk</b></p> <p>In our industry, the delivery of services and products relies heavily on the availability of employees with relevant skills. This observation is particularly true for new-age domains such as digital offerings, where the landscape constantly evolves. Without skilled employees, our revenues could take a hit, resulting in a significant loss for us. As a business, we understand that talent is the backbone of our operations, and we must do everything possible to retain it.</p> <p>Consequently, we invest prudently in employee training and development programs that update our staff with the latest technologies, trends, and best practices. If we fail to do so, we risk losing our best employees to competitors willing to invest in their professional development.</p>	<p>We have undertaken the following measures to strengthen talent acquisition and employee development:</p> <ul style="list-style-type: none"> <li>Rebooted the employee referral program with a dedicated team in Talent Acquisition (TA) focused solely on employee referrals to increase the referral percentage in the sourcing mix</li> <li>Tapping talent from Tier 2 cities such as Dehradun, Coimbatore, and Bhopal to maximize fulfillment while controlling lateral hiring costs</li> <li>Conducted extensive talent sourcing initiatives across multiple cities to secure the right expertise at optimal pricing</li> <li>Implemented internal training programs like SONIC to enhance employee skill sets and improve internal fulfillment rates</li> <li>Engaged with high-potential and critical employees through regular check-ins to understand their aspirations and address concerns</li> <li>Rotating GenAI advanced consultants across verticals to capitalize on project opportunities related to GenAI while also deploying trained 'Mavericks' from the GenAI competency team</li> </ul>

Key Risk	Mitigation Measures
<p><b>Regulatory and Compliance Risk</b></p> <p>As a business that operates across multiple geographies, we offer a diverse range of services to our clients. While this allows us to cater to our client's unique needs, it also exposes us to various risks associated with regulatory requirements. These risks range from compliance issues with local laws and regulations to potential legal and financial penalties. Therefore, we remain vigilant in our efforts to closely monitor and assess our exposure to regulatory risks to ensure that we maintain our reputation as a reliable and trustworthy provider of services.</p>	<p>We have undertaken the following measures to strengthen compliance and ensure adherence to regulatory norms:</p> <ul style="list-style-type: none"> <li>Established a compliance framework with designated personnel to oversee global regulatory adherence</li> <li>Created a special focus team to identify and address malpractices and fraud</li> <li>Implemented a top-notch compliance tool to ensure effective compliance with regulatory requirements</li> </ul>
<p><b>Service Delivery Risk</b></p> <p>Service delivery poses a risk factor because this aspect can affect the quality of service and the ability to meet deadlines and expectations. Therefore, it is important to consider strategies that can help mitigate these risks and ensure that service delivery remains efficient and effective.</p>	<p>We have undertaken the following measures to strengthen delivery excellence and ensure project success:</p> <ul style="list-style-type: none"> <li>Implemented a daily status reporting tool to swiftly identify and resolve pressing issues faced by delivery teams</li> <li>Utilized a project health index to track all critical parameters effectively</li> <li>Hosted regular knowledge-sharing sessions to promote the exchange of critical information among team members</li> <li>Conducted regular QBRs and steering committee meetings with customers to monitor project health and share innovative practices</li> </ul>

Key Risk	Mitigation Measures
<p><b>Disaster Recovery and Business Continuity Risk</b></p> <p>We could face risks due to natural disasters, calamities, or wars. Knowing these possibilities can help us prepare and mitigate any potential negative impact.</p>	<p>We have undertaken the following measures to enhance business continuity and minimize disruptions:</p> <ul style="list-style-type: none"><li>• Maintained our ISO 22301:2019 certification for Business Continuity Management System (BCMS)</li><li>• Drafted and implemented prudent business continuity management plans to address disruptions, including recovery sites, intra-city redundancies, and work-from-home challenges</li><li>• Frequently tested the efficacy and relevance of our business continuity plans to ensure preparedness</li><li>• Leveraged cloud computing to strengthen data retrieval capabilities for critical infrastructure and eliminate single points of failure</li><li>• Enforced multiple connectivity options, such as site-to-site VPN, MPLS, and B2B VPN, ensuring secure access for employees to clients and our networks</li><li>• Ensured 24/7 availability and proactively maintained consistent business and service continuity</li></ul>



Key Risk	Mitigation Measures
<p><b>Revenue Concentration (Customer/Geography/ Industry) Risk</b></p> <p>It is important to note that a business that has a high concentration of customers from select geographies or depends on a few customers is likely to be impacted.</p>	<p>We have implemented the following measures to mitigate these risks, such as:</p> <ul style="list-style-type: none"> <li>➤ Focused more intently on non-American markets, including Europe, Asia-Pacific, Nordic, Middle Eastern, and African regions, while closely tracking the US's percentage share of total revenues</li> <li>➤ Monitored the revenue shares of our top five customers, observing a gradual decline in customer concentration over time</li> </ul>
<p><b>Corporate Fraud or Insider Misconduct Risk</b></p> <p>This risk refers to the potential for an individual within a company, often with privileged access to sensitive information, to engage in dishonest or illegal activities that harm its financial standing, reputation, or legal compliance, usually for personal gain, such as misappropriating assets, manipulating financial statements, or engaging in corrupt practices.</p>	<p>We have undertaken the following measures to strengthen our framework:</p> <ul style="list-style-type: none"> <li>➤ Established a robust ABAC framework that includes fraud management, whistle-blowing mechanisms, a code of conduct, money laundering and sanctions compliance, and third-party management</li> <li>➤ Implemented disciplinary measures to address fraud and misconduct, tracking incidents and reporting to senior management for appropriate action</li> </ul>



# Maintaining a Seamless Supply Chain

We uphold stringent criteria for our supplier partnerships, ensuring alignment with our quality standards, ethical conduct, and environmental stewardship. As a member of the UNGC, we adhere to principles encompassing human rights, labor, environment, and anti-corruption, fostering a sustainable supply chain.

Our Supplier Code of Conduct and Sustainable Procurement Policy underscore our dedication to responsible sourcing. To uphold these principles, we have established robust internal protocols for supplier evaluations, training, and integration.

## Sustainable Procurement Policy

The Policy supports the highest standards of economic, social, ethical, and environmental practices across our supply chain in compliance with relevant laws and regulations. It is accessible to all internal stakeholders via our intranet portal and to all external stakeholders via our website. Reiterating our commitment to ESG, all purchase orders have environmental, health, and safety clauses.

## Supplier Code of Conduct

All suppliers must agree to abide by our Supplier Code of Conduct (SCoC), which lays out our legal and ethical expectations. The SCoC leverages the UNGC principles, which include protecting and upholding internationally proclaimed human rights, treating all people with respect and dignity while safeguarding their rights, eliminating forced and compulsory labor, abolishing child labor, and implementing strong corporate governance practices across the supply chain. We reserve the right to audit suppliers or inspect supplier facilities to confirm compliance.

### KPIs for Supply Chain

**Zero**  
complaints received from suppliers

**100%**  
of purchase orders have a clause on ESG

## Supplier Screening

This year, we conducted comprehensive screenings of all our suppliers to evaluate their environmental, social, and governance practices. We assessed each supplier for any potential negative impacts and adherence to regulatory requirements. Based on this screening, we identified no significant adverse environmental or social effects among our suppliers. Additionally, our recruitment vendors undergo rigorous performance analysis, considering factors such as submission ratio, profile quality, turnaround time, and vendor spending. This analysis helps us classify vendors as preferred or non-preferred. Similarly, non-staffing

suppliers are categorized based on their business value and the nature of their work, ensuring alignment with our organizational priorities. Additionally, we support small, local, and diverse businesses. We recognize diverse businesses as those which are at least 50% owned, controlled, and managed by people belonging to any of the following categories: Minorities and groups eligible for the local government's affirmative action program, Women-owned businesses, People with disabilities, LGBTQIA+ individuals, service veterans and disabled service veterans, historically underutilized businesses (HUB Zone), and micro, small, or medium enterprises.

## Supplier Assessment

Our Enterprise Risk Management Framework includes regular supplier risk assessments and annual reviews as part of our onboarding process. These assessments allow us to evaluate our suppliers' impact on our operations and identify any associated risks within our supply chain. Based on these assessments, we develop mitigation and contingency plans to address potential issues. Furthermore, we organize capacity-building sessions to educate our suppliers on the significance of Environmental, Social, and Governance (ESG) factors, their implications for us and our supply chain,

and measures for promoting low-carbon growth. These sessions also clarify our expectations from suppliers, fostering alignment with our sustainability goals and values. All critical suppliers go through ESG assessments. We have based our ESG assessment on the following parameters: human rights, labor, governance, and business conduct, environment, health, and safety, and training and development and compliance monitoring. Based on their scores out of a total score of 100, the critical suppliers are categorized as low (71 to 100), medium (31 to 70), and high risk (0 to 30) concerning ESG.

## ESG Progress Dashboard

- ❖ **Ecovadis Assessment:** Awarded a Silver rating with a score of 70 and 92<sup>nd</sup> percentile globally
- ❖ **Achilles Sustainability Score:** Achieved Silver medal with a score of 91 (56 is the average score of the industry)
- ❖ **ESG Champions of India by Dun and Bradstreet's:** Named as one of India's Leading 1000-listed ESG entities in 2024
- ❖ **Net Zero Summit – UBS Forums 2024:** Won Sustainable Organization of the Year 2024 Award
- ❖ **Economic Times:** Won Best Organizations for Women 2024 Award for the second year in a row
- ❖ **Sustainalytics:** 5<sup>th</sup> rank in Software and Services group and 341<sup>st</sup> rank globally for all companies as of December 2024
- ❖ **Sustainability Award by a Leading Insurance EU Customer:** Won Supplier Sustainability Award for the partner that showed the most significant improvement in their ESG rating
- ❖ **SBTi:** Set science-based targets in alignment with the Paris agreement and got them approved after detailed validation by SBTi
- ❖ **CDP:** Completed and submitted the CDP assessment for the first time in 2024

## Our Performance Scorecard

(INR Mn)

	2024	2023	2022	2021	2020	2019	2018	2017	2016	2015
Revenue	119,744	103,803	91,996	71,777	62,621	55,825	46,478	39,420	35,349	31,235
Adjusted EBITDA	20,765	16,852	14,664	13,637	11,204	9,002	8,183	7,351	6,366	5,651
Profit Before Tax	15,603	12,685	11,230	9,412	8,005	7,793	7,266	6,406	5,604	5,046
Profit After Tax	11,740	9,976	8,842	7,488	6,215	6,413	5,835	4,995	4,192	3,932
Net Worth	53,546	46,352	41,230	37,879	32,358	27,655	23,919	20,073	17,409	14,332
Loan Funds	-	-	827	-	1,900	1,431	-	-	-	-
Capital Expenditure	1,333	643	1,192	1,092	736	1,296	609	957	2,223	1,367
Cash and Bank Balance (including restricted balance and mutual funds)	19,923	20,403	13,093	13,292	10,379	2,528	8,341	5,521	4,482	4,428
<b>Growth ratios</b>										
Revenue (%)	15.4	12.8	28.2	14.6	12.2	20.1	17.9	11.5	13.2	21.0
Adjusted EBITDA (%)	23.2	14.9	7.5	21.7	24.5	10.0	11.3	15.5	12.7	26.5
Profit Before Tax (%)	23.0	13.0	19.3	17.6	2.7	7.3	13.4	14.3	11.1	20.7
Profit After Tax (%)	17.7	12.8	18.1	20.5	(3.1)	9.9	16.8	19.2	6.6	22.8
<b>Performance ratios</b>										
Adjusted EBITDA Margin (%)	17.3	16.2	15.9	19.0	17.9	16.1	17.6	18.6	18.0	18.1
Net Profit Margin (%)	9.8	9.6	9.6	10.4	9.9	11.5	12.6	12.7	11.9	12.6
Tax/Total Revenue (%)	3.2	2.6	2.6	2.7	2.9	2.5	3.1	3.6	4.0	3.6
Effective tax rate (%)	24.8	21.4	21.3	20.4	22.4	17.7	19.7	22.0	25.2	22.1
<b>Per share ratio</b>										
Dividend Payout Ratio (%)	45.2	53.2	75.1	32.2	33.7	47.6	43.0	28.6	59.8	79.8
Earnings Per Share – Basic (₹)(*)	19.4	16.5	14.7	12.4	10.4	10.8	9.9	8.4	6.9	6.5
Cash Earnings Per Share (₹)(^)(*)	25.5	25.0	13.6	16.2	23.9	10.0	9.2	8.0	8.0	6.5
Dividend Per Share (based on declaration) – (₹)(*)	8.75	8.75	11.00	4.00	3.75	4.25	4.25	2.00	2.75	4.35

\* In FY 2024 there was sub-division of 1 fully paid up equity share of INR 2 each into 2 fully paid up equity shares of INR 1 each. Consequently ratios has been retrospectively restated to give effect of share split from the earliest period presented.

^ Cash Earnings Per Share is calculated by dividing the total cash generated from the company's operating activities by the number of equity shares that are outstanding as at respective year end as adjusted for share split.

Note: FY 2016 to FY 2024 is as per IndAS whereas FY 2013 to FY 2015 is as per previous Indian GAAP

# Statutory Reports

## Statutory Reports

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# Management Discussion and Analysis

## Executive Summary

### Financial Performance: A Year of Consistent Growth

In 2024, Hexaware Technologies (Hexaware) reported revenue from operations of INR 119,744 million, reflecting a 15.4% increase from INR 103,803 million in the same period of 2023. Net profit for this period stood at INR 11,740 million, up from INR 9,976 million, indicating 17.7% growth.

### Advancing Our Strategic Vision

- **Expanding Our Reach:** We enhanced our presence in North America, Europe, as well as in Asia-Pacific, strengthening our ability to support diverse industries and markets
- **AI-first, Business-focused:** By integrating artificial intelligence (AI) into core processes, we delivered faster, smarter, and more efficient solutions that address our clients' evolving needs



## Delivering Results That Matter

At Hexaware, our purpose is simple yet transformative: to create smiles through great people and technology. Guided by this mission, we are expanding our footprint, embedding sustainability into every action, and redefining customer success.

## Value Proposition

Hexaware has made a strategic shift toward becoming an "AI-first" company. We have not only developed strong capabilities in data, cloud, and AI technologies, but also created an AI-first culture, with clear roles and effective governance.

## Economic Context

The global economy exhibited resilience amid ongoing challenges, maintaining a 3.2% growth rate in 2024, this reflects economies' ability to navigate uncertainties effectively, supported by improvements visible across several parameters, like easing inflation, improving trade conditions, and the onset of monetary easing, particularly in the United States.<sup>1</sup>

Global headline inflation declined over the past year, driven by reduced energy and food prices, improved supply chain conditions, and the

delayed impact of tighter monetary policies. By late 2024, inflation in several economies had reached or fallen below target levels. However, core inflation remained persistently high despite this downward trend, reflecting the slower pace of disinflation compared to the sharper decline observed in energy and food prices.

Advanced economies, particularly the United States, continue to exceed expectations, driven by robust consumer demand and strategic fiscal policies. Emerging markets are also poised to benefit from these macroeconomic trends, with increased digitalization, technology investments, and structural reforms unlocking growth potential.

The global information technology (IT) expenditure will likely reach USD 5.61 trillion by 2025, reflecting a growth rate of 9.8% compared to 2024.<sup>2</sup> Current investments in generative AI (GenAI) are primarily driven by technology companies focused on establishing the necessary supply-side infrastructure for GenAI. The impact of GenAI will likely surpass that of cloud computing and outsourcing vendors in previous years concerning data center systems. The demand for GenAI will likely nearly triple server sales from 2023 to 2028. Furthermore, spending on software will

likely increase by 14.2%, reaching USD 1.25 trillion in 2025, up from a growth rate of 12.0% in 2024.<sup>2</sup> In parallel, IT services will likely grow by 9.0% to USD 1.73 trillion in 2025, a significant rise from the 5.6% growth observed in 2024.<sup>2</sup> The software and IT services segments are central to the overall development of the IT industry. These sectors will likely allocate funds toward AI-related initiatives, including email services and authoring tools.

However, despite these positive developments, the global economy remains exposed to key risks such as geopolitical tensions that continue to disrupt supply chains and energy markets, debt sustainability challenges in emerging markets, and climate-related impacts, including the economic burden of transitioning to cleaner energy sources and addressing the growing frequency of extreme weather events.

<sup>1</sup><https://www.imf.org/en/Blogs/Articles/2024/04/16/global-economy-remains-resilient-despite-uneven-growth-challenges-ahead>

<sup>2</sup><https://www.gartner.com/en/newsroom/press-releases/2025-01-21-gartner-forecasts-worldwide-it-spending-to-grow-9-point-8-percent-in-2025>

### Opportunities and Threats

#### Shifting Landscape of IT Services

The global IT services industry is at a pivotal moment, shaped by dynamic technological advancements and evolving enterprise demands. Key trends include:

- **GenAI and Automation:** GenAI revolutionizes workflows, enabling automation, predictive analytics, and enhanced decision-making. People increasingly deploy it across content creation, coding, and customer service functions. This emerging technology will likely influence nearly every sector by improving efficiency and enabling personalization
- **Hybrid Cloud Models:** Hybrid and multi-cloud strategies remain central to enterprise IT modernization. These provide scalability, security, and flexibility for managing critical workloads. Organizations increasingly leverage these models to reduce costs while supporting innovation
- **Sustainability in IT:** Regulatory pressures and consumer demand for sustainable solutions push organizations to adopt energy-efficient technologies and green IT practices. These shifts align with broader global efforts to reduce carbon footprints and achieve net-zero targets

In 2024, the global Information Technology (IT) industry was influenced by several key factors:

#### Technological Advancements

- **Expansion of Cloud Computing and IoT:** The proliferation of Internet of Things (IoT) devices and the increasing demand for real-time data processing led to significant growth in cloud computing services. The global IoT cloud platform market was projected to reach USD 17.91 billion in 2024 and will likely grow to USD 102.01 billion by 2032<sup>4</sup>

#### Regulatory Developments

- **Data Privacy and Cybersecurity:** With the rise of data breaches and the implementation of stricter data protection laws, organizations faced increased pressure to enhance their cybersecurity measures. The expansion of Chief Privacy Officers' roles to include oversight of artificial intelligence and cybersecurity highlighted the growing importance of data protection<sup>5</sup>

#### Economic Growth

- **Increased IT Spending:** Worldwide spending on digital transformation is projected to reach nearly USD 4 trillion by 2027, driven by investments in AI and GenAI technologies<sup>6</sup>

#### Regional Trends and Opportunities

- **North America:** A mature IT services market with a strong demand for digital transformation, cloud adoption, and cybersecurity solutions
- **Europe:** Increasing emphasis on data sovereignty and compliance with evolving AI and data protection regulations
- **Asia-Pacific:** Rapidly growing demand fueled by digital transformation across BFSI, healthcare, and retail, alongside government-led tech initiatives

#### Outlook

Estimates forecast another solid year of global economic growth in 2025, with the worldwide GDP expected to expand by 2.7%, matching the estimated growth in 2024.<sup>7</sup> The United States is likely to outperform expectations, with GDP growth of 2.5%, well above the consensus estimate of 1.9%, driven by strong consumer demand and easing fiscal conditions. In contrast, the euro area (the eurozone, or EZ) will likely face slower growth at 0.8%, falling short of its 1.2% consensus, amid anticipated trade tensions and new tariff policies.<sup>8</sup>

#### Threats

- Read more about our threats in the risk management section on page no. 144-149

<sup>3</sup><https://hginsights.com/blog/it-spend-market-report>

<sup>4</sup><https://www.fortunebusinessinsights.com/iot-cloud-platform-market-110364>

<sup>5</sup><https://www.wsj.com/articles/ai-growing-data-risks-expand-the-role-of-chief-privacy-officer-f4f251c8>

<sup>6</sup><https://www.idc.com/getdoc.jsp?containerId=prUS52305724>

Gartner predicts worldwide IT spending will surge 9.8% to USD 5.61 trillion in 2025. India, in particular, is expected to witness an 11.1% increase in IT spending, reaching USD 161 billion. While CIO budgets are increasing, a significant portion will be absorbed by price hikes, affecting real IT spending growth. Data center systems, devices, and software will experience double-digit growth in 2025, driven by GenAI hardware upgrades. However, these upgrades will not significantly enhance functionality. GenAI is expected to drive spending on AI-optimized servers, which will surpass traditional server spending, reaching USD 202 billion in 2025. Hyperscalers and IT companies will account for over 70% of this spending.<sup>9</sup>

This growth is fueled by a combination of technological advancements and economic conditions, including:

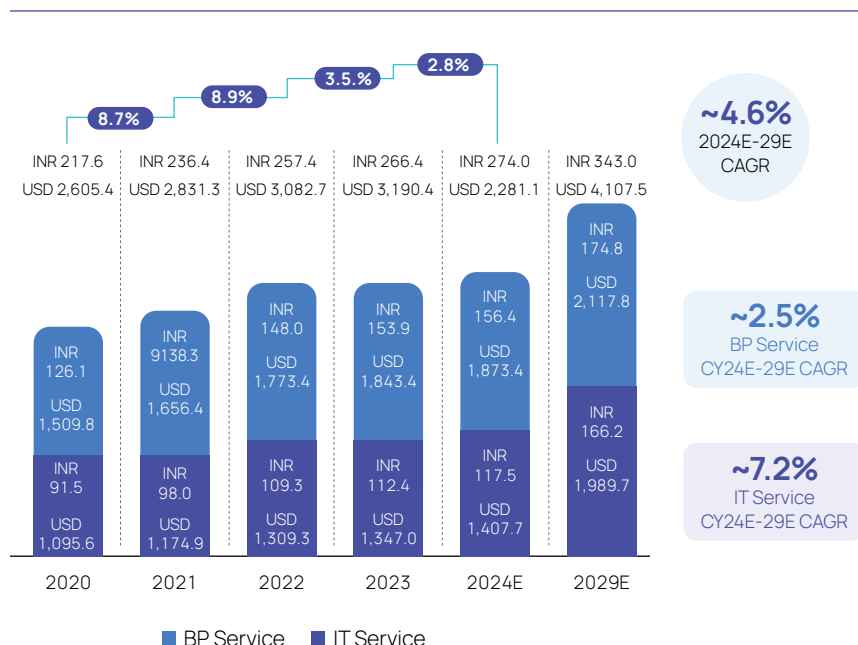
- Anticipated interest rate cuts may lead enterprises to increase spending to achieve greater efficiency with leaner resources while maintaining a growth mindset. Investments in technology aim to enhance digital infrastructure, optimize operations, and improve customer experience

- The shift toward cloud computing, AI, and automation is driving the demand for IT services, as digital transformation remains crucial for competitiveness. Organizations are modernizing legacy systems and fostering innovation in their products and services. Product engineering is becoming more user-centric, scalable, and robust

- Companies are investing in IoT solutions, utilizing analytics for actionable insights, and integrating cybersecurity measures. These strategies highlight a broader shift toward comprehensive IT solutions that enhance efficiency and drive sustainable growth

## Overall Global Enterprise Technology Services Spend

CY2020-29E; INR trillion (USD billion)



Note: USD figures for all the years are based on the exchange rate of USD = 83.5000 as of July 5, 2024; Global enterprise technology services spend is inclusive of in-house and outsourced spend. E stands for estimated numbers.

The above listed numbers and growth rates are approximate numbers that have been rounded off to the closest whole number (or up to one decimal place).

Source: Everest Group (2024).

<sup>7</sup><https://www.worldbank.org/en/publication/global-economic-prospects>

<sup>8</sup><https://www.goldmansachs.com/insights/articles/the-global-economy-is-forecast-to-grow-solidly-in-2025>

<sup>9</sup><https://www.thehindubusinessline.com/info-tech/global-it-spending-to-reach-561-trillion-in-2025-with-a-98-rise-reports-gartner/article69123159.ece>



### Shifts in IT Services Delivery Models

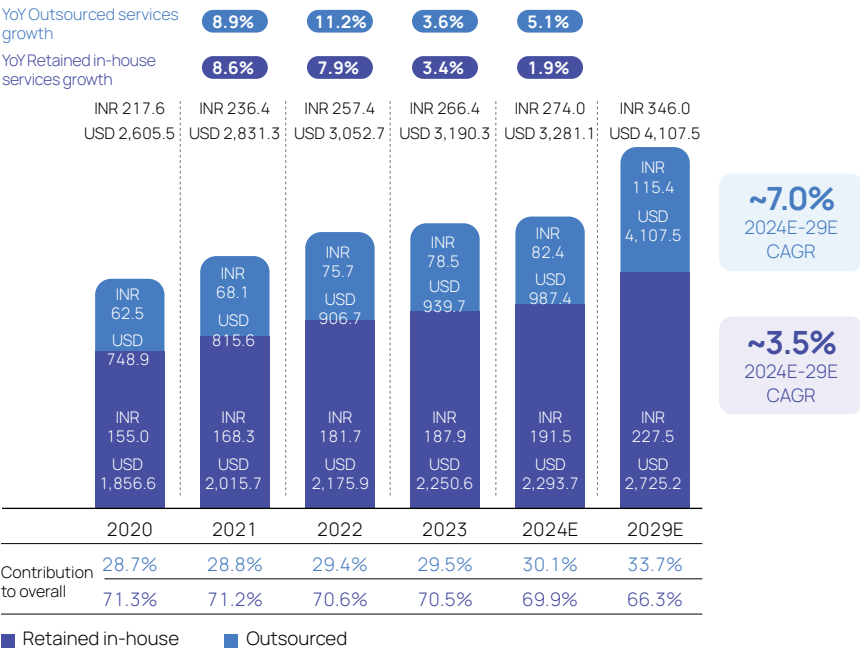
The IT services and business process services (BPS) market is projected to reach approximately INR 343.0 trillion (USD 4,107.5 billion) in CY2029, with IT services growing at a CAGR of about 7.2% and BP services at around 2.5% from CY2024-29E.

Organizations can address their technology needs through in-house teams or outsourcing.

- **Insourcing:** Organizations may retain services internally to maintain control over critical functions, ensure domain relevance, and address governance, quality, and security concerns, allowing for a cohesive approach to operations
- **Outsourcing:** If resources are limited or cannot meet rapid technological advancements, outsourcing offers access to skilled talent, quick scalability, and immediate pre-built solutions, along with industry best practices and cost efficiencies

### Overall Global Enterprise Technology Services Spend – In-house vs Outsourced

CY2020-29E; INR trillion (USD billion)



Note: CSS figures for all the years are based on the exchange rate of USD= 83.5000 as of July 5, 2024  
E stands for estimated numbers  
The above listed numbers and growth rates are approximate numbers that have been rounded off to the closest whole number (or up to one decimal place)  
Source: Everest Group (2024)

### Benefits of India as a Delivery Location for Outsourced Services

India is recognized as a leading destination for outsourced services due to its unique advantages compared to other low-cost regions like Eastern Europe and Latin America.

- **Large, Skilled Talent Pool:** With millions of STEM graduates entering the workforce annually, India provides access to a technically proficient, English-speaking workforce. Continuous upskilling ensures that this talent remains adept at the latest technologies, including AI, cloud computing, and cybersecurity
- **Cost Efficiency:** India's favorable cost structure enables significant

savings without compromising service quality, offering a compelling value proposition compared to regions like Eastern Europe and Latin America

- **Advanced IT Infrastructure:** The country's state-of-the-art infrastructure supports seamless delivery and scalability, ensuring reliability for global clients
- **Time Zone Advantage:** India's time zones allow 24/7 operations, facilitating uninterrupted services for clients across geographies
- **Policy and Incentives:** A stable government and incentives like Special Economic Zones (SEZs)

further strengthen India's position as an outsourcing hub, offering businesses tax benefits and operational flexibility

India holds a 55-65% share of the Global Capability Center (GCC) market, representing an INR 1.3-1.7 trillion (USD 15-20 billion) opportunity. Its ability to scale operations rapidly makes it a preferred location for global organizations seeking agile and efficient service delivery. Additionally, cultural alignment with Western business practices and strong English proficiency streamline communication, ensuring a collaborative working relationship with clients.

## Organizational Overview

Hexaware is a global technology and business process services company that enables global enterprises to achieve digital transformation on a scale. We combine innovative platforms with deep domain expertise to deliver real-world impact for clients worldwide.

## Client Portfolio and Global Presence

Hexaware serves an elite clientele, including over 30 Fortune 500 companies, spanning key sectors such as BFSI, healthcare, manufacturing, and retail. With a presence in 54 global locations and delivery centers across North America, Europe, and Asia-Pacific, we are strategically positioned to cater to the evolving

needs of enterprises worldwide. Recent expansions, such as establishing our third office in Germany, underscore our commitment to global growth.

## Solutions and Services

The Company caters to 12 industries, offering specialized solutions that address each sector's unique challenges and opportunities. Our vertical structure ensures seamless integration and comprehensive coverage: Healthcare and Insurance (encompassing Life Sciences, Healthcare, and Insurance domains); Manufacturing and Consumer (covering Manufacturing, Retail and Consumer, Education and Institutions, and Telecom and Utilities); Banking; Financial Services; Hi-Tech

and Professional Services (focused on Hi-Tech, Products, and Platforms, and Professional Services); and Travel and Transportation (spanning Travel and Hospitality as well as Transportation and Logistics).

Hexaware's core service lines include Cloud, Business Process Services, Data and AI, Digital and Software, Digital IT Operations, and Enterprise Platform Services. Additionally, we deliver advanced capabilities in GenAI, sustainability, enterprise automation, application services, cybersecurity, and testing. With an AI-first culture and industry-leading platforms, we combine cutting-edge technology with a people-first approach to help organizations thrive in a fast-changing digital landscape.

## Hexaware's Strategic Differentiators

Hexaware is strategically positioned to capitalize on these industry trends, leveraging our unique capabilities:

### 1. AI-first Services

With ~99% of our IT workforce trained in AI, Hexaware delivers cutting-edge solutions through platforms like Tensai®, Amaze®, and RapidX™.

### 2. Domain Expertise

Specialized knowledge across 12 key industries allows us to create bespoke solutions tailored to client needs, fostering long-term partnerships.

### 3. Sustainability Leadership

The Company's commitment to green IT is evident through carbon-neutral delivery centers and energy-efficient operations, aligning with the growing emphasis on environmentally sustainable practices.

## Management Discussion and Analysis

### Industry Metrics and Competitive Position

- **Market Outperformance:** Hexaware's revenue growth, with a CAGR of approximately 17.6% over the past five years, consistently outpaces the industry average, showcasing our ability to gain market share in a competitive environment.
- **Global Recognition:** In December 2024, Hexaware was recognized as the AI Implementer of the Year at The Alconics Awards, underscoring our leadership in leveraging artificial intelligence for business transformation.
- **Recognition Across Industries:** Our innovative solutions and focus on outcomes earned us 111 awards and recognitions from analysts and 56 corporate awards, highlighting our position as a trusted IT services provider.

### Operational Footprint and Workforce Excellence

A highly skilled workforce of 32,309 employees, 99% of whom have been trained in AI and digital technologies, supports our global operations. The Company's employee utilization rate of 82.3% during the year reflects our efficient resource management. The diverse workforce also aligns with Hexaware's sustainability goals: integrating green IT practices into our operations.

### Business Overview

Hexaware offers a diverse suite of solutions tailored to address the dynamic needs of its clients. Anchored by innovation and a commitment to excellence, the Company has built a robust portfolio of services, proprietary platforms, and industry expertise that drives value across its operations.

### Service Offerings and Proprietary Platforms

- **Amaze®:** Facilitates rapid and cost-efficient cloud and data migration or modernization; Amaze® offers automation-driven strategies to craft business cases, assess the total cost of ownership (TCO), and build robust cloud infrastructures
- **Tensai®:** Modernizes IT ecosystems and transform transforms experiences with personalized insights. Tensai® enhances automation maturity, optimizes IT operations, drives innovation, and maximizes business value through agility, efficiency, and experience dimensions
- **RapidX™:** Redefines software engineering acting as an AI catalyst that enhances human expertise with advanced intelligence—powering AI into software development, driving AI-powered continual engineering, and modernizing legacy systems



## Financial Performance

In 2024, Hexaware achieved noteworthy results, reporting a 15.4% increase in revenues and a 23.2% growth in adjusted EBITDA. This performance surpassed the industry's IT and business services growth, focusing on customer satisfaction amidst challenges. Our efforts to create positive experiences for customers have led to enduring partnerships, reinforcing our position as a leader in IT services, setting the stage for sustainable growth. We concentrate on sustaining a diversified customer base across our geographies and industries.

## Revenue Analysis

### Total Revenue

**INR 119,744 Mn**

In 2024

↑ **15.4%**

**INR 103,803 Mn**

In 2023

↑ YoY Growth

### Revenue by Geography

#### North America

**74%**

Contribution

#### Europe and Asia-Pacific

**26%**

Contribution

## Building Enduring Bonds

We have long-standing relationships with many of our customers and multi-year contracts with many of our top customers, which allow for stable billings, revenue visibility, and opportunities to cross-sell our services and solutions.



## VERTICAL-WISE REVENUES

### Financial Services

INR **34,131** Mn

Revenues in 2024

**29%**

Share of revenues in 2024

INR **28,264** Mn

Revenues in 2023

**27%**

Share of revenues in 2023

### Healthcare and Insurance

INR **25,341** Mn

Revenues in 2024

**21%**

Share of revenues in 2024

INR **22,516** Mn

Revenues in 2023

**22%**

Share of revenues in 2023

### Manufacturing and Consumer

INR **19,650** Mn

Revenues in 2024

**16%**

Share of revenues in 2024

INR **18,548** Mn

Revenues in 2023

**18%**

Share of revenues in 2023

### Hi-Tech and Professional Services

INR **20,672** Mn

Revenues in 2024

**17%**

Share of revenues in 2024

INR **16,638** Mn

Revenues in 2023

**16%**

Share of revenues in 2023

### Banking

INR **10,305** Mn

Revenues in 2024

**9%**

Share of revenues in 2024

INR **9,445** Mn

Revenues in 2023

**9%**

Share of revenues in 2023

### Travel and Transportation

INR **9,645** Mn

Revenues in 2024

**8%**

Share of revenues in 2024

INR **8,392** Mn

Revenues in 2023

**8%**

Share of revenues in 2023

## Profitability

- **Net Profit:** INR 11,740 million, up from INR 9,976 million in 2023
- **Net Profit Margin:** Stood at 9.8% in FY24 compared to 9.6% in FY23, supported by prudent cost management and operational efficiency

## Profitability Metrics

Metric	2024	2023	Change (YoY)
Adjusted EBITDA	INR 20,765 Mn	INR 16,852 Mn	23.2% increase
Net Profit	INR 11,740 Mn	INR 9,976 Mn	17.7% increase
Dividend Per Share	INR 8.75	INR 8.75	No change

## Cash Flow and Liquidity

- **Operating Cash Flow:** Strong cash generation highlights Hexaware's financial health
- **Capital Expenditure:** Investments focused on delivery center expansion and digital infrastructure upgrades

## Balance Sheet Strength

- **Return on Equity/ Net-worth:** 23.8% in CY24 as compared to 23.6% in CY23, showcasing strong profitability
- **Current Ratio:** 1.58, reflecting robust liquidity

## Hyperscaler Partners

- Amazon Web Services
- Google Cloud
- Microsoft

## Enterprise Platform Partners

- Adobe
- Oracle
- Salesforce
- SAP
- ServiceNow
- Snowflake
- Workday

For more information on our partner ecosystem, please visit [www.hexaware.com/partners](http://www.hexaware.com/partners).

## Key Ratios

- **EBITDA Margin:** Grew from 15.3% to 15.9%
- **OCF to EBITDA Ratio:** 74.5% reflects strong operational cash flow
- For other key ratios refer to note 36 of Separate Financial Statement on page no. 374.

## Outlook

Hexaware is strategically positioned to capitalize on the expanding digital transformation market, which is projected to grow significantly through 2030, driven by the increasing adoption of advanced technologies across industries. Our robust portfolio of AI-powered solutions, cloud

computing capabilities, and industry-specific innovations position us well to address evolving client needs in this dynamic market landscape. Our commitment to technological excellence and innovation continues to strengthen our competitive position, particularly in emerging areas such as artificial intelligence, machine learning, and data analytics. The growing demand for cybersecurity solutions, cloud migration services, and digital transformation initiatives across sectors presents significant opportunities for our continued growth. Looking ahead, we remain focused on expanding our global delivery capabilities, enhancing our proprietary platforms, and deepening our expertise in key industry

verticals. Our comprehensive talent development strategy, anchored by tailored learning programs, aims to build a future-ready workforce equipped with advanced digital skills.

Additionally, we are strengthening our sustainability initiatives through our commitment to the Science Based Targets Initiative (SBTi), focusing on reducing our environmental impact and promoting sustainable business practices. Through our investments in talent development and emerging technologies, coupled with our strong track record in operational excellence, we are well-equipped to help our clients navigate their digital transformation journeys while maintaining our trajectory of sustainable growth and innovation.

## Management Discussion and Analysis

### Consolidated Balance Sheet

	2024	2023
Property, Plant, and Equipment (PPE), Intangible Assets & Capital Work-in-Progress	9,436	7,036
Right-of-use Assets	5,596	3,761
Goodwill	23,871	14,290
Investments	4	2,510
Other Financial Assets	1,366	775
Income Tax Assets (Net)	655	745
Deferred Tax Assets (Net)	2,682	2,727
Other Assets	3,932	3,239
Trade Receivables Billed and Unbilled	22,531	19,101
Cash and Cash Equivalents and Other Bank Balances	19,872	17,837
Share Capital	608	607
Other Equity & Reserve	52,961	45,745
Non-Controlling Interests	(23)	Nil
Lease Liabilities	5,742	3,936
Borrowings (Secured)	Nil	Nil
Other Financial Liabilities	12,285	6,955
Trade Payables	9,140	6,595
Provisions	3,168	3,081
Other Liabilities	3,887	3,327
Income tax liabilities (net)	2,177	1,775

### Consolidated Statement of Profit and Loss

	2024	2023
Revenue From Operations	119,744	103,803
Other Income	749	88
Employee Benefit Expenses (Excluding ESOP Cost)	69,296	61,018
Employee Stock Option Compensation Cost	353	264
Finance Costs	660	378
Depreciation and Amortization	2,788	2,836
Operations and Other Expenses	31,793	26,710
<b>Adjusted EBITDA</b>	<b>20,765</b>	<b>16,852</b>
Income Tax Expense	3,863	2,709
<b>Profitability</b>	<b>11,740</b>	<b>9,976</b>

### Consolidated Cash Flow

	2024	2023
Net cash from operations	15,480	15,156
Net cash used in investing activities	(6,690)	(2,996)
Net cash used in financing activities	(6,819)	(7,501)
Net increase in cash and cash equivalent	1,971	4,659

## Revenues from Operations

Revenues from operations increased by 15.4% YoY, from INR 103,803 million in CY23 to INR 119,744 million in CY24. In US dollar terms, it increased from USD 1,256.4 million in CY23 to USD 1,428.9 million in CY24, an increase of 13.7%. The revenue in constant currency was USD 1,426.6 million, up 13.5% from the previous year. Revenue growth was largely driven by volume uptake.

## Other Income

Other income increased by INR 661 million to INR 749 million in CY24 from INR 88 million in CY23. The exchange gain was INR 190 million in CY24 compared to a loss of INR 136 million in CY23. The gain is mainly due to favorable exchange rate movements in CY24 compared to CY23. Additionally, there was an increase in gains on investments carried at fair value through profit or loss by INR 56 million, interest income by INR 313 million offset by a reduction in other miscellaneous income by INR 27 million.

## Employee Benefit Expenses (Excluding ESOP Cost and Exceptional Items)

Employee benefit expenses increased to INR 68,369 million from INR 60,952 million, rising by 12.2%. The ratio of employee cost-to-revenue decreased to 57.1% in CY24 against 58.7% in CY23. The worldwide employee count, including sub-contractors, was 32,309 as of CY24, compared to a headcount of 28,292 as of CY23.

## Employee Stock Option Compensation Cost (ESOP)

The compensation cost recognized using the fair value method for ESOPs/ RSUs was INR 353 million for CY24

(INR 264 million for CY23), which was included in employee benefit expenses in financials (refer to note 30(f) of the Consolidated Financial Statements for more details).

## Finance Costs

Finance costs increased to INR 660 million in CY24 compared to INR 378 million in CY23.

## Depreciation and Amortization (Excluding Exceptional Costs)

Depreciation and amortization expenses marginally increased to INR 2,045 million in CY24 compared to INR 2,032 million in CY23.

## Operations and Other Expenses (Excluding Exceptional Costs)

Operations and other expenses increased to INR 30,800 million in CY24 from INR 25,863 million in CY23, an increase of 19.1%. This increase was primarily due to subcontracting expenses, the cost of software licenses, legal and professional fees, traveling and conveyance, and staff recruitment expenses. The decreased communication expenses, advertisement, and business promotion partially offset it. As a percentage of revenues, these costs increased to 25.7% in CY24 against 24.9% in CY23.

## Exceptional Costs

- Employee benefit Expenses:
  - Salary costs include non-recurring employee benefit and severance expenses of INR 465 million (CY23 INR 66 million) and enterprise resource planning (ERP) Transformation cost of INR 462 million (CY23 NIL).

- Operations and Other Expenses:
  - Traveling and conveyance include enterprise resource planning (ERP) transformation cost of INR 25 million (CY23 NIL).
  - Legal and professional fees include acquisition-related costs of INR 334 million (CY23 INR 85 million), IPO-related costs of INR 9 million (CY23 NIL), and enterprise resource planning (ERP) Transformation costs of INR 251 million (CY23 INR 160 million).
  - The cost of software licenses includes enterprise resource planning (ERP) transformation cost of INR 108 million (CY23 INR 80 million).
  - Communication expense & cost of software licenses for CY23 includes provision for onerous vendor contracts of INR 140 million and INR 59 million respectively.
  - Life time expected credit loss for CY23 includes specific provisions for customers of INR 323 million.
  - Miscellaneous expenses include provision for onerous vendor contracts related to a lease agreement of INR 96 million (CY23 NIL) and regulatory fees paid of INR 170 million (CY23 NIL).
- Depreciation and Amortization:
  - Amortization of intangibles includes amortization of intangible assets acquired in a business combination of INR 743 million (CY23 INR 571 million).
  - CY 23 includes accelerated amortisation of RoU of certain offices leases on optimisation of INR 233 million.



### Adjusted EBITDA

The Company's adjusted EBITDA increased to INR 20,765 million in CY24 compared to INR 16,852 million in CY23, an increase of 23.2%. In USD terms, it increased from USD 203.8 million in CY23 to USD 247.7 million in CY24, a rise of 21.5%.

### Income Tax Expense

The income tax expense for CY24 was INR 3,863 million compared to INR 2,709 million in CY23, an increase of INR 1,154 million over the previous year. The effective tax rate increased to 24.76% compared to 21.4% last year.

### Profitability

The Company's profit before tax increased 23.0% to INR 15,603 million in CY24, compared to INR 12,685 million in CY23. Profit after tax increased to INR 11,740 million in CY24, compared to INR 9,976 million in CY23, a 17.7% increase. Earnings per share (Basic) increased by INR 2.92 (17.7%) to INR 19.37 for CY24 compared to INR 16.45 for CY23. Adjusted earnings (excluding exceptional items and tax thereon) per share (Basic) increased by INR 3.99 (21.4%) to 22.67 for CY24 compared to INR 18.68 for CY23.

### Property, Plant, and Equipment (PPE), Intangible Assets & Capital Works-in-Progress

Total additions to PPE and intangibles were INR 3,390 million: INR 439 million in plant and machinery, INR 72 million in office equipment, INR 44 million in leasehold improvements, INR 30 million in furniture and fixtures, INR 9 million in vehicles, INR 34 million in brand, INR 2 million in software licenses and customer relation of INR 2,760 million. Capital Works-in-Progress (CWIP) stood at INR 1,308 million as of CY24,

compared to INR 552 million in CY23. The CWIP has increased mainly due to infrastructure development at the Pune Phase 2 location. The Group has provided adequate depreciation of the useful lives of assets determined in compliance with the requirements of the Companies Act, 2013.

### Right-of-Use Assets

Right-of-use assets totaled INR 5,596 million as of CY24, compared to INR 3,761 million in CY23. Increase was mainly due to new lease premises added during the year offset by amortization for the year. Under IndAS 116, the Group capitalizes the operating leases with the corresponding lease liability, which is then amortized (refer to note 2.8 of the Consolidated Financial Statements for details of lease accounting).

### Goodwill

Goodwill stood at INR 23,871 million as of CY24, up from INR 14,290 million in CY23. The increase is due to goodwill recognized on acquisition of Softcrylic INR 8,933 million and due to the translation exchange rate difference of INR 648 million, (refer to note 2.6 of the Consolidated Financial Statements for details of goodwill recognition).

### Trade Receivables (Billed and Unbilled)

Trade receivables as of CY24 stood at INR 12,914 million, compared to INR 13,863 million as of CY23, a decrease of INR 949 million. Unbilled revenues stood at INR 6,841 million as of CY24, compared to INR 4,595 million as of CY23, an increase of INR 2,246 million. As of CY24, the Contract Asset stood at INR 2,776 million, compared to INR 643 million as of CY23. It increased by INR 2,133 million. Day's sales outstanding (DSO) stood at 68 days.

### Cash and Cash Equivalent and other Bank Balances

Cash and cash equivalents aggregated INR 19,766 million as of CY24, an increase of INR 2,032 million from INR 17,734 million as of CY23. The increase was mainly reflective of better cash management from operations. Other bank balances increased to INR 106 million as of CY24, compared to INR 103 million as of CY23. This metric represents balances held for the unclaimed dividend.

### Share Capital

The Company's paid-up share capital as of CY24 was INR 608 million, comprising 607,544,668 equity shares of INR 1 each. During the year, 727,086 shares were exercised under different ESOP schemes.

### Other Equity

Other equity comprises reserves and surplus and other comprehensive income. Total other equity increased by INR 7,216 million to INR 52,961 million as of CY24 from INR 45,745 million as of CY23. Reserves and surplus include retained earnings, securities premium, general reserve, and other reserves comprising the share option outstanding account, capital reserve, capital redemption reserve, and special economic zone (SEZ) reinvestment reserve.

- ➊ The securities premium balance remained constant at INR 5,162 million.
- ➋ The capital redemption reserve balance as of CY24 remained at INR 11 million. This balance was created in accordance with the provisions of the Companies Act, 2013, regarding the buyback of shares in an earlier year.

- During the year, the Group transferred INR 552 million from the balance in retained earnings to the SEZ reserve and INR 234 million from the SEZ reserve to the retained earnings being utilized to acquire plant and machinery. The closing balance as of CY24 was INR 2,214 million.
- The share options outstanding account increased by INR 641 million. During the year ended December 31, 2024, the ESOP plan of Group Company was discontinued and replaced with the ESOP plan issued by the company. Hence, cumulative liability on the replacement date is transferred to the share options outstanding account of INR 362 million. Compensation related to employee share-based payment was recorded at INR 279 million.
- The general reserve balance remained at INR 2,144 million.
- Retained earnings balance increased by INR 6,056 million. Profit for the year was INR 11,764 million, and actuarial loss net of tax adjusted to retained earnings was INR 76 million. Dividend distribution during the year was INR 5,314 million. During the year, the amount transferred to SEZ reinvestment was INR 552 million, and the amount transferred from SEZ reinvestment was INR 234 million.
- Other comprehensive income comprises foreign currency translation reserves and hedging reserve balance.
- The foreign currency translation reserve is for the conversion of foreign operations from the functional currency to the reporting currency of the Group. The balance as of CY24 was INR 4,593 million, against INR 4,100 million as of CY23. The same will be transferred to profit and loss on disposal of foreign operations.
- The hedging reserve balance comprises mark-to-market gain/loss on foreign currency and forward contracts designated as hedges against foreign currency risk. As of CY24, the balance stood at INR 363 million (loss) net of tax impact, compared to INR 71 million (loss) as of in CY23.

## Investments

INR Mn

	2024			2023			Change
	Non-current	Current	Total	Non-current	Current	Total	
Fully-paid equity shares (unquoted)	4	-	4	4	-	4	-
Mutual fund units (quoted)	-	-	-	-	2,506	2,506	(2,506)
	<b>4</b>	<b>-</b>	<b>4</b>	<b>4</b>	<b>2,506</b>	<b>2,510</b>	<b>(2,506)</b>

As of CY24, the Group invested INR 4 million in shares of Beta Wind Farm Private Limited, which remained the same as CY23. This India-based company generates renewable energy. This strategic investment enables the Group to make renewable energy available in Chennai, India. As of CY2024, the Group has redeemed investments in liquid mutual funds.

## Other Financial Assets

INR Mn

	2024			2023			Change
	Non-current	Current	Total	Non-current	Current	Total	
Interest accrued on bank deposits	-	136	136	1	3	4	132
Derivative assets	29	60	89	36	74	110	(21)
Security deposits for premises and others	681	80	761	519	23	542	219
Restricted bank balances	51	-	51	60	-	60	(9)
Other assets	-	329	329	-	-	-	329
Lease receivables	-	-	-	44	15	59	(59)
	<b>761</b>	<b>605</b>	<b>1,366</b>	<b>660</b>	<b>115</b>	<b>775</b>	<b>591</b>

## Management Discussion and Analysis

A decrease of INR 21 million in foreign currency derivative assets (mark-to-market gain on forward exchange contracts designated as hedges) was due to adverse exchange rate movement compared to the hedge rate (refer to note 29 (iii) of the Consolidated Financial Statements for details on derivatives). Security deposits (primarily paid for leased premises) increased by INR 219 million due to the addition of newly leased premises across geographies. Lease receivables as of December 31, 2023 represents the amount receivable for property given on the sub-lease, balance was NIL as on December 31, 2024 due to cancellation of sub-lease.; the increase in interest accrued on bank deposits is due to an increase in demand deposits as of December 31, 2024. The increase in other assets by INR 329 million represents IPO cost recoverable from the selling shareholder.

### Income Tax Liabilities (Net)

INR Mn

	2024			2023			Change
	Non-current	Current	Total	Non-current	Current	Total	
Income tax liabilities (net)	-	2,177	2,177	-	1,775	1,775	402

Income tax liabilities have been increased due to an increase in income tax provision (net of income tax paid).

### Deferred Tax Assets (Net)

Deferred tax assets (net of deferred tax liability) as of CY24 were INR 2,682 million, and as of CY23, were INR 2,727 million, a decrease of INR 45 million. The Group records net positions as assets and liabilities based on tax jurisdictions considering rights to offset. Note 11C of the Consolidated Financial Statements provides components of assets and liabilities.

### Other Assets

INR Mn

	2024			2023			Change
	Non-current	Current	Total	Non-current	Current	Total	
Capital advances	228	-	228	224	-	224	4
Cost to fulfill contract	695	645	1,340	614	526	1,140	200
Prepaid expenses	37	1,231	1,268	43	924	967	301
Advance to supplier	-	153	153	-	38	38	115
Indirect taxes recoverable	200	594	794	206	536	742	52
Employee advances	-	136	136	-	107	107	29
Others	-	13	13	-	21	21	(8)
	<b>1,160</b>	<b>2,772</b>	<b>3,932</b>	<b>1,087</b>	<b>2,152</b>	<b>3,239</b>	<b>693</b>

Other assets increased by INR 693 million, mainly due to the following:

- ➊ Increase in cost to fulfill contracts by INR 200 million; prepaid expenses by INR 301 million; advance to a supplier by INR 115 million; indirect taxes recoverable of INR 52 million, employee advances of INR 29 million and capital advances by INR 4 million
- ➋ The above increase was partially offset by a decrease in other assets of INR 8 million

## Lease Liabilities

INR Mn

	2024			2023			Change
	Non-current	Current	Total	Non-current	Current	Total	
Lease liabilities	4,703	1,039	5,742	3,151	785	3,936	1,806

Increase in lease liabilities of INR 1,806 million on account of new leases executed during the year and offset by the payment of lease rent and impact of exchange rate movements (refer to notes 2.8 and 5 (B) of the Consolidated Financial Statements).

## Other Financial Liabilities

INR Mn

	2024			2023			Change
	Non-current	Current	Total	Non-current	Current	Total	
Deferred/contingent consideration towards business acquisition	1,995	2,145	4,140	97	294	391	3,749
Derivative liabilities	220	369	589	64	169	233	356
Unclaimed dividend	-	106	106	-	103	103	3
Capital creditors	-	338	338	-	324	324	14
Employee liabilities	-	5,361	5,361	-	4,696	4,696	665
Liabilities towards customer contracts	-	1,743	1,743	-	1,203	1,203	540
Others	8	-	8	5	-	5	3
	<b>2,223</b>	<b>10,062</b>	<b>12,285</b>	<b>166</b>	<b>6,789</b>	<b>6,955</b>	<b>5,330</b>

Other financial liabilities increased to INR 12,285 million as of CY24 compared to a balance of INR 6,955 million as of CY23. This increase of INR 5,330 million was mainly because of the following:

- ➊ Increase in deferred consideration towards business combination by INR 3,749 million
- ➋ Increase in derivative liabilities by INR 356 million (mark-to-market loss on forward exchange contracts designated as hedges) was due to adverse exchange rate movement compared to the hedge rate (refer to note 29 (iii) of the Consolidated Financial Statements for details on derivatives)
- ➌ The rise in employee liabilities by INR 665 million
- ➍ Increase in liabilities towards customer contracts by INR 540 million

## Trade Payables

INR Mn

	2024			2023			Change
	Non-current	Current	Total	Non-current	Current	Total	
Trade payables (including dues from micro enterprises and small enterprises)	-	4,770	4,770	-	3,783	3,783	987
Accrued expenses	-	4,370	4,370	-	2,812	2,812	1,558
	-	<b>9,140</b>	<b>9,140</b>	-	<b>6,595</b>	<b>6,595</b>	<b>2,545</b>

Trade payables increased by INR 2,545 million to INR 9,140 million as of CY24 compared to INR 6,595 million as of CY23. This increase was primarily due to an increase in trade payables of INR 987 million and accrued expenses of INR 1,558 million, resulting from increased business size.



## Management Discussion and Analysis

### Provisions

INR Mn

	2024			2023			Change
	Non-current	Current	Total	Non-current	Current	Total	
Gratuity	720	112	832	677	181	858	(26)
Provident Fund	32	-	32	117	-	117	(85)
Compensated absences and others	-	2,155	2,155	-	1,907	1,907	248
Provision for onerous contracts	-	149	149	-	199	199	(50)
	<b>752</b>	<b>2,416</b>	<b>3,168</b>	<b>794</b>	<b>2,287</b>	<b>3,081</b>	<b>87</b>

- The gratuity liability decreased to INR 832 million as of CY24 from INR 858 million as of CY23. The Company in India provides gratuity benefits for its employees, wherein the plan is funded with the fund balance kept by the Life Insurance Corporation of India. The gratuity liability is based on a valuation from an independent actuary.
- The provision for onerous vendor contracts was reduced by INR 50 million during the year due to utilization of provision.
- Provision toward compensated absences and others increased by INR 248 million to INR 2,155 million as of CY24 compared to a balance of INR 1,907 million as of CY23.

### Other Liabilities

INR Mn

	2024			2023			Change
	Non-current	Current	Total	Non-current	Current	Total	
Contract liabilities	-	2,202	2,202	-	1,694	1,694	508
Statutory liabilities	-	1,685	1,685	-	1,633	1,633	52
	-	<b>3,887</b>	<b>3,887</b>	-	<b>3,327</b>	<b>3,327</b>	<b>560</b>

Other liabilities increased by INR 560 million to INR 3,887 million as of CY24, from INR 3,327 million as of CY23. The increase was primarily due to a rise in contract liability of INR 508 million.

### Income Tax Assets (Net)

INR Mn

	2024			2023			Change
	Non-current	Current	Total	Non-current	Current	Total	
Income tax assets (net)	464	191	655	439	306	745	90

### Cash Flow

The cash flow from operations during the year was INR 15,480 compared to INR 15,156 in the previous year. Cash flow from operations in CY24 was higher mainly due to a reduction in the number of days sales outstanding (DSO). During CY24, net cash generated from the redemption of mutual funds was INR 2,646 million. The Company invested INR 1,333 million in property,

plant, equipment, and intangible assets, mainly for procuring laptops for employees and for a new development center in Pune. INR 8,268 million was spent on the acquisition of Softcrylic. The financing activities were primarily to pay INR 5,314 million in dividends and INR 1,370 million toward lease rental. The Company received INR 1 million from the issue of shares. The net cash and cash equivalent increase during the year was INR 1,971 million.

### Operational Performance

Our operational success in 2024 showcases its commitment to innovation, efficiency, and exceptional delivery standards. With strategic investments in GenAI and a robust workforce, Hexaware continues to lead in operational excellence.

## Workforce Evolution

- ▶ 4,464 GenAI Certifications (Foundation Level) and 1,142 Advanced Certifications: Ensuring future-ready teams
- ▶ Internal Fulfillment at 73% in 2024: A sharp improvement from 52% in FY2021

32,309

Employees Globally

## ESG and Operational Excellence

Hexaware's adjusted EBITDA margin increased by 23.2% during 2024, as compared to 14.9% in 2023, underlining a keen emphasis on operational efficiency and cost management.

44%

IT revenue from offshore services, boosting profitability

## Global ESG Leadership

Recognized as one of India's Leading Listed 1000 ESG Entities by Dun & Bradstreet

## Risk Management

Hexaware maintains a robust Enterprise Risk Management (ERM) framework aligned with ISO 31000:2018 and COSO ERM 2017. This ensures that risks are identified, reviewed, and addressed proactively to safeguard the organization's operational continuity and growth potential.

▶ [Read more about Risk Management on page no. 144-149](#)

### Material Development in Human Resources

The headcount of the Company as on December 31, 2024, is 32,309. Further details regarding development in Human Resources are given in the Directors' Report under in the Human Resources section.

### ESG and Operational Integration

Our focus on sustainable practices includes advanced resource optimization technologies like IoT and green IT initiatives, aligning with the Company's ESG commitments.

#### ISO Certifications

- ISO 27001:2022 and ISO 22301:2019 certifications ensure operational resilience

#### Stakeholder Assurance

- Annual external audits, including SOC1 Type 2 and SOC2 Type 2 assessments, validate Hexaware's adherence to risk management protocols
- The chief risk officer oversees the ERM function, ensuring alignment with organizational objectives

### Regulatory and Compliance

Our commitment to excellence is underscored by its robust regulatory framework and adherence to global

compliance standards. The Company has fortified its governance practices to meet evolving regulatory requirements, ensuring transparency and trust among stakeholders.

#### Data Privacy and Security Compliance

Hexaware aligns with the General Data Protection Regulation (GDPR), the California Consumer Privacy Act (CCPA), and the recently enacted Digital Personal Data Protection Act, 2023 (DPDP Act) in India. The Company introduced advanced measures, such as mandatory six-hour breach reporting under CERT-In directions and the deployment of Secure Access Service Edge (SASE) frameworks to enhance cybersecurity.

#### Industry-specific Regulatory Compliance

Hexaware complies with sector-specific mandates, including:

- ISO 27001:2022 and ISO 22301:2019 certifications for information security and business continuity
- Implementation of AI-specific regulations like the National Strategy for Artificial Intelligence, 2018, and NITI Aayog's Responsible AI Guidelines

#### Global Governance Enhancements

Hexaware has updated its Risk Management Framework, integrating a heatmap to identify and mitigate emerging risks like AI ethics and geopolitical uncertainties.

Our governance practices have been further strengthened, including Board independence, audit oversight, and enhanced shareholder rights.

#### Regulatory Outlook and Future Focus

Hexaware's continued investment in AI-enabled compliance systems seeks to adapt to dynamic global laws. The Company is expanding governance frameworks to include environmental, social, and governance (ESG) metrics, aligning with global sustainability reporting standards.

### Innovations and R&D

Hexaware's innovation and R&D strategy is a cornerstone of our competitive advantage. It integrates cutting-edge technology and client-centric solutions. From AI-enabled platforms to advanced cloud adoption, we are aiming to redefine service delivery through a culture of innovation and strategic investments.

Hexaware plans to establish R&D centers in strategic markets, strengthening its global presence. Ongoing investments in AI-powered tools and platforms will drive operational efficiency and client outcomes while Aligning R&D initiatives with ESG goals to deliver green IT solutions is also a crucial aspect of our responsible and holistic growth ambitions.

## Pioneering Platforms

### RapidX™: Purpose-Built Agentic AI Platform

#### Capabilities

- AI-driven accelerated software development and adaptive maintenance
- AI-powered legacy system modernization for future-ready and agile transformation

### Tensai®: AI-driven IT Automation

#### Capabilities

- Predictive observability and AI-led orchestration
- Autonomous IT service delivery

### Amaze®: Simplified Automated Cloud Transformation

#### Capabilities

- Automates cloud readiness assessments and migration of applications and databases to the cloud
- Accelerates time to market driving modernization for AI cloud platforms, applications, and databases

## What Sets Hexaware Apart?

Our innovation efforts align with industry leaders while showcasing unique differentiators:

### 1. R&D Investments

- Our investments in AI platforms ensure a focus on scalable digital solutions is poised to deliver substantial ROI.

### 2. Patent Leadership

- We are scaling our patent pipeline to strengthen IP competitiveness. We have 20 patents granted and 119 trademarks (22 in India and 97 Overseas) registered till date, with 45 patent and 23 trademark applications pending.

### 3. Innovation Labs

- Our labs in Chennai, Amsterdam, and Berlin set a solid foundation for global R&D while expanding to North America and APAC regions could enhance competitive positioning.



## Capital Allocation and Utilization

Hexaware's capital allocation strategy focuses on building capabilities, expanding operational reach, and delivering sustainable returns. Guided by fiscal discipline, Hexaware's our approach ensures alignment with its the Company's growth objectives and stakeholder interests.

### Key Allocation Areas

1. **Innovation and Capability Building:** We are scaling AI-powered platforms such as **RapidX™** and **Tensai®** to deepen automation across client environments. Furthermore, the Company is enhancing cloud transformation services via **Amaze®**.
2. **Geographic Expansion:** We are strategically expanding in **Ahmedabad** to focus on BFSI clients with specific regulatory and tax advantages. The Company has also set up a **Colombo delivery center**, targeting proximity to Asia-Pacific clients.

3. **Sustainability Initiatives:** Hexaware is committed to achieving energy efficiency by investing in green IT solutions and renewable energy initiatives. Moreover, we are aligning with global ESG frameworks like the **Global Reporting Initiative (GRI)** and **Carbon Disclosure Project (CDP)** for compliance.

### Strategic Investments and Returns

Our planned focus extends beyond organic growth to include acquisitions and operational enhancements:

#### Major Acquisitions

- **Mobiquity:** In 2019, we expanded our capabilities by acquiring Mobiquity, a consulting firm focused on enhancing customer experiences through seamless multi-channel digital solutions leveraging cloud technologies. This acquisition strengthened our Design and Build competencies, particularly in customer experience design and cloud-

native development, while also extending our global delivery footprint to include Amsterdam, the Netherlands. Mobiquity BV is currently engaged in providing digital experiences spanning mobile, web, voice and the Internet of Things on behalf of leading enterprise brands. It provides strategy, experience design, product engineering, cloud and analytics services to help clients drive deeper digital engagement.

- **Softcrylic:** In 2024, we executed the acquisition of Softcrylic, a Minneapolis-based data consulting firm with additional offices in Atlanta, Princeton, and Chennai. This strategic acquisition significantly enhanced our capabilities in data, analytics, and marketing functions. Softcrylic offers a comprehensive suite of services encompassing strategy and advisory engineering, data analytics, and marketing technology, alongside ongoing data management support. Softcrylic Technologies Inc. is immersed in the data consulting domain, specializing in delivering advanced information technology solutions.



## Employee Investments

- **HexaVarsity:** We prioritize continuous learning for our employees. Through HexaVarsity, our corporate university, we offer various learning and development programs:
- **Mavericks (Campus Hires) Training:** Our campus hires, called Mavericks, work full-time from the office while taking part in the Mavericks Learning Program. This global program is tailored for different industries and includes hands-on assessments and cloud training labs. We also have the Segue Program, where we partner with top institutions to select third-year engineering students. These students complete our industry-specific training programs during their final year, preparing them to be more effective when they join our company.
- **Technical Upskilling and Multiskilling:** We provide learning paths for different roles, giving employees the freedom to choose their career paths. Continuous learning is an important part of how we evaluate employee performance.
- **Organization Building:** We offer customized leadership and management skills training programs for each role. The STRIDE program is for future leaders, while mid-management

programs such as Ignite help develop these leaders. The Rising Women@Hexaware initiative supports women in technical roles in preparing for management positions. We also focus on training and certification in GenAI to help employees understand and apply GenAI concepts in their work. Our employees have earned GenAI Foundation Level certifications and GenAI Advanced certifications through our GenAI training and certification program from HexaVarsity. We also focus on training and certification in GenAI to help employees understand and apply GenAI concepts in their work. Our employees have earned 15,349 GenAI Foundation Level certifications and 2,014 GenAI Advanced certifications through HexaVarsity.

## Internal Control Systems and Their Adequacy

The Board of Directors at Hexaware Technologies Limited proactively establishes and maintains robust internal financial controls. These controls play a crucial role in providing reliable operational and financial information, aiding in risk identification, analysis, and mitigation, as well as detecting and preventing fraud and error. In line with our commitment to compliance, the Company strictly

adheres to the statutes, laws, and regulations of each geography in which it operates. To ensure adherence, the Audit Committee conducts frequent reviews, addressing any necessary mitigation tasks as required. For a comprehensive assessment of the adequacy and effectiveness of our internal financial controls, please refer to the Statutory Auditor's Report on Page no. 248 & 249 of this Annual Report.

## Cautionary Statement

This Annual Report contains forward-looking statements that involve inherent risks and uncertainties. The Company's actual results may differ materially from those expressed or implied in these forward-looking statements. Factors that could cause such differences include economic conditions, market demand, regulatory changes, strategic initiatives, and the competitive landscape. Hexaware does not undertake any obligation to update these forward-looking statements. Investors are advised to carefully consider the risk factors discussed in this Annual Report and rely on their independent judgment regarding the Company's future performance. The company assumes no responsibility to update or revise forward-looking statements to reflect new events or circumstances.

# Directors' Report

To

The Members,

The Directors are pleased to present their thirty-second 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, 2024.

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

## Financial Performance

### Consolidated operations

	(USD million)	
	FY 2024	FY 2023
Income from operations	1,428.9	1,256.4
Other income	9.0	1.0
Less: Employee benefit expense	831.3	741.8
Less: Other expenses	379.4	323.3
<b>Reported EBITDA (A)</b>	<b>227.2</b>	<b>192.3</b>
Add/Less: Adjustment for		
Add: ESOP/ RSU cost	4.2	3.2
Add: Exceptional items	23.0	11.0
Less: Other income excluding exchange rate difference (net)	6.7	2.7
<b>Total Adjustment (B)</b>	<b>20.5</b>	<b>11.5</b>
<b>Adjusted EBITDA (A +B)</b>	<b>247.7</b>	<b>203.8</b>
Less: Depreciation and Amortization	33.3	34.3
Less: Finance cost	7.9	4.6
Less: Total of adjustments (Refer (B) above)	20.5	11.5
<b>Profit before tax (PBT)</b>	<b>186.0</b>	<b>153.4</b>
Less: Tax expense	45.9	32.8
<b>Profit after tax (PAT)</b>	<b>140.1</b>	<b>120.6</b>

Notes:

- 1) Refer to note 34 to the consolidated financial statements for the basis for USD conversion and for the components of exceptional items.

## Consolidated operations

	(INR million)	
	FY 2024	FY 2023
Income from operations	119,744	103,803
Other income	749	88
Less: Employee benefit expense	69,649	61,282
Less: Other expenses	31,793	26,710
<b>Reported EBITDA (A)</b>	<b>19,051</b>	<b>15,899</b>
Add/Less: Adjustment for		
Add: ESOP/ RSU cost	353	264
Add: Exceptional items	1,920	913
Less: Other income excluding exchange rate difference (net)	559	224
<b>Total Adjustment (B)</b>	<b>1,714</b>	<b>953</b>
<b>Adjusted EBITDA (A + B)</b>	<b>20,765</b>	<b>16,852</b>
Less: Depreciation and Amortization	2,788	2,836
Less: Finance cost	660	378
Less: Total of Adjustments (Refer (B) above)	1,714	953
<b>Profit before tax (PBT)</b>	<b>15,603</b>	<b>12,685</b>
Less: Tax expense	3,863	2,709
<b>Profit after tax (PAT)</b>	<b>11,740</b>	<b>9,976</b>

Notes:

- 1) Refer to page no. 165 for the components of exceptional items.

## Standalone operations

	(INR million)	
	FY 2024	FY 2023
Income from operations	62,887	49,849
Other income	491	343
Less: Employee benefit expense	29,710	25,430
Less: Other expenses	21,430	14,047
<b>Reported EBITDA (A)</b>	<b>12,238</b>	<b>10,715</b>
Add/Less: Adjustment for		
Add: ESOP/ RSU cost	146	108
Add: Exceptional items	1,549	524
Less: Other income excluding exchange rate difference (net)	458	185
<b>Total Adjustment (B)</b>	<b>1,237</b>	<b>447</b>
<b>Adjusted EBITDA (A + B)</b>	<b>13,475</b>	<b>11,162</b>
Less: Depreciation and Amortization	1,367	1,347
Less: Finance cost	508	241
Less: Total of Adjustments (Refer (B) above)	1,237	447
<b>Profit before tax (PBT)</b>	<b>10,363</b>	<b>9,127</b>
Less: Tax expense	2,523	1,857
<b>Profit after tax (PAT)</b>	<b>7,840</b>	<b>7,270</b>



## a) Consolidated Operations

Income from operations increased to INR 119,744 million in 2024 from INR 103,803 million in 2023, growth of 15.4%. The revenue in USD terms reached USD 1,428.9 million in 2024 from USD 1,256.4 million in 2023, growth of 13.7%. Revenue in constant currency was USD 1,426.6 million in 2024, a growth of 13.5%. Growth was driven largely by volume increase.

Adjusted EBITDA increased to USD 247.7 million in 2024 compared to USD 203.8 million in 2023, an increase of 21.5%. In INR terms, it increased to INR 20,765 million in 2024 compared to INR 16,852 million in 2023, an increase of 23.2%.

Reported EBITDA was at INR 19,051 million in 2024 as against INR 15,899 million in 2023, growth of 19.8%.

Profit before tax grew 23.0% to INR 15,603 million in 2024 compared to INR 12,685 million in 2023.

Profit after tax grew 17.7% to INR 11,740 million in 2024 compared to INR 9,976 million in 2023. PAT margins grew from 9.6% in 2023 to 9.8% in 2024.

### Income from operations

(INR Mn) ↑ CAGR 17.6%

<b>2024</b>	119,744
2023	103,803
2022	91,996
2021	71,777
2020	62,621

### Adjusted EBITDA

(INR Mn) ↑ CAGR 16.7%

<b>2024</b>	20,765
2023	16,852
2022	14,664
2021	13,637
2020	11,204

### Profit Before Tax

(INR Mn) ↑ CAGR 18.2%

<b>2024</b>	15,603
2023	12,685
2022	11,230
2021	9,412
2020	8,005

### Profit After Tax

(INR Mn) ↑ CAGR 17.2%

<b>2024</b>	11,740
2023	9,976
2022	8,842
2021	7,488
2020	6,215

## b) Standalone Operations

In the year 2024, the revenue of the standalone legal entity increased by 26.2% to INR 62,887 million in comparison with revenue of INR 49,849 million in the previous year. The net profit after tax was INR 7,840 million as compared to INR 7,270 million in 2023, showing a growth of 78%.

### Client Pyramid

Over the past few years, the focus has been on adding and growing clients with a meaningful revenue base which is demonstrated in table below with increase in number of clients with revenue greater than 10 million increasing from 29 to 31.

	FY 2024	FY 2023
USD 75 million +	3	2
USD 50 million +	3	3
USD 20 million +	15	11
USD 10 million +	31	29
USD 5 million +	61	54
USD 1 million +	186	171

## Share capital

The paid-up Share Capital of the Company as on December 31, 2024, was INR 608 million comprising 607,544,668 Equity Shares of INR 1/- each. Pursuant to the resolution passed by our Board of Directors and our Shareholders on April 12, 2024 and May 9, 2024, respectively, the issued, subscribed and paid-up equity share capital of the Company was sub-divided from 303,522,934 equity shares of face value of INR 2 per equity share to 607,045,868 Equity Shares of face value of INR 1 per Equity Shares.

During the year 727,086 shares were exercised under different ESOP schemes.

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

The Standalone total other equity increase to INR 30,912 million as compared to INR 28,106 million as of FY 2023, increase of INR 2,806 million.

The Consolidated other equity increased to INR 52,961 million as compared to INR 45,745 million as of FY 2023, increase of INR 7,216 million.

The Securities premium reserve balances stood at INR 5,162 million.

The balance of the Retained earnings after the appropriations for the year is INR 20,924 million on Standalone basis. On consolidated basis, the balance in the Retained earnings stands at INR 38,354 million.

The year-end cash flow hedging reserve (net of tax) stood at loss of INR 364 million on standalone basis and INR 363 million on consolidated basis, as compared to a loss of INR 72 million on standalone and INR 71 million on consolidated basis in the previous year recognized in accordance with the hedge accounting provision of Ind AS 109 Financial Instruments.

As at December 31, 2024, the Company has balance of INR 843 million in Employee stock, named as Share options outstanding, a reserve being amortization of compensation cost of RSU's granted to the employees of the Group.

During the year ended December 31, 2024, ESOP plan of Promoter Group company was discontinued and replaced with ESOP plan issued by the Company, hence cumulative liability on the date of replacement of INR 362 million is transferred to Share Options Outstanding Account.

There was no transfer to General reserve during the year. The general reserve balance as at end of the year is INR 2,118 million on standalone basis and INR 2,144 million on consolidated basis.

## Dividend

During the year 2024, the Company paid two interim dividends on equity shares, First Interim Dividend 2024 – INR 4.25 (425%), and Second Interim Dividend 2024 – INR 4.50 (450%) totaling to INR 8.75 per share (875%). The total dividend declared and paid in 2024 on account of interim dividend amounts to INR 5,314 million.

## Particulars of loan, guarantee, or investments

Details of Loan, guarantees, and investments covered under Section 186 of the Companies Act, 2013, Regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 form part of the notes to the financial statements provided in this Annual Report. Please refer note 10A, 10B of Standalone Financial Statements.

## Subsidiaries

As on December 31, 2024, the Company has 27 subsidiaries and there has been no material change in the nature of the business of the subsidiaries.

During the year Company has incorporated following subsidiaries:

1. Hexaware Technologies SL Private Limited, Sri Lanka
2. Hexaware Nevada Inc, USA
3. Hexaware Information Technologies SDN BHD, Malaysia
4. Hexaware Novelty Technologies Limited, Abu Dhabi

During the year M/s. Hexaware Technologies LLC, Russia, was closed through voluntarily Liquidation on February 21, 2024.

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 all the 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.

The Company has formulated a policy on identification of material subsidiaries in accordance with Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is placed on the Company's website at: <https://hexaware.com/policy/corporate-governance-policies/>

## Directors' Report

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the Company's website at: <https://hexaware.com/financials-reports/>.

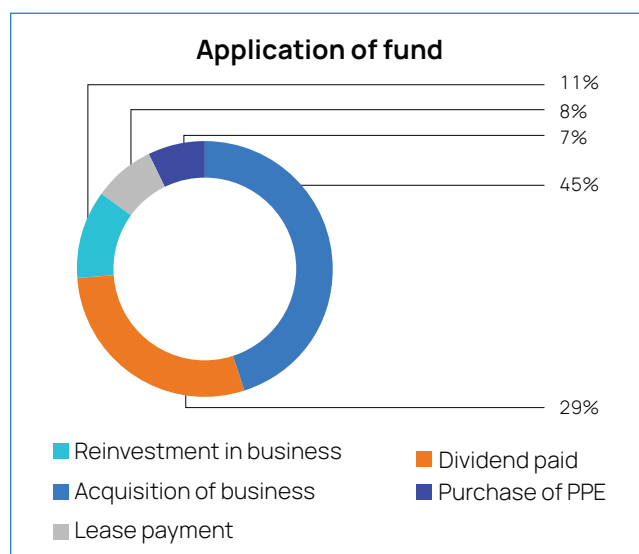
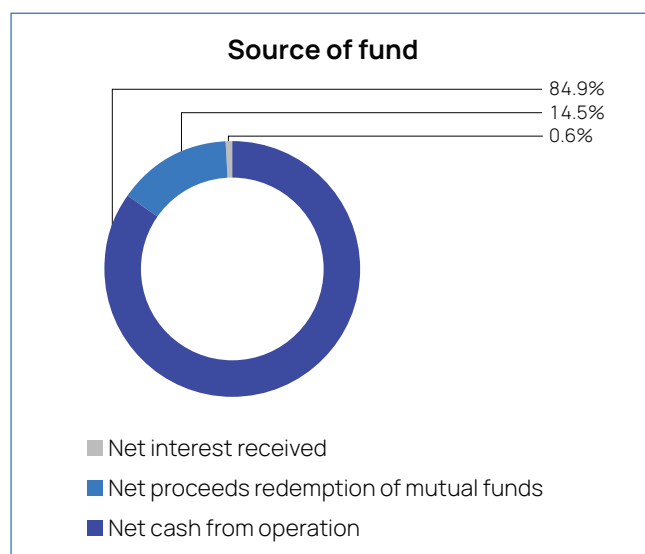
### Cash flow

The cash generated from operations in 2024 was INR 15,480 million. Net cash generated from redemption of mutual funds was INR 2,646 million. The Company has invested INR 1,333 million in property, plant and equipment and intangible

assets mainly for procuring laptops for employees and for new development center in Pune, INR 8,268 million for acquisition of business, viz, the Softcrylic group.

During the year, the Company paid dividend including tax deducted at source of INR 5,314 million and Lease Rental of INR 1,370 million.

The Company has received INR 1 million from issue of shares. As of December 31, 2024 the cash position of the Company was INR 19,923 million including the restricted bank balance equivalent to USD 232.7 million. The total cash and bank balance was at INR 19,766 million equivalent to USD 230.9 million.



### Delivery centers

The Company has delivery centers across the globe, India based global delivery centers and overseas global delivery centers (DC), details of which are provided below:

Region	Delivery Center	Office
Americas	9	3
Europe	5	5
APAC & Others	30	8
	<b>44</b>	<b>16</b>

### 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 at the date of the report.

### Company's major achievements in 2024

- In 2024, growth in revenue was 15.4% in INR terms and 13.5% in constant currency compared to 2023.
- Adjusted EBITDA increased by 23.2% in INR terms and 21.5% in USD terms.

- Adj EBITDA margin continues to improve by 111 bps in 2024 compared to 16.2% in 2023.
- PAT Margin remains stable at 9.8%.

## Human Resource Capital

Human capital forms the core of our business and our skilled workforce contributes to delivering high-quality IT services to clients. Our employees' expertise and capabilities are the primary driver of their success and ability to innovate, making talent acquisition, development, and retention critical to our overall business strategy. The Company is actively using digital technologies to fundamentally rethink and improve all aspects of our business, from the core business model and products to internal processes and even the way employees work, with the primary goal of achieving significant growth and operational efficiency. Finding a match between people's passions and talents to the needs of our business is pivotal to our growth. That is the backbone of our success as we continue to foster a supportive and dynamic work environment that drives growth and innovation.

The Company strengthened recruitment efforts through continued employee referrals, job fairs, social media and campus recruitment drives. The total strength stands at 32,309 as of December 31, 2024.

Talent management continues to undergo massive shifts, and the Company continues to optimize talent acquisition and retention practices to remain highly competitive in the IT industry.

The gender diversity in the Company is more evident now with a healthy 33.9% of our workforce being women.

In our sustained efforts to make Hexaware a Great Place to Work, our focus has been on furthering employees' career aspirations. Voluntary attrition rate for IT service line as of December 31, 2024, was 10.8%.

The employees are at the absolute center of decision-making and our policies and workflow are always designed by keeping their interests as a primary factor. When it comes to employee welfare practices, very few organizations can compete with our policies, and this is one of the key reasons behind our low attrition rates and increasing employee satisfaction levels.

To sustain our human capital strategy, the Company has identified and consolidated strong performance indicators aimed at maximizing the potential of our employees.

## Talent Management – Asset Development

By prioritizing a 'talent-first' culture, the Company aims to strategically attract and retain top talent, which is crucial for enhancing organizational performance and potentially outperforming competitors by focusing on understanding employee needs and implementing programs that align with their values, effectively positioning Hexaware as the "Employer of Choice" through a combination of robust strategies, passionate teams, and a culture focused on innovation and automation.

### Rewards and Recognition (R&R)

The Rewards and Recognition (R&R) program celebrates employees' exceptional contributions and fosters a culture of continuous appreciation. Our structured framework is designed to build a strong foundation for high performance, reinforcing behaviors that align with our organizational values. By broadening the scope of recognized achievements and enhancing reward opportunities at every level, we create an environment that encourages excellence and engagement. Some of our awards include:

- Pinnacle Award
- Rockstar of the Month Award
- Dashing Debut Award
- Dream Team Award
- Culture Champs Award
- Tech Gig (Guru) Award
- Peer to Peer Award

In addition to these awards, we have 'the Navigator Program' under the R&R purview. This is an event held by the Company to recognize employees who have worked for the Company for 5, 10, 15, or 20 years. The program has been held in various locations, including Dubai, Belgium, Netherlands, Chennai, and Mumbai. We proudly honor the Hexawarians, who illuminate our path like guiding stars on our journey to becoming the world's most loved digital transformation partner. These milestones reflect our employees' commitment to excellence and the strong bonds that drive success across Hexaware.

We make sure that the deserving employees receive recognition and appreciation for their outstanding contributions to Hexaware using our powerful rewards and recognition platform called InAwe.



**Unit Specific Recognition Programs:** Our business units recognized and celebrated their employees' achievements and that went a long way in motivating the larger workforce to give their best at work.

### **WEAVE Engagement Program**

At Hexaware, WEAVE embodies the philosophy of connection, collaboration, and mentorship. Designed to bridge the gap between employees and their leaders, this initiative enriches our organizational fabric by fostering regular interactions that inspire connection, joy at work and a shared purpose. WEAVE is engineered to nurture connections of every kind; the mission is to foster top-down, bottom-up, and peer connections to drive emotional, cognitive, behavioral, and social engagement, that tightly aligns with the principles of the Hierarchy of Needs.

Some of the engagement activities under the WEAVE program are- HR - Group Connect, 1-1 Employee Connect, Skip Connect, Floor Connects, Leadership Townhalls, Life-cycle Event - Orientation Session, HR - Leaders Connect, Quarterly Feedback Session, Virtual Bouncers, Brown Bag Lunch, Hi-Po Connect with BU Head, Hello Hexaware, Talent Talk, and Alumni Connect.

### **KPI-driven Incentive Plan**

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

### **BrainBox Awards**

Hexawarians empower clients with the most innovative solutions and add value to their businesses through their CVAs. "BrainBox" is the Customer Value Add (CVA) initiative of the Company that is a common forum for projects to share value-added activities performed for their respective projects. This helps our organization to engage, collaborate and invest in our future. More than 50% of our employees contribute to CVAs every year. The BrainBox program incentivizes Hexawarians to contribute ideas that add value to our customers' IT landscape. So far almost 9,332 ideas have been implemented. Around 90% of our CVAs are focused on automation, resulting in significant cost savings of USD 217.8 million dollars.

### **Amber – Our Virtual Assistant**

We continue to capitalize on Amber, our very own virtual assistant, who connects with employees from their DOJ till the

time they leave the organization at regular intervals. Amber will also share critical and valuable feedback/information and highlight us specifically if an employee has highlighted any issue that needs to be addressed. Amber not only collects responses at a micro level from every employee but also reaches out to understand group sentiments over an array of topics. Amber's pulse survey model helps in receiving focus group feedback and assists us to understand sentiments from a group with a common background.

### **Mentor App**

The MENTOR app is a platform that encourages mentorship and knowledge exchange at Hexaware. It allows anyone to register as a mentor and encourages 'reverse mentoring' where junior employees can guide senior colleagues. Hexaware recognizes the power of mentorship, and the program fosters a dynamic knowledge exchange and ensures a culture of continuous learning that transcends generations.

### **CATALYST**

Hexaware's focus continues to be on giving our managers the support they need to develop their people. Our enablement program for managers across levels is called CATALYST and it is centered around coaching, collaboration, growth and building trust. Our aim is to invest in a capable, motivated, and aligned leadership team that will drive our success and foster a thriving and resilient work environment. Our workplace is greatly influenced by all our managers who clearly reinforce our organizational values and culture and support us in our quest to deliver exceptional employee experience.

### **FITHexaware**

At Hexaware, we prioritize the holistic wellbeing of our employees. Throughout the year, we conducted numerous mental, physical, and financial wellbeing sessions and introduced several initiatives under the FITHexaware Program to support our workforce.

One of the standout initiatives is the OPD (Out-Patient Department) Program, which relieves employees of out-of-pocket expenses for routine medical needs beyond hospitalization. This program ensures that employees can access essential healthcare services without financial strain.

Key features of the OPD Program include doctor consultations, which provide access to expert medical advice for routine health concerns; prescribed diagnostics and pharmacy, offering

coverage for diagnostic tests and prescribed medications; dental and vision care, which supports oral and eye health; comprehensive health checkups, consisting of regular health screenings to promote preventive care; and dietician and consultant services.

The FitHexaware program is a testament to our commitment to employee wellbeing, ensuring a healthier, happier, and more productive workforce.

## Performance Management

The Company has a robust cloud-based system called "PROPEL" to ensure that performance is recorded for every employee. We are leveraging technology in a myriad of ways. The seamless self-service tool ensures ownership at all levels of the hierarchy.

**Goal setting:** The tool helps set, track, and monitor individual and team goals. Employees can update goal progress throughout the year. It also allows managers to share and cascade goals, which helps align organizational, team, and individual goals and makes the process more cohesive.

**Performance reviews:** The tool assists in recording employee and manager feedback and makes the process seamless. It tracks completion, sends regular reminders to employees/managers, and keeps everyone on track.

**Real-time feedback:** Performance management is a yearlong process, not a year-end one-time activity. The tool enables employees to gather feedback and managers to provide feedback instantly rather than wait for the end of the year. This has certainly made our performance management process more streamlined.

The Company's Talent Management approach is designed to drive transformation and growth for our consultants while aligning with evolving market trends. Rooted in a culture that nurtures talent, rewards excellence, and prioritizes customer satisfaction, our people-centric practices focus on continuous development and high performance.

## Information Security

Information security is governed and managed by ensuring data confidentiality, integrity, and availability amidst evolving threats like unauthorized access, malicious attacks, and service disruptions. The Company's Information Security Management System encompasses processes, procedures, and guidelines based on international standards and best practices of the industry.

With a zero-trust goal, the Company's security program undergoes continuous review to adopt the latest technologies and tools and thereby ensuring a competitive edge. Recent advancements include institutionalizing of Attack Surface Management tools, RED team exercises, and early adoption of technologies like EDR/XDR, SASE solutions, and MFA for secure remote access.

Security processes are aligned with the best practices from NIST, SANS, CISA, and CERT, ensuring compliance with legal, regulatory, and contractual requirements. Daily cybersecurity benchmarking keeps the Company at the top of industry ratings through continuous monitoring and security responses by IT domain experts.

The Security Operations Center (SOC) utilizes next-gen SIEM, threat hunting, and vulnerability management capabilities. Global data privacy compliance, including GDPR, is regularly reviewed, with a focus on aligning with privacy laws of operational countries and India (DPDPA). ISO 27001 and ISO 22301 certifications confirm strong security health and compliance, while SOC 1 and SOC 2 Type 2 assessments measure control effectiveness annually.

Security training and awareness are ingrained in the company culture, with supplier security measures mitigating supply chain risks. Mapping processes with NIST CSF and CIS for global benchmarking sets the Company apart as a cybersecurity leader. Business resilience is continuously enhanced through disaster recovery and cybersecurity drills including DDoS and ransomware attack incident response, supported by an out-of-band communication platform for business service continuity and disaster management. This approach meets and ensures customer expectations for high availability and assurance.

## Quality Assurance

The Company has sustained its commitment to the highest levels of quality, best-in-class software delivery processes, robust information security practices, and mature corporate governance and business continuity processes that have collectively helped achieve significant milestones during the year.

The Company continues to adhere to international quality certifications such as CMMI Dev ver. 2.0 Level 5, ISO 9001, ISO 27001, ISO 22301, ISO 20000, ISO 14001, ISO 45001, ISO 50001, ISAE3402, and SSAE16 SOC-2 Type II. In keeping with the trend, the Company is aligning its processes to ISO 42001:2023

## Directors' Report

– Artificial Intelligence management standard (AIMS), considering the positive impact it will have on our business and on our stakeholders.

In this competitive landscape, customer experience emerges as a pivotal factor for Company's business success. Every year, an annual customer delight survey is conducted through an independent agency. The Company strongly believes that these results affirm our commitment to excellence, and the strategic value it brings through digital transformation, competitive pricing and robust customer relationships.

The company achieved score of 67 which is 26 points higher than the industry median of 41.2. As we look ahead, the Company remains dedicated to exceeding expectations and experiencing the impact across Company's Customer's digital ecosystem and beyond.

### Benefits to Customers

**BrainBox** is a platform that fosters a culture of innovation, empowering employees to share ideas and implement value additions for customers. By leveraging employee knowledge gained from customer accounts, the Company encourages creativity and systematic ideation through BrainBox. In the year 2024, employees participated in this initiative and posted over 1,137 ideas proposing value additions under categories like automation, productivity improvement, financial savings, and accelerate the time to market for the customer's products and services. 764 of these ideas have been successfully delivered, generating savings of over USD 32.76 million and around 360,231 hours. The H&I vertical leads with the implementation of 294 CVAs, followed closely by BFS with 208, M&C with 102, ADM with 228, BIBA with 176, and IMS with 103. These six competencies/ verticals were the top contributors to delivering a higher number of CVAs to customers in 2024. The total cost saved in 2024 amounted to USD 32.76 million. The distribution of implemented CVAs in FY 2024 across various categories is as follows: Productivity - 489, Financial Saving - 234, Market Ideas - 21 and Time to Market - 20. The BrainBox platform has promoted a culture of deep expertise, a value creation mindset, extraordinary proficiency in understanding the customer's business function, technical engineering, knowledge sharing, and a problem-solving approach. This has enabled us to identify and deliver value to customers without incurring extra costs. Through a structured governance and rewards program, Hexaware suitably rewards its employees' passion and best values adds on a quarterly basis, which is personally driven by the CEO, leading to a larger of employees

participating voluntarily in this initiative. Customers have benefited because of the high quality of delivery and support, fewer defects, reduction in cycle time, stringent information security practices, and a flexible and proactive approach. The Company's profound understanding of the customer's business and technology landscape, garnered through collaborative engagement and strategic insight, empowers it to design and deliver comprehensive, multi-service solutions that not only meet but exceed customer expectations, while also optimizing costs and driving tangible value. Through enhancements in system performance, minimization of problems and failures, and improved stability, the Company consistently delivers value-added solutions to its clients. This has resulted in high levels of customer delight and repeat business.

By adopting best-in-class processes and providing comprehensive training, the Company have developed a culture of operational excellence. Leveraging cutting-edge technologies and industry-leading practices, the Company have elevated delivery capabilities, drove business value, and achieved significant cost savings and productivity gains.

### Change in Share Capital

There was no change in share capital except on account of issuance of shares under ESOP program.

The Company successfully launched an Initial Public Offer (IPO) by way of an Offer for Sale (OFS) of 123,720,440 equity shares of face value of INR 1 each for cash, at a price of INR 708 per equity share INR aggregating to INR 87,500 million by CA Magnum Holdings, Promoter Company. Since there was no primary issuance of shares, it did not result in change in share capital.

Under the IPO, the equity shares were allotted to eligible applicants on February 17, 2025, and the listing and trading of the Company's shares commenced on February 19, 2025, on BSE Limited and National Stock Exchange of India Limited.

### Company Focused on Corporate Governance

The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior, and fairness to all stakeholders comprising employees, investors, customers, regulators, suppliers and the society at large. The Company considers stakeholders as partners in its success and remain committed to maximizing stakeholders' value.

The Company has adopted a Code of Conduct for its employees, senior management, and Board of Directors that clearly outlines the roles, responsibilities, and authorities at each level, as well as the key functionaries involved in governance. The Chief Executive Officer of the Company has given a declaration that the Directors and senior management of the Company have complied with the Code of Conduct during the year 2024.

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

## Risk Management

The Company operates in a challenging environment and taking measures to stay proactive. One of the measures is to have an enterprise risk management framework. Risk management significantly influences our business operations, financial performance, and market competitiveness. Effective risk management is crucial for maintaining stakeholder confidence and protecting our reputation. Our risk management strategy encompasses regular assessments, monitoring, and mitigation measures to ensure the safety of our employees, clients and all stakeholders.

Our Enterprise Risk Management (ERM) framework identifies, evaluates, and mitigates strategic and operational business risks. Our ERM framework is aligned to COSO ERM 2017 and ISO 31000:2018 standards which are global best practices. This framework allows us to integrate our operations with our risk management initiatives. All types of financial and non-financial risks are reviewed and tracked by each of the stakeholders. Additionally, we have developed Early Warning Indicators (EWIs) to determine the risk appetite level for each risk. They are regularly tracked and monitored to determine that risks don't breach thresholds for any of the risks.

A well-defined risk governance structure serves to communicate the approach of risk management throughout the organization by establishing clear allocation of roles and responsibilities for the management of risks on a day-to-day basis. Pursuant to Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and amendments thereto, the Board considered and approved the constitution of Risk Management Committee of the Company under the provisions of the SEBI (Listing Obligations and Disclosure) Regulations, 2015, with all amendments thereto. Refer to page no. 224 for the members of the Risk Management Committee and terms of reference.

As part of risk governance, the strategic oversight of risks lies with the 'Risk Management Committee of the Board' while operational risk management gets reviewed by the 'Ops Management Council' which comprises CXOs of the Company.

The details of the risks 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 dynamic and challenging environment, the Company's business, assets, directors, officers, and employees face potential financial risks arising from claims by customers, third parties, regulators, employees, and other stakeholders. To mitigate the financial impact of such unforeseen risks, the Company has established a robust insurance program, securing coverage under a range of specialized policies. These include Commercial General Liability, Errors and Omissions, Cyber Liability, Crime, Employment Practices Liability, Directors and Officers Liability, and Property Insurance, among others.

Recognizing the evolving nature of its business and associated risks, the Company conducts review of its policies on an ongoing basis. Changes are made as necessary to align with emerging risks and industry best practices, ensuring that comprehensive protection for the company is maintained at all times. Additionally, the Company remains committed to safeguarding its employees by providing insurance coverage for them and their dependents. This includes protection against unforeseen events such as hospitalization, accidents, and loss of life, thereby securing the financial well-being of employees and their families.

## Internal Financial Control Systems

The Board of Directors of the Company has laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively. The Company's internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance with corporate policies.



## Directors' Report

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

B S R & Co. LLP, the statutory auditors of the Company, have audited the financial statements included in this Annual Report and have issued an report on the Company's internal control over financial reporting (as defined in Section 143 of Companies Act 2013).

The Company has appointed PricewaterhouseCoopers Services LLP to oversee and carry out an internal audit of its activities. The audit is based on an internal audit plan, which is reviewed each year by Audit Committee and the statutory auditors. The conduct of internal audit is oriented towards the review of internal controls and risks in the Company's operations such as software delivery, accounting and finance, procurement, employee engagement, travel, insurance, IT processes, including the subsidiaries and foreign branches.

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 no. 248 & 249.

### Code on Prevention of Insider Trading

The Company has adopted a Securities Dealing Code to regulate, monitor, and report trading by designated persons and their immediate relatives as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code, inter alia, lays down the procedures to be followed by designated persons while trading/ dealing in Company's shares, disclosures to be made, and consequences for violation and handling and sharing Unpublished Price Sensitive Information ('UPSI').

### Code of Fair Disclosure

The Company's Code of Fair Disclosure is placed on the website of the Company [www.hexaware.com](http://www.hexaware.com).

### HexaVarsity, Our Corporate University

With the objective of making Hexaware the best company globally for consultants to learn and grow, there were some radical shifts made to our learning philosophy. We switched to a model where we made learning as a magnet for career growth and incentivized learners and trainers alike with instant rewards.

With our "Own Your Game" philosophy, HexaVarsity opened up all learning paths for various role-based specializations to choose from, irrespective of the current role and skills of a consultant, to the entire workforce to democratize the choice of picking a career path with the associated training and certifications as pre-requisites.

### Workforce Transformation Using the SONIC Certification Program

The newly launched SONIC platform for upskilling, reskilling, and cross-skilling leveraged customized online training content as well as industry-led training programs with laser sharp focus on industry certifications. All Hexawarians enthusiastically embraced SONIC which is evidenced by the fact that we clocked nearly 12,000 industry certifications in the year (tripling the number of certifications over the previous year).

Over 400 instructor-led technical training programs conducted for the skills in demand, covering more than 11,000 consultants.

### GenAI Academy

Riding on the crest of the GenAI wave, HexaVarsity was one of the first to launch its GenAI training and certification program in collaboration with its L & D partners for the entire workforce across all functions to rapidly internalize GenAI concepts, principles, and the various way to operationalize GenAI. With almost the entire workforce GenAI foundation certified, the focus shifted in 2024 to getting Hexawarians certified on Advanced GenAI. There are now over 4,000 Advanced GenAI consultants helping establish Hexaware as an AI-first company. Realizing the talent gap in the industry for GenAI Architects, HexaVarsity also proactively launched the GenAI Academy this year with an intense, engaging hands-on program for grooming existing tech lads and architects to catapult to GenAI Architects. The first batch of 100 GenAI Architects were rolled out successfully and with the success of this program, multiple parallel batches for creating GenAI Architects are planned in each quarter of the next year.

### Community Learning Through Synergy Clubs

HexaVarsity introduced eight tech and two non-tech Synergy clubs this year. These clubs serve as global communities aimed at connecting diverse talent, fostering the exchange of new ideas and best practices, sharing innovations, and collectively addressing challenges through crowdsourcing within the Company. New clubs launched this year were for Cloud, Data, Agile Scrum, Page Turners Book-reading Club, Communication

and Public Speaking. All these clubs have local offline chapters so our consultants can meet and foster connections.

### Hackathons

Eleven hackathons have been conducted with more than 1,000 participants showing their competence in GenAI, automation, Python, Azure, ReactJS, machine learning libraries, etc. Some of the outcomes from these hackathons have also resulted in production ready apps that have addressed the Company's requirements and are made available to all our consultants like the Mentor-Mentee app and Safe Space.

### Mid-Management Transformation (MMT) Program

The MMT program was launched in 2024 covering a cohort of 155 client partners, account managers, account service delivery managers, and delivery heads to enhance their sales and delivery excellence by elevating key capabilities required to succeed in their current roles.

A First-Time Managers Program was also introduced to equip new managers with leadership skills, focusing on team success and client-centricity.

HexaVarsity helped elevate the capability and effectiveness of its leads and managers through the leadership capability programs. Role-based journeys were designed for eight business units to improve specific behavioral skills, boosting performance. Additionally, HexaVarsity developed soft skills and behavioral programs for multiple client engagements across verticals, targeting business outcomes based on client and stakeholder needs. HexaVarsity supported global DEI initiatives by hosting multiple workshops worldwide.

The impact of these development programs is regularly evaluated, with success stories highlighting the transformation in individuals, customer interactions, and operations.

### Communication Development

HexaVarsity launched a tool-based English language enhancement program with an external learning partner - BurlingtonEnglish. The BurlingtonEnglish Tool is a speech engine designed for language learning, focusing on the development and enhancement of listening, speaking, reading, and writing skills in the English language. The program is launched to be utilized globally. The Hexaware Chennai Toastmasters club, a platform for improving communication and public speaking, is run through voluntary employee participation and has been recognized with multiple awards over the years.

### Campus Talent Development

The Company has launched several strategic initiatives aimed at attracting and nurturing top campus talent. HexaVarsity plays a pivotal role in preparing young minds hired from campus for our workforce. Our flagship campus learning program, the Mavericks Learning Program, has continuously evolved to produce outstanding professionals and ensure a sustainable talent pipeline.

This robust development program provides a strong digital foundation, followed by specialized role-based training. Continuous learning and assessments ensure that participants are well-equipped to meet our business demands. The Mavericks Learning Program is strategically planned on a global scale annually. This year, the Mavericks training was enhanced with a series of hands-on assessments in cloud training labs tailored to each vertical, resulting in highly productive teams driven by the Mavericks.

To further elevate the program, Mavericks complete industry-recognized external certifications to achieve technical excellence. The Company ensures the quality of our Mavericks through a comprehensive three-dimensional evaluation process, which includes hands-on activities, assignments, coding challenges, project evaluations, and technical discussions.

The Company has conducted three Designathons for the Mavericks, with over 1,500 participants showcasing their competence in skills such as GenAI, cloud, and full-stack development. Through these Designathons, 14 application idea prototypes were developed, highlighting the innovative potential and creativity of the participants.

The Segue Program is our flagship initiative designed to meet the ever-increasing business demand for campus talent in the coming years. Under this program, the Company has signed MOUs with leading institutions to pre-select candidates early and enroll them in industry-specific learning programs. This ensures that new campus graduates are digital-ready from Day 1 of onboarding.

### Hexaware Future Executives and Leaders

During the year, the Company has successfully inducted management graduates from top business schools to nurture and develop future leadership talent for the Company. HexaVarsity played a key role in their induction and training during the year.

## Directors' Report

### Women Leadership development

The Company is committed to diversity and inclusion in its workforce. During the year, the future women leaders identified through the Rising Women@Hexaware program went through a structured individual development journey encompassing workshops, coaching sessions, mentoring, and peer learning.

### Awards Won by HexaVarsity in 2024

Sl. No.	Event	Organizer	Category	Result
1	L&D Confex	Tesseract	Best Learning Program of The Year – (SONIC)	Won
2	WHRD	Dream Companies	Best Certification Program of The Year – (SONIC)	Won
3	WHRD	To Work	Best Organizational Development (OD) Program	Won
4	HR Excellence in L&D	CHRO	HR Excellence In L&D – (SONIC)	Won
5	HCM	Brandon Hall	Best Unique or Innovative Learning and Development Program – (SONIC)	Bronze
6	HCM		Best Certification Program – (SONIC)	Bronze
7	HCM		Best Use of a Blended Learning Program – (Mavericks)	Gold
8	HCM		Best Leadership Development Program – (OD)	Gold
9	HCM		Best Senior Manager Development Program – (OD)	Gold
10	ET Future Skills Award	Economics Times	Best Innovative Leadership Development Program – (OD)	Won
11	National Award for Excellence	WHRD	Best Training and Organization Development Programme – (SONIC)	Won
12	HR Distinction Award	HR Association India	Most Innovative L&D Program – (SONIC)	Won
13	ET Future Skills Award	Economics Times	Employee Experience Leader	Won
14	ET Future Skills Award		Exception Employee Experience Small Mid-Size	Won
15	HCM	Brandon Hall	Best Advance in Education Delivered Through Technology	Bronze
16	HCM		Best Advance in ILT Management and Delivery	Bronze

### Related Party Transactions

During the financial year 2024, the Company has entered 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.

Prior omnibus approval of the Audit Committee and Board was obtained for the transactions which are foreseeable and of a repetitive nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis and prior/omnibus approval is also obtained for the entire year, specifying the nature, value, and terms and conditions of the transactions. The policy on Related Party Transactions is uploaded on the Company's website: <https://hexaware.com/policy/corporate-governance-policies/>.

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.

Details of Related Party transactions pursuant to Section 134(h) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, are given in Form No. AOC-2 as an **Annexure 2**.

### Employee Stock Option Plans (ESOP)

The Company has introduced various employee stock options plans/restricted stock unit plans from time to time to motivate, incentivize, attract new talent 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.

During the year, Company instituted New Employee Stock Option plan 2024. Refer to note 30 of Consolidated Financial Statement for details of grants made. 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 2024, 727,086 options were exercised, and the Company allotted 727,086 equity shares of INR 1/- each (face value) to the employees on such exercise.

Details of the shares issued under Employee Stock Option Plan (ESOP), and also the disclosures in compliance with Regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, are available on the website of the Company at the following link: <http://hexaware.com/investors/>.

The certificate from the Secretarial Auditor confirming implementation of the plans in accordance with the Employee Benefits Regulations would be available at the Annual General Meeting for inspection by members.

## 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.

## Mergers and Acquisitions (M&A)

The Company has a systematic M&A approach aimed to strengthen its capabilities and expand geographical footprint. During the year, the Company has acquired Softcrylic, a data consulting firm headquartered in Minneapolis in the US, with offices in Atlanta and Princeton in the US and Chennai in India. The acquisition bolstered our data, analytics and marketing capabilities. Softcrylic offers wide range of services, including strategy and advisory, engineering, data and analytics, marketing technology, and provides ongoing data management support. Refer to 8 of Consolidated Financial Statement for additional information on this acquisition.

## Investor Education and Protection Fund (IEPF)

Details of unclaimed dividend and shares transferred to IEPF during 2024 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:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed and there were no material departures;
- (b) 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;
- (c) 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;
- (d) the directors have prepared the annual accounts on a going concern basis; and
- (e) 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.
- (f) 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

During the year Ms. Sukanya Kripalu (DIN: 06994202) and Mr. Vivek Sharma (DIN: 10741746) were appointed as Independent Director of the Company w.e.f. August 13, 2024. Both the appointments were approved by the shareholders at the Extra Ordinary General Meeting held on September 6, 2024.

Mr. Michael Bender (DIN: 09479465) ceased to be Director of the Company w.e.f. August 12, 2024.

Mr. Joseph McLaren Quinlan was appointed as Chairman of the Board w.e.f. August 13, 2024.

In accordance with the provisions of Companies Act, 2013, Mr. Shawn Albert Devilla having DIN 09699900 and



## Directors' Report

Mr. Neeraj Bharadwaj having DIN 01314963, Director of the Company, retire by rotation at this Annual General Meeting and, being eligible; offer themselves for re-appointment at the Annual General Meeting.

The information of Directors seeking appointment / re-appointment at the Annual General Meeting to be given to the shareholder is being provided separately on page no. 402 & 403 of this Annual Report. Members are requested to refer to the Notice convening the Annual General Meeting.

### Number of Meetings of the Board

Eleven 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 directors 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, and Personal Values, and they hold the highest standards of integrity.

### 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 was 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 was 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') reviews the performance of the individual directors based on the criteria approved by the Board.

In a separate meeting of Independent Directors held on December 14, 2024, 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 familiarization programs 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 and matters, presentations on Internal Control over Financial Reporting, Operational Control over Financial Reporting, Framework for Related Party Transactions, etc. The Executive Director and senior management 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 familiarization programs of the Independent Directors are available on website of the Company at: <http://hexaware.com/investors/>

### Committees of the Board

The Board of Directors have following committees as on December 31, 2024:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee
6. Environmental, Social and Governance Committee

The details of the composition of the committees and attendance 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.

## Whistleblower Policy

The Company has established a vigil mechanism/framed a whistleblower policy. The policy enables the employees and other stakeholders to report to the management instances of unethical behavior, 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 members at the 30<sup>th</sup> Annual General Meeting held on May 04, 2023 appointed BSR & Co. LLP, Chartered Accountants, Mumbai with Registration no. 101248W/W-100022 as Statutory Auditors. for a period of 5 years, to hold office till the conclusion of 35<sup>th</sup> Annual General Meeting.

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, 2024.

## Internal Auditor

Internal Audit for the year ended December 31, 2024, 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., Practicing Company Secretary was appointed to conduct the Secretarial Audit of the Company for the year ended December 31, 2024, 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 December 31, 2024, is annexed to Board's report as **Annexure 3**. There are no qualifications, reservations, adverse remarks made by Secretarial Auditor in his report.

Further pursuant to recent amendments in Regulation 24A of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the appointment of Secretarial Auditor of the Company is required to be approved by the members of the Company. The Board of Directors at the Board meeting held on March 06, 2025, has recommended appointment of MMJB & Associates LLP, Company Secretary in Practice as Secretarial Auditor of the Company for a period of five years, i.e., from FY 2025 to FY 2029.

The Company has received the written consent and a certificate that M/s. MMJB & Associates LLP satisfy the criteria for appointment as Secretarial Auditor and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

## Certificate by Statutory Auditors for Downstream Investment

A certificate from the Statutory Auditors of your Company stating that your Company has duly complied with the requirements of downstream investment made by your Company to second level entities in accordance with Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 would be available at the Annual General Meeting for inspection by members.

## Reporting of Fraud 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 INR 165 mn toward CSR activities for the year ended 31<sup>st</sup> December 2024. 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 2024 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.

## Extract of Annual Return

Pursuant to Section 92(3), Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 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 and Softcrylic Technologies Solutions India Private Limited, both subsidiaries of the Company have also received approval from its respective Regional Directors 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.

The details of employees posted outside India and in receipt of a remuneration of INR 60 lakhs or more per annum or INR 5 lakhs or more a month can be made available on specific request.

## 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 sensitizing the employees with the provisions of the Act.

The following is the summary of the complaints received and disposed of during the financial year 2024:

- a) No. of complaints received during the year: 09
- b) No. of complaints disposed of: 06
- c) No. of complaints pending: 03\*

\* The pending complaints has been disposed as on the date of this report

## Green Initiatives

The Company started a sustainability initiative with the aim of going green and minimizing the impact on the environment. Like the previous years, this year too, the Company is publishing only the statutory disclosures in the print version of the Annual Report. Additional information is available on our website, [www.hexaware.com](http://www.hexaware.com). 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. The Company shall send letter under regulation 36 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 to those shareholders who have not registered their email Id's either with Company or Depository or RTA giving link of website of the Company where annual report is uploaded. Members may note that notice and Annual Report FY 2024 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**

**Joseph McLaren Quinlan**

**Chairman**

Place: USA

Date: March 6, 2025

DIN: 09477487

## Correspondence and Registered Office:

152, Millennium Business Park,  
Sector-III, 'A' Block,  
TTC Industrial Area, Mahape,  
Navi Mumbai- 400710



# 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 organization, 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 established inhouse Roof Top solar plant with the capacity of 1,841 kW (1.84 MW). In Chennai Campus 1124 KW, Pune 603KW & Mumbai 114KW respectively. Power generated from inhouse Solar system in year 2024 is 1275599, 143986 and 821640 Units at Chennai, Mumbai, and Pune campuses, respectively. Total generation: 2,241,225 Units (2.24 Million Units).

In year 2024, the Company has obtained approval for GREEN ENERGY from MSEDCL for one of its Mumbai office.

Total GREEN energy obtained from MSEDCL: 49,64,673 Units (4.96 Million Units) in year 2024 comprising 9,37,497 units at the Pune campus and 40,27,176 Units at Mumbai.

Wind energy to the tune of about 6.45 Million units (6451135 units) are utilized at the Chennai campus as a group captive power consumer through a third-party private power agency.

In Aggregate, 13.66 Million Units (1,36,57,033) of Renewable Energy (Solar+ Wind+ MSEDCL Green energy) have been utilized, resulting in the avoidance of Green House Gas emission totaling about 9,765 tons of CO<sub>2</sub> (Carbon Dioxide). This includes 5,525 tons at the Chennai campus, 2,982 tons at Mumbai and 1258 tons at Pune Campus locations respectively.

In Summary, 76% of electricity usage in major Hexaware facilities in India is sourced from green energy. At the Chennai campus, 77% of electricity usage is sourced from wind and solar energy, while at the Pune campus, 98% comes from MSEDCL green power and solar sources.

At PAN India locations, 52% of electricity usage is from renewable energy.

Indoor and ambient air quality monitoring is conducted on a monthly basis. CO<sub>2</sub> levels inside work areas are monitored to ensure a pollution-free environment. Ultraviolet Germicidal

Irradiation (UVGI) systems are installed in Comfort Air conditioning for disinfection of microorganisms and improvement of indoor air quality at Mumbai and Pune Campus. Chennai and Pune campuses are zero-water discharge campuses. Rainwater harvesting systems are installed along the periphery. State-of-the-art 220 KLD and 75 KLD capacity sewage treatment plants (membrane bio-reactor technology) are installed at the Chennai and Pune campuses, respectively. The treated water generated from STP is used for gardening purposes.

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 lines to minimize air pollution at the Chennai campus. In 2024, treated sewage water of about 38,210 KL at Chennai and 6,694 KL at Pune was recycled and reused.

The Company undertakes several green campaigns throughout its locations like installation of Energy-efficient VRF AC units by replacing old and outdated AC units. Continuation of replacement of conventional light fixtures with LED light fixtures at its Nagpur facility also providing energy savings of about 40,000 Units per annum. Old and outdated transformers were replaced at Mumbai facilities to reduce transformer loss, resulting in energy savings. In addition R22 Refrigerant Gas (CFC) has been phased out at its Mumbai and Nagpur facilities in year 2024.

## Technology Absorption

Systems Technology Group (STG) has continued to invest on transforming infrastructure in FY 2024. During the year below mentioned initiatives were taken by the Company:

- **CNAPP (Cloud-Native Application Protection Platforms) Implementation** in progress to monitor operations continuously, regardless of the cloud provider or architecture. By integrating security into every step, they ensure development, operations, and security teams collaborate efficiently to address risks throughout the lifecycle of modern applications.
- **Varonis Data Security Implementation:** Varonis Data Security was implemented to identify and protect sensitive information across the business, aiming to reduce O365, Active Directory (AD), and data hygiene risks.

- **JAMF Implementation:** Efforts were made to integrate and standardize Jamf Infrastructure and processes for centralized management and security purposes across the enterprise. Successfully transitioned all legacy Jamf URLs to improve device connectivity and performance.
- **Microsoft Intune:** Microsoft Intune has been deployed for mobile device, providing a unified platform to manage, secure, and monitor all company-issued mobile devices.
- **Softcrylic Integration:** IT infrastructure was migrated to the Standard Hexaware architecture, leveraging Prisma Access, O365, Corp Domain, CrowdStrike, Intune, SCCM, ELK, and ServiceNow.
- **Migration of Nutanix:** Migrated Chennai Development cluster from VMware Virtualization to Nutanix AHV Virtualization.
- **Uniform IT Policies and Procedures:** Uniform IT policies and procedures were established across IT, D&S, and Business Process Services.
- **WiFi Standardization:** WiFi standardization was implemented across all Hexaware locations, improving connectivity and security consistency.
- **Windows 11 migration** project started and 50% completed.

## Research and Development

Hexaware's Research and Development (R&D) division plays a crucial role in advancing the Company's leadership and generating intellectual property. By fostering both top-down and bottom-up innovation, Hexaware integrates structured frameworks to ensure consistent thought leadership across its operations. The Hexaware Innovation Lab is central to this initiative, staffed with dedicated innovation architects, full-stack developers and consultants who collaborate to meet the evolving needs of the business and its customers.

The lab's focus is not only on traditional R&D but also on driving thought leadership and future-proofing our Customer and Hexaware's offerings. Key areas of innovation include Cloud, Intelligent Automation, GenAI, and the development of next-generation applications. Notably, Hexaware is leading in Generative AI, with breakthroughs in Agentic Architecture, AI Voice Bots, and Autonomous AI Agents, which enhance intelligent automation and digital transformation efforts.

Hexaware's RapidX™ AI platform deploys specialized AI agents to expedite build, maintenance, and modernization, delivering future-ready software. Significant advancements this year include AI SME Agent to replicate institutional knowledge to

unravel undocumented legacy code, while AI Product and Technical Architect Agents translate business ideas into detailed specifications, design documents, epic, stories, and technical tasks—ensuring speed, clarity, and efficiency.

The Amaze® platform continues to drive cloud transformation with automation tools for seamless migration across major cloud providers (AWS, GCP, Azure). Hexaware enhanced its Amaze for Apps platform by introducing microDBA for managing domain-specific databases, enabling a more modular and scalable architecture. The team leveraged AST and LLM technologies—including Apache OpenNLP, LangChain, and Llama—to automate code parsing, extract embedded business logic, and assess complexities in .NET, Java, and Oracle environments. These efforts align system design with evolving business demands.

Hexaware's Tensai platform, focusing on extreme automation, has expanded its R&D to enhance AI-driven insights, IT intelligence, and self-service capabilities. Key innovations include advanced M365 analytics, no-code KPI customization, and the rollout of the Enterprise Copilot, a conversational AI tool that provides real-time IT insights.

Looking ahead, Hexaware's Innovation Lab is positioned at the forefront of two transformative technologies: Assisted Intelligence and the Spectrum of Realities. By integrating AI and spatial computing, Hexaware is creating new experiences that blur the lines between the physical and digital worlds, empowering businesses to lead in digital transformation.

## Foreign Exchange Earnings and Outgo

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

	(INR in Million)	
	Year 2024	Year 2023
Foreign Exchange Earnings	59,953	47,733
Foreign Exchange outgo	14,694	9051

For and on behalf of the Board of Directors

Joseph McLaren Quinlan

Chairman

Place: USA

Date: March 6, 2025

DIN: 09477487

### Correspondence and Registered Office:

152, Millennium Business Park,  
Sector-III, 'A' Block,  
TTC Industrial Area, Mahape,  
Navi Mumbai- 400710

## Annexure-I

### 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
	(INR Million)													
	Hexaware Technologies Ltd - Mexico S.De. R.L. De C.V.													
	Hexaware Technologies Ltd - Asia Pacific Pte Ltd													
	Hexaware Technologies UK Ltd													
	Hexaware Technologies Inc													
Name of the Subsidiary	March 16 <sup>th</sup> , 1994	October 09 <sup>th</sup> , 1998	January 22 <sup>nd</sup> , 2001	February 05 <sup>th</sup> , 1997	October 25 <sup>th</sup> , 2006	October 30 <sup>th</sup> , 2001	October 17 <sup>th</sup> , 2016	October 14 <sup>th</sup> , 2015	April 24 <sup>th</sup> , 2017	September 07 <sup>th</sup> , 2017	November 25 <sup>th</sup> , 2019	December 15 <sup>th</sup> , 2017	March 15 <sup>th</sup> , 2021	October 03 <sup>rd</sup> , 2019
Date of becoming subsidiary	USD	GBP	EUR	SGD	MXN	CAD	SAR	RUB	HKD	SEK	ZAR	CNY	EUR	ARS
Reporting currency and exchange rate as on the date of the relevant financial year in case of foreign subsidiaries	85.6	107.5	89.2	62.9	4.1	59.6	22.8	0.8	11.0	7.8	4.6	11.7	89.2	0.1
Share Capital	688	233	16	126	33	1	11	-	21	44	5	27	9	^
Reserve and Surplus	14,471	2,313	505	641	1,502	426	(74)	-	75	2	17	(7)	23	1
Total Assets	30,638	7,079	1,156	1,055	2,387	733	486	-	99	122	93	21	654	1
Total Liabilities	15,479	4,533	635	288	852	306	549	-	3	76	71	1	622	^
Investments	15,456	14	-	1	-	-	-	-	-	-	-	-	-	-
Turnover*	48,690	15,087	2,273	602	4,253	2,244	1,168	-	45	201	157	21	1,673	4
Profit / (Loss) before taxation*	3,489	765	69	55	216	137	(26)	-	4	9	10	2	20	^
Provision for taxation*	643	216	18	5	74	37	7	-	-	2	9	-	6	-
Profit / (Loss) after taxation*	2,846	549	50	50	142	99	(33)	-	4	7	1	2	14	^
Proposed Dividend*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
% of shareholding	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%

Annexure-I

Sr. No.	15	16	17	18	19	20	21	22	23	24	25	26	27	28
Name of the Subsidiary	Mobiquity Inc <sup>1</sup>	Mobiquity Solutions Inc <sup>2</sup>	Mobiquity Velocity Co-operative UA <sup>2</sup>	Mobiquity BV <sup>3</sup>	Morgan Clarke BV <sup>3</sup>	Mobiquity Private Limited	Hexaware Technologies SL (Private) Limited	Softcrylic India Private Limited <sup>8</sup>	Softcrylic Technology Solutions	Softcrylic Technology Inc. <sup>8</sup>	Hexaware Technologies Ltd <sup>5</sup>	Hexaware Nevada Inc. <sup>6</sup>	Hexaware Information Technologies SDN BHD <sup>7</sup>	Hexaware Technologies LLC
Date of becoming subsidiary	June 13 <sup>th</sup> , 2019	June 13 <sup>th</sup> , 2019	June 13 <sup>th</sup> , 2019	June 13 <sup>th</sup> , 2019	June 13 <sup>th</sup> , 2019	June 13 <sup>th</sup> , 2019	February 28 <sup>th</sup> , 2024	May 03 <sup>rd</sup> , 2024	May 03 <sup>rd</sup> , 2024	May 03 <sup>rd</sup> , 2024	August 13 <sup>th</sup> , 2024	September 11 <sup>th</sup> , 2024	December 13 <sup>th</sup> , 2024	January 10 <sup>th</sup> , 2024
Reporting currency and exchange rate as on the date of the relevant financial year in case of foreign subsidiaries	USD	USD	USD	EUR	EUR	INR	USD	USD	INR	CAD	AED	USD	MYR	USD
Share Capital	^	-	-	2	2	^	9	2,340	3	^	2	-	-	5
Reserve and Surplus	4,061	-	-	(326)	18	748	2	(1,053)	84	3	^	-	-	(70)
Total Assets	4,355	-	-	1,375	60	1,080	11	1,409	143	3	2	-	-	211
Total Liabilities	294	-	-	1,699	40	332	^	122	56	^	-	-	-	276
Investments	354	-	-	-	-	-	-	^	-	-	-	-	-	-
Turnover*	3,432	-	-	2,599	223	1,673	15	1,793	348	6	-	-	-	211
Profit / (Loss) before taxation*	348	-	-	97	14	232	2	501	69	^	-	-	-	(70)
Provision for taxation*	124	-	-	36	-	55	-	(11)	9	^	-	-	-	-
Profit / (Loss) after taxation*	224	-	-	61	14	177	2	512	60	^	-	-	-	(70)
Proposed Dividend*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
% of shareholding	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	70%	100%	100%	65%

\*Converted at closing exchange rates

^value less than INR 1 million

Notes:

- Mobiquity Inc is a wholly owned subsidiary of Hexaware Technologies Inc
- Mobiquity Velocity Solutions, Inc and Mobiquity Velocity Cooperative UA are wholly owned subsidiaries of Mobiquity Inc
- Mobiquity BV and Morgan Clark BV are subsidiaries of Mobiquity Velocity Cooperative UA
- Liquidated on 21<sup>st</sup> February, 2024
- Hexaware Novelty Technologies Ltd was incorporated w.e.f August 13, 2024
- Hexaware Nevada Inc was incorporated as Subsidiary of Hexaware Technologies Inc w.e.f. September 11, 2024
- Hexaware Information Technologies SDN BHD incorporated on 13<sup>th</sup> December 2024
- Softcrylic Technologies India Solution Private Limited and Softcrylic LLC was acquired on May 03, 2024 and Softcrylic Technologies Inc. is a wholly-owned subsidiary of Softcrylic LLC.
- Hexaware Technologies Belgium SRL, Hexaware Technologies Argentina Limited and Hexaware Technologies South Africa (Pte) Ltd are wholly owned subsidiaries of Hexaware Technologies UK Ltd.

Correspondence and Registered Office:

152, Millennium Business Park, Sector-III, 'A' Block,  
TTC Industrial Area, Mahape, Navi Mumbai - 400710

For and on behalf of the Board of Directors

**R. Srikrishna**  
**CEO & Executive Director**  
DIN 03160121  
Place: Mumbai  
Date: March 06, 2025

**Neeraj Bharadwaj**  
**Director**  
DIN 01314963  
Place: Palo Alto  
Date: March 06, 2025

**Kapil Modi**  
**Director**  
DIN 07055408  
Place: Mumbai  
Date: March 06, 2025

**Vikash Kumar Jain**  
**Chief Financial Officer**  
Place: Mumbai  
Date: March 06, 2025

**Gunjan Methi**  
**Company Secretary**  
Place: Mumbai  
Date: March 06, 2025



## Annexure-II

### 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 - Not Applicable.**

Below are the details of transactions with Material Subsidiaries.

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:	<b>Wholly owned subsidiaries</b> 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:	<p>The Company shall provide IT/ITES Offshore Services (generally services are performed in India) to HTInc. and 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</p> <p>Corporate Guarantee charges for the borrowing by HT Inc.</p> <p>During the year, the total income earned from HTLUK towards rendering of IT / ITES services were INR 4,838 million.</p> <p>Total expenses incurred for HTInc. was INR 12,537 million.</p> <p>The transactions of recovery of cost from HTInc. and HTLUK was INR 231 million and INR 67 million respectively.</p> <p>The Company had invested in debentures of HTInc. and received interest of INR 94 million.</p> <p>The corporate guarantee charges were INR 30 million against HTInc.</p> <p>The redemption of Non Convertible debenture of HTInc INR 2,505 million</p>
(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

Joseph McLaren Quinlan

Chairman

DIN: 09477487

Place: USA

Date: March 6, 2025

#### Correspondence and Registered Office:

152, Millennium Business Park,  
Sector-III, 'A' Block,  
TTC Industrial Area, Mahape,  
Navi Mumbai- 400710

## Annexure-III

### FORM NO. MR.3 SECRETARIAL AUDIT REPORT

For the Financial Year Ended December 31, 2024

[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 - 400710

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **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.

#### Auditor's Responsibility:

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

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 December 31, 2024 (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 December 31, 2024 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;
- (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; **(External Commercial Borrowings is not applicable to the Company during the Audit Period)**
- (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 during the Audit Period)**
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not Applicable to the Company during the Audit Period)**
  - (c) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (to the extent of Initial Public Offer)
  - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; ('SBEB and SE Regulations') **(Not Applicable to the Company during the Audit Period)**

## Annexure to The Directors' Report

- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
- (g) 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;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable to the Company during the Audit Period)**; and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder. **(Not Applicable to the Company during the Audit Period)**

During the review period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards, etc., further, *the Company is currently in process of filing e-Form IEPF-2.*

**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 further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors, and Independent Directors. There were changes in the composition of the Board of Directors that took place during the period under review and 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 at least seven days in advance (except in few instances where meeting is convened at a shorter notice for which necessary approvals obtained as per applicable provisions), 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 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. The adequacy and efficacy shall read in context of reporting as specified in the report.

### **We further report that** during the audit period:

1. The Company has allotted 7,27,086 equity shares of INR 1/- each pursuant to the Employees Stock Option Scheme 2008 and 2015.
2. The Company has acquired 100% outstanding membership interest of Softcrylic LLC and 100% of the equity shares of Softcrylic Technology Solutions India Private Limited.
3. The Company has incorporated 3 Subsidiaries in Sri Lanka, Abu Dhabi, and Malaysia, viz. Hexaware Technologies SL Private Limited, Hexaware Novelty Technologies Limited and Hexaware Information Technologies SDN BHD respectively and 1 step down subsidiary Hexaware Nevada Inc, in USA.
4. The Company has obtained the approval of the Members in its Annual General Meeting dated May 09, 2024 for the following matters:
  - Adoption of Employee stock Option Scheme viz., 'Hexaware Employee Stock Option Plan 2024' for employees of the Company.
  - Adoption of Employee stock Option Scheme viz., 'Hexaware Employee Stock Option Plan 2024' for employees of Subsidiary Company(ies).

- Approval for set-up of the Hexaware Employees Stock Option Trust 2024
  - Sub-division/ split of its 52,50,00,000 equity shares of face value of INR 2/- each to 105,00,00,000 equity shares of INR 1/- each. Consequently, alter its Memorandum of Association by altering its capital clause to give effect the sub-division/ split.
5. The Company has obtained the approval of the Members in its Extra Ordinary General Meeting dated September 06, 2024 for the following matters:
- Amending Hexaware Technologies Limited – Employee Stock Option Plan 2015 and Hexaware Employees Stock Option Plan 2024 in line with the SBEB and SE Regulations.
  - Adoption of new set of Memorandum and Articles of Association in accordance with the Companies Act, 2013.

6. The Company has filed the Draft Red Hearing Prospectus with the Securities and Exchange Board of India and post Audit Period dated February 19, 2025 the Company got listed on both the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited.

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

**Company Secretaries**

ICSI UIN: P2009MH007000

Peer Review Cert. No.: 6290/2024

**Kumudini Bhalerao**

**Partner**

FCS: 6667

CP: 6690

Place: Mumbai

Date: March 06, 2025

UDIN: F006667F004065183

\*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 - 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. Wherever 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**

ICSI UIN: P2009MH007000

Peer Review Cert. No.: 6290/2024

**Kumudini Bhalerao**

**Partner**

FCS: 6667

CP: 6690

UDIN: F006667F004065183

Place: Mumbai  
Date: March 06, 2025

## Annexure-IV

### HEXAWARE CSR REPORT – 2024

<b>Company Name</b>	Hexaware Technologies Limited
<b>CIN Number</b>	U72900MH1992PLC069662

#### 1. Brief Outline on CSR Policy of the Company

Hexaware Technologies Limited (Hexaware) is committed to contributing toward 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
2. Environment
3. Health and sanitation
4. Promotion of Sports
5. Skill development
6. Women Empowerment
7. Rural Development

#### 2. Composition of 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 are as follows.

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Joseph McLaren Quinlan	Chairman / Independent Director	1	1
2	Mr. Julius Genachowski	Member / Director	1	1
3	Mr. Neeraj Bharadwaj	Member / Director	1	1

#### 3. Provide the web-link where composition of CSR Committee, CSR Policy, and CSR projects approved by the Board are disclosed on the website of the Company

<https://hexaware.com/about-us/corporate-social-responsibility/>

#### 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of Sub-rule (3) of Rule 8, if applicable

Hexaware's CSR Committee reviews the program and provides necessary course corrections during the tenure of the project, enabling it to achieve its avowed goals. Our CSR governance mechanism is reviewed and monitored by the CSR Committee / Board Members and senior leaders on periodic basis. The senior leadership team approves strategy, policy, and program; reviews their implementation on a quarterly basis; and checks the effective use of committed funds.

We monitor and evaluate our CSR strategy and implementation with a compliance portal that tracks the progress of our programs against intended outcomes or targets. We also conducted impact assessments on our programs through a third party to ensure that we have a good impartial view of them and can take corrective action if necessary.

<https://hexaware.com/policy/corporate-social-responsibility/>

5. (a) Average net profit of the Company as per Sub-section (5) of Section 135: **INR 8,256 (in million)**  
 (b) Two percent of average net profit of the Company as per Sub-section (5) of Section 135: **INR 165 (in million)**  
 (c) Surplus arising out of the CSR Projects or programs or activities of the previous financial years: **NIL**  
 (d) Amount required to be set-off for the financial year, if any: **NIL**  
 (e) Total CSR obligation for the financial year [(b)+(c) -(d)]: **INR 165 (in million)**
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **INR 156,021,836**

## Annexure to The Directors' Report

### Details of CSR amount spent against ongoing projects for the financial year:

Sl. No.	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 INR)	Amount spent in the CY2024 (in INR)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in INR)	Mode of Imp'tion	Mode of Imp'tion Through Implementing Agency	
								Direct (Yes/ No)	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	CY2024	11,130,000	11,130,000	0	No	Apne Aap Women's Collective	CSR00000525
2	Digital and Financial Education	Promoting Education	Yes	Chennai	CY2024	5,578,650	5,578,650	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.	Yes	Lonavala	CY2024	12,675,883	12,675,883	0	No	India Sponsor-ship Committee	CSR00001870
4	Art Education and Seminar - Art 1 <sup>st</sup>	Promoting Education	Yes	Mumbai	CY2024	2,385,316	2,385,316	0	No	Art 1 <sup>st</sup> Foundation	CSR00002924
5	Pond Restoration Projects - Environmental Foundation of India	Ensuring environmental sustainability	Yes	Chennai	CY2024	4,996,775	4,996,775	0	No	Environmental Foundation of India	CSR00002310
6	Providing Scholarship to 425 underprivileged and meritorious students to support higher studies	Promoting Education	Yes	Chennai, Mumbai, and Pune	CY2024	8,980,000	8,980,000	0	No	Foundation for Initiatives in Development and Education for all (IDEA)	CSR00000945

								Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in INR)	Mode of Imp'tion	Mode of Imp'tion Through Implementing Agency	
Sl. No.	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 INR)	Amount spent in the CY2024 (in INR)		Direct (Yes/ No)	Name	CSR Registration Number
7	Mentorship and Skill Training for Girls	Promoting education, including employment enhancing vocation skills among women	Yes	Mumbai	CY2024	3,005,400	3,005,400		0 No	Human Capital for Third Sector	CSR00001437
8	Skill development training for employability	Promoting employment enhancing vocation skills and livelihood enhancement among youth	Yes	Chennai, Mumbai and Lonavla	CY2024	14,158,015	1,4158,015		0 No	Magic Bus Foundation	CSR00001330
9	Providing prosthetic legs for amputees	Eradicating hunger, poverty and malnutrition and promoting preventive health care	Yes	Chennai	CY2024	2,000,000	2,000,000		0 No	Dream Runner Foundation	CSR00013499
10	Supporting junior women athletes and para-athletes in sports training	Training to promote nationally recognized sports and Olympic sports	Yes	Mumbai	CY2024	18,737,000	18,737,000		0 No	Olympic Gold Quest	CSR00001100
11	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	Mumbai and Bangalore	CY2024	4,565,640	4,565,640		0 No	Rainbow Foundation India	CSR00004456
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	CY2024	12,631,587	12,631,587		0 No	Association For Rural and Urban Needy	CSR00006535



## Annexure to The Directors' Report

Sl. No.	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 INR)	Amount spent in the CY2024 (in INR)	Amount transferred to Unspent CSR	Mode of Imp'tion	Mode of Imp'tion Through Implementing Agency		CSR Registration Number
								Account for the project as per Section 135(6) (in INR)	Direct (Yes/ No)	Name		
13	Promoting science awareness among high school students, increasing their understanding of science, and attracting them into scientific careers through activities emphasizing hands-on research.	Promoting Education	Yes	Chennai	CY2024	5,110,000	5,110,000	0	No	Sky Star Foundation		CSR00001387
14	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	CY2024	6,732,600	6,732,600	0	No	TRRAIN		CSR00002617
15	Vocational training centre and support for Persons with Disability and Early intervention Program	Promoting education, including special education for the differently abled, promoting employment enhancing vocation skills and livelihood enhancement projects among differently abled	Yes	Chennai	CY2024	4,710,000	4,710,000	0	No	V-Excel Educational Trust		CSR00000017
16	Promoting hygiene, sanitation practices in 21 Government Schools	Promoting Education, promoting preventive health care and sanitation	Yes	Mumbai	CY2024	5,250,000	5,250,000	0	No	Yuva Unstoppable		CSR00000473

Sl. No.	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 INR)	Amount spent in the CY2024 (in INR)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in INR)		Mode of Imp'tion		Mode of Imp'tion Through Implementing Agency		CSR Registration Number
								Direct	Indirect	Yes/No	No	Name		
17	Providing shelter for Transgender community	Promoting employment enhancing vocation skills and livelihood enhancement projects among transgender community	Yes	Mumbai	CY2024	2,801,500	2,801,500	0	No	No		Tweet Foundation		CSR00003349
18	Restoring Sight and Transforming Lives	Promoting preventive health care	Yes	Chennai	CY2024	5,553,965	5,553,965	0	No	No		Mission for Vision		CSR00001849
19	Providing Fundamental Education for the under-served children	Promoting Education	Yes	Pune	CY2024	2,179,800	2,179,800	0	No	No		Purnkuti		CSR00003026
20	Providing training to women on varies employment skills	Promoting employment enhancing vocation skills and livelihood enhancement among youth	Yes	Pune	CY2024	3,318,525	3,318,525	0	No	No		Purnkuti		CSR00003026
21	Rural Development Project	Rural Development	Yes	Mumbai	CY2024	4,271,580	4,271,580	0	No	No		Seva Sahayog		CSR00000756
22	Providing Mental Health Support in the Government Schools	Promoting Education	Yes	Chennai	CY2024	800,000	800,000	0	No	No		Uplift Child and Community Trust		CSR00035599
23	Providing Skills to the underprivileged	Promoting employment enhancing vocation skills and livelihood enhancement among youth	Yes	Nagpur	CY2024	3,150,000	3,150,000	0	No	No		Kherwadi Social Welfare Association		CSR00000920
24	Providing Skilling for Visually Impaired - Nagpur	Promoting employment enhancing vocation skills and livelihood enhancement among youth	Yes	Nagpur	CY2024	850,000	850,000	0	No	No		ATMADEEPAM SOCIETY NAGPUR		CSR00009265

## Annexure to The Directors' Report

Sl. No.	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 INR)	Amount spent in the CY2024 (in INR)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in INR)		Mode of Imp'tion (Yes/ No)		Mode of Imp'tion Through Implementing Agency	
												Name	CSR Registration Number
25	Waste Management Project - AAMHI - Mumbai	Ensuring environmental sustainability	No	Alibaug	CY2024	480,000	480,000	0	No			ALIBAUG SOLID WASTE MANAGEMENT ASSOCIATION	CSR00003549
26	Supporting Education through Mumbai Marathon	Promoting Education	Yes	Noida	CY2024	1,825,000	1,825,000	0	No			Save the Children	CSR00000158
27	Supporting Education through Mumbai Marathon	Promoting Education	Yes	Mumbai	CY2024	415,000	415,000	0	No			United Way of Mumbai	CSR00000762
28	Team Avishkar - IIT Madras - Hyperloop	Promoting Education	Yes	Chennai	CY2024	2,000,000	2,000,000	0	No			Indian Institute of Technologies Madras, IIT	CSR00004320
29	Walk for Life (Walkathon)	Promoting preventive health care	Yes	Nagpur	CY2024	50,000	50,000	0	No			Rotary Main Nagpur	CSR00051710
30	Bunk Beds Support Project	Promoting Education	Yes	Mumbai	CY2024	2,909,600	2,909,600	0	No			Rotary Club Of Mumbai Western Elite Charitable Trust	CSR00004275
31	Quality School Education Program	Promoting Education	Yes	Noida	CY2024	1,500,000	1,500,000	0	No			Jayaprakash Narayan Memorial Trust	CSR00001274
32	Helping Stray Animals	Animal Welfare	Yes	Coimbatore	CY2024	1,270,000	1,270,000	0	No			Humane Animal Society	CSR00001630
<b>Total</b>						<b>156,021,836</b>	<b>156,021,836</b>						

**Details of CSR amount spent against other than ongoing projects for the financial year:**

Sl. No.	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 INR)	Amount spent in the CY2024 (in INR)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in INR)	Mode of Imp'tion Direct (Yes/No)	Mode of Imp'tion Through Implementing Agency Name	CSR Registration Number
1	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
<b>Total</b>						<b>0</b>	<b>0</b>				

(b) Amount spent in Administrative Overheads: **INR 7,924,795**(c) Amount spent on Impact Assessment, if applicable: **INR 1,218,940**(d) Total amount spent for the Financial Year [(a)+(b) +(c)]: **INR 165,165,571**(e) CSR amount spent or unspent for the Financial Year: **NIL**

Total Amount Spent for the Financial Year (in INR)	Amount Unspent (in INR)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
<b>INR 165,165,571</b>	NIL	NA	NA	NA	NA

(f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in INR)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	INR 165,120,000
(ii)	Total amount spent for the Financial Year	INR 165,165,571
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	INR 45,571
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous Financial Years, if any	NIL
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	NIL

**7. Details of Unspent CSR amount for the preceding three financial years**

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section (6) of section 135 (in INR)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in INR)	Amount spent in the reporting Financial Year (in INR)	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 INR)	Deficiency, if any
					Name of the Fund Amount (in INR)	Date of transfer		
1.	2023	-	-	-	-	-	-	-
2.	2022	-	-	-	-	-	-	-
3.	2021	-	-	-	-	-	-	-

**8.** Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **No**

If Yes, enter the number of Capital assets created/ acquired

**NA**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR Amount spent	Details of entity/ Authority/beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
-	-	-	-	-	-	-	-

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

**9.** Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Sub-section (5) of Section 135:

**Company has allocated and spent all the CSR funds as per the CSR guidelines. Since the Company spent the entire 2% prescribed budget, this question is not applicable.**

Place: USA

Date: March 6, 2025

**R. Srikrishna**  
Chief Executive Officer  
DIN: 03160121

**Mr. Joseph McLaren Quinlan**  
Chairman of CSR Committee  
DIN: 09477487

**Correspondence and Registered Office:**

152, Millennium Business Park,  
Sector-III, 'A' Block,  
TTC Industrial Area, Mahape,  
Navi Mumbai- 400710



## Annexure-V

**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**

Particulars	2024
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)	13.11
Non-executive directors - Commission (*)	
Milind Sarwate (^)	10.40
Michael W Bender (^)(^^)	19.34
Joseph McLaren Quinlan (^)	31.21
Sukanya Kripalu	4.00
Vivek Sharma	10.00
(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	0.00%
Non-executive directors - Commission (#)	
Milind Sarwate (^)	0.00%
Michael W Bender (^)(^^)	0.00%
Joseph McLaren Quinlan (^)	0.00%
Sukanya Kripalu (***)	NA
Vivek Sharma (***)	NA
Vikash Kumar Jain, CFO	80.00%
Gunjan Methi, CS	5.00%
(iii) the percentage increase in the median remuneration of employees in the financial year	2.22%
(iv) the number of permanent employees on the rolls of company;	23,921
(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 4.3%.(**)
(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 closing currency exchange rate for the year

\*\* Average percentile increase in salaries has been worked out based on India employees.

\*\*\* Appointed as director during 2024

# determined on the basis of the base currency value as per terms of appointment

^ No change in remuneration in base currency

^^ Upto August 12, 2024.

For and on behalf of the Board of Directors

Joseph McLaren Quinlan

Chairman

DIN: 09477487

Place: USA

Date: March 6, 2025

**Correspondence and Registered Office:**

152, Millennium Business Park, Sector-III, 'A' Block,  
TTC Industrial Area, Mahape, Navi Mumbai- 400710

# Report on Corporate Governance

## 1. Brief Statement on Philosophy on Code of Governance

Corporate Governance is a set of principles, processes and systems which govern a Company. The elements of Corporate Governance are independence, transparency, accountability, responsibility, compliance, ethics, values and trust. Corporate Governance enables an organization to perform efficiently and ethically, generate long-term wealth and create value for all its stakeholders. The Company considers it absolutely essential to abide by the applicable laws and regulations in letter and spirit and is committed to the highest standards of corporate governance and be considered as a good corporate governed Company. The Company is passionate about activities under ESG (Environment, Social, Governance), since these three elements are the core of Hexaware. The Company believes that sound Corporate Governance is critical for enhancing and retaining stakeholder trust and always seeks to ensure that its performance goals are met accordingly. The Company has established systems and procedures to ensure that its Board of Directors is well informed and well equipped to fulfill its overall responsibilities and to provide management with the strategic direction needed to create long-term shareholders value.

The Company, as a responsible corporate citizen, believes that the spirit of Corporate Governance is beyond statutory compliance, which aims to not only ensure compliance but also practice the highest standards of governance to meet the ethical, legal, economic and social values, which are central to stakeholders' trust and confidence. While the letter of the law is paramount in all its activities, the spirit in which it is followed keeps in view the interests of the stakeholders, viz., shareholders, clients, employees, suppliers partners, society, and regulatory bodies.

This Corporate Governance Report is for a period of January 01, 2024, to December 31, 2024, during the said period Company

was unlisted Company, however Company has voluntarily made disclosure under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 under to the extent possible.

The Company's shares were re-listed on BSE Ltd. and National Stock Exchange of India Ltd. w.e.f. February 19, 2025.

## 2. Board of Directors

We believe that an effective Board requires an optimum combination of professionals with a broad range of experience, diversity and independence. The primary responsibility of the Board is to provide effective governance over the Company's affairs and take care of the stakeholders' interest.

### 2.1. Composition of Board

The composition of the Board of Directors of the Company represents an optimum combination of professionalism, knowledge and, experience. The Board comprises eleven (11) Directors as on December 31, 2024. Of these, ten Directors are Non-Executive and four amongst them are Independent Directors. Mr. Joseph McLaren Quinlan is the Chairman of the Board.

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. In the opinion of the Board of Directors, all Independent Directors comply with the provisions of Section 149(6) of the Companies Act, 2013, and are independent of the management.

The composition of the Board of Directors of the Company as on December 31, 2024, is given below:

<b>Name</b>	<b>Designation</b>	<b>Category</b>	<b>Shareholding as on December 31, 2024</b>
Mr. Joseph McLaren Quinlan (Larry Quinlan) (DIN 09477487)	Chairman	Independent, Non-Executive	Nil
Mr. R. Srikrishna (DIN 03160121)	CEO and Executive Director	Non-Independent, Executive	2,643,852
Mr. Neeraj Bharadwaj (DIN 01314963)	Director	Non-Independent, Non-Executive	Nil
Ms. Sandra Horbach (DIN 09383306)	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. Shawn Devilla (DIN 09699900)	Director	Non-Independent, Non-Executive	Nil
Mr. Milind Sarwate (DIN 00109854)	Director	Independent, Non-Executive	Nil
Ms. Sukanya Kripalu (DIN 06994202)	Director	Independent, Non-Executive	Nil
Mr. Vivek Sharma (DIN 10741746)	Director	Independent, Non-Executive	Nil

**Notes:**

1. Mr. Michael Bender resigned w.e.f. close of business hours on August 12, 2024. and Mr. Joseph McLaren Quinlan was appointed as Chairman w.e.f. August 13, 2024.
2. Ms. Sukanya Kripalu and Mr. Vivek Sharma were appointed as additional directors w.e.f. August 13, 2024 in the capacity of Independent Non-executive directors. Further, In Extra Ordinary General Meeting held on September 6, 2024 their appointment was regularized as a directors of the Company.

## 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 2024 was as follows:

Directors	Board Meetings held during the tenure of Director/Year	Board Meetings Attended during the Year	Whether Attended Last AGM	Directorship of other Indian Companies	Board Committee Membership / (Chairmanship)	Directorship of other Listed Entity (Category of Directorship)
Mr. Joseph McLaren Quinlan	11	10	Yes	N.A.	NIL	N.A.
Mr. R Srikrishna	11	10	Yes	NIL	NIL	NIL
Mr. Neeraj Bharadwaj	11	10	Yes	5	1(0)	Sequent Scientific Limited – Director Piramal Pharma Ltd. – Director Indegene Ltd. – Director
Ms. Sandra Horbach	11	4	No	N.A.	N.A.	N.A.
Mr. Julius Genachowski	11	8	No	N.A.	NIL	N.A.
Mr. Kapil Modi	11	11	No	1	3(0)	N.A.
Ms. Lucia Soares	11	4	No	N.A.	N.A.	N.A.
Mr. Shawn Devilla	11	10	No	N.A.	1(0)	N.A.
Mr. Milind Sarwate	11	11	Yes	8	9(5)	Mahindra and Mahindra Financial Services Ltd. – ID FSN E-Commerce Ventures Ltd. – ID Matrimony.com Ltd. – ID Sequent Scientific Ltd. – ID Asian Paints Ltd. – ID CEAT Ltd. – ID
Ms. Sukanya Kripalu	4	4	N.A.	8	10(1)	Aditya Birla Real Estate Ltd. – Director The India Cements Ltd. – Additional Director Entertainment Network India Ltd. – Director Colgate Palmolive (India) Ltd. – Director Ceat Ltd. – Director Hindalco Industries Ltd. – Director Avanti Finance Private Limited (Debt Listed) – Director
Mr. Vivek Sharma	4	4	N.A.	NIL	2(0)	N.A.
Mr. Michael Bender (till August 12, 2024)	6	6	Yes	N.A.	N.A.	N.A.

ID – Independent Director

### 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, 2024 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 traveling / residing abroad or at other locations to participate in the meetings and are counted for the purpose of attendance.

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 the previous meeting is placed at the succeeding meeting of the Board / Committee.

During the year, eleven Board Meetings were held respectively on January 9, 2024, February 7, 2024, April 26, 2024, May 8, 2024, July 11, 2024, July 25, 2024, August 13, 2024, September 5, 2024, September 6, 2024, October 29, 2024 and December 5, 2024.

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: <https://hexaware.com/investors/terms-of-appointment/>.

During the year a separate meeting of the Independent Directors was held on December 14, 2024, 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 a combination of Independent, Non-Executive and Executive Directors. None of the Directors have any relationship with other Directors. Mr. Neeraj Bharadwaj, Ms. Sandra Horbach, Mr. Julius Genachowski, Mr. Kapil Modi, Ms. Lucia Soares, and Mr. Shawn Devilla 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 program of Independent Director of the Company

In order to enable the Directors to fulfill 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 3 to 4 hours and Board Meetings were held on January 9, 2024, February 7, 2024, April 26, 2024, May 8, 2024, July 11, 2024, July 25, 2024, August 13, 2024, September 5, 2024, September 6, 2024, October 29, 2024 and December 5, 2024. The familiarization program of Independent Directors of the Company is available on the website of the Company at the following link: <https://hexaware.com/investor-relations/>

### 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 in both organic and inorganic ways.

#### 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 and Regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The primary objective of the Committee is to monitor and provide 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 the following members till its re-constitution on August 27, 2024: Mr. Milind Sarwate – Chairman, Mr. Joseph McLaren Quinlan and Mr. Neeraj Bharadwaj, all being Non-Executive Directors and two of them being Independent Directors.

After re-constitution, the Audit Committee comprised the following members: Mr. Milind Sarwate – Chairman, Mr. Kapil Modi and Mr. Vivek Sharma, all being Non-Executive Directors and two of them being Independent Directors.

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 seven times respectively on February 6, 2024, May 7, 2024, July 25, 2024, September 5, 2024, September 6, 2024, October 29, 2024 and December 5, 2024. The necessary quorum was present at the meetings.

Mr. Milind Sarwate, the Chairman of the Audit Committee had attended the AGM held on May 9, 2024, 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

##### Terms of Reference for the Audit Committee

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchange(s) from time to time, the following:

##### A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- (1) to investigate any activity within its terms of reference;
- (2) to seek information from any employee;
- (3) to obtain outside legal or other professional advice;
- (4) to secure the attendance of outsiders with relevant expertise, if it considers necessary; and
- (5) such other powers as may be prescribed under the Companies Act and the SEBI Listing Regulations.

##### Role of Audit Committee

The role of the Audit Committee shall include the following:

- (1) Oversight of the financial reporting process and the disclosure of financial information relating to the 'Company' to ensure that the financial statements are correct, sufficient and credible;
- (2) Recommendation to the board of directors of the Company (the 'Board' or 'Board of Directors') for appointment, re-appointment, replacement, removal, remuneration and other terms of appointment of statutory auditors and other auditors of the Company and the fixation of the audit fee;
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) Examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. 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;
  - b. Changes, if any, in accounting policies and practices and reasons;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;

- d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Modified opinion(s) in the draft audit report.
- (5) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
  - (6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter.
  - (7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of the audit process;
  - (8) Approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed, by the Independent Directors who are members of the Audit Committee;
    - i. Recommend criteria for omnibus approval or any changes to the criteria for approval of the Board;
    - ii. Make omnibus approval for related party transactions proposed to be entered into by the Company for every financial year as per the criteria approved;
    - iii. Review of transactions pursuant to omnibus approval;
    - iv. Make recommendations to the Board, where Audit Committee does not approve transactions other than the transactions falling under Section 188 of the Companies Act, 2013.
  - (9) Scrutiny of inter-corporate loans and investments;
  - (10) Valuation of undertakings or assets of the Company and appointing a registered valuer in terms of Section 247 of the Companies Act, 2013, wherever it is necessary;
  - (11) Evaluation of internal financial controls and risk management systems;
  - (12) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
  - (13) Reviewing the adequacy of the 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;
  - (14) Discussion with internal auditors of any significant findings and follow-up thereon;
  - (15) 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;
  - (16) 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;
  - (17) Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  - (18) Reviewing the functioning of the whistle blower mechanism;
  - (19) Overseeing the vigil mechanism established by the Company, with the chairperson of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
  - (20) Approval of appointment of chief financial officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;
  - (21) Reviewing the utilization of loans and/or advances from/investment by the Company in its subsidiary(/ies) exceeding INR 1,000,000,000 or 10% of the asset size of the subsidiary(/ies), whichever is lower including existing loans/ advances/ investments;
  - (22) Review the financial statements, in particular, the investments made by any unlisted subsidiary;
  - (23) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc., on the Company and its shareholders;

## Report on Corporate Governance

- (24) Carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.
- (25) Audit Committee shall mandatorily review the following information:
- Management discussion and analysis of financial condition and results of operations;
  - Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - Internal audit reports relating to internal control weaknesses;
  - The appointment, removal and terms of remuneration of the chief internal auditor; and

- Statement of deviations in terms of the SEBI Listing Regulations:
- a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations;
- b. Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of the SEBI Listing Regulations.
- The financial statements, in particular, the investments made by any unlisted subsidiary; and
- Such information as may be prescribed under the Companies Act and SEBI Listing Regulations.

### 3.3. Meetings and Attendance during the year 2024

Name of the Director	Category	No. of meetings held during the tenure	Meetings Attended
Mr. Milind Sarwate - Chairman	Independent	7	7
Mr. Joseph McLaren Quinlan (upto August 26, 2024)	Independent	3	3
Mr. Neeraj Bharadwaj (upto August 26, 2024)	Non-Independent	3	3
Mr. Kapil Modi	Non-Independent	4	4
Mr. Vivek Sharma	Independent	4	4

## 4. Nomination and Remuneration Committee

### 4.1. Composition, name of members and chairperson

The Nomination and Remuneration Committee of the Company comprised the following members till its re-constitution on August 27, 2024: Mr. Neeraj Bharadwaj – Chairman, Mr. Milind Sarwate, Mr. Joseph McLaren Quinlan and Mr. Shawn Devilla all being Non-Executive Directors and two of them being Independent Directors.

After re-constitution the Nomination and Remuneration Committee comprised the following members: Mr. Milind Sarwate (Chairman), Ms. Sukanya Kripalu, Mr. Joseph McLaren Quinlan and Mr. Neeraj Bharadwaj, all being Non-Executive Directors and three of them being Independent Directors.

### 4.2. 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 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 as amended from time to time. defining therein the Role, Membership, meeting procedures, etc.

## Terms of Reference for the Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the **'Board'** or **'Board of Directors'**) a policy relating to the remuneration of the directors, key managerial personnel and other employees (**'Remuneration Policy'**);
- For every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - (a) use the services of external agencies, if required;
  - (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - (c) consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board;
- Devising a policy on Board diversity;
- 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 their appointment and removal and carrying out an evaluation of every director's performance (including independent director);
- Analyzing, monitoring, and reviewing various human resource and compensation matters;
- Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- 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;
- recommend to the Board, all remuneration, in whatever form, payable to senior management
- Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.
- The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that:
  - (a) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
  - (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - (c) remuneration to directors, key managerial personnel, and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.
- Perform such functions as are required to be performed by the Nomination and Remuneration Committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:
  - (a) administering any existing and proposed employee stock option schemes formulated by the Company from time to time (the **'Plan'**);
  - (b) determining the eligibility of employees to participate under the Plan;
  - (c) granting options to eligible employees and determining the date of grant;
  - (d) determining the number of options to be granted to an employee;
  - (e) determining the exercise price under the Plan; and
  - (f) construing and interpreting the Plan and any agreements defining the rights and obligations of the Company and eligible employees under the Plan, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Plan.
- Frame suitable policies, procedures, and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
  - (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
  - (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

## Report on Corporate Governance

- Carrying out any other activities as may be delegated by the Board of Directors of the Company, functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

### 4.3. Meeting and attendance during the year 2024

During the year, the Nomination and Remuneration Committee met 2 (two) times that is on May 18, 2024, and August 9, 2024. 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. Neeraj Bharadwaj – Chairman (before re-constitution)	Non-Independent	2	1
Mr. Milind Sarwate – Chairman (post re-constitution)	Independent	2	2
Mr. Joseph McLaren Quinlan	Independent	2	1
Mr. Shawn Devilla (upto August 26, 2024)	Non-Independent	2	2
Ms. Sukanya Kripalu	Independent	0	0

### 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 14, 2024, 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 and 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 the Directors, key management personnel, and senior management 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 3% of the net profits of the Company for the relevant financial year.



## 5.2. Details of pecuniary relationship or transactions of the Non-Executive Directors with the Company during the year 2024

Sr. No.	Name of Director	Commission (INR in Million)	Sitting Fees (INR in Million)	ESOP
1.	Mr. Joseph McLaren Quinlan	21.88	1.70	NIL
2.	Mr. Neeraj Bharadwaj	NIL	NIL	NIL
3.	Ms. Sandra Horbach	NIL	NIL	NIL
4.	Mr. Julius Genachowski	NIL	NIL	NIL
5.	Mr. Kapil Modi	NIL	NIL	NIL
6.	Ms. Lucia Soares	NIL	NIL	NIL
7.	Mr. Shawn Albert Devilla	NIL	NIL	NIL
8.	Mr. Milind Sarwate	8.33	2.20	NIL
9.	Ms. Sukanya Kripalu	3.24	0.60	NIL
10.	Mr. Vivek Sharma	8.11	1.00	NIL
11.	Mr. Michael W Bender*	13.85	0.60	NIL

\* Mr. Michael W Bender ceased to be Director of the Company w.e.f August 12, 2024

## 5.3. Criteria of making payments to Non-Executive Directors

The Company pay Sitting Fees of (a) INR 1,00,000/- per meeting to its Independent Directors and Mr. Michael Bender, Ex - Chairman and Non Executive Director upto August 12, 2024 of the Board for attending meetings of the Board and (b) INR 1,00,000/- per meeting for attending meetings of Committees of the Board.

For the year 2024, payment of commission was made to the Independent Directors Mr. Milind Sarwate, Mr. Joseph McLaren Quinlan, Ms. Sukanya Kripalu and Mr. Vivek Sharma and to Mr. Michael Bender, Ex - Chairman and Non Executive Director upto August 12, 2024 of the Board. 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.

## 5.4. Disclosure with respect to remuneration of Mr. R. Srikrishna, CEO and Executive Director

	INR Mn
Short-term employee benefits	9
Post-employee benefits	1
Share-based payment	41

During the year 2024, 26,06,618 ESOPs were granted to Mr. R Srikrishna under the Employee Stock Option Scheme 2024 which shall vest as per the terms and conditions of ESOP Plan.

Above does not include remuneration paid by overseas subsidiary INR 174,232,759/- (INR 174 million)

## 6. Stakeholders Relationship Committee

This Committee is constituted in compliance with Section 178 of the Companies Act, 2013 and the requirements of Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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.

### Composition, Name of Members and Chairperson of the Committee

The Stakeholders Relationship Committee of the Company comprised the following members till its re-constitution on August 27, 2024: Mr. Julius Genachowski – Chairperson, Mr. Michael Bender, and Mr. Kapil Modi all being Non-Executive Directors and one of them being an Independent Director.

After re-constitution the Stakeholders Relationship Committee comprised the following members: Ms. Sukanya Kripalu – Chairperson, Mr. Vivek Sharma, Mr. Kapil Modi and Mr. Shawn Devilla all being Non-Executive Directors and two of them being Independent Directors.

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### Terms of Reference for the Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required under applicable law, the following:

- considering and looking into various aspects of interest of shareholders, bondholders and other security holders
  - resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
  - giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, bonds or any other securities;
  - issue of duplicate certificates and new certificates on split/ consolidation/renewal, demat;
  - review of measures taken for the effective exercise of voting rights by shareholders;
  - review of adherence to the service standards adopted by the listed entity with respect to various services being rendered by the registrar and share transfer agent;
  - review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and
- carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the Companies Act, 2013, or the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

### 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 Dematerialization 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 / Designated official responsible for assisting and handling investor grievances;
- j) Contact details of Key Managerial Personnel authorize to determining the materiality of an event or information;
- k) Investor Education and Protection Fund details;
- l) Details of Nodal Officer

During the year, the Stakeholders Relationship Committee met one time i.e on December 17, 2024

The attendance record for the year 2024 is as per the table given below:

Name of the Director	Category	No. of meetings held during the tenure	Meetings Attended
Ms. Sukanya Kripalu, Chairperson	Independent	1	1
Mr. Vivek Sharma	Independent	1	1
Mr. Kapil Modi	Non – Independent	1	1
Mr. Shawn Devilla	Non – Independent	1	1

Necessary quorum was present at the meeting.

## 6.1. Name and designation of Compliance officer and Nodal Officer for IEPF Compliances

Name of the Company Secretary and the Compliance Officer, Nodal Officer for IEPF Compliances

Mrs. Gunjan Methi

Address	Building No. 152, Millennium Business Park, Sector III, 'A' Block, TTC Industrial Area, Mahape, Navi Mumbai - 400 710.
Contact telephone	+91 22 3326 8585
E-mail	<a href="mailto:investori@hexaware.com">investori@hexaware.com</a>

## 6.3. Summary of Shareholders Complaints:

Number of Complaints received	12
Number of Complaints not solved to the satisfaction of Shareholders	NIL
Number of Pending Complaints	Nil

## 7. CSR Committee

The Corporate Social Responsibility Committee of the Company comprised the following members till its re-constitution on August 27, 2024: Mr. Julius Genachowski – Chairperson, Mr. Michael Bender and Mr. Kapil Modi all being Non-Executive Directors and one of them being Independent Director.

After re-constitution the Corporate Social Responsibility Committee comprised the following members: Mr. Joseph McLaren Quinlan – Chairperson, Mr. Neeraj Bharadwaj and Mr. Julius Genachowski, all being Non-Executive Directors and one of them being an Independent Director.

The scope of the Committee is to:

- 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 of the Companies Act, 2013, and the rules made thereunder, each as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;
- review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- monitor the Corporate Social Responsibility Policy of the Company from time to time;
- identifying corporate social responsibility policy partners and corporate social responsibility policy programs;
- the Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:

- the list of corporate social responsibility projects or programs that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act, 2013;
- the manner of execution of such projects or programs as specified in the rules notified under the Companies Act, 2013;
- the modalities of utilization of funds and implementation schedules for the projects or programs;
- monitoring and reporting mechanism for the projects or programs; and
- details of need and impact assessment, if any, for the projects undertaken by the Company.

Provided that the Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect; and

- any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended 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 2024:

During the year, the Corporate Social Responsibility Committee met 1 (One) time that is on December 5, 2024.

## Report on Corporate Governance

Necessary quorum was present at the meeting.

The attendance record for the year 2024 is as per the table given below:

Name of the Director	Category	No. of meetings held during the tenure of Director	Attended meetings
Mr. Julius Genachowski -Chairman	Non-Independent	1	1
Mr. Neeraj Bharadwaj	Non-Independent	1	1
Mr. Joseph McLaren Quinlan	Independent	1	1

### 8. Other Committees

To comply with SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Board constituted a **Risk Management Committee** and **Environmental Social and Governance Committee (ESG)**. However no meetings were held by these two Committees during the year.

#### Composition of Risk Management Committee:

1. Mr. Joseph McLaren Quinlan, Independent Director (Chairman);
2. Mr. Kapil Modi, Non-Executive Director (Member);
3. Mr. Shawn Devilla, Non-Executive Director (Member); and
4. Mr. Milind Sarwate, Independent Director (Member)

The role and responsibility of the Risk Management Committee is as follows:

- Review, assess and formulate the risk management system and policy of the Company from time to time and recommend for an amendment or modification thereof, which shall include:
  - (a) a framework for the identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, environment, social and governance related risks), information, cyber security, compliance and ethics risks or any other risk as may be determined by the Risk Management Committee;
  - (b) measures for risk mitigation including systems and processes for internal control of identified risks; and
  - (c) business continuity plan;
- Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

- Monitor and oversee the implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- Periodically review the risk management policy, including by considering the changing industry dynamics and evolving complexity, and recommend for any amendment or modification thereof, as necessary;
- Keep the Board of the Company informed about the nature and content of its discussions, recommendations and actions to be taken;
- Review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any);
- To implement and monitor policies and/or processes for ensuring cyber security;
- To coordinate its activities with other committees, in instances where there is any overlap with the activities of such committees, as per the framework laid down by the Board; and
- Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- **Composition of Environmental, Social and Governance Committee' (the 'ESG Committee') is as under:**
  1. Mr. Milind Sarwate, Independent Director (Chairman);
  2. Mr. Neeraj Bharadwaj, Non-Executive Director (Member);and
  3. Ms. Sukanya Kripalu, Independent Director (Member);

## Terms of reference of the Environmental, Social, and Governance Committee

**Alignment:** Ensure that ESG principles are integrated into the Company's mission, vision, and business strategy. Ensure that ESG and climate risk considerations are integrated into the Company's overall business strategy, risk management processes, and decision-making frameworks.

**Environmental Oversight:** Monitor and review ESG policies, practices and performance including emission and climate change mitigation and adaptation strategies.

**Climate Risk Management:** Guide the Company in its Net Zero journey, review and approve climate goals, review climate risks and approve strategies to mitigate risks in its operation and supply chain.

**Governance Structure:** Review and approve the governance structure and operating mechanisms for various ESG sub groups.

**Reporting and Disclosures:** Review and approve Company's ESG and climate-related disclosures. Oversee the Company's ESG reporting and disclosure practices, ensuring accuracy, transparency, and alignment with recognized frameworks (e.g., SBTi, GRI, TCFD, CDP, geography-specific reporting requirements, etc.)

**Stakeholder Engagement:** Engage with key stakeholders including investors to understand their perspective and incorporate their feedback in Hexaware's ESG strategy.

## 9. Risk Management

The Company has well-defined Enterprise Risk Management (ERM) framework in place. The primary objective of the ERM function is to implement a framework that augments risk response decisions and reduce surprises. ERM programs involves risk identification, assessment and risk mitigation planning for strategic, operational, financial and compliance related risks across various levels of the organization.

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 on page no. 144-149.

### Details of Senior Management Personnel:

Please refer page no. 134 & 135 for details of Senior Management Personnel.

## 10. General Body Meetings

### 10.1. 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
2023	31 <sup>st</sup> Annual General Meeting	Online via video conferencing/other audio visual means ('VC/OAVM')	Thursday, May 9, 2024	5:00 p.m.	<ol style="list-style-type: none"> <li>1. Approval of Hexaware Employee Stock Option Plan 2024 and Grant of ESOPs to employees of the Company.</li> <li>2. To approve Grant of ESOPs to employees of Subsidiary Companies of Hexaware under ESOP 2024.</li> <li>3. To consider and approve set-up of the Hexaware Employees Stock Option Trust 2024</li> <li>4. Approval for provision of money by the Company for subscription and purchase of its own Shares by the Trust under the 'Hexaware Employees Stock Option Plan 2024'</li> </ol>
2022	30 <sup>th</sup> Annual General Meeting	Online via video conferencing / other audio visual means ('VC/OAVM')	Thursday, May 4, 2023	4:30 p.m.	<ol style="list-style-type: none"> <li>1. Re-appointment of Mr. Milind Shripad Sarwate (DIN:- 00109854) as a Non -Executive Independent director</li> </ol>



## Report on Corporate Governance

Financial year	General Meeting	Location	Date	Time	Particulars of special resolution passed
2021	29 <sup>th</sup> Annual General Meeting	Online via video conferencing / other audio visual means ('VC/OAVM')	Tuesday, April 26, 2022	9:00 a.m.	<ol style="list-style-type: none"> <li>1. Modification in terms of remuneration of Mr. Milind Sarwate, Non-Executive Independent Director.</li> <li>2. Increase in remuneration payable to Non-Executive Directors of the Company</li> </ol>

All special resolutions set out in the notices for the AGMs were passed by the shareholders meetings with requisite majority.

### 10.2. Location, Date and Time where last Extra Ordinary General Meeting held

Financial year	General Meeting	Location	Date	Time	Particulars of special resolution passed
2024	Extra Ordinary General Meeting	Online via video conferencing/other audio visual means ('VC/OAVM')	Friday, September 6, 2024	9:00 a.m.	<ol style="list-style-type: none"> <li>1. Adoption of New Set of Articles as per Companies Act, 2013.</li> <li>2. Adoption of New Set of Memorandum of Association as per Companies Act, 2013.</li> <li>3. Amendment to Hexaware Technologies Limited ESOP – 2015 Scheme.</li> <li>4. Amendment to Hexaware ESOP 2024</li> </ol>

All special resolutions set out in the notices for the Extra Ordinary General Meeting were passed by the shareholders 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:

- The Company's audited financial results, press releases are posted on the Company's website: <https://hexaware.com/investors/quarterly-results/>
- The Notices pertaining to Record Date for Dividend and Shares liable to be transferred to IEPF were published in two newspaper widely circulated in the area of registered office of the Company i.e. Business Standard in English and Navshakti in Marathi.

## 12. General Shareholder Information

### 12.1. Thirty Second Annual General Meeting:

Date	April 30, 2025
Time	9:00 a.m.
Venue	Online Via Video Conference and Other Audio Visual Means

### 12.2. Financial Calendar for the Year 2024

Financial year	January 1, 2024 to December 31, 2024
Dividend Payment	<ol style="list-style-type: none"> <li>1<sup>st</sup> Interim Dividend was paid on April 26, 2024 @ INR 8.50 per share (425%) on equity shares of Rs.2/- each (Pre-Split of Shares of the Company.) (i.e INR 4.25 per share (425%) on equity shares of Rs.1 each post split of shares) which may be confirmed by the shareholders at the ensuing AGM.</li> <li>2<sup>nd</sup> Interim Dividend was paid on October 3, 2024 @ INR 4.50 per share (450%) which may be confirmed by the shareholders at the ensuing Annual General Meeting.</li> </ol>

### 12.3. Financial Reporting (tentative and subject to change)

March 31, 2025	By May 15, 2025
June 30, 2025	By August 14, 2025
September 30, 2025	By November 14, 2025
December 31, 2025	By March 1, 2026
Annual General Meeting for the year ending December 31, 2025	On or before May 2026

### Name and address of Stock Exchanges:

The Shares of the company got re-listed w.e.f. February 19, 2025

Name and address of the Stock Exchange	Scrip Code
<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street Mumbai - 400 001.	544362
<b>National Stock Exchange of India Ltd.</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051.	HEXT
ISIN	INE093A01041

The Company confirms that Annual listing fees for each of Stock Exchange where Shares of the Company are listed have been paid.

### 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 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

#### Office Investor Relation Center:

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: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

Website: <https://kfintech.com>

or <https://ris.kfintech.com/>

#### Investor Relation Centre:

#### KFin Technologies Limited

The Centrium, 3<sup>rd</sup> Floor,  
57, Lal Bahadur Shastri Road, Phoenix Marketcity Mall,  
Nav Pada, Kurla (West), Mumbai - 400 070.

#### Contact details:

Toll free Tel. No.: 1- 800-309-4001

Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

Website: <https://kfintech.com> or <https://ris.kfintech.com/>

### 12.5. Share Transfer system

The trading in Equity Shares of the Company was disabled as the Company was delisted w.e.f. November 9, 2020 till February 18, 2025. The Shares of the Company was re-listed on BSE Limited and National Stock Exchange of India w.e.f February 19, 2025.

In accordance with the proviso to Regulation 40(1) of the Listing Regulations, effective from April 1, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them.

**12.6. Distribution of Shareholding**

As on December 31, 2024

No. of Equity Shares held	No. of Shareholders	% of Shareholders	Total No. of Shares held	% of Shareholding
1 – 500	36,288	87.04	4,295,429	0.71
501 – 1000	3,326	7.98	2,430,648	0.40
1001 – 2000	1,293	3.10	1,926,697	0.32
2001 – 3000	264	0.63	667,683	0.11
3001 – 4000	189	0.45	690,808	0.11
4001 – 5000	59	0.14	275,155	0.05
5001 – 10000	139	0.33	990,262	0.16
10001 and above	131	0.32	596,267,986	98.14
<b>Total</b>	<b>41,689</b>	<b>100.00</b>	<b>607,544,668</b>	<b>100.00</b>

**12.7. Categories of Shareholding (as on December 31, 2024)**

Sr. No.	Category of Holder	No. of Shares	% of Equity
1.	Promoters Holdings	577,604,202	95.07
2.	Mutual funds/ UTI	7,680	00.00
3.	Banks/ Financial Institutions/ Insurance Companies (Central/ State Govt. Institutions/ Non-Govt. Institutions)	3,430	0.00
4.	FII/ FPI	151,778	00.02
	Others		
	- Private Corporate Bodies	292,892	0.05
	- Indian Public	16,778,892	2.76
	- IEPF	4,319,010	0.71
	- NRI / Foreign Nationals / OCBs	8,385,246	1.38
	- NBFC	900	0.00
	- Clearing Member	638	0.00
	Sub Total	29,777,578	4.90
	<b>Total</b>	<b>607,544,668</b>	<b>100.00</b>

**Pledge of Shares:** The promoters have not pledged their shareholding in Hexaware as on December 31, 2024.

## 12.8. Dematerialization of Shares and Liquidity

### Procedure for dematerialization of shares

The Company had done a split of its equity shares from face value of INR 2/- per share to face value of INR 1/- per share with effect from May 27, 2024. For the existing equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares were deemed to have been automatically canceled. The Company has transferred the number of shares representing the subdivided equity shares which are held in physical form to the 'Hexaware Technologies Limited – Suspense Demat Escrow Account' maintained by the Company and shall comply with the applicable laws and guidelines in this regard. Such equity shares shall be transferred back to the Shareholders demat account on opening a Demat Account and providing the relevant documents as required by Company / Depository Participant / Registrar and Transfer Agents viz KFin Technologies Ltd.

### 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 and 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.

## 12.9. Outstanding GDR / Warrants and Convertible bonds, conversion date and likely impact on the equity

**12.9.1. There are no outstanding GDRs as on December 31, 2024.**

### 12.9.2. Warrants / Options

As on December 31, 2024, the total number of Restricted Stock Units outstanding and exercisable under the ESOP 2015 Scheme are 247,424. These RSU holders are entitled to get allotted one Equity Share of INR 1/- each at an exercise price of INR 1/-. 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 as on December 31, 2024, be exercised and converted into Equity shares of the Company, the total number of Equity shares would increase by 247,424 of INR 1/- 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 a 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 and 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, 5A and 9 <sup>th</sup> Floor, Level 8 13 <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> and 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	Solar SEZ Unit, Terrace/Rooftop, Parking Area, North Block, South Block, Amenity Block, Plot No.19, Rajiv Gandhi Infotech Park, Phase-III, MIDC-SEZ, Hinjewadi, Pune - 411057.	Pune
Offshore Development Center	Plot No. H5, SIPCOT IT Park, Navalur Post, Siruseri Kanchipuram - 603 103. Tamil Nadu.	Chennai
Offshore Development Center	Prestige Shantiniketan, Crescent-2, 11 <sup>th</sup> Floor, 16, Whitefield Main Road, Sadara Mangala Industrial Area, Thigalarapaiya, Hoodi, Bengaluru - 560 048	Bengaluru
Offshore Development Center	Ahmedabad (Gift city) SEZ Unit No.133, Ground floor of Pragya Accelerator II, Building - 15B, Block 15, Road No 1C, Zone - 1, GIFT SEZ GIFT CITY Gandhinagar GUJARAT 382355.	Ahmedabad
Offshore Development Center	1 <sup>st</sup> Floor, Building No.7, M/s. Seaview Developers Pvt. Ltd., IT/ITES SEZ, Plot No. 20 and 21, Sector - 135, Noida - 201 304, Uttar Pradesh	Noida
Offshore Development Center	Suits 2420, Doon Express Business Park, Saharanpur Road, Opposite Transport Nagar, Dehradun, Uttarakhand - 248002	Dehradun
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:	Block No. 01, Q1, 8 <sup>th</sup> Floor, Level 3, M/s. Loma Co-Developers 1 Pvt. Ltd. SEZ, IT Building, Plot No. G-4/1, TTC Industrial Area, Thane Belapur Road, Ghansoli, Navi Mumbai, Thane, Maharashtra, 400710	Navi Mumbai
Hexaware BPS:	Block No. 01, Q1, 6 <sup>th</sup> and 7 <sup>th</sup> Floor, Level 1 and 2, M/s. Loma Co Developers 1 Pvt. Ltd. SEZ, IT Building, Plot No. G-4/1, TTC Industrial Area, Thane Belapur Road, Ghansoli, Navi Mumbai, Thane, Maharashtra, 400710	Navi Mumbai
Hexaware BPS:	7, C - 38/39, Parinee Crescenzo, G Block, Mumbai Cricket Association, Bandra Kurla Complex, Mumbai, Mumbai Suburban, Maharashtra - 400 052.	Mumbai
Hexaware BPS:	Lower Ground floor and Ground floor, South block, Phase III, Hinjewadi, Rajiv Gandhi Infotech Park, Pune 411 057.	Pune



Hexaware BPS:	Hexaware Technologies Ltd. Office No. 27, 28, 29 and 31, 5 <sup>th</sup> Floor, Primrose the Mall, Baner, Pune – 411 045.	Pune
Hexaware BPS:	Survey no (Part) 38, 39, 41, 42 and 43 in village Khapri and 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. Tamil Nadu.	Chennai
Hexaware BPS:	IG-3 Infra Ltd. – SEZ, Chennai – 1, Module 6, IT Park, Pallavaram – Thoraipakkam, 200 Ft Rd., Thoraipakkam, Chennai – 600 097. Tamil Nadu.	Chennai
Hexaware BPS:	JMD Properties Featherlite, 203/10B, 202/6, 4, 5, 9B, 8, 3, 9A, 7, 10, 11, 206/3, 4, Tambaram Taluk, Canal 201, Zamin Pallavaram, Chennai Kancheepuram – 600044	Chennai
Hexaware BPS:	IG-3 Infra Ltd. – SEZ, Chennai, Module 1 and 2, IT Park, Pallavaram – Thoraipakkam, 200 Ft Rd., Thoraipakkam, Chennai – 600 097. Tamil Nadu.	Chennai
Hexaware BPS:	Basement, Ground and First, 1297, Vetrivel Tower, Mettupalayam Road, West Zone, Mettupalayam, Coimbatore 641043	Coimbatore
Hexaware BPS:	Maple High Street, Unit No 23, 24, 24A, 25, 26 and Unit No 20, Opposite Aashima Mall, Hoshangabad Road, Bhopal - 462026	Bhopal
Hexaware BPS:	Hexaware Technologies Ltd., Unit No. 44, Mini Shop No. 43, 44, 45 and Unit No. 48, Mini Shop No. 52, 53, 54, Second Floor, Maple High Street, Opposite Aashima Mall, Hoshangabad Road, Bhopal – 462026.	Bhopal
Hexaware BPS:	6 <sup>th</sup> floor, 1A, 1, 2, 3, 4, Maple High Street, Hoshangabad Road, Bawaria Kalan, Hoshangabad, Bhopal - 462026	Bhopal

## 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 an 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 INR 1,43,29,032/- has been transferred to Investor Education and Protection Fund in 2024 toward unclaimed / unpaid amount of Dividend for the year 2016 and 2017.

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 36,912 No. of Shares were transferred to IEPF account of 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.

## Report on Corporate Governance

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
February 07, 2018 (Q4 Interim-2017)	2017	March 15, 2025
May 3, 2018 (Q1 Interim - 2018)	2018	June 8, 2025
July 24, 2018 (Q2 Interim - 2018)	2018	August 29, 2025
October 24, 2018 (Q3 Interim - 2018)	2018	November 29, 2025
January 30, 2019 (Q4 Interim - 2018)	2018	March 7, 2026
April 24, 2019 (Q1 Interim -2019)	2019	May 30, 2026
August 8, 2019 (Q2 Interim - 2019)	2019	September 13, 2026
October 23, 2019(Q3 Interim - 2019)	2019	November 28, 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
March 30, 2022 (1 <sup>st</sup> Interim Dividend 2022)	2022	May 05, 2029
October 6, 2022 (2 <sup>nd</sup> Interim Dividend 2022)	2022	November 11, 2029
April 4, 2023 (1 <sup>st</sup> Interim Dividend 2023)	2023	May 10, 2030
October 7, 2023 (2 <sup>nd</sup> Interim Dividend 2023)	2023	November 12, 2030
April 9, 2024 (1 <sup>st</sup> Interim - 2024)	2024	May 15, 2031
October 3, 2024 (2 <sup>nd</sup> Interim - 2024)	2024	November 08, 2031

### 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 3326 8585

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 3326 8585

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 the capital market during the year.
- (c) The Company has framed a whistleblower 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 behavior, 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 have been denied access to the Audit Committee.
- (d) The Company has also fulfilled the following discretionary requirements:
- Auditors qualification: Nil
  - Separate posts of Chairman and CEO  
The Company has appointed separate persons to the post of Chairman and CEO.
  - Reporting of Internal Auditor: The internal auditors, Price water house Coopers 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: <https://hexaware.com/policy/corporate-governance-policies/>
- (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: <https://hexaware.com/policy/corporate-governance-policies/>
- (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:  
The Details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all the entities in the network firm/ network entity of which the statutory auditor is a part are as follows:

	INR in Mn.
Audit Fees	17
Certification Fees	1
Out of Pocket Exp.	1
<b>Total</b>	<b>19</b>

#### The details of material subsidiaries:-

Name of Material Subsidiary	Hexaware Technologies Inc.	Hexaware Technologies UK Ltd.
Date of Incorporation	March 16, 1994	October 9, 1998
Place of Incorporation	State of New Jersey USA	Cardiff UK
Name of Statutory Auditor	BSR & CO., LLP	Menzies & LLP
Date of Appointment	February 2, 2024	August 1, 2024

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 reference of page no. 192 & 193.

15. The Company does not have a demat suspense account.

**For and on behalf of the Board**

**Joseph McLaren Quinlan**

**Chairman**

Place: USA

Date: March 6, 2025

DIN -09477487

#### Correspondence and Registered Office:

152, Millennium Business Park,  
Sector-III, 'A' Block,  
TTC Industrial Area, Mahape,  
Navi Mumbai- 400710

# Independent Auditors' Certificate on Compliance with The Corporate Governance Requirements Under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the members of

**Hexaware Technologies Ltd.**

1. This certificate is issued in accordance with the terms of our engagement letter dated March 5, 2025.
2. We have examined the compliance of conditions of Corporate Governance by Hexaware Technologies Ltd. ('the Company'), for the year ended December 31, 2024, 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.

## Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations 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.

## 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. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended December 31, 2024.
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) 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 Listing Regulations.
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 Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations 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 BSR & Co. LLP**

**Chartered Accountants**

Firm's Registration No: 101248W / W- 100022

**Jaclyn Desouza**

**Partner**

Place: Mumbai

Date: March 17, 2025

Membership No. 124629

UDIN: 25124629BMOQHA9332



# 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, 2024, 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, 2024, 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: March 6, 2025

**Mr. R Srikrishna**  
**CEO and Executive Director**

**Mr. Vikash Kumar Jain**  
**Chief Financial Officer**

## **Correspondence and Registered Office:**

152, Millennium Business Park,  
Sector-III, 'A' Block,  
TTC Industrial Area, Mahape,  
Navi Mumbai- 400710

## Declaration as required under Regulation 34(3) and Schedule V of The Listing Regulations

This is to confirm that the Company has adopted Code of Conduct for Directors and senior management personnel. These Codes are available on the Company's website.

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 2024.

**R Srikrishna**

**CEO and Executive Director**

Date: March 06, 2025

### **Correspondence and Registered Office:**

152, Millennium Business Park,  
Sector-III, 'A' Block,  
TTC Industrial Area, Mahape,  
Navi Mumbai- 400710



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## Financial Statements

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**240** Consolidated Financials

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**306** Standalone Financials

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# Independent Auditor's Report

To the Members of Hexaware Technologies Limited

## Report on the Audit of the 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 (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 December 2024, 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 material 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 the other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, 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 2024, 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 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 reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

### Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



**Key audit matter**

**Revenue recognition – Fixed price contracts where revenue is recognized using percentage of completion method.**

**See Note 2.4.1 and Note 2.7 to consolidated financial statements.**

The key audit matter	How the matter was addressed in our audit
<p>The Group inter alia engages in Fixed-price contracts where performance obligations are satisfied over a period of time and revenue is recognized using the percentage of completion computed as per the input method based on the Group's estimate of efforts.</p> <p>We identified revenue recognition of Fixed-price contracts where the percentage of completion is used as a key audit matter since-</p> <ul style="list-style-type: none"> <li>• There is an inherent risk and presumed fraud risk of revenues recognised considering the customised and complex nature of these contracts.</li> <li>• Revenue recognition in such contracts involves key judgments and estimates relating to identification of distinct performance obligations, determination of transaction price for such performance obligations and estimation of future efforts of completion which is used to determine the percentage of completion of the relevant performance obligation.</li> <li>• These contracts may involve onerous obligations which requires critical assessment of foreseeable losses to be made by the Company.</li> </ul>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Obtained an understanding of the systems, processes and controls implemented by the Group for revenue recognition on Fixed-price contracts.</li> <li>• Involved our Information Technology (IT) specialists, as required: <ul style="list-style-type: none"> <li>• Assessed the IT environment in which the business systems operate and tested system controls over computation of revenue recognised;</li> <li>• Tested the IT controls over appropriateness of efforts and revenue reports generated by the system.</li> </ul> </li> <li>• Tested the design and operating effectiveness of internal controls relating to <ul style="list-style-type: none"> <li>• Recording of the contract value, determining the transaction price to be allocated to performance obligations, measurement of efforts incurred and estimation of efforts required to complete the remaining performance obligations and appropriateness of revenue recognition.</li> <li>• Management review and approval of efforts estimates and any changes to the same over the contract period.</li> </ul> </li> <li>• On selected specific and statistical samples of contracts, we tested that the revenue recognised is in accordance with the revenue recognition accounting standard, including: <ul style="list-style-type: none"> <li>• evaluated the identification of performance obligations;</li> <li>• considered the terms of the contracts to determine the transaction price,</li> <li>• tested the allocation of transaction price to the performance obligations;</li> <li>• tested the Company's calculation of efforts incurred and estimation of contract efforts including estimation of onerous obligations, if any; and</li> <li>• performed a retrospective analysis by comparing revised efforts with estimated efforts at inception of contract to identify and test the appropriateness of significant variations in estimated efforts with the underlying documentation and approvals.</li> </ul> </li> <li>• Assessed the appropriateness of the related disclosures in the consolidated financial statements.</li> </ul>

**Other Information**

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the Management discussion and analysis and Board report, but does not include the financial statements and auditor's report thereon, which we obtained prior to the date of this auditor's report, and the Annual report, which is expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will 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 identified above 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 work done on the other information that we obtained prior to the date of this auditor's report, 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.

When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

### **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 the 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 Board of 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 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 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 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 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 statements/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 the financial statements/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 paragraph (a) of the section titled "Other Matters" in this audit report.

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 auditor's 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/financial information of eighteen subsidiaries, whose financial statements/financial information reflects total assets (before consolidation adjustments) of Rs. 9,200 million as at 31 December 2024, total revenues (before consolidation adjustments) of Rs. 15,106 million and net cash inflows (before consolidation adjustments) amounting to Rs. 1,037 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by the 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 reports of the other auditors.
- b. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.
- c. We draw attention to Note 34 of the Consolidated financial statements, for the year ended 31 December 2024, the Company translated certain financial information consisting

of extract of the Statement of Profit and Loss (before other comprehensive income) using the monthly closing exchange rate as published by FEDAI for the purposes of alignment with internal reporting. Thus the Consolidated financial statements contains supplementary information - extract of Statement of Profit and Loss (before other comprehensive income). We have audited the translation of extract of statement of profit and loss (before other comprehensive income) presented in Indian Rupee into United States Dollars on the basis set forth in Note 34 to the Consolidated 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 (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India 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.
- 2 A. 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 report of the other auditor except for the matters stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - 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 2024 taken on record by the Board of Directors of the Holding Company and the report 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 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company incorporated in India 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 Auditor's 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 and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the "Other Matter" paragraph:
- a. The consolidated financial statements disclose the impact of pending litigations as at 31 December 2024 on the consolidated financial position of the Group. Refer Note 35 to the consolidated financial statements.
  - b. Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, on long-term contracts including derivative contracts. Refer Note 36(A) to the consolidated financial statements in respect of such items as it relates to the Group.

- c. 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 2024.
- d. (i) The respective management of the Holding Company and its subsidiary company incorporated in India whose financial statements has been audited under the Act has represented to us and the other auditors of such subsidiary company that, to the best of their knowledge and belief, as disclosed in the note 36B to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The respective management of the Holding Company and its subsidiary company incorporated in India whose financial statements has been audited under the Act has represented to us and the other auditors of such subsidiary company that, to the best of their knowledge and belief, as disclosed in the note 36B to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditor of the subsidiary company incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditor to believe that the representations under sub-clause (d)(i) and (d)(ii) contain any material misstatement.
- e. The interim dividend declared and paid by the Holding Company during the year and until the date of this audit report is in accordance with Section 123 of the Act.
- f. Based on our examination which included test checks, except for the instances mentioned below, the Holding Company and its subsidiary companies incorporated in India has used accounting software, which along with an access management tool, as applicable for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software and we did not come across any instance of audit trail feature being tampered with.
- i. In the case of the Holding Company, at the application level for accounting software which is used for processing Project billing the audit trail was not enabled for the period till April 2024. Further in absence of monitoring over audit trail feature within the database till November 2024, we are unable to comment whether audit trail at the database level of the said software was enabled and operated till November 2024.
- ii. In the case of the Holding Company, at the application level for the software used for maintaining general ledger for certain tables relating to master data audit trail was not enabled. Further, In the absence of change log over audit trail feature at the application level, we are unable to comment whether audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software.



- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the report of the statutory auditors of such subsidiary company incorporated in India which was not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary company 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) of the Act which are required to be commented upon by us.

For **BSR & Co. LLP**

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

**Jaclyn Desouza**

Partner

Membership No.: 124629

ICAI UDIN: 25124629BMOQGY6255

Place: Rovaniemi

Date: 07 March 2025

## **Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of Hexaware Technologies Limited for the year ended 31 December 2024**

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

(xxi) In our opinion and according to the information and explanations given to us, there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order, 2020 reports of the companies incorporated in India and included in the consolidated financial statements.

For **BSR & Co. LLP**  
Chartered Accountants  
Firm's Registration No.: 101248W/W-100022

**Jaclyn Desouza**  
Partner  
Membership No.: 124629  
ICAI UDIN: 25124629BMOQGY6255

Place: Rovaniemi  
Date: 07 March 2025

## **Annexure B to the Independent Auditor's Report on the consolidated financial statements of Hexaware Technologies Limited for the year ended 31 December 2024**

### **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 Act**

**(Referred to in paragraph 2(A)(g) 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 Hexaware Technologies Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 December 2024, we have audited the internal financial controls with reference to financial statements of the Holding Company and such company incorporated in India under the Act which is its subsidiary company, as of that date.

In our opinion and based on the consideration of report of the other auditor on internal financial controls with reference to financial statements of subsidiary company, as was audited by the other auditor, the Holding Company and such company incorporated in India which is its subsidiary company, has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 December 2024, based on the internal financial controls with reference to financial statements criteria established by the Company 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 and Board of Directors' Responsibilities for Internal Financial Controls**

The respective 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 financial statements criteria established by the respective company's 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 financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to 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 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 financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 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 relevant subsidiary company in terms of their report referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

## Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to 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 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 financial statements.

## Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to 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 Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to two subsidiary company, which is a company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India.

Our opinion is not modified in respect of this matter.

For **BSR & Co. LLP**

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

**Jaclyn Desouza**

Partner

Membership No.: 124629

ICAI UDIN: 25124629BMOQGY6255

Place: Rovaniemi  
Date: 07 March 2025

# Consolidated Balance Sheet

(Rupees in millions, except share and per share data, unless otherwise stated)

	Note No.	As at	
		December 31, 2024	December 31, 2023
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	6	4,762	5,257
Capital work-in-progress	6	1,308	552
Right-of-use assets	5A	5,596	3,761
Goodwill	7	23,871	14,290
Other intangible assets	9	3,366	1,227
Financial assets			
Investments	10A	4	4
Other financial assets	12A	761	660
Deferred tax assets (net)	11C	2,682	2,727
Income tax assets (net)		464	439
Other non-current assets	13A	1,620	1,087
<b>Total non-current assets</b>		<b>44,434</b>	<b>30,004</b>
<b>Current assets</b>			
Financial assets			
Investments	10B	-	2,506
Trade receivables			
Billed	14	12,914	13,863
Unbilled		6,841	4,595
Cash and cash equivalents	15A	19,766	17,734
Other bank balances	15B	106	103
Other financial assets	12B	605	115
Income tax assets (net)		191	306
Other current assets	13B	5,088	2,795
<b>Total current assets</b>		<b>45,511</b>	<b>42,017</b>
<b>TOTAL ASSETS</b>		<b>89,945</b>	<b>72,021</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	16	608	607
Other equity		52,961	45,745
<b>Equity attributable to shareholders of the Company</b>		<b>53,569</b>	<b>46,352</b>
Non-controlling interests		(23)	-
<b>Total equity</b>		<b>53,546</b>	<b>46,352</b>
<b>Non-current liabilities</b>			
Financial liabilities			
Lease liabilities	5B	4,703	3,151
Other financial liabilities	17A	2,223	166
Provisions	20A	752	794
Deferred tax liabilities (net)	11C	-	-
<b>Total non-current liabilities</b>		<b>7,678</b>	<b>4,111</b>
<b>Current liabilities</b>			
Financial liabilities			
Lease liabilities	5B	1,039	785
Trade payables	18	9,140	6,595
Other financial liabilities	17B	10,062	6,789
Other current liabilities	19	3,887	3,327
Provisions	20B	2,416	2,287
Income tax liabilities (net)		2,177	1,775
<b>Total current liabilities</b>		<b>28,721</b>	<b>21,558</b>
<b>Total liabilities</b>		<b>36,399</b>	<b>25,669</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>89,945</b>	<b>72,021</b>

^ value less than Rs. 0.5 million

The accompanying notes 1 to 36 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

Firm's registration number: 101248W/W-100022

**For and on behalf of the Board of Directors of HEXAWARE TECHNOLOGIES LIMITED**

CIN: U72900MH1992PLC069662

**Jaclyn Desouza**

**Partner**

Membership number: 124629

Place: Rovaniemi

Date: March 07, 2025

**R. Srikrishna**

**CEO & Executive Director**

DIN 03160121

Place: Mumbai

Date: March 06, 2025

**Neeraj Bharadwaj**

**Director**

DIN 01314963

Place: Palo Alto

Date: March 06, 2025

**Kapil Modi**

**Director**

DIN 07055408

Place: Mumbai

Date: March 06, 2025

**Vikash Kumar Jain**

**Chief Financial Officer**

Place: Mumbai

Date: March 06, 2025

**Gunjan Methi**

**Company Secretary**

Place: Mumbai

Date: March 06, 2025



# Consolidated Statement of Profit and Loss

(Rupees in millions, except share and per share data, unless otherwise stated)

		For the year ended	
	Note No.	December 31, 2024	December 31, 2023
<b>INCOME</b>			
Revenue from operations	21	1,19,744	1,03,803
Other income	22	749	88
<b>TOTAL INCOME</b>		<b>1,20,493</b>	<b>1,03,891</b>
<b>EXPENSES</b>			
Employee benefits expense	23	69,649	61,282
Finance costs	25	660	378
Depreciation and amortisation expense	26	2,788	2,836
Other expenses	24	31,793	26,710
<b>TOTAL EXPENSES</b>		<b>1,04,890</b>	<b>91,206</b>
<b>PROFIT BEFORE TAX</b>		<b>15,603</b>	<b>12,685</b>
<b>Tax expense</b>			
Current tax		3,734	2,830
Deferred tax charge / (credit)		129	(121)
<b>Total tax expense</b>	11	<b>3,863</b>	<b>2,709</b>
<b>PROFIT FOR THE YEAR</b>		<b>11,740</b>	<b>9,976</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		(92)	(47)
Income tax relating to items that will not be reclassified to profit or loss	11	16	9
<b>Items that will be reclassified subsequently to profit or loss</b>			
Exchange differences on translating the financial statements of foreign operations		492	410
Net change in fair value of cash flow hedges		(365)	228
Income tax relating to items that will be reclassified to profit or loss	11	73	(44)
<b>TOTAL OTHER COMPREHENSIVE INCOME</b>		<b>124</b>	<b>556</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>11,864</b>	<b>10,532</b>
<b>Profit for the year attributable to:</b>			
Shareholders of the Company		11,764	9,976
Non-controlling interests		(24)	-
		<b>11,740</b>	<b>9,976</b>
<b>Other Comprehensive Income / (Losses) attributable to:</b>			
Shareholders of the Company		125	556
Non-controlling interests		(1)	-
		<b>124</b>	<b>556</b>
<b>Total comprehensive income for the year attributable to:</b>			
Shareholders of the Company		11,889	10,532
Non-controlling interests		(25)	-
		<b>11,864</b>	<b>10,532</b>
<b>Earnings per share:- Basic and diluted (Rs.)</b>	27		
Basic		19.37	16.45
Diluted		19.29	16.41

The accompanying notes 1 to 36 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

Firm's registration number: 101248W/W-100022

**For and on behalf of the Board of Directors of HEXAWARE TECHNOLOGIES LIMITED**

CIN: U72900MH1992PLC069662

**Jaclyn Desouza**

**Partner**

Membership number: 124629

Place: Rovaniemi

Date: March 07, 2025

**R. Srikrishna**

**CEO & Executive Director**

DIN 03160121

Place: Mumbai

Date: March 06, 2025

**Vikash Kumar Jain**

**Chief Financial Officer**

Place: Mumbai

Date: March 06, 2025

**Neeraj Bharadwaj**

**Director**

DIN 01314963

Place: Palo Alto

Date: March 06, 2025

**Gunjan Methi**

**Company Secretary**

Place: Mumbai

Date: March 06, 2025

**Kapil Modi**

**Director**

DIN 07055408

Place: Mumbai

Date: March 06, 2025

# Consolidated Statement of Changes in Equity

(Rupees in millions, except share and per share data, unless otherwise stated)

## A. EQUITY SHARE CAPITAL

Balance as at January 01, 2024	Changes in equity share capital during the year <sup>1</sup>	Balance as at December 31, 2024
607	1	608
Balance as at January 01, 2023	Changes in equity share capital during the year <sup>1</sup>	Balance as at December 31, 2023
604	3	607

## B. OTHER EQUITY

	Share application money pending allotment	Reserves and surplus							Other comprehensive income		Equity attributable to shareholders of the Company	Non-controlling interests	Total equity
		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) <sup>2</sup>	Cashflow hedging reserve (CFHR)			
<b>Balance as at January 01, 2024</b>	-	5,162	3	11	1,896	202	2,144	32,298	4,100	(71)	45,745	-	45,745
Profit for the year	-	-	-	-	-	-	-	11,764	-	-	11,764	(24)	11,740
Other comprehensive income / (losses) (net of tax)	-	-	-	-	-	-	-	(76)	493	(292)	125	(1)	124
<b>Total comprehensive income</b>	-	-	-	-	-	-	-	<b>11,688</b>	<b>493</b>	<b>(292)</b>	<b>11,889</b>	<b>(25)</b>	<b>11,864</b>
Dividend paid	-	-	-	-	-	-	-	(5,314)	-	-	(5,314)	-	(5,314)
Transfer to Special Economic Zone re-investment reserve	-	-	-	-	552	-	-	(552)	-	-	-	-	-
Transfer from Special Economic Zone re-investment reserve	-	-	-	-	(234)	-	-	234	-	-	-	-	-
Received / transferred on exercise of stock options	^	-	-	-	-	-	-	-	-	-	^	-	^
Amount transferred on cancellation of Group Plan <sup>3</sup>	-	-	-	-	-	362	-	-	-	-	362	-	362
Compensation related to employee share based payments	-	-	-	-	-	279	-	-	-	-	279	-	279
NCI on incorporation of partly owned subsidiaries	-	-	-	-	-	-	-	-	-	-	-	2	2
<b>Balance as at December 31, 2024</b>	^	<b>5,162</b>	<b>3</b>	<b>11</b>	<b>2,214</b>	<b>843</b>	<b>2,144</b>	<b>38,354</b>	<b>4,593</b>	<b>(363)</b>	<b>52,961</b>	<b>(23)</b>	<b>52,938</b>
<b>Balance as at January 01, 2023</b>	^	<b>4,761</b>	<b>3</b>	<b>11</b>	<b>722</b>	<b>674</b>	<b>2,144</b>	<b>28,876</b>	<b>3,690</b>	<b>(255)</b>	<b>40,626</b>	-	<b>40,626</b>
Profit for the year	-	-	-	-	-	-	-	9,976	-	-	9,976	-	9,976
Other comprehensive income / (losses) (net of tax)	-	-	-	-	-	-	-	(38)	410	184	556	-	556
<b>Total comprehensive income</b>	-	-	-	-	-	-	-	<b>9,938</b>	<b>410</b>	<b>184</b>	<b>10,532</b>	-	<b>10,532</b>
Dividend paid	-	-	-	-	-	-	-	(5,308)	-	-	(5,308)	-	(5,308)
Transfer to Special Economic Zone re-investment reserve	-	-	-	-	1,249	-	-	(1,249)	-	-	-	-	-
Transfer from Special Economic Zone re-investment reserve	-	-	-	-	(75)	-	-	75	-	-	-	-	-
Received / transferred on exercise of stock options	^	401	-	-	-	(401)	-	-	-	-	^	-	^
Repurchase of restricted stock units <sup>4</sup>	-	-	-	-	-	-	-	(34)	-	-	(34)	-	(34)
Compensation related to employee share based payments	-	-	-	-	-	(71)	-	-	-	-	(71)	-	(71)
<b>Balance as at December 31, 2023</b>	-	<b>5,162</b>	<b>3</b>	<b>11</b>	<b>1,896</b>	<b>202</b>	<b>2,144</b>	<b>32,298</b>	<b>4,100</b>	<b>(71)</b>	<b>45,745</b>	-	<b>45,745</b>

Notes:

1 Refer to note 16

2 includes loss of Rs. 7 million for the year ended December 31, 2023 and gain of Rs. 22 million for year ended December 31, 2024 transferred from the Foreign currency translation reserve (FCTR) to Profit & Loss on account of liquidation of Romania subsidiary and Russia subsidiary respectively.

3 During the year ended December 31, 2024, ESOP plan of Group Company is discontinued and replaced with ESOP plan issued by the company, hence cumulative liability on the date of replacement is transferred to share options outstanding account.

4 Refer to note 30

5 ^ value less than Rs. 0.5 million

# Consolidated Statement of Changes in Equity

(Rupees in millions, except share and per share data, unless otherwise stated)

## 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 represents 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 Group 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 Group.

### 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 36 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

Firm's registration number: 101248W/W-100022

**Jaclyn Desouza**

**Partner**

Membership number: 124629

Place: Rovaniemi

Date: March 07, 2025

**For and on behalf of the Board of Directors of HEXAWARE TECHNOLOGIES LIMITED**

CIN: U72900MH1992PLC069662

**R. Srikrishna**

**CEO & Executive Director**

DIN 03160121

Place: Mumbai

Date: March 06, 2025

**Vikash Kumar Jain**

**Chief Financial Officer**

Place: Mumbai

Date: March 06, 2025

**Neeraj Bharadwaj**

**Director**

DIN 01314963

Place: Palo Alto

Date: March 06, 2025

**Gunjan Methi**

**Company Secretary**

Place: Mumbai

Date: March 06, 2025

**Kapil Modi**

**Director**

DIN 07055408

Place: Mumbai

Date: March 06, 2025

# Consolidated Statement of Cash Flows

(Rupees in millions, except share and per share data, unless otherwise stated)

	For the year ended	
	December 31, 2024	December 31, 2023
<b>Cash flow from operating activities</b>		
Profit before tax	15,603	12,685
<b>Adjustments for:</b>		
Depreciation and amortisation expense	2,788	2,836
Employee stock option compensation cost	353	264
Interest income	(376)	(63)
Life time expected credit loss	340	500
Net (gains)/losses on investments carried at fair value through profit or loss	(140)	(84)
Profit on sale of property, plant and equipment (PPE) (net)	3	(4)
Exchange rate difference (net) - unrealised	(1)	^
Finance costs	660	378
<b>Operating profit before working capital changes</b>	<b>19,230</b>	<b>16,512</b>
<b>Adjustments for:</b>		
Trade receivables and other assets	(4,347)	(220)
Trade payables, other liabilities and provisions	3,719	1,443
<b>Cash generated from operating activities</b>	<b>18,602</b>	<b>17,735</b>
Direct taxes paid (net)	(3,122)	(2,579)
<b>Net cash generated from operating activities</b>	<b>15,480</b>	<b>15,156</b>
<b>Cash flow from investing activities</b>		
Purchase of PPE and intangible assets including capital work-in-progress and capital advances	(1,333)	(643)
Proceeds from sale of property, plant and equipment	21	9
Purchase of investments	(17,050)	(6,201)
Proceeds from sale/redemption of investments	19,696	3,778
Payment towards acquisition of business (net of cash acquired) (Refer to note 8)	(8,268)	-
Interest received	244	61
<b>Net cash used in investing activities</b>	<b>(6,690)</b>	<b>(2,996)</b>

# Consolidated Statement of Cash Flows

(Rupees in millions, except share and per share data, unless otherwise stated)

	For the year ended	
	December 31, 2024	December 31, 2023
<b>Cash flow from financing activities</b>		
Proceeds from issue of shares / share application money	1	3
Repurchase of restricted stock units	-	(190)
Payment towards lease liabilities including interest on lease liabilities	(1,370)	(1,033)
Proceeds from short-term borrowing	2,930	-
Repayment of short-term borrowing	(2,930)	(837)
Interest paid	(136)	(136)
Dividend paid	(5,314)	(5,308)
<b>Net cash used in financing activities</b>	<b>(6,819)</b>	<b>(7,501)</b>
<b>Net increase in cash and cash equivalents</b>	<b>1,971</b>	<b>4,659</b>
Cash and cash equivalents at the beginning of the year	17,734	12,916
Exchange difference on translation of foreign currency cash and cash equivalents	61	159
<b>Cash and cash equivalents at the end of the year (Refer to note 15A)</b>	<b>19,766</b>	<b>17,734</b>

## Reconciliation of Borrowings

Particulars	For the year ended	
	December 31, 2024 Short-term	December 31, 2023 Short-term
Opening Balance	-	827
Borrowing made during the year	2,930	-
Interest accrued during the year	10	25
Borrowing repaid (including interest) during the year	(2,940)	(862)
Adjustment on account of currency translation	^	10
<b>Closing Balance</b>	<b>-</b>	<b>-</b>

^ value less than Rs. 0.5 million

The accompanying notes 1 to 36 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

Firm's registration number: 101248W/W-100022

**For and on behalf of the Board of Directors of HEXAWARE TECHNOLOGIES LIMITED**

CIN: U72900MH1992PLC069662

**Jaclyn Desouza**

**Partner**

Membership number: 124629

Place: Rovaniemi

Date: March 07, 2025

**R. Srikrishna**

**CEO & Executive Director**

DIN 03160121

Place: Mumbai

Date: March 06, 2025

**Neeraj Bharadwaj**

**Director**

DIN 01314963

Place: Palo Alto

Date: March 06, 2025

**Kapil Modi**

**Director**

DIN 07055408

Place: Mumbai

Date: March 06, 2025

**Vikash Kumar Jain**

**Chief Financial Officer**

Place: Mumbai

Date: March 06, 2025

**Gunjan Methi**

**Company Secretary**

Place: Mumbai

Date: March 06, 2025



# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 1 Company Overview

Hexaware Technologies Limited ("Hexaware" or "the Holding Company") is a public limited company incorporated in India. The Holding Company, along with its subsidiaries ("the Group"), is actively involved in information technology consulting, software development, business process services (BPS), data and AI, cloud, Digital IT operations, and enterprise platforms. Hexaware delivers a range of services to clients across diverse industries, including travel, transportation, hospitality, logistics, banking, financial services, insurance, healthcare, manufacturing, retail, consumers, telecom, and utilities. The broad spectrum of service offerings encompasses application development and management, enterprise package solutions, infrastructure management, business intelligence and analytics, business process, digital assurance, testing, Generative AI, and sustainability.

The Consolidated Financial Statements present the consolidated accounts of Hexaware Technologies Limited with its subsidiaries which are listed in Note 4 - Additional Information.

## Note 2 Material Accounting Policies

### 2.1 Statement of compliance

The Consolidated 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") read with [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act as amended from time to time.

### 2.2 Basis of preparation

These Consolidated Financial Statements have been prepared on historical cost basis except for certain financial instruments and defined benefit plans which are measured at fair value or amortised cost at the end of each reporting period as explained in the accounting policies below.

These Consolidated 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.

### 2.3 Basis of consolidation

#### Subsidiaries

The Consolidated Financial Statements incorporate the financial information of the Holding Company and its subsidiaries.

The financial statements 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. The consolidated 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 Group.

### 2.4 Critical accounting judgements and key source of estimation uncertainty

The preparation of the Consolidated 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.

# Notes forming part of Consolidated Financial Statements

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## 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/obtain 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 judgement. 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.

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## 2.4.5 Useful lives of property, plant and equipment

The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

## 2.4.6 Employee benefits

The accounting of employee benefit plans in the nature of defined benefit requires the Group to use assumptions. These assumptions have been explained under employee benefits note.

## 2.4.7 Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

## 2.5 Business Combination

The Group accounts for its business acquisitions using the acquisition method of accounting. Acquisition-related costs are recognised in statement of profit and 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 share of acquiree's identifiable net asset. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying

amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interest's 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 period in which the change becomes known. Provisions for estimated losses on such engagements are made during the period in which a loss becomes probable and can be reasonably estimated.

Revenue from fixed price maintenance contracts, testing and business process services are recognised based on the right to invoice for services performed for contracts in which the invoicing is representative of the value being delivered. If invoicing is not consistent with value delivered, revenue is recognized as the services are performed. When value of services provided is uniform over a specified period, revenue is recognised on a straight-line basis over the specified period

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

unless some other method better represents the manner in which services are performed.

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.

Revenues in excess of billing are classified as unbilled receivables while billing in excess of revenues are classified as contract liabilities (unearned revenues). Invoicing to the clients for fixed price contracts is based on milestones as defined in the contract and therefore the timing of revenue recognition is different from the timing of invoicing to the customers. Therefore, unbilled receivables for fixed price contracts (contract asset) are classified as non-financial asset because the right to consideration is dependent on completion of contractual milestones.

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.

### Group 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 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 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.

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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.

## Group 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 statement of profit and

loss, except exchange differences on transactions entered into in order to hedge certain foreign currency risk.

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 and 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 statement of profit and 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, 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 statement of profit and loss. Past service cost is recognised in the statement of profit and loss in the period of plan amendment. The retirement benefit liability recognized in the balance



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sheet 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 statement of profit or loss.

## 2.11.2 Short-term employee benefit

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

## 2.11.3 Compensated absences

Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

## 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 statement of profit and 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 tax rates after taking credit for tax relief available for export operations in Special Economic Zone (SEZ).

Advance taxes and provisions for current income taxes 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.

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

# Notes forming part of Consolidated Financial Statements

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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.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

## 2.14 Property, plant and equipment (PPE)

PPE are stated at cost comprising of purchase price and any initial directly attributable cost of bringing the asset to its working condition for its intended use, 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 statement of profit and 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
Brand	1-2 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 statement of profit and 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 in form of trade receivables and unbilled receivables is impaired. In accordance with Ind AS 109, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss. As a practical expedient, the Group uses a provision matrix to determine impairment loss on portfolio of its trade receivables and unbilled receivables. The provision matrix is based on available external and internal credit risk factors such as credit default and Group's historically observed default rates over the expected life of trade receivables and unbilled receivables and is adjusted for

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forward looking information. ECL impairment loss allowance or reversal is recognized during the period as expense or income respectively in the statement of profit and loss. For all other financial assets, expected credit losses are measured at an amount equal to the 12-months 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 statement of profit and loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

### (ii) Tangible, Intangible assets and Right-of-use of asset

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 statement of profit and loss in the period 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.

In case of reversal of impairment loss, the increased carrying amount shall not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

## 2.17 Provisions and contingent liabilities

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.

The Group uses significant judgement to disclose contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the Consolidated Financial Statements.

## 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, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial

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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

### (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 whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

### (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.

### (v) Financial liabilities

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method.

## 2.18.2 Derecognition of financial assets and financial liabilities

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired.

## 2.18.3 Equity Instruments

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received net of direct issue cost.

## 2.19 Derivative financial instruments and hedge accounting

The Group designates certain foreign exchange forward contracts as hedge instruments in respect of foreign exchange risks. These hedges are accounted for as cash flow hedges. The Group uses hedging instruments that are governed by the policies of the Group and its subsidiaries which are approved by their respective Board of Directors. The policies provide written principles on the use of such financial derivatives consistent with the risk management strategy of the Group. The hedge instruments are designated and documented as hedges at the inception of the contract.

The Group determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of their respective cash flows. The effectiveness of hedge instruments to reduce the risk associated with the exposure being hedged is assessed and measured at inception and on an ongoing basis. The effective portion of change in the fair value of the designated hedging instrument is recognised in the other comprehensive income and accumulated under the heading cash flow hedging

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reserve. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the net profit in the Statement of Profit and 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 statement of profit and loss for the period and is grouped under exchange rate difference.

## Instruments not in hedging relationship

The Group enters into contracts that are effective as hedges from an economic perspective, but they do not qualify for hedge accounting. The change in the fair value of such instrument is recognised in the statement of profit and loss.

## 2.20 Earnings per share ('EPS')

Basic EPS is computed by dividing profit or loss attributable to equity shareholders of the Holding 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 Holding 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 Consolidated Financial Statements by the Board of Directors.

## 2.21 Dividend and interest income

Dividend income is recorded when the right to receive payment is established. Interest income is recognised using the effective interest method.

### Note 3

### Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended December 31, 2024, MCA has notified Ind AS 117 – Insurance Contracts applicable to the Group w.e.f. January 1, 2025. The Group has reviewed the new standard and based on its evaluation has determined that it does not have any significant impact in its Consolidated Financial Statements.



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Note 4 Additional information		(pursuant to para 2 of general instructions for the preparation of consolidated financial statements)									
For the year ended December 31, 2024											
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	% of Consolidated	Rupees million
1 Hexaware Technologies Limited (Holding)	India	57.6%	31,520	62.6%	7,840	97.8%	(361)	61.5%	7,479		
<b>Wholly owned subsidiaries (Foreign)</b>											
1 Hexaware Technologies Inc.	USA	22.3%	12,206	22.3%	2,789	-	-	22.9%	2,789		
2 Hexaware Technologies Mexico S De RL De CV	Mexico	2.8%	1,535	1.3%	158	-	-	1.3%	158		
3 Hexaware Technologies UK Ltd	UK	4.7%	2,544	4.4%	548	-	-	4.5%	548		
4 Hexaware Technologies Asia Pacific Pte Limited	Singapore	1.4%	764	0.4%	50	-	-	0.4%	50		
5 Hexaware Technologies GmbH	Germany	1.0%	521	0.4%	51	-	-	0.4%	51		
6 Hexaware Technologies Canada Limited	Canada	0.8%	428	0.8%	103	-	-	0.8%	103		
7 Hexaware Technologies LLC <sup>1</sup>	Russia	-	-	0.2%	23	-	-	0.2%	23		
8 Hexaware Technologies Saudi LLC	Saudi Arabia	(0.1%)	(63)	(0.3%)	(33)	-	-	(0.3%)	(33)		
9 Hexaware Technologies Hong Kong Limited	Hong Kong	0.2%	96	0.0%	4	-	-	0.0%	4		
10 Hexaware Technologies Nordic AB	Sweden	0.1%	45	0.1%	7	-	-	0.1%	7		
11 Hexaware Information Technologies (Shanghai) Company Limited	China	0.0%	20	0.0%	2	-	-	0.0%	2		
12 Mobiquity Inc	USA	6.3%	3,452	1.8%	220	-	-	1.8%	220		
13 Mobiquity Velocity Solutions, Inc (Subsidiary of Mobiquity Inc.)	USA	(0.3%)	(176)	-	-	-	-	-	-		
14 Mobiquity Cooperatief U.A. (Subsidiary of Mobiquity Inc.)	Netherlands	-	-	-	-	-	-	-	-		
15 Mobiquity BV (Subsidiary of Mobiquity Cooperatief U.A.)	Netherlands	(0.3%)	(173)	0.5%	64	-	-	0.5%	64		
16 Mobiquity Consulting BV (formerly known as Morgan Clark BV) (Subsidiary of Mobiquity Cooperatief U.A.)	Netherlands	(0.3%)	(147)	0.1%	14	-	-	0.1%	14		
17 Hexaware Technologies South Africa (Pty) Ltd	South Africa	0.0%	21	0.0%	1	-	-	0.0%	1		
18 Hexaware Technologies ARG S.A.S.	Argentina	0.0%	1	0.0%	^	-	-	0.0%	^		
19 Hexaware Technologies Belgium SRL	Belgium	0.1%	32	0.1%	14	-	-	0.1%	14		
20 Hexaware Technologies SL (Private) Limited <sup>2</sup>	Sri Lanka	0.0%	11	0.0%	2	-	-	0.0%	2		
21 Softcrylic LLC <sup>4</sup>	USA	2.4%	1,287	4.0%	505	-	-	4.2%	505		
22 Softcrylic Technologies Inc (Subsidiary of Softcrylic LLC) <sup>4</sup>	Canada	0.0%	3	0.0%	^	-	-	0.0%	^		
23 Hexaware Nevada, Inc <sup>5</sup>	USA	-	-	-	-	-	-	-	-		
24 Hexaware Information Technologies SDN. BHD <sup>7</sup>	Malaysia	-	-	-	-	-	-	-	-		
<b>Wholly owned subsidiaries (Indian)</b>											
1 Mobiquity Softech Private Limited	India	1.4%	748	1.4%	171	1.6%	(6)	1.4%	165		
2 Softcrylic Technology Solutions India Private Limited <sup>4</sup>	India	0.2%	86	0.5%	60	0.5%	(2)	0.5%	58		
<b>Partly owned subsidiaries (Foreign)</b>											
1 Hexaware Al Balagh Technologies LLC (65% ownership) <sup>3</sup>	Qatar	(0.2%)	(88)	(0.5%)	(67)	-	-	(0.6%)	(67)		
2 Hexaware Novelty Technologies Ltd (70% ownership) <sup>6</sup>	UAE	0.0%	2	-	-	-	-	-	-		
<b>Adjustment arising out of consolidation</b>		<b>100.0%</b>	<b>54,675</b>	<b>100.0%</b>	<b>12,526</b>	<b>100.0%</b>	<b>(369)</b>	<b>100.0%</b>	<b>12,157</b>		
<b>Non-controlling interests (Foreign)</b>			<b>(1,129)</b>		<b>(786)</b>		<b>493</b>		<b>(293)</b>		
1 Hexaware Al Balagh Technologies LLC (65% ownership) <sup>3</sup>	Qatar		23		24		1		25		
2 Hexaware Novelty Technologies Ltd (70% ownership) <sup>6</sup>	UAE		^		^		^		^		
<b>Total Non-controlling interests</b>			<b>23</b>		<b>24</b>		<b>1</b>		<b>25</b>		
			<b>53,569</b>		<b>11,764</b>		<b>125</b>		<b>11,889</b>		

## Notes:

- Liquidated w.e.f February 21, 2024.
- Incorporated w.e.f February 28, 2024.
- Incorporated w.e.f December 05, 2023.
- Acquired w.e.f May 03, 2024.
- Incorporated w.e.f September 11, 2024.
- Incorporated w.e.f August 13, 2024.
- Incorporated w.e.f December 13, 2024.
- ^ value less than Rs. 0.5 million

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## For the year ended December 31, 2023

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 (Holding)	India	62.0%	28,713	69.8%	7,270	98.6%	144	70.2%	7,414
<b>Wholly owned subsidiaries (Foreign)</b>									
1 Hexaware Technologies Inc.	USA	21.2%	9,624	13.0%	1,358	-	-	13.0%	1,358
2 Hexaware Technologies Mexico S. De R.L. De C.V.	Mexico	3.6%	1,656	2.0%	205	-	-	1.9%	205
3 Hexaware Technologies UK Ltd	UK	4.2%	1,963	4.4%	457	-	-	4.3%	457
4 Hexaware Technologies Asia Pacific Pte Limited	Singapore	1.5%	715	0.2%	22	-	-	0.2%	22
5 Hexaware Technologies GmbH	Germany	1.0%	486	0.2%	22	-	-	0.2%	22
6 Hexaware Technologies Canada Limited	Canada	0.7%	346	0.6%	59	-	-	0.6%	59
7 Hexaware Technologies LLC <sup>2</sup>	Russia	0.0%	1	(0.0%)	(4)	-	-	(0.0%)	(4)
8 Hexaware Technologies Saudi LLC	Saudi Arabia	(0.1%)	(29)	(0.4%)	(38)	-	-	(0.4%)	(38)
9 Hexaware Technologies Romania SRL (Subsidiary of Hexaware Technologies UK Ltd.) <sup>1</sup>	Romania	-	-	1.3%	135	-	-	1.3%	135
10 Hexaware Technologies Hong Kong Limited	Hong Kong	0.2%	89	0.0%	2	-	-	0.0%	2
11 Hexaware Technologies Nordic AB	Sweden	0.1%	40	0.0%	5	-	-	0.0%	5
12 Hexaware Information Technologies (Shanghai) Company Limited	China	0.0%	5	0.0%	1	-	-	0.0%	1
13 Mobiquity Inc	USA	5.7%	2,640	10.0%	1,040	-	-	9.8%	1,040
14 Mobiquity Velocity Solutions, Inc (Subsidiary of Mobiquity Inc.)	USA	(0.4%)	(171)	-	-	-	-	-	-
15 Mobiquity Cooperatief U.A. (Subsidiary of Mobiquity Inc.)	Netherlands	-	-	-	-	-	-	-	-
16 Mobiquity BV (Subsidiary of Mobiquity Cooperatief U.A.)	Netherlands	(0.5%)	(243)	(2.1%)	(221)	-	-	(2.1%)	(221)
17 Mobiquity Consulting BV (formerly known as Morgan Clark BV) (Subsidiary of Mobiquity Cooperatief U.A.)	Netherlands	(0.4%)	(163)	(0.6%)	(67)	-	-	(0.6%)	(67)
18 Hexaware Technologies South Africa (Pty) Ltd	South Africa	0.0%	20	0.1%	6	-	-	0.1%	6
19 Hexaware Technologies ARG S.A.S.	Argentina	-	^	-	^	-	-	-	^
20 Hexaware Technologies Belgium SRL	Belgium	0.0%	18	0.0%	3	-	-	0.0%	3
<b>Wholly owned subsidiaries (Indian)</b>									
1 Mobiquity Softech Private Limited	India	1.2%	576	1.5%	161	1.4%	2	1.5%	163
<b>Partly owned subsidiaries (Foreign)</b>									
1 Hexaware Al Balagh Technologies LLC (65% ownership) <sup>3</sup>	Qatar	-	-	-	-	-	-	-	-
<b>Adjustment arising out of consolidation</b>		<b>100.0%</b>	<b>46,286</b>	<b>100.0%</b>	<b>10,416</b>	<b>100.0%</b>	<b>146</b>	<b>100.0%</b>	<b>10,562</b>
			<b>66</b>		<b>(440)</b>		<b>410</b>		<b>(30)</b>
			<b>46,352</b>		<b>9,976</b>		<b>556</b>		<b>10,532</b>

### Notes:

- Hexaware Technologies Romania SRL was liquidated effective September 13, 2023.
- Hexaware Technologies LLC is in the process of liquidation.
- Hexaware Al Balagh Technologies LLC was incorporated w.e.f December 05, 2023.
- ^ value less than Rs. 0.5 million

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 5 Right-of-use assets and Lease liabilities

### A Right-of-use assets

The details of the right-of-use assets held by the Group is as follows:

	IT Equipment	Office premises	Leasehold land	Vehicle	Total
<b>Cost as at January 01, 2024</b>	-	6,091	547	141	6,779
Additions	210	2,773	-	4	2,987
Additions due to Business Combination (Refer to note 8)	-	44	-	-	44
Disposals / Remeasurement	-	(810)	-	(23)	(833)
Translation exchange difference	-	(13)	-	(5)	(18)
<b>Cost as at December 31, 2024</b>	<b>210</b>	<b>8,085</b>	<b>547</b>	<b>117</b>	<b>8,959</b>
<b>Accumulated amortisation as at January 01, 2024</b>	-	2,883	26	109	3,018
Amortisation for the year	14	946	7	19	986
Disposals / Remeasurement	-	(655)	-	(20)	(675)
Translation exchange difference	-	38	-	(4)	34
<b>Accumulated amortisation as at December 31, 2024</b>	<b>14</b>	<b>3,212</b>	<b>33</b>	<b>104</b>	<b>3,363</b>
<b>Net carrying amount as at December 31, 2024</b>	<b>196</b>	<b>4,873</b>	<b>514</b>	<b>13</b>	<b>5,596</b>
<b>Cost as at January 01, 2023</b>	-	5,255	546	142	5,943
Additions	-	1,002	1	-	1,003
Disposals / Remeasurement	-	(272)	-	(7)	(279)
Translation exchange difference	-	106	-	6	112
<b>Cost as at December 31, 2023</b>	-	<b>6,091</b>	<b>547</b>	<b>141</b>	<b>6,779</b>
<b>Accumulated amortisation as at January 01, 2023</b>	-	<b>1,962</b>	<b>19</b>	<b>84</b>	<b>2,065</b>
Amortisation for the year <sup>1</sup>	-	1,097	7	25	1,129
Disposals / Remeasurement	-	(233)	-	(4)	(237)
Translation exchange difference	-	57	-	4	61
<b>Accumulated amortisation as at December 31, 2023</b>	-	<b>2,883</b>	<b>26</b>	<b>109</b>	<b>3,018</b>
<b>Net carrying amount as at December 31, 2023</b>	-	<b>3,208</b>	<b>521</b>	<b>32</b>	<b>3,761</b>

Payment towards 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 year are disclosed under financing activities in the statement of cash flows.

### B Lease liabilities

	Opening Balance	Payment of lease liabilities	Non-cash movement		Closing Balance
			Net additions to lease liability <sup>2</sup>	Translation exchange rate differences	
December 31, 2024	3,936	(1,370)	3,207	(31)	5,742
December 31, 2023	3,738	(1,033)	1,247	(16)	3,936

The maturity analysis of lease liabilities is covered under Note 29.

On transition to IND AS 116, the group had recognised a lease liability measured at the present value of the remaining lease payments. The right-of-use asset was recognised at its carrying amount as if the standard had been applied since the commencement of the lease, but discounted using the group's incremental borrowing rate as at January 1, 2020.

#### Notes:

1 includes accelerated amortisation of RoU of certain offices leases on optimisation of Rs. 233 million for year ended December 31, 2023.

2 includes Rs. 52 million on account of additions due to Business Combination for the year ended December 31, 2024. (Refer to note 8)

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 6 Property, plant and equipment

Property, plant and equipment (PPE) consist of the following:

	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 01, 2024</b>	^	4,246	4,637	1,212	30	2,312	496	12,933	552	13,485
Additions	-	-	431	30	9	72	44	586	808	1,394
Additions due to Business Combination (Refer to note 8)	-	-	8	^	-	-	-	8	-	8
Capitalised	-	-	-	-	-	-	-	-	(52)	(52)
(Disposals)	-	^	(203)	(91)	-	(64)	(143)	(501)	-	(501)
Translation exchange difference	-	-	(15)	(7)	-	(9)	(26)	(57)	-	(57)
<b>Cost as at December 31, 2024</b>	^	4,246	4,858	1,144	39	2,311	371	12,969	1,308	14,277
<b>Accumulated depreciation as at January 01, 2024</b>	-	721	3,674	924	23	2,000	334	7,676	-	7,676
Depreciation for the year	-	92	610	92	5	178	73	1,050	-	1,050
(Disposals)	-	^	(191)	(82)	-	(61)	(143)	(477)	-	(477)
Translation exchange difference	-	-	(4)	(10)	-	(9)	(19)	(42)	-	(42)
<b>Accumulated depreciation as at December 31, 2024</b>	-	813	4,089	924	28	2,108	245	8,207	-	8,207
<b>Net carrying amount as at December 31, 2024</b>	^	3,433	769	220	11	203	126	4,762	1,308	6,070
<b>Cost as at January 01, 2023</b>	^	4,240	4,587	1,189	30	2,239	453	12,738	63	12,801
Additions	-	6	224	20	-	83	29	362	551	913
Capitalised	-	-	-	-	-	-	-	-	(62)	(62)
(Disposals)	-	-	(236)	(7)	-	(20)	(8)	(271)	-	(271)
Translation exchange difference	-	-	62	10	-	10	22	104	-	104
<b>Cost as at December 31, 2023</b>	^	4,246	4,637	1,212	30	2,312	496	12,933	552	13,485
<b>Accumulated depreciation as at January 01, 2023</b>	-	606	3,228	824	20	1,790	285	6,753	-	6,753
Depreciation for the year	-	115	639	98	3	223	41	1,119	-	1,119
(Disposals)	-	-	(232)	(7)	-	(19)	(8)	(266)	-	(266)
Translation exchange difference	-	-	39	9	-	6	16	70	-	70
<b>Accumulated depreciation as at December 31, 2023</b>	-	721	3,674	924	23	2,000	334	7,676	-	7,676
<b>Net carrying amount as at December 31, 2023</b>	^	3,525	963	288	7	312	162	5,257	552	5,809

On transition to IND AS, the group has elected to continue with the carrying value of property, plant and equipment recognised as at January 01, 2016 measured as per previous GAAP and use that carrying value as deemed cost of property, plant and equipment.

### Notes:

1 Plant and machinery includes computers.

2 ^ value less than Rs. 0.5 million

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Capital work-in-progress ageing

	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Projects in progress</b>					
As at December 31, 2024	1,043	213	11	41	<b>1,308</b>
As at December 31, 2023	500	11	1	40	<b>552</b>

Project execution plans are modulated basis capacity requirement assessment on an annual basis and all the projects are executed as per rolling annual plan.

## Note 7 Goodwill

	As at	
	December 31, 2024	December 31, 2023
<b>Opening balance</b>	14,290	14,205
Additions due to business combination (Refer to Note - 8)	8,933	-
Translation exchange rate differences	648	85
<b>Closing balance</b>	<b>23,871</b>	<b>14,290</b>

Considering the synergies accruing to the CGUs, the Group allocates the carrying value of goodwill allocated to CGUs as follows:

	As at	
	December 31, 2024	December 31, 2023
<b>CGUs</b>		
Travel and Transportation (T&T)	1,923	1,155
Financial Services (FS)	6,804	3,932
Banking	2,054	1,256
Healthcare & Insurance (H&I)	5,052	3,100
Hi-Tech and Professional Services (HTPS)	4,121	2,290
Manufacturing and Consumer (M & C)	3,917	2,557
<b>Total</b>	<b>23,871</b>	<b>14,290</b>

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, 2024 and December 31, 2023.

The estimated value in use of CGUs is based on the future cash flows using a terminal growth rate of 5% for periods subsequent to the forecasted period of 5 years and discount rate of 10.7% to 11.7% for the year ended December 31, 2024 (12.12% for the year ended December 31, 2023). 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 forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 8 Business Combination

### Summary of acquisition during the year ended December 31, 2024 is given below:

On May 3, 2024, the Group acquired 100% ownership interest of Softcrylic LLC and Softcrylic Technology Solutions India Pvt. Ltd. Softcrylic is a premier data consulting firm headquartered in USA. Softcrylic has expertise in customer journeys and marketing technology and it would enable the Group to extend and customize the data journey beyond marketing into multiple lines of business.

Purchase price has been allocated as set out below, to the assets acquired and liabilities assumed in the business combination:

Particulars	Rs. million
Property plant and equipment	8
Right-of-use assets	44
Cash and cash equivalents	189
Trade receivables - billed and unbilled	553
Other assets	48
Customer relations	2,760
Software	1
Brand	34
Other liabilities	256
<b>Fair value of net assets as on the date of acquisition (A)</b>	<b>3,381</b>
<b>Purchase consideration (B)</b>	<b>12,314</b>
<b>Goodwill (B-A)</b>	<b>8,933</b>

### Details of the purchase consideration is as below:

Particulars	Rs. million
Initial upfront cash consideration	8,373
Deferred Consideration on account of Working Capital Adjustment <sup>1</sup>	84
Present value of contingent consideration payable in March 2025	1,985
Present value of contingent consideration payable in March 2026	1,872
<b>Total</b>	<b>12,314</b>

The present value of contingent consideration is determined by discounting the estimated amount payable to the sellers of Softcrylic. The key inputs used in determination of the present value of contingent consideration are the discount rate and probabilities of achievement of the financial targets.

The Goodwill represents assembled workforce and expected synergies from the combined operations. Goodwill and intangible assets acquired are tax deductible with a useful life of 15 years under tax laws.

The proforma effect of acquisition is not material on Group's results.

The transaction costs of Rs. 229 million has been included in the statement of profit and loss account and shown as an one time expense.

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

Considering the aforesaid business combination, the financials for the year ended December 31, 2024 are not comparable with that of the previous years.

## Notes:

1 Deferred Consideration on account of Working Capital Adjustment was subsequently paid during the year ended December 31, 2024.

Note 9	Other Intangible assets			
	Brand	Software licenses	Customer Contracts / Relations	Total
<b>Cost as at January 01, 2024</b>	164	785	3,813	4,762
Additions	-	1	-	1
Additions due to Business Combination (Refer to note 8)	34	1	2,760	2,795
Disposals	(164)	(19)	(13)	(196)
Translation exchange difference	1	8	180	189
<b>Cost as at December 31, 2024</b>	<b>35</b>	<b>776</b>	<b>6,740</b>	<b>7,551</b>
<b>Accumulated amortisation as at January 01, 2024</b>	164	773	2,598	3,535
Amortisation for the year <sup>1</sup>	15	10	727	752
Disposals	(164)	(19)	(13)	(196)
Translation exchange difference	1	8	85	94
<b>Accumulated amortisation as at December 31, 2024</b>	<b>16</b>	<b>772</b>	<b>3,397</b>	<b>4,185</b>
<b>Net carrying amount as at December 31, 2024</b>	<b>19</b>	<b>4</b>	<b>3,343</b>	<b>3,366</b>
<b>Cost as at January 01, 2023</b>	164	874	3,791	4,829
Additions	-	-	-	-
Disposals	-	(90)	-	(90)
Translation exchange difference	-	1	22	23
<b>Cost as at December 31, 2023</b>	<b>164</b>	<b>785</b>	<b>3,813</b>	<b>4,762</b>
<b>Accumulated amortisation as at January 01, 2023</b>	164	845	2,013	3,022
Amortisation for the year <sup>1</sup>	-	17	571	588
Disposals	-	(90)	-	(90)
Translation exchange difference	-	1	14	15
<b>Accumulated amortisation as at December 31, 2023</b>	<b>164</b>	<b>773</b>	<b>2,598</b>	<b>3,535</b>
<b>Net carrying amount as at December 31, 2023</b>	<b>-</b>	<b>12</b>	<b>1,215</b>	<b>1,227</b>

On transition to IND AS, the group has elected to continue with the carrying value of intangible assets recognised as at January 01, 2016 measured as per previous GAAP and use that carrying value as deemed cost of intangible assets.

## Notes:

1 Amortisation is included in the Consolidated Statement of Profit and Loss under the line item "Depreciation and amortisation expense".

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 10 Investments

### A Investments – Non-current

	As at	
	December 31, 2024	December 31, 2023
<b>Investments designated at fair value through OCI</b>		
Equity shares (unquoted)		
Beta Wind Farm Pvt. Ltd. (197,958 equity shares of Rs. 10/- each) <sup>1</sup>	4	4
<b>Total</b>	<b>4</b>	<b>4</b>

### B Investments – Current

	As at	
	December 31, 2024	December 31, 2023
<b>Investments carried at fair value through profit or loss</b>		
Mutual fund units (quoted)	-	2,506
<b>Total</b>	<b>-</b>	<b>2,506</b>

### Aggregate value of quoted and unquoted investments

	As at	
	December 31, 2024	December 31, 2023
Aggregate value of quoted investments	-	2,506
Aggregate value of unquoted investments	4	4
	<b>4</b>	<b>2,510</b>

#### Notes:

1 Purchase of additional shares (57,000) during the year ended December 31, 2023 for Rs. 1 million.

## Note 11 Income taxes

### A Income tax expense is allocated as follows:

	For the year ended	
	December 31, 2024	December 31, 2023
Income tax expense as per the Statement of Profit and Loss	3,863	2,709
Income tax included in Other Comprehensive Income on:		
a) Net change in fair value of cash flow hedges	(73)	44
b) Remeasurement of defined benefit plan	(16)	(9)
	<b>3,774</b>	<b>2,744</b>

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

**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:

	For the year ended	
	December 31, 2024	December 31, 2023
Profit before tax	15,603	12,685
Expected tax expense at the enacted tax rate of 34.944% in India (Previous year 34.944%)	5,452	4,433
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Income exempt from tax*	(1,592)	(1,436)
Tax effect of non-deductible expenses	269	71
Tax charges/ (credit) pertaining to earlier years	28	18
Tax rate differential at different jurisdiction	(342)	(242)
Others	48	(135)
	<b>3,863</b>	<b>2,709</b>
<b>Consolidated Effective Tax Rate</b>	<b>24.8%</b>	<b>21.4%</b>

\*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 year of five years subject to the unit meeting defined conditions of further investments.

Current income tax expense comprises of taxes on income from operations in India and foreign jurisdictions. 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 continues to carry tax provision of Rs. 189 million made in 2020 in relations to the related party transactions between group companies for the years 2018 and 2019 (for which MAP order was received) pending completion of limitation period for assessments in US.

## C Deferred tax assets movement

Significant components of net deferred tax assets and liabilities for the year ended December 31, 2024 are as follows:

Components of deferred taxes:	Opening balance	Recognised in profit or loss	Recognised in FCTR	Recognised in OCI	Closing balance
<b>Deferred tax assets</b>					
Life time expected credit loss	135	34	1	-	170
Brought forward losses	389	(129)	(7)	-	253
Employee benefit obligations	1,103	220	(4)	16	1,335
Lease liabilities	622	667	^	-	1,289
Minimum alternate tax credit	1,160	(497)	-	-	663
Share based payment	255	44	8	-	307
Cash flow hedges	(13)	-	-	73	60
Others	(10)	(2)	(2)	-	(14)
<b>Total</b>	<b>3,641</b>	<b>337</b>	<b>(4)</b>	<b>89</b>	<b>4,063</b>

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

Components of deferred taxes:	Opening balance	Recognised in profit or loss	Recognised in FCTR	Recognised in OCI	Closing balance
<b>Deferred tax liabilities</b>					
Property , Plant and Equipment	148	(101)	^	-	47
ROU Assets	470	617	(1)	-	1,086
Intangible Assets	293	(49)	2	-	246
Others	3	(1)	^	-	2
<b>Total</b>	<b>914</b>	<b>466</b>	<b>1</b>	<b>-</b>	<b>1,381</b>
<b>Net deferred tax asset</b>	<b>2,727</b>	<b>(129)</b>	<b>(5)</b>	<b>89</b>	<b>2,682</b>

Significant components of net deferred tax assets and liabilities for the year ended December 31, 2023 are as follows:

Components of deferred taxes:	Opening balance	Recognised in profit or loss	Recognised in FCTR	Recognised in OCI	Closing balance
<b>Deferred tax assets</b>					
Life time expected credit loss	87	48	-	-	135
Brought forward losses	408	(21)	2	-	389
Employee benefit obligations	862	194	38	9	1,103
Lease liabilities	638	(16)	-	-	622
Minimum alternate tax credit	1,248	(88)	-	-	1,160
Share based payment	372	(118)	1	-	255
Cash flow hedges	31	-	^	(44)	(13)
Others	14	(24)	-	-	(10)
<b>Total</b>	<b>3,660</b>	<b>(25)</b>	<b>41</b>	<b>(35)</b>	<b>3,641</b>
<b>Deferred tax liabilities</b>					
Property , Plant and Equipment	174	(25)	(1)	-	148
ROU Assets	492	(22)	-	-	470
Intangible Assets	391	(98)	-	-	293
Others	-	(1)	4	-	3
<b>Total</b>	<b>1,057</b>	<b>(146)</b>	<b>3</b>	<b>-</b>	<b>914</b>
<b>Net deferred tax asset</b>	<b>2,603</b>	<b>121</b>	<b>38</b>	<b>(35)</b>	<b>2,727</b>

- a) Deferred tax liability on temporary differences associated with investments in subsidiaries, has not been recognized, as it is the intention of the holding 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 aggregating to Rs. 617 million as at December 31, 2024 and 603 million as at December 31, 2023, no tax asset is recognized in the books.

## Notes:

1 ^ value less than Rs. 0.5 million



# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 12 Other financial assets

### A Other financial assets – Non-current

	As at	
	December 31, 2024	December 31, 2023
Interest accrued on bank deposits	^	1
Derivative assets	29	36
Security deposits for premises and others	681	519
Restricted bank balances <sup>2</sup>	51	60
Lease Receivable	-	44
<b>Total</b>	<b>761</b>	<b>660</b>

### B Other financial assets – Current

	As at	
	December 31, 2024	December 31, 2023
Interest accrued on bank deposits	136	3
Security deposits for premises and others <sup>1</sup>	80	23
Derivative assets	60	74
Lease Receivable	-	15
Others <sup>4</sup>	329	-
<b>Total</b>	<b>605</b>	<b>115</b>

#### Notes:

- 1 Excludes deposits aggregating Rs. 6 million as at December 31, 2024 (Rs. 6 million as at December 31, 2023) provided as doubtful of recovery basis the expected credit loss model.
- 2 Restriction on account of bank deposits held as margin money.
- 3 ^ value less than Rs. 0.5 million
- 4 Balance as at December 31, 2024 includes expenses incurred in relation to IPO that are recoverable by the Group from the selling shareholder i.e. CA Magnum Holdings.

## Note 13 Other assets

### A Other assets – Non-current

	As at	
	December 31, 2024	December 31, 2023
Capital advances	228	224
Costs to fulfill/obtain contract	695	614
Prepaid expenses	37	43
Indirect taxes recoverable	200	206
Contract Assets	460	-
<b>Total</b>	<b>1,620</b>	<b>1,087</b>

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## B Other assets – Current

	As at	
	December 31, 2024	December 31, 2023
Costs to fulfill/obtain contract	645	526
Prepaid expenses	1,231	924
Advance to suppliers	153	38
Indirect taxes recoverable	594	536
Employee advances	136	107
Contract assets	2,316	643
Others	13	21
<b>Total</b>	<b>5,088</b>	<b>2,795</b>

## Note 14 Trade receivables - Billed - Current (Unsecured)

	As at	
	December 31, 2024	December 31, 2023
Trade receivables - Billed (Gross)	13,665	14,753
Less: Life time expected credit loss	(751)	(890)
<b>Considered good</b>	<b>12,914</b>	<b>13,863</b>

## A Trade receivables ageing

Ageing for trade receivables as at December 31, 2024 is as follows:

	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade receivables - Billed (Gross)</b>							
Undisputed trade receivables – considered good	9,754	3,227	225	60	11	29	13,306
Undisputed trade receivables – with significant increase in credit risk	2	249	-	8	-	-	259
Undisputed trade receivables – credit impaired	-	2	-	-	-	-	2
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – with significant increase in credit risk	11	73	13	1	-	-	98
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
	9,767	3,551	238	69	11	29	13,665
<b>Less - Life time expected credit loss</b>							(751)
							12,914
<b>Trade Receivables - Unbilled</b>							6,841
							<b>19,755</b>

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

Ageing for trade receivables as at December 31, 2023 is as follows:

	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Trade receivables - Billed (Gross)							
Undisputed trade receivables – considered good	10,307	3,480	168	64	30	53	14,102
Undisputed trade receivables – with significant increase in credit risk	-	327	29	68	1	-	425
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	89	112	-	-	201
Disputed trade receivables – with significant increase in credit risk	-	-	19	6	-	-	25
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
	10,307	3,807	305	250	31	53	14,753
Less - Life time expected credit loss							(890)
							13,863
Trade Receivables - Unbilled							4,595
							18,458

**14B** The activity in the life time expected credit loss is given below:

	As at	
	December 31, 2024	December 31, 2023
Balance at the beginning of the year	890	402
Additions during the year	340	500
Additions due to Business Combination (Refer to note 8)	29	-
Charged against allowance	(509)	(27)
Translation adjustments	1	15
<b>Balance at the end of the year</b>	<b>751</b>	<b>890</b>

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 15 Cash and bank balances

### A Cash and cash equivalents

	As at	
	December 31, 2024	December 31, 2023
Remittance in transit	260	71
In current accounts with banks	16,067	16,150
Demand deposits with banks <sup>2</sup>	3,439	1,513
Unclaimed dividend accounts	106	103
Margin money with banks	51	60
	<b>19,923</b>	<b>17,897</b>
Less: Restricted bank balances	(157)	(163)
<b>Total</b>	<b>19,766</b>	<b>17,734</b>

### B Other bank balances

	As at	
	December 31, 2024	December 31, 2023
Restricted bank balances in respect of unclaimed dividend <sup>1</sup>	106	103
<b>Total</b>	<b>106</b>	<b>103</b>

#### Notes:

- There are no amounts due and outstanding to be credited to Investor Education and Protection Fund (IEPF) as at December 31, 2024 and December 31, 2023.
- These deposits can be withdrawn by the Group at any time without prior notice and without any penalty on the principal.

## Note 16 Equity share capital

### 16.1 Authorised capital

	As at	
	December 31, 2024	December 31, 2023
1,050,000,000 Equity shares of face value of Re. 1 each	1,050	1,050
1,100,000 Series "A" Preference Shares of Rs. 1,421 each	1,563	1,563

### 16.2 Issued, subscribed and fully paid-up capital

	As at	
	December 31, 2024	December 31, 2023
Equity shares of face value of Re. 1 each	608	607

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## 16.3 Reconciliation of number of shares (Refer Note 16.7.2)

	As at	
	December 31, 2024	December 31, 2023
Shares outstanding at the beginning of the year	606,817,582	604,193,326
Shares issued during the year on exercise of employee stock options	727,086	2,624,256
<b>Shares outstanding at the end of the year</b>	<b>607,544,668</b>	<b>606,817,582</b>

## 16.4 Rights, preferences and restrictions attached to equity shares

The Group has one class of equity shares having a face value of Re. 1 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 Group 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	As at	
	December 31, 2024	December 31, 2023
CA Magnum Holdings (Parent Company of Hexaware Technologies Limited)	577,604,202	577,604,202
	95.07%	95.19%

## 16.6 Disclosure of shareholding of promoters

	As at December 31, 2024		As at December 31, 2023		% Change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
CA Magnum Holdings (Parent Company of Hexaware Technologies Limited)	577,604,202	95.07%	577,604,202	95.19%	-0.12%

	As at December 31, 2023		As at December 31, 2022		% Change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
CA Magnum Holdings (Parent Company of Hexaware Technologies Limited)	577,604,202	95.19%	577,234,956	95.54%	-0.35%

## 16.7 Equity share movement during the 5 years preceeding December 31, 2024.

**16.7.1** The 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.

**16.7.2** The Board of Directors of the Company at its meeting held on April 12, 2024, recommended the sub-division/split of 1 fully paid-up equity share having a face value of Rs. 2 each into 2 fully paid-up equity shares having a face value of Re. 1 each by alteration of capital clause of the Memorandum of Association (MOA) subject to the approval of Members of the Company. The Members of the company approved the sub-division of 1 fully paid up equity share of Rs. 2 each into 2 fully paid up equity shares of Re. 1 each in annual general meeting held on May 09, 2024 and the voting results were declared on May 10, 2024.

Further, the Board of Directors on May 17, 2024 approved the Record Date for Split/sub-division of equity shares as May 27, 2024.



# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

Consequent to this, the authorised share capital comprises 1,050,000,000 equity shares of face value of Re. 1 each aggregating to Rs. 1,050 million. Earnings per share, dividend per share and number of shares/RSUs/options have been retrospectively restated to give effect of share split from the earliest period presented.

## 16.8 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 / option entitles the holder to one equity share of face value of Re. 1 each. 247,424 RSU's / options were outstanding as on December 31, 2024 and 1,092,370 as on December 31, 2023.

The Company has granted employee stock options under the ESOP 2024 scheme. Each option entitles the holder to one equity share of face value of Re. 1 each. 20,838,300 options were outstanding as on December 31, 2024.

- 16.9** The interim dividend per share recognised as distribution to equity shareholders for the year ended December 31, 2024 was Rs. 8.75 per share and for the year ended December 31, 2023 was Rs. 8.75 per share.

## Note 17 Other financial liabilities

### A Other financial liabilities - Non-current

	As at	
	December 31, 2024	December 31, 2023
Deferred/contingent consideration towards business acquisition	1,995	97
Derivative liabilities	220	64
Others	8	5
<b>Total</b>	<b>2,223</b>	<b>166</b>

### B Other financial liabilities - Current

	As at	
	December 31, 2024	December 31, 2023
Unclaimed dividend <sup>1</sup>	106	103
Capital creditors	338	324
Deferred/contingent consideration towards business acquisition	2,145	294
Employee liabilities	5,361	4,696
Derivative liabilities	369	169
Liabilities towards customer contracts	1,743	1,203
<b>Total</b>	<b>10,062</b>	<b>6,789</b>

## Note 18 Trade payables

	As at	
	December 31, 2024	December 31, 2023
Trade payables	4,770	3,783
Accrued expenses	4,370	2,812
<b>Total</b>	<b>9,140</b>	<b>6,595</b>

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Trade payable ageing

Ageing for trade payables outstanding as at December 31, 2024 is as follows:

	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade payables</b>						
Micro enterprises and small enterprises	41	1	^	-	-	42
Others	2,429	1,963	269	10	57	4,728
Disputed Dues - Micro enterprises and small enterprises	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-
	2,470	1,964	269	10	57	4,770
Accrued Expenses						4,370
						<b>9,140</b>

Ageing for trade payables outstanding as at December 31, 2023 is as follows:

	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade payables</b>						
Micro enterprises and small enterprises	1	-	-	-	-	1
Others	2,341	1,269	79	23	70	3,782
Disputed Dues - Micro enterprises and small enterprises	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-
	2,342	1,269	79	23	70	3,783
Accrued Expenses						2,812
						<b>6,595</b>

### Notes:

- There are no amounts due and outstanding to be credited to Investor Education and Protection Fund (IEPF) as at December 31, 2024 and December 31, 2023.
- ^ value less than Rs. 0.5 million

## Note 19 Other liabilities

	As at	
	December 31, 2024	December 31, 2023
<b>Other liabilities - Current</b>		
Contract liabilities	2,202	1,694
Statutory liabilities	1,685	1,633
<b>Total</b>	<b>3,887</b>	<b>3,327</b>

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 20 Provisions

### A Provisions - Non-current

	As at	
	December 31, 2024	December 31, 2023
Employee benefit obligations in respect of gratuity and others	752	794
<b>Total</b>	<b>752</b>	<b>794</b>

### B Provisions - Current

	As at	
	December 31, 2024	December 31, 2023
Employee benefit obligations in respect of gratuity and others	112	181
Employee benefit obligations in respect of compensated absences and others	2,155	1,907
Provision for onerous contracts	149	199
<b>Total</b>	<b>2,416</b>	<b>2,287</b>

### Movement of Provision for onerous contracts

	As at	
	December 31, 2024	December 31, 2023
<b>Opening Balance</b>	199	-
Additional provision during the year	119	199
Provision reversed/utilized during the year	(169)	-
<b>Closing Balance</b>	<b>149</b>	<b>199</b>

## Note 21 Revenue from operations

**21.1 The disaggregated revenue with the customers by country is disclosed under Note 32 - Segment disclosures**

**21.2 The disaggregated revenue with the customers by contract type<sup>1</sup>:**

	For the year ended	
	December 31, 2024	December 31, 2023
Offshore IT Services	44,070	38,081
Onshore IT Services	56,968	50,180
<b>IT Services</b>	<b>101,038</b>	<b>88,261</b>
BPS Services	15,044	13,091
Others	3,662	2,451
<b>Total revenue from operations</b>	<b>119,744</b>	<b>103,803</b>

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## 21.3 Revenue disaggregation by nature of service is as follows:

	For the year ended	
	December 31, 2024	December 31, 2023
Revenue from contracts with customers	119,744	103,803
<b>Total revenue from operations</b>	<b>119,744</b>	<b>103,803</b>

## 21.4 Reconciliation of revenue recognised with the contracted price is as follows:

	For the year ended	
	December 31, 2024	December 31, 2023
Contracted price	121,593	105,238
Reductions towards variable consideration components (discounts, rebate)	(1,849)	(1,435)
<b>Revenue recognised</b>	<b>119,744</b>	<b>103,803</b>

## 21.5 Cost to fulfil/obtain contract

The Group recognises contract fulfilment/obtaining 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/obtaining cost:

	For the year ended	
	December 31, 2024	December 31, 2023
Balance as at the beginning of the year	1,140	927
Cost capitalised during the year	741	466
Amortisation during the year	(541)	(253)
<b>Balance as at the end of the year</b>	<b>1,340</b>	<b>1,140</b>

## 21.6 Changes in contract liabilities are as follows:

	For the year ended	
	December 31, 2024	December 31, 2023
Balance as at the beginning of the year	1,694	1,523
Revenue recognised during the year	(1,411)	(1,426)
Additions during the year	1,919	1,597
<b>Balance as at the end of the year</b>	<b>2,202</b>	<b>1,694</b>

## 21.7 Contract Assets are as follows:

During the year ended December 31, 2024, Rs. 583 million of contract assets pertaining to fixed-price development contracts have been reclassified to receivables on completion of milestones. (December 31, 2023 - Rs. 853 million)

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## 21.8 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.

	For the year ended	
	December 31, 2024	December 31, 2023
Within 1 year	27,176	13,900
More than 1 year	31,939	13,511

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

### Notes:

- 1 Revenue by Offshore IT services refers to IT revenue delivered from India and Mexico and Revenue by Onshore IT services refers to IT revenue delivered from any other location. BPS revenue refers to revenue from operations generated from our BPS business.

## Note 22 Other income

	For the year ended	
	December 31, 2024	December 31, 2023
Exchange rate difference (net) <sup>1</sup>	190	(136)
Gains / (losses) (net) on investments carried at fair value through profit or loss	140	84
Interest income on financial assets at amortized cost	366	62
Interest income (others)	10	1
Profit / (Loss) on sale of property, plant and equipment (net)	(3)	4
Miscellaneous income	46	73
<b>Total</b>	<b>749</b>	<b>88</b>

## Note 23 Employee benefits expense

	For the year ended	
	December 31, 2024	December 31, 2023
Salary and allowances <sup>2</sup>	63,440	56,094
Contributions to provident and other funds	4,791	4,235
Staff welfare expenses	1,065	689
Employee stock option compensation cost	353	264
<b>Total</b>	<b>69,649</b>	<b>61,282</b>



# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 24 Other expenses

	For the year ended	
	December 31, 2024	December 31, 2023
Rent <sup>3</sup>	187	143
Rates and taxes	99	60
Travelling and conveyance <sup>4</sup>	2,606	2,277
Electricity charges	306	280
Communication expenses <sup>5</sup>	333	523
Repairs and maintenance	1,435	1,332
Printing and stationery	50	54
Legal and professional fees <sup>6</sup>	1,210	658
Advertisement and business promotion	844	916
Bank and other charges	49	41
Directors' sitting fees and Commission	62	60
Insurance charges	167	174
Subcontracting charges	18,293	15,753
Life time expected credit loss <sup>7</sup>	340	500
Cost of Software Licenses <sup>8</sup>	4,610	3,144
Staff recruitment expenses	670	538
Miscellaneous expenses <sup>9,10</sup>	532	257
<b>Total</b>	<b>31,793</b>	<b>26,710</b>

## Note 25 Finance costs

	For the year ended	
	December 31, 2024	December 31, 2023
Interest on borrowings	10	25
Interest on lease liabilities	364	242
Others	286	111
<b>Total</b>	<b>660</b>	<b>378</b>

## Note 26 Depreciation and amortisation expense

	For the year ended	
	December 31, 2024	December 31, 2023
Depreciation of property, plant and equipment	1,050	1,119
Amortisation of RoU assets <sup>11</sup>	986	1,129
Amortisation of intangibles <sup>12</sup>	752	588
	<b>2,788</b>	<b>2,836</b>

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Notes:

1 includes loss of Rs. 7 million for the year ended December 31, 2023 and gain of Rs. 22 million for year ended December 31, 2024 transferred from the Foreign currency translation reserve (FCTR) to Profit & Loss on account of liquidation of Romania subsidiary and Russia subsidiary respectively.

2 Salary and allowances includes:

	For the year ended	
	December 31, 2024	December 31, 2023
Non-recurring Employee benefit and severance costs	465	66
Enterprise Resource Planning (ERP) Transformation cost	462	-
	<b>927</b>	<b>66</b>

Non-recurring Employee benefit and severance costs consists of provision for retirement benefits related to certain employees amounting to Rs. 424 million for the year ended December 31, 2024 and severance cost on certain positions being made redundant amounting to Rs. 41 million for the year ended December 31, 2024 and Rs. 66 million for the year ended December 31, 2023.

3 Rent

	For the year ended	
	December 31, 2024	December 31, 2023
Expense related to short-term leases	182	100
Expense related to low value asset	5	43
	<b>187</b>	<b>143</b>

4 includes Enterprise Resource Planning (ERP) Transformation cost of Rs. 25 million for the year ended December 31, 2024.

5 includes provision for onerous vendor contracts of Rs. 140 million for year ended December 31, 2023.

6 Legal and professional fees includes:

	For the year ended	
	December 31, 2024	December 31, 2023
Acquisition related costs	334	85
IPO related costs	9	-
Enterprise Resource Planning (ERP) Transformation cost	251	160
	<b>594</b>	<b>245</b>

7 includes specific provisions for customers of Rs. 323 million for the year ended December 31, 2023.

8 Cost of Software Licenses includes:

	For the year ended	
	December 31, 2024	December 31, 2023
Provision for onerous vendor contracts	-	59
Enterprise Resource Planning (ERP) Transformation cost	108	80
	<b>108</b>	<b>139</b>

9 includes provision for onerous vendor contracts related to a lease agreement of Rs. 96 million and Regulatory fees paid of Rs. 170 million for the year ended December 31, 2024.

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

10 includes CSR expenses of Rs. 165 million and Rs. 144 million for the year ended December 31, 2024 and December 31, 2023 respectively.

11 includes accelerated amortisation of RoU of certain offices leases on optimisation of Rs. 233 million for year ended December 31, 2023.

12 includes amortisation of intangible assets acquired in business combination of Rs. 743 million for the year ended December 31, 2024 and Rs. 571 million for the year ended December 31, 2023.

13 ^ value less than Rs. 0.5 million

## Note 27 Earnings per share (EPS)

	For the year ended	
	December 31, 2024	December 31, 2023
The components of basic and diluted EPS:		
Profit for the year attributable to Shareholders of the Company	11,764	9,976
Weighted average outstanding equity shares considered for basic EPS (Refer Note 16.7.2)	607,188,187	606,393,643
<b>Basic earnings per share</b>	<b>19.37</b>	<b>16.45</b>
Weighted average outstanding equity shares considered for basic EPS (Refer Note 16.7.2)	607,188,187	606,393,643
Add: Effect of dilutive issue of stock options (Refer Note 16.7.2)	2,598,588	1,505,696
Weighted average outstanding equity shares considered for diluted EPS (Refer Note 16.7.2)	609,786,775	607,899,339
<b>Diluted earnings per share</b>	<b>19.29</b>	<b>16.41</b>
Par value per share in Rs.	1.00	1.00

## Note 28 Related party disclosures

### Names of related parties

#### Holding Company of Hexaware Technologies Limited (control exists)

CA Magnum Holdings

#### Promoter Group Companies (control exists)

Hexaware Global Limited

#### Affiliate of Promoter

CA Sebright Investments<sup>1</sup>

Carlyle Investment Management, L.L.C

### Key Management Personnel (KMP)

#### Executive Director and CEO

R. Srikrishna

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Non-executive directors

Milind Sarwate  
 Larry Quinlan  
 Michael Bender (upto August 12, 2024)  
 Neeraj Bharadwaj  
 Sandra Joy Horbach  
 Julius Michael Genachowski  
 Lucia De Fatima Soares  
 Kapil Modi  
 Shawn Albert Devilla  
 Vivek Sharma (w.e.f August 13, 2024)  
 Sukanya Kripalu (w.e.f August 13, 2024)

	For the year ended	
	December 31, 2024	December 31, 2023
<b>Transactions</b>		
<b>Accrual of Share Based Cost</b>		
Hexaware Global Limited	74	180
<b>Recovery of cost from</b>		
CA Magnum Holdings <sup>3</sup>	329	-
<b>Software and consultancy income</b>		
Carlyle Investment Management, L.L.C	1,619	-
<b>Reimbursement of contract cost incurred</b>		
Carlyle Investment Management, L.L.C	795	-
<b>Remuneration to KMP and Directors</b>		
Short-term employee benefits	178	205
Post employment benefits	7	8
Share based payment	41	31
Commission and other benefits to non-executive directors	62	60

	As at	
	December 31, 2024	December 31, 2023
<b>Closing balances</b>		
Payable to / provision for KMP	120	120
Payable to Carlyle Investment Management, L.L.C (including accruals and advance billing)	159	-
Payable to Hexaware Global Limited (including accruals) <sup>2</sup>	-	276
Receivable from CA Magnum Holdings (including accruals) <sup>3</sup>	329	-

## Notes:

- 1 CA Sebright Investments ('CAS') being the affiliate of promoter, has covered certain identified employees of the Group under the Multiple Of Invested Capital (MOIC) plan, under which direct payments will be made upon satisfaction of specified conditions therein, at their discretion. The MOIC Plan was approved by the Board of Directors of the Company on May 3, 2022. There is no financial impact / burden to the Group for the payments to be made pursuant to MOIC.
- 2 During the year ended December 31, 2024, ESOP plan of Group Company is discontinued and replaced with ESOP plan issued by the company, hence cumulative liability on the date of replacement is transferred to share options outstanding account.
- 3 Transactions for the year ended December 31, 2024 and Balance as at December 31, 2024 represents expenses incurred in relation to IPO that are recoverable by the Group from the selling shareholder.

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 29 Financial Instruments

A The carrying value / fair value of financial instruments by categories as at December 31, 2024 is as follows:

	Amortized cost	Fair value through profit and loss	Fair value through other comprehensive income	Derivative instrument in hedging relationship	Total carrying / fair value <sup>1</sup>
Cash and cash equivalents	19,766	-	-	-	19,766
Other bank balances	106	-	-	-	106
Trade receivables - Billed	12,914	-	-	-	12,914
Trade receivables - Unbilled	6,841	-	-	-	6,841
Other financial assets	1,277	-	-	89	1,366
Investments in equity shares	-	-	4	-	4
<b>Total</b>	<b>40,904</b>	<b>-</b>	<b>4</b>	<b>89</b>	<b>40,997</b>
Trade payables	9,140	-	-	-	9,140
Lease liabilities	5,742	-	-	-	5,742
Other financial liabilities	7,573	4,123	-	589	12,285
<b>Total</b>	<b>22,455</b>	<b>4,123</b>	<b>-</b>	<b>589</b>	<b>27,167</b>

The carrying value / fair value of financial instruments by categories as at December 31, 2023 is as follows:

	Amortized cost	Fair value through profit and loss	Fair value through other comprehensive income	Derivative instrument in hedging relationship	Total carrying / fair value <sup>1</sup>
Cash and cash equivalents	17,734	-	-	-	17,734
Other bank balances	103	-	-	-	103
Investments in mutual fund units	-	2,506	-	-	2,506
Trade receivables - Billed	13,863	-	-	-	13,863
Trade receivables - Unbilled	4,595	-	-	-	4,595
Other financial assets	665	-	-	110	775
Investments in equity shares	-	-	4	-	4
<b>Total</b>	<b>36,960</b>	<b>2,506</b>	<b>4</b>	<b>110</b>	<b>39,580</b>
Trade payables	6,595	-	-	-	6,595
Lease liabilities	3,936	-	-	-	3,936
Other financial liabilities	6,722	-	-	233	6,955
<b>Total</b>	<b>17,253</b>	<b>-</b>	<b>-</b>	<b>233</b>	<b>17,486</b>

### Notes:

- 1 Carrying amount of cash and cash equivalents, other bank balances, trade receivables, unbilled revenue, other financial assets, borrowings, trade payables 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 year presented.



# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## B 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, 2024:

	Level I	Level II	Level III	Total
Investments in equity shares	-	-	4	4
Derivative financial assets	-	89	-	89
	-	<b>89</b>	<b>4</b>	<b>93</b>
Derivative financial liabilities	-	589	-	589
Contingent consideration	-	-	4,123	4,123
	-	<b>589</b>	<b>4,123</b>	<b>4,712</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, 2023:

	Level I	Level II	Level III	Total
Mutual fund units	2,506	-	-	2,506
Investments in equity shares	-	-	4	4
Derivative financial assets	-	110	-	110
	<b>2,506</b>	<b>110</b>	<b>4</b>	<b>2,620</b>
Derivative financial liabilities	-	233	-	233
	-	<b>233</b>	-	<b>233</b>

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Valuation Technique

Investment in mutual funds is measured at the NAV declared by the mutual fund. Derivatives are measured basis the counter-party quotes obtained. Cost of investments in equity shares is considered to be representative of fair value.

Significant unobservable inputs used in level III fair values:

Type	Valuation Technique	Significant unobservable inputs	Inter relationship between significant unobservable inputs and fair value measurement
Contingent consideration	Discounted cash flow: The valuation model considers the present value of expected payment discounted using a risk adjusted discount rate. The expected payment is determined by considering the possible scenarios of forecast Revenue, Gross Profit and the amount to be paid under each scenario and the probability of each scenario.	1. Forecasted Revenue and Gross Profit 2. Risk Adjusted Discount rate	Any change (increase/decrease) in the significant unobservable inputs would entail corresponding change in contingent consideration payable

## Movement of contingent consideration payable

For the year ended  
December 31, 2024

<b>Balance at the beginning of the year</b>	-
Add: Recognised during the year (Refer to note 8)	3,857
Add: Interest on contingent consideration	159
Add: Exchange rate difference	107
<b>Balance at the end of the year</b>	<b>4,123</b>

## C 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.

### (i) Geographic and client concentration risk

During the year ended December 31, 2024, Americas contributed 74.0% (December 31, 2023 - 71.5%) 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.

During the year ended December 31, 2024, 35.8% (December 31, 2023 - 35.5%) of the revenue for the year is generated from top 10 clients. 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.

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

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.

## (ii) Credit Risk

Since most of Group's 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 as below:

	December 31, 2024	December 31, 2023
Trade receivables - Billed (Gross)	13,665	14,753
Trade receivables - Unbilled	6,841	4,595
Contract Assets	2,776	643

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 life time expected credit loss.

Top 10 customer dues contribute 29.6% of the total outstanding as at December 31, 2024 (December 31, 2023 - 35.0%)

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.

## (iii) 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 Board who 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.

The following table analyses foreign currency risk from financial instruments:

As at December 31, 2024	Net financial assets	Net financial liabilities	Net assets
USD	14,109	8,726	5,383
EUR	1,010	624	386
GBP	636	617	19
Others <sup>1</sup>	2,267	298	1,969

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

As at December 31, 2023	Net financial assets	Net financial liabilities	Net assets/ (liabilities)
USD	16,638	4,651	11,987
EUR	815	909	(94)
GBP	673	601	72
Others <sup>1</sup>	1,913	75	1,838

10% depreciation/appreciation of the respective foreign currencies vis-a-vis functional currency of the Holding Company would result in the increase/ decrease in groups's profit before tax approximately by Rs. 776 million for the year ended December 31, 2024 and Rs. 1,380 million for the year ended December 31, 2023.

## Notes:

- Others include currencies such as Singapore Dollars, Canadian Dollars, United Arab Emirates Dirhams, Philippine Pesos, Japanese Yen, Australian Dollars etc.

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 Group had outstanding hedging instrument in the form of foreign currency forward contracts as at:

## Currency hedge (sell contracts)

	As at	
	December 31, 2024	December 31, 2023
USD	449	337
EURO	32	18
GBP	46	54

The weighted average forward rate for the hedges outstanding are given below. The hedges mature over eight quarters.

	As at	
	December 31, 2024	December 31, 2023
USD	86.37	84.69
EURO	95.30	93.40
GBP	109.09	105.54

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 Rs. 565 million for the year ended December 31, 2024 and Rs. 441 million for the year ended December 31, 2023.

The movement in accumulated other comprehensive income on account of derivatives designated as cash flow hedges is as under:

	For the year ended	
	December 31, 2024	December 31, 2023
Balance at the beginning of the year	(71)	(255)
Less: Net gain/loss transferred to statement of profit or loss on occurrence of forecasted hedge transaction	71	(54)
Add: Changes in the fair value of the effective portion of outstanding cash flow hedges	(436)	282
Less: Deferred tax	73	(44)
Balance at the end of the year	(363)	(71)

There were no material hedge ineffectiveness for the year ended December 31, 2024 and December 31, 2023.

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## (iv) 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 Group'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.

The Group's total cash, bank balance and current investments and its % to total assets as at respective year is as below:

	December 31, 2024	December 31, 2023
Total Cash, Bank Balance and current investments	19,923	20,403
Total Assets	89,945	72,021
% to Total Assets	22.15%	28.33%

## Contractual Maturity of financial liabilities

As at December 31, 2024	Less than 1 year	1-2 years	3-5 years	Beyond 5 years	Total
Lease Liabilities (undiscounted)	1,419	1,275	3,043	1,598	7,335
Trade and other payables	9,140	-	-	-	9,140
Foreign currency derivative liabilities	369	220	-	-	589
Others (Refer to note 17)	9,693	2,003	-	-	11,696
<b>Total</b>	<b>20,621</b>	<b>3,498</b>	<b>3,043</b>	<b>1,598</b>	<b>28,760</b>

As at December 31, 2023	Less than 1 year	1-2 years	3-5 years	Beyond 5 years	Total
Lease Liabilities (undiscounted)	1,132	916	1,697	1,491	5,236
Trade and other payables	6,595	-	-	-	6,595
Foreign currency derivative liabilities	169	64	-	-	233
Others (Refer to note 17)	6,620	102	-	-	6,722
<b>Total</b>	<b>14,516</b>	<b>1,082</b>	<b>1,697</b>	<b>1,491</b>	<b>18,786</b>

## 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 Group. The balance with banks is in the form of fixed interest rate deposits.

## Capital management

The Company's objective for capital management is to maximize shareholder value, safeguard business continuity and support the growth of the Company. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The Company is not subject to any externally imposed capital requirements.



# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 30 Share Based Compensation

- a) The Nomination and Remuneration Committee ('Committee') of the Group administers the stock options plans viz. ESOP 2008, 2015 and 2024 plan. Under the plans, the employees of the Holding Company as well as its subsidiaries are granted options/ Restricted Stock Units (RSUs) entitling them to one equity share of face value of Rs. 1 each for each option/RSU granted. Exercise price is the price determined by the Committee. The options / RSUs vest over a period of 1 to 6 years from the date of grant which could be time based, performance based or event based. The maximum time available to exercise upon vesting is 3 years.
- b) The particulars of number of options/RSUs granted and lapsed under the aforementioned Schemes are tabulated below. Refer Note 16.7.2 for information on share split.

### As at December 31, 2024

Particulars	ESOP - 2008		ESOP - 2015		ESOP - 2024		Total	
	Options / RSUs (nos.)	Weighted ex. Price per share (Rs.)	Options / RSUs (nos.)	Weighted ex. Price per share (Rs.)	Options / RSUs (nos.)	Weighted ex. Price per share (Rs.)	Options / RSUs (nos.)	Weighted ex. Price per share (Rs.)
Outstanding at the beginning of the year	4,464	1.00	1,087,906	1.00	-	-	1,092,370	1.00
Granted during the year	-	-	-	-	21,526,100	383.00	21,526,100	383.00
Exercised during the year	4,464	1.00	722,622	1.00	-	-	727,086	1.00
Lapsed during the year	-	-	117,860	1.00	687,800	382.50	805,660	326.69
Outstanding at the year end	-	-	247,424	1.00	20,838,300	383.01	21,085,724	378.53
Exercisable as at the year end	-	-	247,424	1.00	-	-	247,424	1.00

### As at December 31, 2023

Particulars	ESOP - 2008		ESOP - 2015		Total	
	Options / RSUs (nos.)	Weighted ex. Price per share (Rs.)	Options / RSUs (nos.)	Weighted ex. Price per share (Rs.)	Options / RSUs (nos.)	Weighted ex. Price per share (Rs.)
Outstanding at the beginning of the year	12,500	1.00	4,247,446	1.00	4,259,946	1.00
Granted during the year	-	-	-	-	-	-
Exercised during the year	4,762	1.00	2,619,494	1.00	2,624,256	1.00
Lapsed during the year	3,274	1.00	540,046	1.00	543,320	1.00
Outstanding at the year end	4,464	1.00	1,087,906	1.00	1,092,370	1.00
Exercisable as at the year end	4,464	1.00	811,968	1.00	816,432	1.00

- c) The weighted average share price of options/RSUs exercised on the date of exercise was Rs. 387.34 per share for the year ended December 31, 2024 and Rs. 382.5 per share for the year ended December 31, 2023.
- d) Range of exercise price and weighted average remaining contractual life (in months) for the options/RSUs outstanding:

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

Range of exercise price	December 31, 2024		December 31, 2023	
	Options / RSUs (nos.)	Life	Options / RSUs (nos.)	Life
1.00	247,424	6.9	1,092,370	12
382.50	20,613,800	45.3	-	-
430.00	224,500	64.5	-	-
<b>Total</b>	<b>21,085,724</b>		<b>1,092,370</b>	

- e) The fair values of the options granted in year 2024 are determined using Black Scholes Option pricing model using following assumptions:

Particulars	Year 2024
Weighted Average fair value (Rs.)	65.87
Weighted Average share price (Rs.)	298.28
Dividend Yield (%)	2.50
Expected Life (years)	2.50 - 4.50
Risk free interest rate (%)	4.45
Volatility (%)	36.59 - 45.53

The expected volatility is determined based on historical volatility during a period equivalent to the expected term of options granted.

- f) During the year ended December 31, 2023, the Group modified the restricted stock unit (RSU) scheme and provided a one-time option in respect of certain grants for RSU holder to surrender RSU against a cash payment of Rs. 381.5/- per RSU ('offer price'). Total of 501,524 RSUs were surrendered by the employees. Total cash paid by the Group is Rs. 190 million.

- Incremental cost recorded in the statement of profit and loss of Rs. 47 million, for excess of offer price of Rs. 381.5/- over fair value on date of modification.
- 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 Rs. 34 million was recorded in the equity.

The fair value on the date of modification was 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.

- g) The Ultimate Holding company Hexaware Global Limited (earlier known as CA Campine Limited) had granted ESOP to employees of the Company. The said grants allowed eligible employee to opt for one share of Hexaware Global Limited for each option held upon vesting which could be time based, performance based or event based. The exercise price for the option was USD 7 per share, weighted average estimated fair value was approximately USD 1.10 per option and remaining weighted average life was approximately 50 months.

The Company has recognized Rs. 74 million as estimated cost for such ESOPs granted in the statement of profit and loss during the year ended December 31, 2024 and Rs. 180 million during the year ended December 31, 2023.

In May'24, Hexaware Global Limited's ESOP plan was cancelled and was replaced by granting options of Hexaware Technologies Limited. The said grants will allow eligible employee to opt for one share of Hexaware Technologies Limited for each option held upon vesting which could be time based, performance based or event based. Refer note 30 (b) to 30 (e) for details.

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 31 Employee benefit plans

### 31.1 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 used to pay 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.

During the year ended December 31, 2024, the company has filed application for surrender of the trust. Entire amount payable towards Provident fund including interest has been paid to EPFO. The closure application is under process. From March'24 onwards, in respect of all employees contribution is being made to the the Government administered Employee Provident and Pension Fund.

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.

The Group has recognized expenses towards contributions to provident and other funds and superannuation fund as follows:

	For the year ended	
	December 31, 2024	December 31, 2023
Contributions to provident and other funds	1,294	1,265
Contributions to superannuation fund	65	72

The Group has contributed towards various other defined contributions plans and benefits of subsidiaries located outside India as per laws of the respective country as follows:

	For the year ended	
	December 31, 2024	December 31, 2023
Other defined contributions plans and benefits of subsidiaries located outside India	2,621	2,189

### 31.2 Gratuity Plan

The Group makes annual contribution to the Employee's Company Gratuity Assurance Scheme, administered by the Life Insurance Corporation of India ('LIC') and Aditya Birla Sunlife Insurance Company Ltd, 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.

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

The following table sets out the status of the gratuity plan:

Particulars	For the year ended	
	December 31, 2024	December 31, 2023
<b>Change in Defined Benefit Obligation</b>		
<b>Opening defined benefit obligation</b>	<b>1,147</b>	<b>915</b>
Addition due to business combination (Refer to Note 8)	14	-
Current service cost	284	237
Past service cost	4	-
Interest cost	75	61
Adjustment for remeasurement of defined benefit plan		
- Actuarial loss/(gains) arising from change in financial assumptions	53	28
- Actuarial loss/(gains) arising from change in demographical assumptions	-	-
- Actuarial loss/(gains) arising on account of experience changes	(9)	17
Benefits paid	(90)	(111)
<b>Closing defined benefit obligation (A)</b>	<b>1,478</b>	<b>1,147</b>
<b>Change in the Fair Value of Assets</b>		
<b>Opening fair value of plan assets</b>	<b>316</b>	<b>363</b>
Interest on plan assets	32	24
Remeasurement due to actual return on plan assets less interest on plan assets	17	(2)
Contribution by employer	424	42
Benefits paid	(90)	(111)
<b>Closing fair value of plan assets (B)</b>	<b>699</b>	<b>316</b>
<b>Net liability as per actuarial valuation (A-B)</b>	<b>779</b>	<b>831</b>
<b>Expense charged to statement of profit and loss:</b>		
Current service cost	284	237
Past service cost	4	-
Net Interest on defined benefit plan	43	37
<b>Total included in Employee benefits expense</b>	<b>331</b>	<b>274</b>
<b>Amount recognised in other comprehensive income:</b>		
Remeasurement of defined benefit plan due to -		
- changes in financial assumptions	53	28
- changes in demographical assumptions	-	-
- Experience adjustments	(9)	17
- Actual return on plan assets less interest on plan assets	(17)	2
<b>Total amount recognised in other comprehensive income</b>	<b>27</b>	<b>47</b>
<b>Actual return on plan assets</b>	<b>49</b>	<b>22</b>
<b>Category of assets - Insurer Managed Funds<sup>#</sup></b>	<b>699</b>	<b>316</b>

<sup>#</sup> Since the investments are held in the form of deposit with the Insurer managed funds, these are not volatile, the market value of assets is the cost value of assets and has been accordingly considered for the above disclosures.

The Group is expected to contribute Rs. 460 million to gratuity funds for the next year.

## Financial assumptions at the valuation date

	For the year ended	
	December 31, 2024	December 31, 2023
Discount rate*	6.85% to 6.96%	7.20%
Rate of increase in compensation levels of covered employees**	7.5% to 10%	7.5% to 10%

\* 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.

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

The following table summarises the impact in percentage terms on the reported defined benefit obligation at the end of the reporting year arising on account of an increase or decrease in the reported assumption by 50 basis points:

Impact on defined benefit obligation	December 31, 2024	
	Discount Rate	Salary Escalation Rate
Increase in 50 bps	-2.45% to -3.03%	2.53% to 3.16%
Decrease in 50 bps	2.57% to 3.20%	-2.43% to -3.02%

Impact on defined benefit obligation	December 31, 2023	
	Discount Rate	Salary Escalation Rate
Increase in 50 bps	-2.46 % to -3.09%	2.54% to 3.01%
Decrease in 50 bps	2.58% to 3.27%	-2.45% to -2.92%

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	December 31, 2024	December 31, 2023
	Rupees million	Rupees million
Year 1	264	218
Year 2	243	168
Year 3	217	177
Year 4	209	157
Year 5	173	143
Thereafter	1,196	915
Weighted average duration to the payment of these cash flows	5.05 years to 6.23 years	5.08 years to 6.36 years

## Note 32 Segment disclosures

**32.1** The reportable operating 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. Following are the operating segments:

- i) Travel and Transportation (T & T)
- ii) Financial Services (FS)
- iii) Banking
- iv) Healthcare and Insurance (H & I)
- v) Hi-Tech and Professional Services (HTPS)
- vi) Manufacturing and Consumer (M & C)



# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

Segment results for the year ended December 31, 2024

	T & T	FS	Banking	H & I	HTPS	M & C	Total
Revenue	9,645	34,131	10,305	25,341	20,672	19,650	119,744
Expenses	(5,781)	(23,457)	(6,482)	(15,865)	(12,612)	(12,431)	(76,628)
Segment profit	<b>3,864</b>	<b>10,674</b>	<b>3,823</b>	<b>9,476</b>	<b>8,060</b>	<b>7,219</b>	<b>43,116</b>
Less: Depreciation and amortisation							(2,788)
Add: Exchange rate differences (net)							190
Less: Unallocated corporate expenses							(24,814)
Add: Other income (Excluding exchange rate differences)							559
Less: Finance costs							(660)
<b>Profit before tax</b>							<b>15,603</b>
Less: Tax expense							(3,863)
<b>Profit after tax</b>							<b>11,740</b>

Segment results for the year ended December 31, 2023\*

	T & T	FS	Banking	H & I	HTPS	M & C	Total
Revenue	8,392	28,264	9,445	22,516	16,638	18,548	103,803
Expenses	(4,943)	(18,608)	(5,766)	(14,327)	(9,892)	(11,854)	(65,390)
Segment profit	<b>3,449</b>	<b>9,656</b>	<b>3,679</b>	<b>8,189</b>	<b>6,746</b>	<b>6,694</b>	<b>38,413</b>
Less: Depreciation and amortisation							(2,836)
Add: Exchange rate differences (net)							(136)
Less: Unallocated corporate expenses							(22,602)
Add: Other income (Excluding exchange rate differences)							224
Less: Finance costs							(378)
<b>Profit before tax</b>							<b>12,685</b>
Less: Tax expense							(2,709)
<b>Profit after tax</b>							<b>9,976</b>

## Notes:

\*During the period ended June 30, 2024, there has been internal organization realignment, which has led to change in the calculation of Segment revenue & Segment Profit. Accordingly previous period numbers have been restated to confer the current reporting structure.

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## 32.2 Geographic disclosures<sup>4</sup>

(a) The Group's primary source of revenue is from customers in United States of America & United Kingdom.

Geography	For the year ended	
	December 31, 2024	December 31, 2023
Americas <sup>1</sup>	88,567	74,191
Europe <sup>2</sup>	23,922	22,897
Asia Pacific <sup>3</sup>	7,255	6,715
<b>Total</b>	<b>119,744</b>	<b>103,803</b>

(b) Management believes that it is currently not practicable to provide disclosure of geographical location wise assets, since the meaningful segregation of the available information is onerous.

**32.3** None of the customers accounted for more than 10% of the Group's revenue during the year ended December 31, 2024 and December 31, 2023.

## Note 33 Relationship with the struck off companies

Name of struck off company	Nature of Transaction	Transactions during the year ended December 31, 2024	Balance outstanding As at December 31, 2024	Transactions during the year ended December 31, 2023	Balance outstanding As at December 31, 2023
Mascon Global Limited	Shareholders - Interim dividend	^	^	^	^
Vaishak Shares Limited	Shareholders - Interim dividend	^	-	^	^
Home Trade Limited	Shareholders - Interim dividend	^	1	^	1
Hundalani Finance And Leasing Company Limited	Shareholders - Interim dividend	^	-	^	-
Idafa Investments Private Ltd	Shareholders - Interim dividend	^	^	^	^
Axenix Water Private Limited	Receipt of services	-	-	^	^
Unicon Fincap Private Limited	Shareholders - Interim dividend	^	^	^	^
Skan Packaging and investments Pvt Ltd	Shareholders - Interim dividend	-	^	^	^
S R K Enterprises Private Ltd	Shareholders - Interim dividend	^	-	-	-

### Notes:

1 is substantially related to operations in United States of America.

2 is substantially related to operations in United Kingdom.

3 is substantially related to operations in India.

4 During the period ended June 30, 2024, there has been internal organization realignment. Accordingly previous period numbers for geographic disclosure have been restated.

5 ^ value less than Rs. 0.5 million

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 34

### Supplementary Information - Extract of statement of Profit and Loss (before other comprehensive income) in USD million

	For the year ended	
	December 31, 2024	December 31, 2023
<b>INCOME</b>		
Revenue from operations	1,428.9	1,256.4
Other income <sup>1</sup>	9.0	1.0
<b>TOTAL INCOME</b>	<b>1,437.9</b>	<b>1,257.4</b>
<b>EXPENSES</b>		
Employee benefits expense <sup>2,3</sup>	831.3	741.8
Finance costs	7.9	4.6
Depreciation and amortisation expense <sup>5</sup>	33.3	34.3
Other expenses <sup>4</sup>	379.4	323.3
<b>TOTAL EXPENSES</b>	<b>1,251.9</b>	<b>1,104.0</b>
<b>PROFIT BEFORE TAX</b>	<b>186.0</b>	<b>153.4</b>
Tax expense	45.9	32.8
<b>PROFIT FOR THE YEAR</b>	<b>140.1</b>	<b>120.6</b>

Note: The audited financial statements for the year ended 31 December 2023 were translated in US dollars using the year end closing rate (FEDAI rate of USD 1 = Rs. 83.21).

The Consolidated Financial Statements have been prepared in Indian rupees, the national currency of India and the functional currency of the Holding Company. For the purpose of alignment with internal reporting, instead of the supplementary information mentioned above, certain financial information consisting of extract of the Statement of Profit and Loss (before other comprehensive income) as included in the table above, has been translated into United States dollars using the monthly closing exchange rate (mentioned in table below) as published by FEDAI and included in the Consolidated financial statements. The Consolidated Financial Statements, have been prepared with reference to rates, where applicable, in accordance with requirements of Ind AS 21.

Monthly closing rates published by FEDAI:	2024	2023
January	83.0475	81.9250
February	82.9175	82.6700
March	83.4050	82.1700
April	83.4300	81.8300
May	83.4675	82.7275
June	83.3875	82.0425
July	83.7250	82.2500
August	83.8675	82.7900
September	83.7975	83.0450
October	84.0800	83.2550
November	84.4875	83.4000
December	85.6200	83.2125

#### Notes:

- 1 includes exchange gain of USD 2.3 million for the year ended December 31, 2024 and exchange loss of USD 1.7 million for the year ended December 31, 2023.
- 2 includes Employee stock option compensation cost of USD 4.2 million and USD 3.2 million for the year ended December 31, 2024 and December 31, 2023 respectively.

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

3 Employee benefits expense includes:

	For the year ended	
	December 31, 2024	December 31, 2023
Non-recurring Employee benefit and severance costs	5.6	0.8
Enterprise Resource Planning (ERP) Transformation cost	5.5	-
<b>Total</b>	<b>11.1</b>	<b>0.8</b>

4 Other expenses includes:

	For the year ended	
	December 31, 2024	December 31, 2023
Specific provisions for customers and onerous vendor contracts	1.2	6.3
Enterprise Resource Planning (ERP) Transformation cost	4.6	2.9
Acquisition related costs	4.0	1.0
IPO Related Costs	0.1	-
Regulatory Fees paid	2.0	-
<b>Total</b>	<b>11.9</b>	<b>10.2</b>

5 Depreciation and amortisation expense includes:

	For the year ended	
	December 31, 2024	December 31, 2023
Amortisation of intangible assets acquired in business combination	8.9	6.9
Accelerated amortisation of RoU of certain offices leases on optimisation	-	2.8
<b>Total</b>	<b>8.9</b>	<b>9.7</b>

## Note 35 Capital commitments & Contingencies

### a Capital commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) as at December 31, 2024 is Rs. 951 million and Rs. 1,078 million as at December 31, 2023.

### b Contingencies

	As at	
	December 31, 2024	December 31, 2023
Disputed Liabilities not provided for		
a) Income Tax	-	10
b) Claims against the Group not acknowledged as debts (Gross of tax) <sup>1</sup>	-	28

The above does not include obligations resulting from customer claims, employee claims, show cause 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.

<sup>1</sup> During the year ended December 31, 2024, the Group has fully provided for claims against the group acknowledged as debts which was disclosed as contingent as on December 31, 2023.

# Notes forming part of Consolidated Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 36 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 end of the reporting year, 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** No funds have been advanced / loaned / invested (from borrowed funds or from share premium or from any other sources / kind of funds) by the Company or its Indian subsidiary to any other person(s) or entity(ies), including foreign entities (Intermediaries), with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- No funds have been received by the Company or its Indian subsidiary from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- C Borrowings:**  
Company has term loan and working capital facility repayable on demand, which is secured by way of charge on the specified current assets of Hexaware Technologies Inc. The interest rate is SOFR+1.05% on working capital facility. Company has availed and repaid borrowing during the year presented in Consolidated Financial Statements.
- D** 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.
- E Initial Public Offer**  
Subsequent to December 31, 2024, the Company has completed an Initial Public Offer ("IPO") of 123,720,440 equity shares of face value of Re. 1 each aggregating to Rs. 87,500 million as an offer for sale by selling shareholder. The equity shares of the Company were listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") from February 19, 2025. The Company has not received any proceeds from the offer and all such proceeds (net of any offer related expenses which are borne by selling shareholder) have gone to the selling shareholder. The offer has been authorised by a resolution by our Board of Directors dated September 06, 2024.
- F Material events after Balance Sheet date:**  
There is no significant event after reporting date which requires amendments or disclosure to these consolidated financial statements.
- G Approval of the consolidated financial statements:**  
The consolidated financial statements were approved for issue by the Board of Directors on March 06, 2025.

As per our report of even date attached

**For B S R & Co. LLP**

Chartered Accountants

Firm's registration number: 101248W/W-100022

**Jaclyn Desouza**

**Partner**

Membership number: 124629

Place: Rovaniemi

Date: March 07, 2025

**For and on behalf of the Board of Directors of HEXAWARE TECHNOLOGIES LIMITED**

CIN: U72900MH1992PLC069662

**R. Srikrishna**

**CEO & Executive Director**

DIN 03160121

Place: Mumbai

Date: March 06, 2025

**Vikash Kumar Jain**

**Chief Financial Officer**

Place: Mumbai

Date: March 06, 2025

**Neeraj Bharadwaj**

**Director**

DIN 01314963

Place: Palo Alto

Date: March 06, 2025

**Gunjan Methi**

**Company Secretary**

Place: Mumbai

Date: March 06, 2025

**Kapil Modi**

**Director**

DIN 07055408

Place: Mumbai

Date: March 06, 2025



# 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 2024, 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 material accounting policies and other explanatory information.

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 2024, and its profit and other comprehensive loss, 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 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 on the standalone financial statements.

### Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Key audit matter**

**Revenue recognition – Fixed price contracts where revenue is recognized using percentage of completion method.**

**Refer Note 2.4 of material accounting policies to standalone financial statements**

The key audit matter	How the matter was addressed in our audit
<p>The Company inter alia engages in Fixed-price contracts where performance obligations are satisfied over a period of time and revenue is recognized using the percentage of completion computed as per the input method based on the Company's estimate of efforts.</p> <p>We identified revenue recognition of Fixed-price contracts where the percentage of completion is used as a key audit matter since –</p> <ul style="list-style-type: none"> <li>• there is an inherent risk and presumed fraud risk of revenues recognised considering the customised and complex nature of these contracts.</li> <li>• Revenue recognition in such contracts involves key judgments and estimates relating to identification of distinct performance obligations, determination of transaction price for such performance obligations and estimation of future efforts of completion which is used to determine the percentage of completion of the relevant performance obligation.</li> <li>• These contracts may involve onerous obligations which requires critical assessment of foreseeable losses to be made by the Company.</li> </ul>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Obtained an understanding of the systems, processes and controls implemented by the Company for revenue recognition on Fixed-price contracts.</li> <li>• Involved our Information Technology (IT) specialists, as required: <ul style="list-style-type: none"> <li><input type="checkbox"/> Assessed the IT environment in which the business systems operate and tested system controls over computation of revenue recognised;</li> <li><input type="checkbox"/> Tested the IT controls over appropriateness of efforts and revenue reports generated by the system.</li> </ul> </li> <li>• Tested the design and operating effectiveness of internal controls relating to <ul style="list-style-type: none"> <li><input type="checkbox"/> Recording of the contract value, determining the transaction price to be allocated to performance obligations, measurement of efforts incurred and estimation of efforts required to complete the remaining performance obligations and appropriateness of revenue recognition.</li> <li><input type="checkbox"/> Management review and approval of efforts estimates and any changes to the same over the contract period.</li> </ul> </li> <li>• On selected specific and statistical samples of contracts, we tested that the revenue recognised is in accordance with the revenue recognition accounting standard, including: <ul style="list-style-type: none"> <li><input type="checkbox"/> evaluated the identification of performance obligations;</li> <li><input type="checkbox"/> considered the terms of the contracts to determine the transaction price,</li> <li><input type="checkbox"/> tested the allocation of transaction price to the performance obligations;</li> <li><input type="checkbox"/> tested the Company's calculation of efforts incurred and estimation of contract efforts including estimation of onerous obligations, if any; and</li> <li><input type="checkbox"/> performed a retrospective analysis by comparing revised efforts with estimated efforts at inception of contract to identify and test the appropriateness of significant variations in estimated efforts with the underlying documentation and approvals.</li> </ul> </li> <li>• Assessed the appropriateness of the related disclosures in the consolidated financial statements.</li> </ul>

**Other Information**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the Management discussion and analysis and Board report, but does not include the financial statements and auditor's report thereon, which we obtained prior to the date of this auditor's report, and the Annual report, which is expected to be made available to us after that date.

Our opinion on the standalone financial statements does not cover the other information and we do not and will 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 identified above 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 on the other information that we obtained prior to the date of this auditor's report, 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.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

### **Management's and Board of Directors' Responsibilities 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 the 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 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 in preparation of standalone 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 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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 Matter

- We draw attention to Note 35 of the Standalone financial statements, for the period ended 31 December 2024, the Company translated certain financial information consisting of extract of the Statement of Profit and Loss (before other comprehensive income) using the monthly closing exchange rate as published by FEDAI for the purposes of alignment with internal reporting. Thus the Standalone financial statements contains supplementary

information - extract of Statement of Profit and Loss (before other comprehensive income). We have audited the translation of extract of statement of profit and loss (before other comprehensive income) presented in Indian Rupee into United States Dollars on the basis set forth in Note 35 to the Standalone financial statements.

Our opinion is not modified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India 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.
- As required by Section 143(3) of the Act, we report that:
  - 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.
  - 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 except for the certain matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - 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.
  - In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
  - On the basis of the written representations received from the directors as on 31 December 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 December 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) and paragraph 2B(f) below on

reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

- g. With respect to the adequacy of the internal financial controls with reference to 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 Auditor's 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:
  - a. The Company has disclosed the impact of pending litigations as at 31 December 2024 on its financial position in its standalone financial statements - Refer Note 34 to the standalone financial statements.
  - b. 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 37A to the standalone financial statements.
  - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - d (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 37B to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 38B to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
  - e. The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with Section 123 of the Act.
  - f. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting software, which along with an access management tool, as applicable for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software and we did not come across any instance of audit trail feature being tampered with.
    - i. At the application level for accounting software which is used for processing Project billing the audit trail was not enabled for the period till April 2024. Further in absence of monitoring over audit trail feature within the database till November 2024, we are unable to comment whether audit trail at the database level of the said software was enabled and operated till November 2024.



- ii. At the application level for the software used for maintaining general ledger for certain tables relating to master data audit trail was not enabled. Further, In the absence of change log over audit trail feature at the application level, we are unable to comment whether audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software.

- A. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid 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 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) of the Act which are required to be commented upon by us.

For **BSR & Co. LLP**  
**Chartered Accountants**  
 Firm's Registration  
 No.:101248W/W-100022

**Jaclyn Desouza**  
**Partner**

Place: Rovaniemi  
 Date: 07 March 2025

Membership No.: 124629  
 ICAI UDIN:25124629BMOQGZ7069

## Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Hexaware Technologies Limited for the year ended 31 December 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Net carrying value (Rs. In million)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Leasehold land at Nagpur	74	Maharashtra Airport Development Company Limited (MADC), Nagpur	No	November 2007	Lease deed is being executed.

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company is a service company, primarily rendering information technology services. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided any guarantee or security to firms and limited liability partnership during the year. The Company has not granted any loans or advances in the nature of loans, secured or unsecured to companies or firms or limited liability partnership or any other parties during the year. The Company has made investments and provided guarantees to companies or any other parties, in respect of which the requisite information is as below.

- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided guarantee to any other entities as below:

Particulars	Guarantees (Rs. in Million)
Aggregate amount during the year	171
Subsidiaries*	
Joint ventures*	
Associates*	
Others	
Balance outstanding as at balance sheet date	3,082
Subsidiaries*	
Joint ventures*	
Associates*	
Others	

\*As per the Companies Act, 2013

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made and guarantees provided during the year, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the company has not given any loans or advance in the nature of loan to any party during the year and there are no existing loan or advances in the nature of loan. Accordingly, provisions of clause 3(iii)(c) to 3(iii)(f) of the Order is not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made or guarantee provided by the Company, in our opinion the provisions of Section 185 and 186 of the Act have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the products manufactured by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other material statutory dues in arrears as at 31 December 2024 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Income-Tax which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (Rs. in Million)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund	261	2017 to 2020	Central Government Industrial Tribunal- cum- Labour Court	
Central/State Goods & Services Tax Act, 2017	Goods & Service Tax	11	July 2017 to March 2018	Commissioner Appeals	
Central/State Goods & Services Tax Act, 2017	Goods & Service Tax	33	April 2019 to March 2020	Deputy Commissioner Appeals	
Income Tax Act, 1961	Income Tax	-	Assessment Year 2014 - 15	Commissioner Appeals	
Income Tax Act, 1961	Income Tax	389	Assessment Year 2020 - 21	Commissioner Appeals	

Amounts less than INR 1 million are reported as '0'.

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of 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, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in annual report is expected to be made available to us after the date of this auditor's report.
- (xx) (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
- (b) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any ongoing project.
- Accordingly, clause 3(xx)(b) of the Order is not applicable.

For **BSR & Co. LLP**  
**Chartered Accountants**  
 Firm's Registration  
 No.:101248W/W-100022

**Jaclyn Desouza**  
**Partner**

Place: Rovaniemi  
 Date: 07 March 2025

Membership No.: 124629  
 ICAI UDIN:25124629BMOQGZ7069



## **Annexure B to the Independent Auditor's Report on the standalone financial statements of Hexaware Technologies Limited for the year ended 31 December 2024**

**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 Act**

**(Referred to in paragraph 2(A)(g) 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 financial statements of Hexaware Technologies Limited ("the Company") as of 31 December 2024 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 financial statements and such internal financial controls were operating effectively as at 31 December 2024, based on the internal financial controls with reference to 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 and Board of Directors' Responsibilities 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 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 Act.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with

the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to 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 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 financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 financial statements.

### **Meaning of Internal Financial Controls with Reference to Financial Statements**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to 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 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 financial statements.

## **Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **BSR & Co. LLP**  
**Chartered Accountants**  
 Firm's Registration  
 No.:101248W/W-100022

**Jaclyn Desouza**  
**Partner**

Place: Rovaniemi  
 Date: 07 March 2025

Membership No.: 124629  
 ICAI UDIN:25124629BMOQGGZ7069

# Standalone Balance Sheet

(Rupees in millions, except share and per share data, unless otherwise stated)

	Note No.	As at	
		December 31, 2024	December 31, 2023
ASSETS			
Non-current assets			
Property, plant and equipment	5	4,454	4,799
Capital work-in-progress	5	1,294	561
Right-of-use assets	4A	4,157	2,646
Goodwill	6	115	115
Other intangible assets	7	54	73
Financial assets:			
Investments	8A	15,962	6,497
Other financial assets	10A	614	435
Deferred tax assets (net)	9C	1,321	1,471
Income tax assets (net)		393	425
Other non-current assets	11A	651	287
Total non-current assets		29,015	17,309
Current assets			
Financial assets:			
Investments	8B	428	2,506
Trade receivables			
Billed	12	8,810	8,452
Unbilled		4,403	2,836
Cash and cash equivalents	13A	7,763	8,986
Other bank balances	13B	106	103
Other financial assets	10B	799	105
Other current assets	11B	2,649	1,363
Total current assets		24,958	24,351
TOTAL ASSETS		53,973	41,660
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	608	607
Other equity		30,912	28,106
Total equity		31,520	28,713
Non-current liabilities			
Financial liabilities:			
Lease liabilities	4B	3,437	2,111
Other financial liabilities	15A	2,223	106
Provisions	18A	724	781
Total non-current liabilities		6,384	2,998
Current liabilities			
Financial liabilities:			
Lease liabilities	4B	600	288
Trade payables			
Dues of micro enterprises and small enterprises	32	42	1
Dues of other than micro enterprises and small enterprises	16	5,905	4,461
Other financial liabilities	15B	5,612	2,639
Other current liabilities	17	1,707	791
Provisions	18B	1,203	1,165
Income tax liabilities (net)		1,000	604
Total current liabilities		16,069	9,949
Total liabilities		22,453	12,947
TOTAL EQUITY AND LIABILITIES		53,973	41,660

^ value less than Rs. 0.5 million

The accompanying notes 1 to 37 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

**Jaclyn Desouza**

**Partner**

Membership number: 124629

Place: Rovaniemi

Date: March 07, 2025

**For and on behalf of the Board of Directors of HEXAWARE TECHNOLOGIES LIMITED**

CIN: U72900MH1992PLC069662

**R. Srikrishna**

**CEO & Executive Director**

DIN 03160121

Place: Mumbai

Date: March 06, 2025

**Vikash Kumar Jain**

**Chief Financial Officer**

Place: Mumbai

Date: March 06, 2025

**Neeraj Bharadwaj**

**Director**

DIN 01314963

Place: Palo Alto

Date: March 06, 2025

**Gunjan Methi**

**Company Secretary**

Place: Mumbai

Date: March 06, 2025

**Kapil Modi**

**Director**

DIN 07055408

Place: Mumbai

Date: March 06, 2025

# Standalone Statement of Profit and Loss

(Rupees in millions, except share and per share data, unless otherwise stated)

	Note No.	For the year ended	
		December 31, 2024	December 31, 2023
INCOME			
Revenue from operations	19	62,887	49,849
Other income	20	491	343
TOTAL INCOME		63,378	50,192
EXPENSES			
Employee benefits expense	21	29,710	25,430
Finance costs	23	508	241
Depreciation and amortisation expense	24	1,367	1,347
Other expenses	22	21,430	14,047
TOTAL EXPENSES		53,015	41,065
PROFIT BEFORE TAX		10,363	9,127
Tax expense			
Current tax	9A	2,287	1,957
Deferred tax charge / (credit)	9A	236	(100)
Total tax expense		2,523	1,857
PROFIT FOR THE YEAR		7,840	7,270
OTHER COMPREHENSIVE INCOME (OCI)			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of defined benefit plan		(82)	(47)
Income tax relating to items that will not be reclassified to profit or loss	9A	13	9
Items that will be reclassified subsequently to profit or loss			
Net change in fair value of cash flow hedges		(365)	226
Income tax relating to items that will be reclassified to profit or loss	9A	73	(44)
TOTAL OTHER COMPREHENSIVE INCOME		(361)	144
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		7,479	7,414
Earnings per equity share:- Basic and diluted (Rs.)	25		
Basic		12.91	11.99
Diluted		12.86	11.96

The accompanying notes 1 to 37 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

**Jaclyn Desouza**  
Partner  
Membership number: 124629  
Place: Rovaniemi  
Date: March 07, 2025

**For and on behalf of the Board of Directors of HEXAWARE TECHNOLOGIES LIMITED**  
CIN: U72900MH1992PLC069662

**R. Srikrishna**  
CEO & Executive Director  
DIN 03160121  
Place: Mumbai  
Date: March 06, 2025

**Vikash Kumar Jain**  
Chief Financial Officer  
Place: Mumbai  
Date: March 06, 2025

**Neeraj Bharadwaj**  
Director  
DIN 01314963  
Place: Palo Alto  
Date: March 06, 2025

**Gunjan Methi**  
Company Secretary  
Place: Mumbai  
Date: March 06, 2025

**Kapil Modi**  
Director  
DIN 07055408  
Place: Mumbai  
Date: March 06, 2025

# Standalone Statement of Changes in Equity

(Rupees in millions, except share and per share data, unless otherwise stated)

## A. EQUITY SHARE CAPITAL

Balance as at January 01, 2024	Changes in equity share capital during the year <sup>1</sup>	Balance as at December 31, 2024
607	1	608
Balance as at January 01, 2023	Changes in equity share capital during the year <sup>1</sup>	Balance as at December 31, 2023
604	3	607

## B. OTHER EQUITY

	Share application money pending allotment	Reserves and surplus							Other comprehensive income	Total equity
		Securities premium	Capital reserve	Capital redemption reserve	SEZ Re- investment reserve	Share options outstanding account	General reserve	Retained earnings	Cashflow hedging reserve (CFHR)	
<b>Balance as at January 01, 2024</b>	^	5,162	4	11	1,896	202	2,118	18,785	(72)	28,106
Profit for the year	-	-	-	-	-	-	-	7,840	-	7,840
Other comprehensive income (net of tax)	-	-	-	-	-	-	-	(69)	(292)	(361)
<b>Total comprehensive income</b>	^	-	-	-	-	-	-	7,771	(292)	7,479
Dividend	-	-	-	-	-	-	-	(5,314)	-	(5,314)
Transfer to Special Economic Zone re-investment reserve	-	-	-	-	552	-	-	(552)	-	-
Transfer from Special Economic Zone re-investment reserve	-	-	-	-	(234)	-	-	234	-	-
Amount transferred on cancellation of Group Plan <sup>3</sup>	-	-	-	-	-	362	-	-	-	362
Compensation related to employee share based payments	-	-	-	-	-	279	-	-	-	279
<b>Balance as at December 31, 2024</b>	^	5,162	4	11	2,214	843	2,118	20,924	(364)	30,912
<b>Balance as at January 01, 2023</b>	^	4,761	4	11	722	674	2,118	18,069	(254)	26,105
Profit for the year	-	-	-	-	-	-	-	7,270	-	7,270
Other comprehensive income / (losses) (net of tax)	-	-	-	-	-	-	-	(38)	182	144
<b>Total comprehensive income</b>	^	-	-	-	-	-	-	7,232	182	7,414
Dividend	-	-	-	-	-	-	-	(5,308)	-	(5,308)
Received / transferred on exercise of stock options	-	401	-	-	-	(401)	-	-	-	-
Transfer to Special Economic Zone re-investment reserve	-	-	-	-	1,249	-	-	(1,249)	-	-
Transfer from Special Economic Zone re-investment reserve	-	-	-	-	(75)	-	-	75	-	-
Repurchase of restricted stock units <sup>2</sup>	-	-	-	-	-	-	-	(34)	-	(34)
Compensation related to employee share based payments	-	-	-	-	-	(71)	-	-	-	(71)
<b>Balance as at December 31, 2023</b>	^	5,162	4	11	1,896	202	2,118	18,785	(72)	28,106

### Notes:

- 1 Refer to note 14
- 2 Refer to note 28
- 3 During the year ended December 31, 2024, ESOP plan of Company is discontinued and replaced with ESOP plan issued by the company, hence cumulative liability on the date of replacement is transferred to share options outstanding account.
- 4 ^ value less than Rs. 0.5 million



# Standalone Statement of Changes in Equity

(Rupees in millions, except share and per share data, unless otherwise stated)

## 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 37 form an integral part of the Standalone financial statements.

As per our report of even date attached

**For BSR & 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

**Jaclyn Desouza**

**Partner**

Membership number: 124629

Place: Rovaniemi

Date: March 07, 2025

**R. Srikrishna**

**CEO & Executive Director**

DIN 03160121

Place: Mumbai

Date: March 06, 2025

**Neeraj Bharadwaj**

**Director**

DIN 01314963

Place: Palo Alto

Date: March 06, 2025

**Kapil Modi**

**Director**

DIN 07055408

Place: Mumbai

Date: March 06, 2025

**Vikash Kumar Jain**

**Chief Financial Officer**

Place: Mumbai

Date: March 06, 2025

**Gunjan Methi**

**Company Secretary**

Place: Mumbai

Date: March 06, 2025

# Standalone Statement of Cash Flows

(Rupees in millions, except share and per share data, unless otherwise stated)

	For the year ended	
	December 31, 2024	December 31, 2023
<b>Cash flow from operating activities</b>		
Profit before tax	10,363	9,127
<b>Adjustments for:</b>		
Depreciation and amortization expense	1,367	1,347
Employee stock option compensation cost	146	108
Interest income	(273)	(83)
Life time expected credit loss	271	112
Net (gains)/losses on investments carried at fair value through profit or loss	(140)	(84)
Profit on sale of property, plant and equipment (PPE) (net)	(6)	(6)
Exchange rate difference (net) - unrealised	(37)	(20)
Finance costs	508	241
<b>Operating profit before working capital changes</b>	<b>12,199</b>	<b>10,742</b>
<b>Adjustments for:</b>		
Trade receivables and other assets	(4,712)	384
Trade payables, other liabilities and provisions	3,549	3,162
<b>Cash generated from operations</b>	<b>11,036</b>	<b>14,288</b>
Direct taxes paid (net)	(1,859)	(1,733)
<b>Net cash generated from operating activities</b>	<b>9,177</b>	<b>12,555</b>
<b>Cash flow from investing activities</b>		
Purchase of PPE and intangible assets including CWIP and capital advances	(1,081)	(522)
Proceeds from sale of property, plant and equipment	17	9
Purchase of investments	(17,050)	(6,201)
Proceeds from sale / redemption of investments	19,696	3,778
Redemption of Debentures	2,505	(1,246)
Investment in subsidiaries	(8,484)	(24)
Interest received	277	80
<b>Net cash (used in) / generated from investing activities</b>	<b>(4,120)</b>	<b>(4,126)</b>

# Standalone Statement of Cash Flows

(Rupees in millions, except share and per share data, unless otherwise stated)

	For the year ended	
	December 31, 2024	December 31, 2023
<b>Cash flow from financing activities</b>		
Proceeds from issue of shares / share application money	1	3
Repurchase of restricted stock units	-	(190)
Payment towards lease liabilities including interest on lease liabilities	(733)	(585)
Interest paid	(224)	(61)
Dividend paid	(5,314)	(5,308)
<b>Net cash used in from financing activities</b>	<b>(6,270)</b>	<b>(6,141)</b>
Net increase in cash and cash equivalents	(1,213)	2,288
Cash and cash equivalents at the beginning of the year	8,986	6,698
Exchange difference on translation of foreign currency cash and cash equivalents	(10)	^
<b>Cash and cash equivalents at the end of the year (Refer to note 13A)</b>	<b>7,763</b>	<b>8,986</b>

The accompanying notes 1 to 37 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

**Jaclyn Desouza**

**Partner**

Membership number: 124629

Place: Rovaniemi

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**Vikash Kumar Jain**

**Chief Financial Officer**

Place: Mumbai

Date: March 06, 2025

**Gunjan Methi**

**Company Secretary**

Place: Mumbai

Date: March 06, 2025

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 1 Company Overview

Hexaware Technologies Limited ("Hexaware" or "the Holding Company") is a public limited company incorporated in India. The Company is actively involved in information technology consulting, software development, business process services, data and AI, cloud, Digital IT operations, and enterprise platforms. Hexaware delivers a range of services to clients across diverse industries, including travel, transportation, hospitality, logistics, banking, financial services, insurance, healthcare, manufacturing, retail, consumers, telecom, and utilities. The broad spectrum of service offerings encompasses application development and management, enterprise package solutions, infrastructure management, business intelligence and analytics, business process, digital assurance, testing, Generative AI, and sustainability.

## Note 2 Material Accounting Policies

### 2.1 Statement of compliance

The standalone 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 as amended from time to time.

### 2.2 Basis of Preparation

These standalone financial statements have been prepared on historical cost basis except for certain financial instruments and defined benefit plans which are measured at fair value or amortised cost at the end of each reporting period as explained in the accounting policies below.

These standalone 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.

### 2.3 Critical accounting judgements and key source of estimation uncertainty

The preparation of the financial information 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 information. 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.

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

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/obtain 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 Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

## 2.3.5 Employee benefits

The accounting of employee benefit plans in the nature of defined benefit requires the Company to use assumptions. These assumptions have been explained under employee benefits note.

## 2.3.6 Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

## 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



# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

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.

When value of services provided is uniform over a specified period, revenue is recognised on a straight-line basis over the specified period unless some other method better represents the manner in which services are performed.

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.

Revenues in excess of billing are classified as Unbilled receivables while billing in excess of revenues are classified as Contract liabilities (Unearned revenues). Invoicing to the clients for fixed price contracts is based on milestones as defined in the contract and therefore the timing of revenue recognition is different from the timing of invoicing to the customers. Therefore, unbilled receivables for fixed price contracts (contract asset) are classified as non-financial asset because the right to consideration is dependent on completion of contractual milestones.

The Company recognizes an oneright-of-uses 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.

## 2.5 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.

### 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 (short-term leases) 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 are 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 are 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

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

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 RoU asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the RoU 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 RoU 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 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.

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 in Other comprehensive income.

## 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

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

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 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

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service.

A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### c) Compensated absences

Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

## 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 tax rates after taking credit for tax relief available for export operations in Special Economic Zone (SEZ).

Advance taxes and provisions for current income taxes are presented in the Balance sheet after off-setting advance

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

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.

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.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

## 2.11 Property, plant and equipment (PPE)

PPE are stated at cost comprising of purchase price and any initial directly attributable cost of bringing the asset to its working condition for its intended use, 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.

## 2.12 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

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

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 date of statement of financial position whether a financial asset in form of trade receivables and unbilled receivables is impaired. In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss. As a practical expedient, the Company uses a provision matrix to determine impairment loss on portfolio of its trade receivables and unbilled receivables. The provision matrix is based on available external and internal credit risk factors such as credit default, credit rating from credit rating agencies and Company's historically observed default rates over the expected life of trade receivables and unbilled receivables. ECL impairment loss allowance or reversal is recognized during the period as expense or income respectively in the statement of profit and loss. For all other financial assets, expected credit losses are measured at an amount equal to the 12-months 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 yearly 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, Intangible and Right-of-use assets

At the end of each reporting year, 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 year is reversed if there has been a change in the estimate of recoverable amount. In case of reversal of impairment loss, the increased carrying amount shall not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

## 2.14 Provisions and contingent liability

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.

The Company uses significant judgement to disclose contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the 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, except for trade receivables which are initially measured at transaction price. 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

#### (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 whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

#### (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, financial liabilities are measured at amortised cost using the effective interest method.

### B Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received net of direct issue cost.

### C Derecognition of financial assets and financial liabilities

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.



# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## 2.16 Derivative financial instruments and hedge accounting

### Instruments in hedging relationship

The Company designates certain foreign exchange forward contracts as hedge instruments in respect of foreign exchange risks. These hedges are accounted for as cash flow hedges. The Company uses hedging instruments that are governed by the policies of the Company and its subsidiaries which are approved by their respective Board of Directors. The policies provide written principles on the use of such financial derivatives consistent with the risk management strategy of the Company and its subsidiaries. The hedge instruments are designated and documented as hedges at the inception of the contract. The Company determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of their respective cash flows. The effectiveness of hedge instruments to reduce the risk associated with the exposure being hedged is assessed and measured at inception and on an ongoing basis. The effective portion of change in the fair value of the designated hedging instrument is recognised in the other comprehensive income and accumulated under the heading cash flow hedging reserve. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the net profit in the Statement of Profit and 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.

### Instruments not in hedging relationship

The Company enters into contracts that are effective as hedges from an economic perspective, but they do not qualify

for hedge accounting. The change in the fair value of such instrument is recognised in the statement of profit and loss.

## 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.

## 2.18 Dividend and interest income

Dividend income is recorded when the right to receive payment is established. Interest income is recognised using the effective interest method.

## 2.19 Business Combination

The Company 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

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

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 share of acquiree's identifiable net asset. The choice of measurement basis is made on an acquisition-by-acquisition 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.

## Note 3

### Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended December 31, 2024 MCA has notified Ind AS 117 – Insurance Contracts applicable to the Company w.e.f. January 1, 2025. The Company has reviewed the new standard and based on its evaluation has determined that it does not have any significant impact in its Standalone Financial Statement.

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 4 Right-of-use assets and lease liabilities

### A Right-of-use assets

The details of the right-of-use assets held by the Company is as follows:

	IT Equipment	Office premises	Leasehold land	Total
<b>Cost as at January 01, 2024</b>	-	3,448	547	3,995
Additions	190	1,897	-	2,087
Disposals / Remeasurement	-	(195)	-	(195)
<b>Cost as at December 31, 2024</b>	<b>190</b>	<b>5,150</b>	<b>547</b>	<b>5,887</b>
<b>Accumulated amortization as at January 01, 2024</b>	-	1,324	25	1,349
Amortisation for the year	13	547	7	567
Disposals / Remeasurement	-	(186)	-	(186)
<b>Accumulated amortization as at December 31, 2024</b>	<b>13</b>	<b>1,685</b>	<b>32</b>	<b>1,730</b>
<b>Net carrying amount as at December 31, 2024</b>	<b>177</b>	<b>3,465</b>	<b>515</b>	<b>4,157</b>
<b>Cost as at January 01, 2023</b>	-	3,067	546	3,613
Additions	-	391	1	392
Disposals / Remeasurement	-	(10)	-	(10)
<b>Cost as at December 31, 2023</b>	-	<b>3,448</b>	<b>547</b>	<b>3,995</b>
<b>Accumulated amortization as at January 01, 2023</b>	-	893	18	911
Amortisation for the year <sup>1</sup>	-	441	7	448
Disposals / Remeasurement	-	(10)	-	(10)
<b>Accumulated amortization as at December 31, 2023</b>	-	<b>1,324</b>	<b>25</b>	<b>1,349</b>
<b>Net carrying amount as at December 31, 2023</b>	-	<b>2,124</b>	<b>522</b>	<b>2,646</b>

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 year are disclosed under financing activities in the statement of cash flows.

### Details of title deeds of immovable properties not held in name of the Company:

Year Ended	Relevant line item in the Balance Sheet	Net carrying value	Title deeds in the name of	Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the company
December 31, 2024	RoU asset - Leasehold land	74 million	Maharashtra Airport Development Company Limited (MADC)	No	13 November, 2007	Lease deed is being executed
December 31, 2023		75 million				

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## B Lease liabilities

	Opening Balance	Payment of lease liabilities	Net additions to lease liability (non-cash)	Closing Balance
December 31, 2024	2,399	(733)	2,371	4,037
December 31, 2023	2,412	(585)	572	2,399

The maturity analysis of lease liabilities is covered under Note 27 - Financial instruments.

On transition to IND AS 116, the company had recognised a lease liability measured at the present value of the remaining lease payments. The right-of-use asset was recognised at its carrying amount as if the standard had been applied since the commencement of the lease, but discounted using the group's incremental borrowing rate as at January 1, 2020.

### Notes:

- 1 includes accelerated amortisation of RoU of certain offices leases on optimisation of Rs. 4 million for year ended December 31, 2023.
- 2 ^ value less than Rs. 0.5 million

## Note 5 Property, plant and equipment

Property, plant and equipment (PPE) consist of the following:

	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 01, 2024</b>	^	4,252	3,682	1,113	30	2,156	46	11,279	561	11,840
Additions	-	-	360	21	^	65	-	446	780	1,226
Capitalised	-	-	-	-	-	-	-	-	(47)	(47)
(Disposals) / (Adjustments)	-	-	(137)	(31)	-	(33)	-	(201)	-	(201)
<b>Cost as at December 31, 2024</b>	^	<b>4,252</b>	<b>3,905</b>	<b>1,103</b>	<b>30</b>	<b>2,188</b>	<b>46</b>	<b>11,524</b>	<b>1,294</b>	<b>12,818</b>
<b>Accumulated depreciation as at January 01, 2024</b>	-	722	2,983	794	23	1,913	45	6,480	-	6,480
Depreciation for the year	-	93	434	85	3	165	-	780	-	780
(Disposals) / (Adjustments)	-	^	(128)	(31)	-	(31)	-	(190)	-	(190)
<b>Accumulated depreciation as at December 31, 2024</b>	-	<b>815</b>	<b>3,289</b>	<b>848</b>	<b>26</b>	<b>2,047</b>	<b>45</b>	<b>7,070</b>	-	<b>7,070</b>
<b>Net carrying amount as at December 31, 2024</b>	^	<b>3,437</b>	<b>616</b>	<b>255</b>	<b>4</b>	<b>141</b>	<b>1</b>	<b>4,454</b>	<b>1,294</b>	<b>5,748</b>
<b>Cost as at January 01, 2023</b>	^	4,246	3,729	1,102	30	2,096	46	11,249	72	11,321
Additions	-	6	144	15	-	75	-	240	551	791
(Disposals) / (Adjustments)	-	-	(191)	(4)	-	(15)	-	(210)	(62)	(272)
<b>Cost as at December 31, 2023</b>	^	<b>4,252</b>	<b>3,682</b>	<b>1,113</b>	<b>30</b>	<b>2,156</b>	<b>46</b>	<b>11,279</b>	<b>561</b>	<b>11,840</b>
<b>Accumulated depreciation as at January 01, 2023</b>	-	609	2,725	715	20	1,725	45	5,839	-	5,839
Depreciation for the year	-	113	446	83	3	203	-	848	-	848
(Disposals) / (Adjustments)	-	-	(188)	(4)	-	(15)	-	(207)	-	(207)
<b>Accumulated depreciation as at December 31, 2023</b>	-	<b>722</b>	<b>2,983</b>	<b>794</b>	<b>23</b>	<b>1,913</b>	<b>45</b>	<b>6,480</b>	-	<b>6,480</b>
<b>Net carrying amount as at December 31, 2023</b>	^	<b>3,530</b>	<b>699</b>	<b>319</b>	<b>7</b>	<b>243</b>	<b>1</b>	<b>4,799</b>	<b>561</b>	<b>5,360</b>

On transition to IND AS, the Company has elected to continue with the carrying value of property, plant and equipment recognised as at January 01, 2016 measured as per previous GAAP and use that carrying value as deemed cost of property, plant and equipment.

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note:

- 1 Plant and machinery includes computer systems.
- 2 ^ value less than Rs. 0.5 million

## Capital work-in-progress ageing

	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Projects in progress</b>					
As at December 31, 2024	1,029	213	11	41	1,294
As at December 31, 2023	509	11	1	40	561

Project execution plans are modulated basis capacity requirement assessment on an annual basis and all the projects are executed as per rolling annual plan.

## Note 6 Goodwill

	As at	
	December 31, 2024	December 31, 2023
Opening balance	115	115
Addition during the year	-	-
<b>Closing balance</b>	<b>115</b>	<b>115</b>

## Note 7 Intangible assets

	Software licenses	Customer Contracts / Relations	Total
<b>Cost as at January 01, 2024</b>	618	143	761
Additions	1	-	1
Disposals	(19)	(13)	(32)
<b>Cost as at December 31, 2024</b>	<b>600</b>	<b>130</b>	<b>730</b>
<b>Accumulated amortization as at January 01, 2024</b>	607	81	688
Amortisation for the year <sup>1</sup>	10	10	20
Disposals	(19)	(13)	(32)
<b>Accumulated amortization as at December 31, 2024</b>	<b>598</b>	<b>78</b>	<b>676</b>
<b>Net carrying amount as at December 31, 2024</b>	<b>2</b>	<b>52</b>	<b>54</b>
<b>Cost as at January 01, 2023</b>	707	143	850
Additions	1	-	1
Disposals	(90)	-	(90)
<b>Cost as at December 31, 2023</b>	<b>618</b>	<b>143</b>	<b>761</b>
<b>Accumulated amortization as at January 01, 2023</b>	680	47	727
Amortisation for the year <sup>1</sup>	17	34	51
Disposals	(90)	-	(90)
<b>Accumulated amortization as at December 31, 2023</b>	<b>607</b>	<b>81</b>	<b>688</b>
<b>Net carrying amount as at December 31, 2023</b>	<b>11</b>	<b>62</b>	<b>73</b>

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

On transition to IND AS, the Company has elected to continue with the carrying value of intangible assets recognised as at January 01, 2016 measured as per previous GAAP and use that carrying value as deemed cost of intangible assets.

## Notes:

1. Amortisation is included under the line item "Depreciation and amortisation expenses" in the standalone statement of profit and loss.
2. ^ value less than Rs. 0.5 million

## Note 8 Investments

### A Investments – Non-current

	As at	
	December 31, 2024	December 31, 2023
<b>Investment in Subsidiary at cost (unquoted)</b>		
30,027 common stock at no par value in Hexaware Technologies Inc., U.S.A.	1,633	1,633
2,167,000 shares of GBP 1/- each fully paid up in Hexaware Technologies UK Limited	155	155
2,000,000 shares of Singapore USD 1/- each fully paid up in Hexaware Technologies Asia Pacific Pte. Ltd., Singapore	12	12
3,618 shares of face value Euro 50/- each fully paid up in Hexaware Technologies GmbH., Germany	8	8
1 common stock at no par value in Hexaware Technologies Canada Limited, Canada	1	1
1 participation share of no par value in Hexaware Technologies Mexico S De R.L. De C.V.	29	29
Entire Share Capital in Hexaware Technologies Limited Liability Company, Russia <sup>1</sup>	-	-
45,000 shares of SAR 10/- each in Hexaware Technologies Saudi LLC, Saudi Arabia	8	8
1,945,000 shares of HKD 1/- each in Hexaware Technologies Hong Kong Limited, Hong Kong	16	16
56,000 shares of SEK 100/- each in Hexaware Technologies Nordic AB, Sweden <sup>5</sup>	56	56
65 shares of USD 5000/- each in Hexaware Information Technologies (Shanghai) Company Limited <sup>10</sup>	25	13
10,292 Shares of INR 10/- each in Mobiquity Softech Private Limited	401	401
130,000 Shares of QAR 1/- each of Hexaware AI Balagh Technologies LLC, Qatar <sup>8</sup>	3	-
10,383,291 Membership interest in Softcrylic LLC.,USA <sup>6</sup>	12,152	-
260,644 Shares of INR 10/- each in Softcrylic Technology Solutions India Private Limited <sup>6</sup>	165	-
100,000 Shares of LKR 1/- each of Hexaware Technologies SL (Private) Limited, Sri Lanka <sup>7</sup>	8	-
70,000 Shares of AED 1/- each of Hexaware Novelty Technologies Ltd <sup>9</sup>	2	-
	<b>14,674</b>	<b>2,332</b>
<b>Investment in Non Convertible Debenture at amortised cost<sup>2 &amp; 3</sup></b>	1,284	4,161
<b>Investments in Other Entities - Designated at fair value through OCI</b>		
Fully paid equity shares (unquoted)		
Beta Wind Farm Pvt. Ltd. (197,958 equity shares of INR 10/- each) <sup>4</sup>	4	4
<b>Total</b>	<b>15,962</b>	<b>6,497</b>



# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## B Investments – Current

	As at	
	December 31, 2024	December 31, 2023
Investment in Non Convertible Debenture at amortised cost <sup>2&amp;3</sup>	428	-
Investments carried at fair value through profit or loss		
Mutual fund units (quoted)	-	2,506
<b>Total</b>	<b>428</b>	<b>2,506</b>

Aggregate value of quoted and unquoted investments is as follows:

	As at	
	December 31, 2024	December 31, 2023
Aggregate value of quoted investments	-	2,506
Aggregate value of un-quoted investments	16,390	6,497
	<b>16,390</b>	<b>9,003</b>

### Notes:

- During the year ended December 31, 2022, the Company had already provided for the impairment in value of investment and subsidiary is liquidated on February 21, 2024.
- During the year ended December 31, 2024, the Company redeemed non convertible debentures of Rs. 2505 Million which was issued by Hexaware Technologies Inc.
- Movement of Rs. 56 Million the during current period is on account of exchange rate.
- Purchase of additional shares (57,000) during the year ended December 31, 2023 for Rs. 1 million
- Purchase of additional shares (16,000) during the year ended December 31, 2023 for Rs. 24 million
- Acquired Softcrylic LLC and Softcrylic Technology Solutions India Private Limited w.e.f May 03, 2024
- Hexaware Technologies SL (Private) Limited was incorporated w.e.f February 28, 2024
- Hexaware Al Balagh Technologies LLC was incorporated w.e.f December 05, 2023
- Hexaware Novelty Technologies Ltd was incorporated w.e.f August 13, 2024
- Purchase of additional shares (30) during the year ended December 31, 2024 for Rs. 12 million
- ^ value less than Rs. 0.5 million

## Note 9 Income taxes

A Income tax expense is allocated as follows:

	For the year ended	
	December 31, 2024	December 31, 2023
Income tax expense as per the Statement of Profit and Loss	2,523	1,857
Income tax included in Other Comprehensive Income on:		
(a) Net change in fair value of cash flow hedges	(73)	44
(b) Remeasurement of defined benefit plan	(13)	(9)
	<b>2,437</b>	<b>1,892</b>

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## 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:

	For the year ended	
	December 31, 2024	December 31, 2023
Profit before tax	10,363	9,127
"Expected tax expense at the enacted tax rate of 34.944% in India (Previous year 34.944%) in India"	3,621	3,189
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Income exempt from tax*	(1,500)	(1,425)
Tax effect of non-deductible expenses	227	26
Tax charges/ (credit) pertaining to earlier years	94	-
Others	81	67
	<b>2,523</b>	<b>1,857</b>

\* 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.

Current income tax expense comprises of taxes on income from operations in India and foreign jurisdictions. 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 company in an earlier year had applied 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 had accounted the potential tax relief in FY 2020 of Rs. 133 million in the statement of profit and loss for the FY 2018 to 2019 (for which MAP order was received). The Company continues to carry the same as at December 31, 2024 pending completion of limitation of period for assessments in US.

### Notes:

1 ^ value less than Rs. 0.5 million

## C Deferred tax assets movement

Significant components of net deferred tax assets and liabilities for the year ended December 31, 2024 are as follows:

Components of deferred taxes:	January 01, 2024	Recognised in profit or loss	Recognised in OCI	December 31, 2024
<b>Deferred tax assets</b>				
Life time expected credit loss	95	46	-	141
Employee benefit obligations	357	101	13	471
Other Intangible assets	3	(2)	-	1
Cash flow hedges	19	-	73	92
Minimum alternate tax credit carry forward	1,160	(497)	-	663
Leases liabilities	488	457	-	945
<b>Total</b>	<b>2,122</b>	<b>105</b>	<b>86</b>	<b>2,313</b>
<b>Deferred tax liabilities</b>				
Property, plant and equipment's	266	(91)	-	175
ROU Assets	385	432	-	817
<b>Total</b>	<b>651</b>	<b>341</b>	<b>-</b>	<b>992</b>
<b>Net deferred tax asset</b>	<b>1,471</b>	<b>(236)</b>	<b>86</b>	<b>1,321</b>

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

Significant components of net deferred tax assets and liabilities:

Components of deferred taxes:	January 01, 2023	Recognised in profit or loss	Recognised in OCI	December 31, 2023
<b>Deferred tax assets</b>				
Life time expected credit loss	63	32	-	95
Employee benefit obligations	234	114	9	357
Other Intangible assets	-	3	-	3
Cash flow hedges	63	-	(44)	19
Minimum alternate tax credit carry forward	1,248	(88)	-	1,160
Leases liabilities	447	41		488
<b>Total</b>	<b>2,055</b>	<b>102</b>	<b>(35)</b>	<b>2,122</b>
<b>Deferred tax liabilities</b>				
Property, plant and equipment's	289	(23)	-	266
ROU Assets	359	26		385
Other Intangible assets	1	(1)	-	-
<b>Total</b>	<b>649</b>	<b>2</b>	<b>-</b>	<b>651</b>
<b>Net deferred tax asset</b>	<b>1,406</b>	<b>100</b>	<b>(35)</b>	<b>1,471</b>

a) Deferred income tax assets have not been recognized on temporary differences as at December 31, 2024 aggregating Rs. 806 millions (Rs. 751 millions as at December 31, 2023) 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, 2024 aggregating Rs. 617 millions (Rs. 603 millions as at December 31, 2023) 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 ^ value less than Rs. 0.5 million

## Note 10 Other financial assets

### A Other financial assets – Non-current

	As at	
	December 31, 2024	December 31, 2023
Interest accrued on bank deposits	^	1
Derivative assets	29	36
Restricted bank balances <sup>2</sup>	28	22
Security deposits for premises and others	557	376
<b>Total</b>	<b>614</b>	<b>435</b>

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## B Other financial assets – Current

	As at	
	December 31, 2024	December 31, 2023
Interest accrued on bank deposits	136	3
Others receivables from related parties <sup>3</sup>	548	11
Derivative assets	60	72
Security deposits for premises and others <sup>1</sup>	55	19
<b>Total</b>	<b>799</b>	<b>105</b>

## Note 11 Other assets

### A Other assets – Non-current

	As at	
	December 31, 2024	December 31, 2023
Capital advances	111	224
Cost to fulfill/obtain contract	511	34
Prepaid expenses	17	17
Indirect taxes recoverable	12	12
<b>Total</b>	<b>651</b>	<b>287</b>

### B Other assets – Current

	As at	
	December 31, 2024	December 31, 2023
Cost to fulfill/obtain contract	159	25
Prepaid expenses	635	581
Indirect taxes recoverable	577	449
Employee advances	72	19
Contracts assets	1,069	263
Advance to suppliers	136	26
Others	1	-
<b>Total</b>	<b>2,649</b>	<b>1,363</b>

#### Notes:

- 1 Excludes deposits aggregating Rs. 6 million as at December 31, 2024 (Rs. 6 million as at December 31, 2023) provided as doubtful of recovery basis the expected credit loss model.
- 2 Restriction on account of bank deposits held as margin money.
- 3 Balance as at December 31, 2024 includes expenses incurred in relation to IPO of Rs. 329 Mn that are recoverable by the Company from the selling shareholder i.e. CA Magnum Holdings
- 4 ^ value less than Rs. 0.5 million

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 12 Trade receivables

### A Trade receivables - Billed - Current (Unsecured)

	As at	
	December 31, 2024	December 31, 2023
Trade receivable - Billed (Gross)	9,209	8,717
Less: Life time expected credit loss	(399)	(265)
Considered good	<b>8,810</b>	<b>8,452</b>

### B Trade receivables ageing

Ageing for trade receivables as at December 31, 2024 is as follows:

	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade receivable - Billed (Gross)</b>							
Undisputed trade receivables - considered good	5,967	2,960	2	13	4	1	8,947
Undisputed trade receivables - with significant increase in credit risk	2	249	-	8	-	-	259
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - with significant increase in credit risk	-	-	2	1	-	-	3
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
	<b>5,969</b>	<b>3,209</b>	<b>4</b>	<b>22</b>	<b>4</b>	<b>1</b>	<b>9,209</b>
<b>Less - Life time expected credit loss</b>							(399)
							<b>8,810</b>
Trade Receivables - Unbilled							4,403
							<b>13,213</b>

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

Ageing for trade receivables as at December 31, 2023 is as follows:

	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade receivable - Billed (Gross)</b>							
Undisputed trade receivables – considered good	5,455	2,873	42	31	-	4	8,405
Undisputed trade receivables – with significant increase in credit risk	-	4	29	52	-	-	85
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	89	112	-	-	201
Disputed trade receivables – with significant increase in credit risk	-	-	19	7	-	-	26
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
	<b>5,455</b>	<b>2,877</b>	<b>179</b>	<b>202</b>	<b>-</b>	<b>4</b>	<b>8,717</b>
<b>Less - Life time expected credit loss</b>							(265)
							<b>8,452</b>
Trade Receivables - Unbilled							2,836
							<b>11,288</b>

**C The activity in the Life time expected credit loss is given below:**

	As at	
	December 31, 2024	December 31, 2023
Balance at the beginning of the year	265	171
Additions during the year	271	112
Charged against allowance	(130)	(18)
Exchange difference	(7)	-
<b>Balance at the end of the year</b>	<b>399</b>	<b>265</b>

**Notes:**

1 ^ value less than Rs. 0.5 million



# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 13 Cash and bank balances

### A Cash and cash equivalents

	As at	
	December 31, 2024	December 31, 2023
Remittance in transit	260	63
In current accounts with banks	4,064	7,410
Demand deposits with banks <sup>2</sup>	3,439	1,513
Unclaimed dividend accounts	106	103
Margin money with banks	28	22
	<b>7,897</b>	<b>9,111</b>
Less: Restricted bank balances	(134)	(125)
<b>Total</b>	<b>7,763</b>	<b>8,986</b>

### B Other bank balances

	As at	
	December 31, 2024	December 31, 2023
Restricted bank balances in respect of unclaimed dividend <sup>1</sup>	106	103
<b>Total</b>	<b>106</b>	<b>103</b>

#### Notes:

- 1 There are no amounts due and outstanding to be credited to Investor Education and Protection Fund (IEPF) as at December 31, 2024.
- 2 These deposits can be withdrawn by the company at any time without prior notice and without any penalty on the principal.
- 3 ^ value less than Rs. 0.5 million

## Note 14 Equity share capital

### 14.1 Authorised capital

	As at	
	December 31, 2024	December 31, 2023
1,050,000,000 Equity shares of Rs. 1 each	1,050	1,050
1,100,000 Series "A" Preference Shares of Rs. 1,421 each	1,563	1,563

### 14.2 Issued, subscribed and fully paid-up capital

	As at	
	December 31, 2024	December 31, 2023
Equity shares of face value of Re. 1 each	608	607

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## 14.3 Reconciliation of number of shares (Refer Note 14.7.2)

	As at	
	December 31, 2024	December 31, 2023
Shares outstanding at the beginning of the year	606,817,582	604,193,326
Shares issued during the year on exercise of employee stock options	727,086	2,624,256
<b>Shares outstanding at the end of the year</b>	<b>607,544,668</b>	<b>606,817,582</b>

## 14.4 Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of Rs. 1 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 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	As at	
	December 31, 2024	December 31, 2023
CA Magnum Holdings (Parent Company)	577,604,202	577,604,202
	95.07%	95.19%

## 14.6 Disclosure of shareholding of promoters

Promoter name	As at December 31, 2024		As at December 31, 2023		% Change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
CA Magnum Holdings (Parent Company)	577,604,202	95.07%	577,604,202	95.19%	-0.12%

Promoter name	As at December 31, 2023		As at December 31, 2022		% Change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
CA Magnum Holdings (Parent Company)	577,604,202	95.19%	577,234,956	95.54%	-0.35%

## 14.7 Equity share movement during the 5 years preceeding December 31, 2024

**14.7.1** 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.

**14.7.2** The Board of Directors of the Company at its meeting held on April 12, 2024, recommended the sub-division/split of 1 fully paid-up equity share having a face value of Rs. 2 each into 2 fully paid-up equity shares having a face value of Rs. 1 each by alteration of capital clause of the Memorandum of Association (MOA) subject to the approval of Members of the Company. The Members of the company approved the sub-division of 1 fully paid up equity share of Rs. 2 each into 2 fully paid up equity shares of Rs. 1 each in annual general meeting held on May 09, 2024 and the voting results were declared on May 10, 2024.

Further, the Board of Directors on May 17, 2024 approved the Record Date for Split/sub-division of equity shares as May 27, 2024.

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

Consequent to this, the authorised share capital comprises 1,050,000,000 equity shares of Rs. 1 each aggregating to Rs. 1,050 Mn. Earnings per share, dividend per share and number of shares/RSUs/options have been retrospectively restated to give effect of share split from the earliest period presented.

## 14.7.3 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 Rs. 1 each. 247,424 RSU's / options were outstanding as on December 31, 2024 (1,092,370 as on December 31, 2023)

The Company has granted employee stock options under the ESOP 2024 scheme. Each option entitles the holder to one equity share at Rs. 1 each. 20,838,300 options were outstanding as on December 31, 2024

## 14.7.4 The interim dividend per share recognised as distribution to equity shareholders during the year ended December 31, 2024 was Rs. 8.75 per share (year ended December 31, 2023 Rs. 8.75 per share).

## Note 15 Other financial liabilities

### A Other financial liabilities - Non-current

	As at	
	December 31, 2024	December 31, 2023
Derivative liabilities	220	64
Contingent Consideration towards business acquisition	1,995	34
Others	8	8
<b>Total</b>	<b>2,223</b>	<b>106</b>

### B Other financial liabilities - Current

	As at	
	December 31, 2024	December 31, 2023
Unclaimed dividend <sup>1</sup>	106	103
Contingent Consideration towards business acquisition	2,128	47
Capital creditors		
Dues of micro enterprises and small enterprises (Refer to note 32)	10	3
Dues of other than micro enterprises and small enterprises	299	320
Employee liabilities	1,798	1,491
Liabilities towards customer contracts	902	458
Others payables to related parties	-	48
Derivative liabilities	369	169
<b>Total</b>	<b>5,612</b>	<b>2,639</b>

#### Notes:

- 1 There are no amounts due and outstanding to be credited to Investor Education and Protection Fund (IEPF) at December 31, 2024 and December 31, 2023.

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 16 Trade payables

	As at	
	December 31, 2024	December 31, 2023
<b>A Dues of other than micro enterprises and small enterprises</b>		
Trade payables	2,639	1,933
Accrued expenses	3,266	2,528
<b>Total</b>	<b>5,905</b>	<b>4,461</b>
<b>B Dues of micro enterprises and small enterprises</b>	42	1
<b>Total</b>	<b>5,947</b>	<b>4,462</b>

### C Trade payable ageing

Ageing for trade payables outstanding as at December 31, 2024 is as follows:

	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade payables</b>						
MSME	41	1	^	-	-	42
Others	1,580	971	21	10	57	2,639
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-
	<b>1,621</b>	<b>972</b>	<b>21</b>	<b>10</b>	<b>57</b>	<b>2,681</b>
Accrued Expenses						3,266
						<b>5,947</b>

Ageing for trade payables outstanding as at December 31, 2023 is as follows:

	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade payables</b>						
MSME	1	-	-	-	-	1
Others	1,288	563	17	15	50	1,933
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-
	<b>1,289</b>	<b>563</b>	<b>17</b>	<b>15</b>	<b>50</b>	<b>1,934</b>
Accrued Expenses						2,528
						<b>4,462</b>

#### Notes:

1 ^ value less than Rs. 0.5 million

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 17 Other liabilities

	As at	
	December 31, 2024	December 31, 2023
<b>Other liabilities - Current</b>		
Contract liabilities	1,108	297
Statutory liabilities	599	494
<b>Total</b>	<b>1,707</b>	<b>791</b>

## Note 18 Provisions

### A Provisions - Non-current

	As at	
	December 31, 2024	December 31, 2023
Employee benefit obligations in respect of gratuity and others	724	781
<b>Total</b>	<b>724</b>	<b>781</b>

### B Provisions - Current

	As at	
	December 31, 2024	December 31, 2023
Employee benefit obligations in respect of compensated absences and others	1,022	843
Employee benefit obligations in respect of gratuity and others	32	123
Provision for onerous contracts	149	199
<b>Total</b>	<b>1,203</b>	<b>1,165</b>

### Movement of Provision for onerous contracts

	As at	
	December 31, 2024	December 31, 2023
<b>Opening Balance</b>	199	-
Additional provision during the year	23	199
Provision reversed/utilised during the year	(73)	-
<b>Closing Balance</b>	<b>149</b>	<b>199</b>

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 19 Revenue from operations

### 19.1 Revenue disaggregation by geography is as follows:

	For the year ended	
	December 31, 2024	December 31, 2023
<b>Geography</b>		
Americas <sup>1</sup>	45,250	34,424
Europe <sup>2</sup>	11,335	9,999
Asia Pacific <sup>3</sup>	6,302	5,426
<b>Total</b>	<b>62,887</b>	<b>49,849</b>

**Notes:**

<sup>1</sup> is substantially related to operations in United States of America.

<sup>2</sup> is substantially related to operations in United Kingdom

<sup>3</sup> is substantially related to operations in India

### 19.2 Revenue disaggregation by contract type is as follows <sup>1</sup>:

	For the year ended	
	December 31, 2024	December 31, 2023
Offshore IT services	32,539	26,292
Onshore IT services	15,985	12,238
<b>IT Services</b>	<b>48,524</b>	<b>38,530</b>
BPS services	13,657	10,954
Others	706	365
<b>Total revenue from operations</b>	<b>62,887</b>	<b>49,849</b>

**Notes:**

<sup>1</sup> Revenue by Offshore IT services refers to IT revenue delivered from India and Revenue by Onshore IT services refers to IT revenue delivered from any other location. BPS revenue refers to revenue from operations generated from our BPS business.

### 19.3 Revenue disaggregation by nature of service is as follows:

	For the year ended	
	December 31, 2024	December 31, 2023
Revenue from contracts with customers	62,887	49,849
	<b>62,887</b>	<b>49,849</b>

### 19.4 Reconciliation of revenue recognised with the contracted price is as follows:

	For the year ended	
	December 31, 2024	December 31, 2023
Contracted price	63,619	50,469
Reductions towards variable consideration components (discounts, rebate)	(732)	(620)
<b>Revenue recognised</b>	<b>62,887</b>	<b>49,849</b>

**Notes:**

<sup>1</sup> ^ value less than Rs. 0.5 million



# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## 19.5 Cost to fulfill/obtain contract

The Company recognises contract fulfilment/obtaining 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:

	For the year ended	
	December 31, 2024	December 31, 2023
Balance as at the beginning of the year	59	89
Cost capitalised during the year	741	-
Amortization during the year	(130)	(30)
Balance as at the end of the year	670	59

## 19.6 Changes in Contract Liabilities are as follows:

	For the year ended	
	December 31, 2024	December 31, 2023
Balance as at the beginning of the year	297	406
Revenue recognised during the year	(91)	(342)
Additions during the year	902	233
Balance as at the end of the year	1,108	297

## 19.7 Contract Assets are as follows:

During the years ended December 31, 2024 and 2023, Rs. 263 millions and Rs. 530 millions of contract assets pertaining to fixed-price development contracts have been reclassified to receivables on completion of milestones.

## 19.8 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.

	For the year ended	
	December 31, 2024	December 31, 2023
Within 1 year	16,370	7,089
More than 1 year	20,443	6,788

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.

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 20 Other income

	For the year ended	
	December 31, 2024	December 31, 2023
Gains / (losses) (net) on investments carried at fair value through profit or loss	140	84
Interest income on financial assets at amortized cost	273	83
Profit / (loss) on sale of property, plant and equipment (net)	6	6
Exchange rate difference (net)	33	158
Guarantee Charges	30	-
Miscellaneous income	9	12
<b>Total</b>	<b>491</b>	<b>343</b>

## Note 21 Employee benefits expense

	For the year ended	
	December 31, 2024	December 31, 2023
Salary and allowances <sup>1</sup>	27,132	23,467
Contributions to provident and other funds	1,637	1,395
Staff welfare expenses	795	460
Employee stock option compensation cost	146	108
<b>Total</b>	<b>29,710</b>	<b>25,430</b>

### Notes:

1 Salary and allowances

	For the year ended	
	December 31, 2024	December 31, 2023
Non-recurring Employee benefit and severance costs	424	-
Enterprise Resource Planning (ERP) Transformation cost	446	-
	<b>870</b>	<b>-</b>

2 ^ value less than Rs. 0.5 million

## Note 22 Other expenses

	For the year ended	
	December 31, 2024	December 31, 2023
Rent <sup>5</sup>	116	52
Rates and taxes	62	24
Travelling and conveyance <sup>4</sup>	944	909
Electricity charges	287	258
Communication expenses <sup>2</sup>	123	323

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

	For the year ended	
	December 31, 2024	December 31, 2023
Repairs and maintenance	751	607
Printing and stationery	29	22
Payment to auditors		
Audit fees	15	14
Tax audit fees	2	2
Certification work, taxation and other matters	2	3
Legal and professional fees <sup>3</sup>	679	424
Advertisement and business promotion	192	237
Bank and other charges	32	21
Directors' sitting fees and Commission	58	60
Insurance charges	112	88
Subcontracting charges	15,822	9,283
Life time expected credit loss	271	112
Staff recruitment expenses	383	225
Cost of Software Licenses <sup>6</sup>	1,156	1,214
Miscellaneous expenses <sup>7,8</sup>	394	169
<b>Total</b>	<b>21,430</b>	<b>14,047</b>

## Note 23 Finance costs

	For the year ended	
	December 31, 2024	December 31, 2023
Interest on lease liabilities	284	180
Others	224	61
<b>Total</b>	<b>508</b>	<b>241</b>

## Note 24 Depreciation and amortisation expense

	For the year ended	
	December 31, 2024	December 31, 2023
Depreciation on Property, plant and equipment	780	848
Amortisation of RoU assets <sup>9</sup>	567	448
Amortisation of Intangibles <sup>10</sup>	20	51
<b>Total</b>	<b>1,367</b>	<b>1,347</b>

### Notes:

1 ^ value less than Rs. 0.5 million

2 includes provision for onerous vendor contracts of Rs. 140 million for year ended December 31, 2023.

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## 3 Legal and professional fees

	For the year ended	
	December 31, 2024	December 31, 2023
Acquisition related costs	117	85
IPO related costs	9	-
Enterprise Resource Planning (ERP) Transformation cost	251	160
	<b>377</b>	<b>245</b>

4 includes Enterprise Resource Planning (ERP) Transformation cost of Rs. 24 million for the year ended December 31, 2024.

## 5 Rent

	For the year ended	
	December 31, 2024	December 31, 2023
Expense related to short-term leases	114	17
Expense related to low value asset	2	35
	<b>116</b>	<b>52</b>

## 6 Cost of Software Licenses

	For the year ended	
	December 31, 2024	December 31, 2023
Provision for onerous vendor contracts	-	59
Enterprise Resource Planning (ERP) Transformation cost	108	80
	<b>108</b>	<b>139</b>

7 includes Regulatory fees paid of Rs. 170 million for the year ended December 31, 2024

8 includes CSR expenses of Rs. 165 million and Rs. 144 million for the year ended December 31, 2024 and December 31, 2023 respectively.

9 includes accelerated amortisation of RoU of certain offices leases on optimisation of Rs. 4 million for year ended December 31, 2023.

10 includes amortisation of intangible assets acquired in business combination of Rs. 10 million and Rs. 34 million for the quarter ended December 31, 2024 and December 31, 2023 respectively.

## Note 25 Earnings per share (EPS)

	For the year ended	
	December 31, 2024	December 31, 2023
The components of basic and diluted EPS:		
Net profit after tax	7,840	7,270
Weighted average outstanding equity shares considered for basic EPS (Refer Note 14.7.2)	607,188,187	606,393,643
<b>Basic earnings per share</b>	<b>12.91</b>	<b>11.99</b>
Weighted average outstanding equity shares considered for basic EPS (Refer Note 14.7.2)	607,188,187	606,393,643
Add: Effect of dilutive issue of stock options	2,598,588	1,505,696
Weighted average outstanding equity shares considered for diluted EPS (Refer Note 14.7.2)	609,786,775	607,899,339
<b>Diluted earnings per share</b>	<b>12.86</b>	<b>11.96</b>
Par value per share in Rs.	1.00	1.00

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

Note 26 Related party disclosures	
Names of related parties	Country
<b>Promoter Group Companies (control exists)</b>	
Hexaware Global Limited	Mauritius
<b>Holding Company (control exists)</b>	
CA Magnum Holdings	Mauritius
<b>Affiliate of Promoter</b>	
CA Sebright Investments <sup>(13)</sup>	
Carlyle Investment Management, L.L.C	
<b>Subsidiaries</b>	
Hexaware Technologies Inc.	United States of America
Hexaware Technologies UK Ltd.	United Kingdom
Hexaware Technologies Asia Pacific Pte. Ltd.	Singapore
Hexaware Technologies GmbH.	Germany
Hexaware Technologies Canada Ltd.	Canada
Hexaware Technologies, Mexico S. De. R.L. De. C.V.	Mexico
Hexaware Technologies LLC <sup>(8)</sup>	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
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 <sup>(4)</sup>	Netherland
Mobiquity Softech Private Limited <sup>(5)</sup>	India
Hexaware Technologies South Africa (Pty) Ltd <sup>(1)</sup>	South Africa
Hexaware Technologies Belgium SRL <sup>(1)</sup>	Belgium
Hexaware Technologies ARG SAS <sup>(1)</sup>	Argentina
Hexaware AI Balagh Technologies LLC <sup>(6)</sup>	Qatar
Hexaware Technologies SL (Private) Limited <sup>(7)</sup>	Sri Lanka
Softcrylic LLC <sup>(9)</sup>	USA
Softcrylic Technology Solutions India Private Limited <sup>(9)</sup>	India
Softcrylic Technologies Inc. <sup>(9)</sup>	Canada
Hexaware Novelty Technologies Ltd <sup>(10)</sup>	Abu Dhabi
Hexaware Nevada Inc. <sup>(11)</sup>	United States of America
Hexaware Information Technologies SDN BHD. <sup>(12)</sup>	Malaysia

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Names of related parties

### Key Management Personnel (KMP)

#### Executive Director and CEO

R Srikrishna

#### Non-Executive Directors

Milind Sarwate

Larry Quinlan

Michael Bender (upto August 12, 2024)

Neeraj Bharadwaj

Sandra Joy Horbach

Julius Michael Genachowski

Lucia De Fatima Soares

Shawn Albert Devilla

Kapil Modi

Sukanya Kripalu (w.e.f. August 13, 2024)

Vivek Sharma (w.e.f. August 13, 2024)

## Notes:

1. Subsidiary of Hexaware Technologies UK Ltd. Liquidated on September 13, 2023.
2. Subsidiary of Hexaware Technologies Inc.
3. Subsidiary of Mobiquity Inc.
4. Subsidiary of Mobiquity Velocity Cooperative UA
5. Subsidiary of Hexaware Technologies Limited
6. Subsidiary Formed on 5th December, 2023.
7. Formed on 28th February, 2024.
8. Liquidated on 21st February, 2024.
9. Acquired on 3rd May 2024.
10. Formed on 13th August, 2024.
11. Subsidiary of Hexaware Technologies Inc. incorporated on 11th September, 2024
12. Incorporated on 13th December, 2024
13. CA Sebright Investments ('CAS') being the affiliate of promoter, has covered certain identified employees of the Company under the Multiple Of Invested Capital (MOIC) plan, under which direct payments will be made upon satisfaction of specified conditions therein, at their discretion. The MOIC Plan was approved by the Board of Directors of the Company on May 3, 2022. There is no financial impact / burden to the Company for the payments to be made pursuant to MOIC.



# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Details of transactions and balances with party wise details for transactions in excess of 10% of the total transactions

Nature of transactions	Name of the Related party and Relationship	For the year ended	
		December 31, 2024	December 31, 2023
<b>Investment made in Equity</b>	<b>Subsidiaries</b>		
	Hexaware AL Balagh Technologies LLC	3	-
	Softcrylic LLC	12,152	-
	Softcrylic Technology Solutions India Private Limited	165	-
	Hexaware Information Technologies (Shanghai) Company Limited	12	-
	Hexaware Technologies SL (Private) Limited	8	-
	Hexaware Novelty Technologies Ltd	2	-
	Hexaware Technologies Nordic AB	-	24
		<b>12,342</b>	<b>24</b>
<b>Redemption of Non Convertible Debenture</b>	<b>Subsidiaries</b>		
	Hexaware Technologies Inc.	2,505	-
		<b>2,505</b>	-
<b>Investment made in Non Convertible Debenture</b>	<b>Subsidiaries</b>		
	Hexaware Technologies Inc.	-	1,246
		-	<b>1,246</b>
<b>Accrual of Share based cost</b>	<b>Ultimate Holding Company</b>		
	Hexaware Global Limited	74	157
		<b>74</b>	<b>157</b>
<b>Software and consultancy income</b>	<b>Affiliate of Promoter</b>		
	Carlyle Investment Management, LLC	1,444	-
		<b>1,444</b>	-
<b>Software and consultancy income</b>	<b>Subsidiaries</b>		
	Hexaware Technologies UK Ltd.	4,838	4,944
	Hexaware Technologies Belgium	1,447	502
	Hexaware Technologies GmbH.	1,326	219
	Others	2,227	2,012
		<b>9,838</b>	<b>7,677</b>
<b>Software and development expenses- subcontracting charges</b>	<b>Subsidiaries</b>		
	Hexaware Technologies Inc	12,537	7,275
	Others	2,718	891
		<b>15,255</b>	<b>8,166</b>

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

Nature of transactions	Name of the Related party and Relationship	For the year ended	
		December 31, 2024	December 31, 2023
Reimbursement of cost to	<b>Subsidiaries</b>		
	Hexaware Technologies Belgium	^	-
	Hexaware Technologies UK Limited	^	1
	Others	^	-
		<b>1</b>	<b>1</b>
Recovery of cost from	<b>Holding Company</b>		
	CA Magnum Holdings	329	-
		<b>329</b>	<b>-</b>
Recovery of cost from	<b>Subsidiaries</b>		
	Hexaware Technologies Inc.	231	83
	Hexaware Technologies UK Limited	67	66
	Others	30	25
		<b>328</b>	<b>174</b>
Corporate Guarantee Charges	<b>Subsidiaries</b>		
	Hexaware Technologies Inc.	30	3
		<b>30</b>	<b>3</b>
Corporate Guarantee Given	Hexaware AL Balagh Technologies LLC	167	-
		<b>167</b>	<b>-</b>
Interest on Non Convertible Debenture	<b>Subsidiaries</b>		
	Hexaware Technologies Inc.	94	69
		<b>94</b>	<b>69</b>
Remuneration to KMP's and Directors			
	Short-term employee benefits	9	18
	Post employee benefits	2	1
	Share based payment	41	31
	Commission and other benefits to non-executive directors <sup>1</sup>	62	60
		<b>114</b>	<b>110</b>

## Notes:

- 1 Provision is made for commission, for the year ended December 31, 2024, payment of which is subject to adequacy of profits to be determined annually.
- 2 ^ value less than Rs. 0.5 million

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Details of transactions and balances with party wise details for transactions in excess of 10% of the total transactions

Outstanding Balances	Name of the Related party and Relationship	For the year ended	
		December 31, 2024	December 31, 2023
<b>Investment in equity (Including share application money) (Refer to note 8A)</b>		14,674	2,332
		<b>14,674</b>	<b>2,332</b>
<b>Investment in Non Convertible Debentures</b>	<b>Subsidiaries</b>		
	Hexaware Technologies Inc.	1,712	4,161
		<b>1,712</b>	<b>4,161</b>
<b>Trade, other receivable and Accrual</b>	<b>Subsidiaries</b>		
	Hexaware Technologies UK Limited	1,071	1,269
	Hexaware Technologies GMBH	368	118
	Hexaware Technologies Saudi LLC	492	454
	Hexaware Technologies Belgium SRL	358	199
	Hexaware Al Balagh Technologies LLC	361	-
	Others	354	443
		<b>3,004</b>	<b>2,483</b>
<b>Debenture Interest Receivable</b>	<b>Subsidiaries</b>		
	Hexaware Technologies Inc.	7	-
		<b>7</b>	<b>-</b>
<b>Guarantee Receivable</b>	<b>Subsidiaries</b>		
	Hexaware Technologies Inc.	8	-
	Hexaware Al Balagh Technologies LLC	1	-
		<b>9</b>	<b>-</b>
<b>Trade payable - towards services, reimbursement of cost and Accrual</b>	<b>Subsidiaries</b>		
	Hexaware Technologies Inc.	2,597	2,253
	Mobiquity Softech Private Limited	772	146
	Others	552	151
		<b>3,921</b>	<b>2,550</b>
<b>Payable to / Provision for KMP's</b>		47	57
		<b>47</b>	<b>57</b>
<b>Corporate Gaurantee<sup>1</sup></b>	<b>Subsidiaries</b>		
	Hexaware Technologies Inc.	2,911	2,829
	Others	171	-
		<b>3,082</b>	<b>2,829</b>
<b>Payable to Hexaware Global Limited (including accruals)<sup>2</sup></b>		-	276
<b>Receivable from CA Magnum Holdings (including accruals)<sup>3</sup></b>		329	-
<b>Payable to Carlyle Investment Management, L.L.C (including accruals and advance billing)</b>		166	-

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Notes:

- 1 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.
- 2 During the year ended December 31, 2024, ESOP plan of Hexaware Global Limited is discontinued and replaced with ESOP plan issued by the company, hence cumulative liability on the date of replacement is transferred to share options outstanding account.
- 3 Transactions for the year ended December 31, 2024 and Balance as at December 31, 2024 represents expenses incurred in relation to IPO that are recoverable by the Company from the selling shareholder.
- 4 ^ value less than Rs. 0.5 million

## Note 27 Financial Instruments

- (i) The carrying value / fair value of financial instruments (other than investment in subsidiaries and associates) by categories as at December 31, 2024 is as follows:

	Amortized cost	Fair value through profit and loss	Fair value through other comprehensive income	Derivative instrument in hedging relationship	Total carrying / fair value <sup>1</sup>
Cash and cash equivalents	7,763	-	-	-	7,763
Other bank balances	106	-	-	-	106
Trade receivables - Billed	8,810	-	-	-	8,810
Trade receivables - Unbilled	4,403	-	-	-	4,403
Other financial assets	1,324	-	-	89	1,413
Investment in Non-Convertible Debenture	1,712	-	-	-	1,712
Investments in equity shares	-	-	4	-	4
<b>Total</b>	<b>24,118</b>	<b>-</b>	<b>4</b>	<b>89</b>	<b>24,211</b>
Trade payables	5,947	-	-	-	5,947
Lease liabilities	4,037	-	-	-	4,037
Other financial liabilities	3,123	4,123	-	589	7,835
<b>Total</b>	<b>13,107</b>	<b>4,123</b>	<b>-</b>	<b>589</b>	<b>17,819</b>

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

(ii) The carrying value / fair value of financial instruments (other than investment in associate) by categories as at December 31, 2023 is as follows:

	Amortized cost	Fair value through profit and loss	Fair value through other comprehensive income	Derivative instrument in hedging relationship	Total carrying / fair value <sup>1</sup>
Cash and cash equivalents	8,986	-	-	-	8,986
Other bank balances	103	-	-	-	103
Investments in mutual fund units	-	2,506	-	-	2,506
Trade receivables - Billed	8,452	-	-	-	8,452
Trade receivables - Unbilled	2,836	-	-	-	2,836
Investment in Non-Convertible Debenture	4,161	-	-	-	4,161
Other financial assets	432	-	-	108	540
Investments in equity shares	-	-	4	-	4
<b>Total</b>	<b>24,970</b>	<b>2,506</b>	<b>4</b>	<b>108</b>	<b>27,588</b>
Trade payables	4,462	-	-	-	4,462
Lease liabilities	2,399	-	-	-	2,399
Other financial liabilities	2,512	-	-	233	2,745
<b>Total</b>	<b>9,373</b>	<b>-</b>	<b>-</b>	<b>233</b>	<b>9,606</b>

## Notes:

1 Carrying amount of cash and cash equivalents, other bank balances, trade receivables, unbilled revenue, other financial assets, Investment in Non-Convertible Debentures, 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 ^ value less than Rs. 0.5 million.

## (ii) 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.

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

The following table presents fair value hierarchy of financial assets and liabilities measured at fair value on a recurring basis as at December 31, 2024:

	Level I	Level II	Level III	Total
Investments in equity shares	-	-	4	4
Derivative financial assets	-	89	-	89
	-	<b>89</b>	<b>4</b>	<b>93</b>
Derivative financial liabilities	-	589	-	589
Contingent consideration	-	-	4,123	4,123
	-	<b>589</b>	<b>4,123</b>	<b>4,712</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, 2023:

	Level I	Level II	Level III	Total
Mutual fund units	2,506	-	-	2,506
Investments in equity shares	-	-	4	4
Derivative financial assets	-	108	-	108
	<b>2,506</b>	<b>108</b>	<b>4</b>	<b>2,618</b>
Derivative financial liabilities	-	233	-	233
	-	<b>233</b>	-	<b>233</b>

Type	Valuation Technique	Significant unobservable inputs	Inter relationship between significant unobservable inputs and fair value
Contingent consideration	Discounted cash flow: The valuation model considers the present value of expected payment discounted using a risk adjusted discount rate. The expected payment is determined by considering the possible scenarios of forecast Revenue, Gross Profit and the amount to be paid under each scenario and the probability of each scenario.	1. Forecasted Revenue and Gross Profit 2. Risk Adjusted Discount rate	Any change (increase/decrease) in the significant unobservable inputs would entail corresponding change in contingent consideration payable

Movement of contingent consideration payable	For the Year Ended December 31, 2024
<b>Balance at the beginning of the year</b>	-
Add: Recognised during the year	3,857
Add: Interest on contingent consideration	159
Add: Exchange rate difference	107
<b>Balance at the end of the year</b>	<b>4,123</b>



# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## (iii) 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

During the year ended December 31, 2024, Americas contributed 72 % (December 31, 2023 - 69.1 %) 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.

During the year ended December 31, 2024, 46.21 % of the revenue for the year is generated from top 10 clients (December 31, 2023 - 47.76 %). 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 Rs. 8810 million and Rs. 8452 million as at December 31, 2024 and December 31, 2023, respectively, unbilled receivables of Rs. 4403 million and Rs. 2836 million as at December 31, 2024 and December 31, 2023, respectively and contract assets of Rs. 1069 million and Rs. 263 million as at December 31, 2024 and December 31, 2023, 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 contribute 46 % of the total outstanding as at December 31, 2024 ( 55 % as at December 31, 2023).

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.

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## (iv) 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 of the Board who 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.

The following table analyses foreign currency risk from financial instruments as at December 31, 2024 & 2023:

	Net financial assets (A)	Net financial liabilities (B)	Net assets/ (liabilities) (A-B)
<b>As at December 31, 2024</b>			
USD	11,321	8,146	3,175
EUR	593	262	331
GBP	636	22	614
Others <sup>1</sup>	2,057	273	1,784

	Net financial assets (A)	Net financial liabilities (B)	Net assets/ (liabilities) (A-B)
<b>As at December 31, 2023</b>			
USD	15,485	4,591	10,894
EUR	323	196	127
GBP	618	16	602
Others <sup>1</sup>	1,802	73	1,729

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 Rs. 590 million and Rs. 1,335 million for the year ended December 31, 2024 and December 31, 2023 respectively.

### Notes:

- 1 Others include currencies such as Singapore Dollars, Canadian Dollars, United Arab Emirates Dirhams, Philippine Pesos, Japanese Yen, Australian Dollars etc.

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

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:

	As at	
	December 31, 2024	December 31, 2023
<b>Currency hedge (sell contracts)</b>		
USD	449	331
EURO	32	12
GBP	46	54

The weighted average forward rate for the hedges outstanding as at December 31, 2024 is Rs. 86.37, Rs. 95.29 and Rs. 109.09 (As at December 31, 2023 - Rs. 84.70, Rs. 93.23 and Rs. 105.54) 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 Company's other comprehensive income approximate by Rs. 565 millions and Rs. 422 millions for the year ended December 31, 2024 and December 31, 2023 respectively.

The movement in accumulated other comprehensive income on account of derivatives designated as cash flow hedges is as under:

	For the year ended	
	December 31, 2024	December 31, 2023
Balance at the beginning of the year	(72)	(254)
Less: Net gains transferred to statement of profit or loss on occurrence of forecasted hedge transaction	68	(53)
Add: Changes in the fair value of the effective portion of outstanding cash flow hedges	(433)	279
Less: Deferred tax	73	(44)
<b>Balance at the end of the year</b>	<b>(364)</b>	<b>(72)</b>

There were no material hedge ineffectiveness for the year ended December 31, 2024 and 2023.

## 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, 2024 the Company had total cash, bank balance and current investments of Rs. 8,325 millions (December 31, 2023: Rs. 11,617 millions) which constitutes approximately 12 % (December 31, 2023: 28 %) of total assets.

The tables below provide details of the contractual maturities of significant financial liabilities as at:

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

As at December 31, 2024	Less than 1 year	1-2 years	3-5 years	Beyond 5 years	Total
Lease Liabilities	979	939	2,365	1,113	5,396
Trade and other payables	5,947	-	-	-	5,947
Foreign currency derivative liabilities	369	220	-	-	589
Others (Refer to note 15)	5,243	2,003	-	-	7,246
<b>Total</b>	<b>12,538</b>	<b>3,162</b>	<b>2,365</b>	<b>1,113</b>	<b>19,178</b>

As at December 31, 2023	Less than 1 year	1-2 years	3-5 years	Beyond 5 years	Total
Lease Liabilities	542	492	1,127	1,358	3,519
Trade and other payables	4,462	-	-	-	4,462
Foreign currency derivative liabilities	169	64	-	-	233
Others (Refer to note 15)	2,470	42	-	-	2,512
<b>Total</b>	<b>7,643</b>	<b>598</b>	<b>1,127</b>	<b>1,358</b>	<b>10,726</b>

## 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 objective for capital management is to maximize shareholder value, safeguard business continuity and support the growth of the Company. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The Company is not subject to any externally imposed capital requirements.

## Note 28 Share Based Compensation

- a) The Nomination and Remuneration Committee ('Committee') of the Company administers the stock options plans viz. ESOP 2008, 2015 and 2024 plan. Under the plans, the employees of the holding Company as well as its subsidiaries are granted options/ Restricted Stock Units (RSUs) entitling them to one equity share of face value of Re. 1 each for each option/RSU granted. Exercise price is the price determined by the Committee. The options/RSUs vest over a period of 1 to 6 years from the date of grant which could be time based, performance based or event based. The maximum time available to exercise upon vesting is 3 years.

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

b) The particulars of number of options/RSUs granted and lapsed under the aforementioned Schemes are tabulated below. Refer Note 14.7.2 for information on share split.

Particulars	ESOP - 2008		ESOP - 2015		ESOP - 2024		Total	
	Options/ RSU's (nos.)	Weighted ex. Price per share (Rs.)	RSU's (nos.)	Weighted ex. Price per share (Rs.)	RSU's (nos.)	Weighted ex. Price per share (Rs.)	Options/ RSU's (nos.)	Weighted ex. Price per share (Rs.)
Outstanding at the beginning of the year	4,464 (12,500)	1.00 (1.00)	1,087,906 (4,247,446)	1.00 (1.00)	- -	- -	1,092,370 (4,259,946)	1.00 (1.00)
Granted during year	- -	- -	- -	- -	21,526,100 -	383.00 -	21,526,100 -	383.00 -
Exercised during the year	4,464 (4,762)	1.00 (1.00)	722,622 (2,619,494)	1.00 (1.00)	- -	- -	727,086 (2,624,256)	1.00 (1.00)
Lapsed during the year	- (3,274)	- (1.00)	117,860 (540,046)	1.00 (1.00)	687,800 -	382.50 -	805,660 (543,320)	326.69 (1.00)
Outstanding at the year end	- (4,464)	- (1.00)	247,424 (1,087,906)	1.00 (1.00)	20,838,300 -	383.01 -	21,085,724 (1,092,370)	378.53 (1.00)
Exercisable as at the year end	- (4,464)	- (1.00)	247,424 (811,968)	1.00 (1.00)	- -	- -	247,424 (816,432)	1.00 (1.00)

Previous year figures are given in bracket.

c) The weighted average share price of options/RSUs exercised on the date of exercise was Rs. 387.34 per share and Rs. 382.5 per share for the year ended December 31, 2024 and December 31, 2023, respectively.

d) Range of exercise price and weighted average remaining contractual life (in months) for the options outstanding:

Range of exercise price	As at December 31, 2024		As at December 31, 2023	
	Options/ RSU's (Nos)	Life	Options/ RSU's (Nos)	Life
1.00	247,424	6.9	1,092,370	12
382.50	20,613,800	45.3	-	-
430.00	224,500	64.5	-	-
<b>Total</b>	<b>21,085,724</b>		<b>1,092,370</b>	

e) The fair values of the options/RSU's granted in year 2024 are determined using Black Scholes Option pricing model using following assumptions:

Particulars	Year 2024
Weighted Average fair value (Rs.)	65.87
Weighted Average share price (Rs.)	298.28
Dividend Yield (%)	2.50
Expected Life (years)	2.50 - 4.50
Risk free interest rate (%)	4.45
Volatility (%)	36.59 - 45.53

The expected volatility is determined based on historical volatility during a period equivalent to the expected term of RSU granted.

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

(i) During the year ended December 31, 2023, the Company modified the restricted stock unit (RSU) scheme and provided a one-time option in respect of certain grants for RSU holder to surrender RSU against a cash payment of Rs. 381.5/- per RSU ('offer price'). Total of 501,524 RSUs were surrendered by the employees. Total cash payout / payable by the Company is Rs. 190 million.

1. Incremental cost recorded in the statement of profit and loss of Rs. 47 million, for excess of offer price of Rs. 381.5/- 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 Rs. 34 million was recorded in the equity.

The fair value on the date of modification was 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."

f) The Ultimate Holding company Hexaware Global Limited (earlier known as CA Campine Limited) has granted ESOP to employees of the Company. The said grants allows eligible employee to opt for one share of Hexaware Global Limited for each option held upon vesting which could be time based, performance based or event based. The exercise price for the option is USD 7 per share, weighted average estimated fair value is approximately USD 1.10 per option and remaining weighted average life is approximately 50 months.

The Company has recognized Rs. 74 million as estimated cost for such ESOPs granted in the statement of profit and loss during the year ended December 31, 2024, Rs. 157 million during the year ended December 31, 2023.

In May'24, Hexaware Global Limited's ESOP plan was cancelled and was replaced by granting options of Hexaware Technologies Limited. The said grants will allow eligible employee to opt for one share of Hexaware Technologies Limited for each option held upon vesting which could be time based, performance based or event based. Refer note 28 (b) to 28 (e) for details.

## Note 29 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.

During the year ended December 31, 2024, the company has filed application for surrender of the trust. Entire amount payable towards Provident fund including interest has been paid to EPFO. The closure application is under process. From March'24 onwards, in respect of all employees contribution is being made to the Government administered Employee Provident and Pension Fund.

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.



# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

During the year, the Company has recognized expenses towards contributions to provident fund and other funds and superannuation funds of Rs. 1,265 million (previous year Rs. 1,074 millions ) and Rs. 65 million (previous year Rs. 71 Million), respectively.

## 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') and Aditya Birla Sunlife Insurance Company Ltd, 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	For the year ended	
	December 31, 2024	December 31, 2023
<b>Change in Defined Benefit Obligation</b>		
<b>Opening defined benefit obligation</b>	1,088	876
Current service cost	263	219
Past service cost	-	-
Interest cost	71	58
Adjustment for remeasurement of defined benefit plan		
- Actuarial loss/(gains) arising from change in financial assumptions	48	28
- Actuarial loss/(gains) arising from change in demographical assumptions	-	-
- Actuarial loss/(gains) arising on account of experience changes	(4)	17
Benefits paid	(86)	(109)
<b>Closing defined benefit obligation (A)</b>	<b>1,380</b>	<b>1,088</b>
<b>Change in the Fair Value of Assets</b>		
Opening fair value of plan assets	316	363
Interest on plan assets	32	24
Remeasurement due to actual return on plan assets less interest on plan assets	17	(2)
Contribution by employer	420	40
Benefits paid	(86)	(109)
<b>Closing fair value of plan assets (B)</b>	<b>699</b>	<b>316</b>
<b>Net liability as per actuarial valuation (A-B)</b>	<b>681</b>	<b>772</b>
<b>Expense charged to statement of profit and loss:</b>		
Current service cost	263	219
Past service cost	-	-
Net Interest on defined benefit plan	39	34
<b>Total included in Employment Benefit expenses</b>	<b>302</b>	<b>253</b>

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

Particulars	For the year ended	
	December 31, 2024	December 31, 2023
<b>Amount recognised in other comprehensive income:</b>		
Remeasurement of defined benefit plan due to -		
- changes in financial assumptions	48	28
- changes in demographical assumptions	-	-
- Experience adjustments	(4)	17
- Actual return on plan assets less interest on plan assets	(17)	2
<b>Total amount recognised in other comprehensive income</b>	<b>27</b>	<b>47</b>
<b>Actual return on plan assets</b>	<b>49</b>	<b>22</b>
<b>Category of assets - Insurer Managed Fund*</b>	<b>699</b>	<b>316</b>

# Since the investments are held in the form of deposit with the Insurer Managed funds, these are not volatile, the market value of assets is the cost value of assets and has been accordingly considered for the above disclosures.

The Company is expected to contribute Rs. 460 Million to gratuity funds in next year.

Financial assumptions at the valuation date	For the year ended	
	December 31, 2024	December 31, 2023
Discount rate*	6.85%	7.20%
Rate of increase in compensation levels of covered employees**	7.5% to 10%	7.5% to 10%

\* 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	For the year ended December 31, 2024	
	Discount Rate	Salary Escalation Rate
Increase in 50 bps	-2.45%	2.53%
Decrease in 50 bps	2.57%	-2.43%

Impact on defined benefit obligation	For the year ended December 31, 2023	
	Discount Rate	Salary Escalation Rate
Increase in 50 bps	-2.46%	2.54%
Decrease in 50 bps	2.58%	-2.45%

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## 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	December 31, 2024	
	Rupees Million	Rupees Million
Year 1	255	211
Year 2	232	162
Year 3	206	170
Year 4	198	148
Year 5	163	136
Thereafter	1,022	850
Weighted Average duration to the payment of these cash flows	5.05 years	5.08 years

## Note 30 Segments

In accordance with Ind AS 108 'Operating Segment', the Company has disclosed Segment information on consolidated basis for the year ended December 31, 2024 which is available as part of the audited consolidated financial statements of the Company.

## Note 31 Corporate Social Responsibility

a Gross amount required to be spent by the Company is 165 and Rs. 144 for the year ended December 31, 2024 and December 31, 2023, respectively.

b Amount spent during the year on:

Particulars	For the year ended December 31, 2024		
	Amount Paid	Amount yet to be paid	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	165	-	165
<b>Total amount spent during the year</b>	<b>165</b>	<b>-</b>	<b>165</b>

Particulars	For the year ended December 31, 2023		
	Amount Paid	Amount yet to be paid	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	144	-	144
<b>Total amount spent during the year</b>	<b>144</b>	<b>-</b>	<b>144</b>

The nature of corporate social responsibility activities undertaken by the Company for the year ended December 31, 2024 and 2023 includes work in the area of education, woman empowerment, environment, health and sanitation, sports and skill development.

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 32 Disclosure pursuant to amount due to Micro, Small and Medium enterprises is as under:

	As at	
	December 31, 2024	December 31, 2023
Amount due to vendor	52	4
Principal amount paid (includes unpaid beyond the appointed date)	3	6
Interest due and paid /payable for the year	^	^
Interest accrued and remaining unpaid	^	^

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.

## Note 33 Commitments and contingencies

### a Capital commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances) as at December 31, 2024 and 2023 is Rs. 866 millions and Rs. 1,078 millions respectively.

### b Contingencies

	As at	
	December 31, 2024	December 31, 2023
(i) Disputed Liabilities not provided for		
a) Income Tax	-	10
b) Claims against the Company not acknowledged as debts (Gross of tax) <sup>1</sup>	-	28

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.

<sup>1</sup> During the year ended December 31, 2024, the Company has fully provided for claims against the group acknowledged as debts which was disclosed as contingent as on December 31, 2023.

## Note 34 Relationship with the struck off companies

Transactions with struck off companies:

Name of struck off company	Nature of Transaction	Transactions during the year December 31, 2024	Balance outstanding As at December 31, 2024	Transactions during the year December 31, 2023	Balance outstanding As at December 31, 2023
Axenix Water Private Limited	Receipt of services	-	-	^	^
Hundalani Finance And Leasing Company Limited	Shareholders - Interim dividend	^	-	^	-
Unickon Fincap Private Limited	Shareholders - Interim dividend	^	^	^	^

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

Name of struck off company	Nature of Transaction	Transactions during the year December 31, 2024	Balance outstanding As at December 31, 2024	Transactions during the year December 31, 2023	Balance outstanding As at December 31, 2023
IDAFA Investments Private Limited	Shareholders - Interim dividend	^	^	^	^
Vaishak Shares Limited	Shareholders - Interim dividend	^	-	^	^
Home Trade Limited	Shareholders - Interim dividend	^	1	^	1
Skon Packaging and investments Pvt Ltd	Shareholders - Interim dividend	-	^	^	^
Mascon Global Limited	Shareholders - Interim dividend	^	^	^	^
S R K Enterprises Private Ltd	Shareholders - Interim dividend	^	-	-	-

## Notes:

1 ^ value less than Rs. 0.5 million

## Note 35

## Supplementary Information - Extract of statement of Profit and Loss (before other comprehensive income) in USD million

	For the year ended	
	December 31, 2024	December 31, 2023
<b>INCOME</b>		
Revenue from operations	752.3	603.2
Other income <sup>1</sup>	5.9	4.1
<b>TOTAL INCOME</b>	<b>758.2</b>	<b>607.3</b>
<b>EXPENSES</b>		
Employee benefits expense <sup>2,3</sup>	354.6	307.8
Finance costs	6.0	2.9
Depreciation and amortisation expense <sup>5</sup>	16.3	16.3
Other expenses <sup>4</sup>	255.6	169.9
<b>TOTAL EXPENSES</b>	<b>632.5</b>	<b>496.9</b>
<b>PROFIT BEFORE TAX</b>	<b>125.7</b>	<b>110.4</b>
Tax expense	21.9	22.5
<b>PROFIT FOR THE PERIOD</b>	<b>103.8</b>	<b>87.9</b>

**Note:** The standalone financial statements for the year ended 31 December 2023 include supplementary information convenience translation in US dollars using the period end closing rate (FEDAI rate of USD 1 = Rs. 83.21).

The standalone financial statements have been prepared in Indian rupees, the national currency of India and the functional currency of the Holding Company. For the purpose of alignment with internal reporting, instead of the supplementary information mentioned above, certain financial information consisting of extract of the Statement of Profit and Loss (before other comprehensive income) as included in the table above, has been translated into United States dollars using the monthly closing exchange rate (mentioned in table below) as published by FEDAI and included in the standalone financial statements. The standalone financial statements, have been prepared with reference to rates, where applicable, in accordance with requirements of Ind AS 21.

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Monthly closing rates published by FEDAI:

Month	2024	2023
January	83.0475	81.9250
February	82.9175	82.6700
March	83.405	82.1700
April	83.43	81.8300
May	83.4675	82.7275
June	83.3875	82.0425
July	83.725	82.2500
August	83.8675	82.7900
September	83.7975	83.0450
October	84.0800	83.2550
November	84.4875	83.4000
December	85.6200	83.2125

### Notes:

- 1 includes exchange gain of USD 0.4 million for the year ended December 31, 2024 and exchange loss of USD 1.9 million for the year ended December 31, 2023.
- 2 includes Employee stock option compensation cost of USD 1.8 million and USD 1.3 million for the year ended December 31, 2024 and December 31, 2023 respectively.
- 3 Employee benefits expense includes:

	For the year ended	
	December 31, 2024	December 31, 2023
Non-recurring Employee benefit and severance costs	5.1	-
Enterprise Resource Planning (ERP) Transformation cost	5.3	-
	<b>10.4</b>	<b>-</b>

- 4 Other expenses includes:

	For the year ended	
	December 31, 2024	December 31, 2023
Specific provisions for onerous vendor contracts	-	2.4
Enterprise Resource Planning (ERP) Transformation cost	4.6	2.9
Acquisition related costs	1.4	1.0
IPO Related Costs	0.1	-
Regulatory Fees paid	2.0	-
	<b>8.1</b>	<b>6.3</b>

- 5 Depreciation and amortisation expense

	For the year ended	
	December 31, 2024	December 31, 2023
Amortisation of intangible assets acquired in business combination	0.1	0.4
Accelerated amortisation of RoU of certain offices leases on optimisation	-	^
	<b>0.1</b>	<b>0.4</b>



# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

## Note 36 Additional Regulatory Information - Financial ratios

Ratio	Numerator	Denominator	Current year	Previous year	% variance
Current ratio (in times) <sup>1</sup>	Total Current Assets	Total Current Liability	1.55	2.45	-37%
Debt-equity ratio (in times) <sup>2</sup>	Debt including and lease liabilities	Total Equity	0.13	0.08	53%
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest+ Other non-cash adjustments	Debt service = Interest, lease and principal repayments	10.43	13.89	-25%
Return on equity ratio (in %)	Profit for the year less preference dividend	Average total equity	26.03%	26.24%	-1%
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables (including unbilled receivables and contract asset)	4.87	4.14	18%
Trade payables turnover ratio (in times)	Other operating expenses (net of doubtful debts)	Average trade payables	4.07	4.20	-3%
Net capital turnover ratio (in times) <sup>3</sup>	Revenue from operations	Average working capital (Total current assets less Total current liabilities)	5.40	3.55	52%
Net profit ratio (in %)	Profit for the year	Revenue from operations	12.47%	14.58%	-15%
Return on capital employed (in %)	Profit before interest and tax	Tangible Net Worth + Debt (including lease liability) + Deferred Tax Liability	30.72%	30.29%	1%

(1) Current ratio has been declined due recognition of deferred consideration for acquisition of Sofycrylic LLC.

(2) The debt-equity ratio has increased due to the addition of lease property, which in turns increases the lease liabilities.

(3) The net capital turnover ratio has been improved due to increase in revenue for the current year.

## Note 37 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 end of the reporting 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** No funds have been advanced / loaned / invested (from borrowed funds or from share premium or from any other sources / kind of funds) by the Company to any other person(s) or entity(ies), including foreign entities (Intermediaries), with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

# Notes forming part of Standalone Financial Statements

(Rupees in millions, except share and per share data, unless otherwise stated)

No funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- 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 Initial Public Offer

Subsequent to December 31, 2024, the Company has completed an Initial Public Offer ("IPO") of 123,720,440 equity shares of face value of Re. 1 each aggregating to Rs. 87,500 million as an offer for sale by selling shareholder. The equity shares of the Company were listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") on February 19, 2025. The Company has not received any proceeds from the Offer and all such proceeds (net of any Offer related expenses which are borne by Selling Shareholder have gone to the Selling Shareholder). The Offer has been authorised by a resolution by our Board of Directors dated September 06, 2024.

## E Material events after Balance Sheet date:

There is no significant event after reporting date which requires amendments or disclosure to these standalone financial statements.

## F Approval of the financial statements:

The Standalone financial statements were approved for issue by the Board of Directors on March 06, 2025.

As per our report of even date attached

**For B S R & Co. LLP**

Chartered Accountants

Firm's registration number: 101248W/W-100022

**Jaclyn Desouza**

**Partner**

Membership number: 124629

Place: Rovaniemi

Date: March 07, 2025

**For and on behalf of the Board of Directors of HEXAWARE TECHNOLOGIES LIMITED**

CIN: U72900MH1992PLC069662

**R. Srikrishna**

**CEO & Executive Director**

DIN 03160121

Place: Mumbai

Date: March 06, 2025

**Vikash Kumar Jain**

**Chief Financial Officer**

Place: Mumbai

Date: March 06, 2025

**Neeraj Bharadwaj**

**Director**

DIN 01314963

Place: Palo Alto

Date: March 06, 2025

**Gunjan Methi**

**Company Secretary**

Place: Mumbai

Date: March 06, 2025

**Kapil Modi**

**Director**

DIN 07055408

Place: Mumbai

Date: March 06, 2025

# Notice

Notice is hereby given to all the members of Hexaware Technologies Limited (the “**Company**”) that the Thirty Second Annual General Meeting of the Members of the Company will be held on Wednesday, April 30, 2025 at 9.00 a.m. via video conferencing/ other audio visual means (“VC/OAVM”) to transact the business as set out below:

## 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, 2024 consisting of the balance sheet, statement of profit and loss and cash flow statement and notes thereon, together with the Reports of the Board of Directors and the Auditors thereon.

### Item no. 2 – To confirm payment of interim dividends

To confirm payment of interim dividend of INR 8.75 on equity shares of INR 1 each for the year 2024.

### Item no. 3 – Re-appointment of Mr. Shawn Albert Devilla

To appoint Mr. Shawn Albert Devilla (DIN: 09699900), who retires by rotation, and being eligible, seeks re-appointment.

### Item no. 4 – Re-appointment of Mr. Neeraj Bharadwaj

To appoint Mr. Neeraj Bharadwaj, (DIN: 01314963), who retires by rotation, and being eligible, seeks re-appointment.

## SPECIAL BUSINESS:

### Item No. 5 – To consider and approve amendments to ‘Hexaware Employees Stock Option Plan 2024’ (“ESOP 2024”/ “PLAN”)

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the provisions of Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SBEB Regulations**”) read with circulars, if any, issued thereunder to the extent applicable, the relevant provisions of the Foreign Exchange Management Act, 1999 and rules and regulations issued thereunder to the extent applicable, the applicable provisions of regulations, circulars and notifications issued by the Securities and Exchange Board of India, the BSE Limited and the National Stock Exchange of India Limited (“**Stock Exchanges**”), where the equity shares of the Company are listed and such other laws, rules and regulations as may be applicable (including any statutory modification(s), or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) (“**Applicable Laws**”), the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary, consent of the Company is hereby accorded to approve and adopt the below amendments to the Hexaware Employees Stock Option Plan 2024 (“**ESOP 2024**”/ “**Plan**”):

Existing Clause No.	Existing Provisions	New Clause No.	New Provisions
<b>Clause 3: Authority and Ceiling</b>			
3.1	...	3.1	...
	The Trust shall subscribe the aforesaid Shares from the Company which shall be used by the Trust for Transferring the same to the Option Grantee at the time of Exercise of their Vested Options and upon payment of the Exercise Price together with the applicable Taxes, in due compliance with the Applicable Laws.		<p>The Trust shall either subscribe the aforesaid Shares from the Company and/ or undertake a secondary acquisition, which shall be used by the Trust for Transferring the same to the Option Grantee at the time of Exercise of their Vested Options and upon payment of the Exercise Price, together with the applicable Taxes, or selling upon cashless exercise by the Option Grantee of their Vested Options, or dealing with the Shares in any other manner permissible under Applicable Laws, as the case maybe, in each case, in due compliance with the Applicable Laws.</p> <p>Secondary acquisition by the Trust shall be subject to the following limits:</p> <p>(a) The total number of shares under secondary acquisition held by the Trust shall at no point of time exceed 1% of the paid-up equity capital of the Company as at the end of the financial year immediately prior to the year in which the shareholders' approval is obtained for such secondary acquisition; and</p> <p>(b) Secondary acquisition in any financial year by the Trust shall not exceed 0.5% of the paid-up equity capital of the Company as at the end of the previous financial year.</p> <p>The above limits shall automatically include within their ambit the expanded or reduced capital of the Company, where such expansion or reduction has taken place on account of corporate action(s), including issue of bonus shares, share splits, rights issue, buy-back or scheme of arrangement.</p> <p>In making secondary acquisitions and selling Shares acquired through secondary acquisitions, the Trustee shall comply with all applicable requirements of the SBEB Regulations. The un-appropriated inventory of Shares which are not backed by grants, acquired through secondary acquisition by the Trust, shall be appropriated latest by the end of the subsequent financial year or the second subsequent financial year subject to approval of the Committee for such extension to the second subsequent financial year.</p>
<b>Clause 9.4: Exercise of Options</b>			
9.4 (b)	An amount equivalent to the Exercise Price shall be payable by the Option Grantee at the time of Exercise of the Vested Options, along with applicable Taxes in or outside India and compliance of other requisite conditions of Exercise.	9.4 (b)	<p>An amount equivalent to the Exercise Price shall be payable by the Option Grantee at the time of Exercise of the Vested Options, along with applicable Taxes in or outside India and compliance of other requisite conditions of Exercise. In the event, the Option Grantee elects to settle on a cashless basis, as per the preference indicated by the Option Grantee under the Exercise Notice, the Trust shall, as part of Necessary Actions,</p> <p>(i) Sell such number of Shares underlying the Vested Options on the Stock Exchange ("<b>Sale Shares</b>"), that covers the Exercise Price for such Vested Options together with any Taxes that may be applicable and shall, thereafter, transfer the remaining Shares (i.e., the Shares underlying the Vested Options of such Option Grantee minus the Sale Shares) to the Option Grantee; or</p> <p>(ii) If requested by the Option Grantee under the Exercise Notice and subject to permissibility under applicable law, sell all such shares underlying the Vested Options on the Stock Exchange and shall, thereafter, recover the Exercise Price for such Vested Options together with any Taxes that may be applicable and transfer the remaining proceeds to the Option Grantee.</p>

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Existing Clause No.	Existing Provisions	New Clause No.	New Provisions
9.4 (d)	Upon receiving an Exercise Notice, the Trustee shall apply to the Committee to cause the Company to issue and allot an appropriate number of Shares to the Trust, such that the Trust is able to Transfer these Shares to the Option Grantee(s) who issued the Exercise Notice against the Vested Options being Exercised. Upon receiving such an application from the Trustee, the Committee shall make all necessary and diligent enquiries with respect to such application and, upon being satisfied with the veracity of the Exercise Notices received by the Trustee, shall proceed to take such actions to cause the Company to issue the appropriate number of Shares arising out of the Exercise to the Trust and, in case the Shares of the Company are listed on a Stock Exchange, shall take (and shall cause the Company to take) such steps so as to make appropriate listing applications to the relevant Stock Exchanges in accordance with provisions of applicable Laws with respect to such Shares being issued and allotted to the Trust. Upon the Shares being issued and allotted to the Trust, the Trustee shall promptly take all corporate actions so as to Transfer the relevant number of Shares to the relevant Option Grantee against the Vested Options being Exercised by such Employee.	9.4 (d)	<p>As and when the Trust deems it expedient with a view to facilitating timely implementation of Exercise of Options, whether before or upon receiving an Exercise Notice, the Trustee shall, at its discretion, either:</p> <p>(i) apply to the Committee to cause the Company to issue and allot an appropriate number of Shares to the Trust; and/or</p> <p>(ii) undertake a secondary acquisition of an appropriate number of Shares.</p> <p>If the Trustee opts for the option under (i) above, upon receiving such an application from the Trustee, the Committee shall make all necessary and diligent enquiries with respect to such application and, upon being satisfied with the veracity of the application by the Trustee, shall proceed to take such actions to cause the Company to issue and allot the appropriate number of Shares to the Trust and, in case the Shares of the Company are listed on a Stock Exchange, shall take (and shall cause the Company to take) such steps so as to make appropriate listing applications to the relevant Stock Exchanges in accordance with provisions of applicable Laws with respect to such Shares being issued and allotted to the Trust.</p> <p>If the Trustee opts for the option under (ii) above, upon receipt of an Exercise Notice, the Trustee shall promptly take all corporate actions so as to Transfer the relevant number of Shares and/or the relevant proceeds of the sale of Shares (in the case of cashless exercise) to the relevant Option Grantee against the Vested Options being Exercised by such Employee, subject to applicable rules and regulations.</p>

**RESOLVED FURTHER THAT** the authority granted to the Board to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto, to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such deeds, applications, documents, writings etc. as may be necessary in this regard, be and is hereby approved;

**RESOLVED FURTHER THAT** each of the directors and the company secretary be and are hereby jointly and severally, authorized to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter."

#### Item No. 6 - Ratification of the 'Hexaware Employees Stock Option Plan 2024' ('ESOP 2024'/'PLAN")

**To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**) and the provisions of Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**"SBEB Regulations"**) read with circulars, if any, issued thereunder to the extent applicable, the relevant provisions of the Foreign Exchange Management Act, 1999 and rules and regulations issued thereunder to the extent applicable, the applicable provisions of regulations, circulars and notifications issued by the Securities and Exchange Board of India, the BSE Limited and the National Stock Exchange of India Limited (**"Stock Exchanges"**), where the equity shares of the Company are listed and such other laws, rules and regulations as may be applicable (including any statutory modification(s), or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) (**"Applicable Laws"**), the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed by the relevant authorities while granting such approvals, permissions and sanctions, the **'Hexaware**

**Employees Stock Option Plan 2024'** (as amended pursuant to the special resolution at Item No. 5 above, if such resolution is duly approved by the shareholders) (**"ESOP 2024"/' "Plan"**) to be implemented through irrevocable employee welfare trust namely Hexaware Employees Stock Option Trust 2024 (**"Trust"**), as originally formulated and approved by the board of directors of the Company on April 12, 2024, the Nomination and Remuneration Committee of the Company on April 10, 2024 and the members of the Company on May 09, 2024, prior to the listing of equity shares of the Company on the Stock Exchanges, consequent to the initial public offer by the Company, be and is hereby ratified and approved within the meaning of Regulation 12 of the SBEB Regulations, as detailed in the explanatory statement annexed hereto along with the consent of the members accorded to the board of directors of the Company (**"Board"**) which expression shall also include the Nomination and Remuneration Committee constituted by the Board, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board to exercise its powers, including the powers, conferred by this resolution in line with the (SBEB Regulations) being authorised to create, offer, grant, issue and allot employee stock options to eligible employees under the ESOP 2024, in one or more tranches on such terms and conditions as provided in the ESOP 2024 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws;

**RESOLVED FURTHER THAT** the authority of the Board to create, offer, grant, issue and allot not exceeding 2,43,16,400 (Two Crore Forty Three Lakh Sixteen Thousand and Four Hundred) employee stock options (**"Options"**), in one or more tranches, from time to time, to or for the benefit of such eligible person(s) as designated within the meaning of the Plan (other than promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company), subject to their eligibility as may be determined under the Plan and applicable provisions of the Act read with the relevant provisions of the Foreign Exchange Management Act, 1999 and rules and regulations issued thereunder and the relevant provisions of the SBEB Regulations, exercisable into not more than 2,43,16,400 (Two Crore Forty Three Lakh Sixteen Thousand and Four Hundred) equity shares of face value of INR 1 (Indian Rupee one) each (subject to adjustments as applicable on account of corporate actions), fully paid-up, which shall be subscribed and held by the Trust, where 1 (one) Option upon exercise shall convert in



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to 1 (one) equity share of the Company to be transferred to the option grantees by the Trust, subject to payment / recovery of requisite exercise price and applicable taxes, on such further terms, conditions and in such manner as the Board may decide in accordance with the provisions of the Applicable Laws, the provisions of the Plan, the accounting policies specified under Applicable Laws in force, be and is hereby ratified and approved;

**RESOLVED FURTHER THAT** the authority granted to the Board to grant Options under the ESOP 2024 is hereby ratified;

**RESOLVED FURTHER THAT** the ESOP 2024 (as amended pursuant to the special resolution at Item No. 5 above, if such resolution is duly approved by the shareholders) shall be implemented through the Trust and the aforesaid equity shares transferred by the Trust shall rank *pari passu* in all respects with the existing equity shares of the Company;

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, sub-division or consolidation of equity shares, merger or sale of division or other reorganization, requisite adjustments (which may include adjustments to the number of options in the Plan) shall be appropriately made, in a fair and reasonable manner in accordance with the provisions of the Plan;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, pursuant to the Applicable Laws, the authority of the Board on behalf of the Company to evolve, decide upon and bring in to effect the Plan and to make modifications, changes, variations, alterations or revisions in the Plan or any Options granted thereunder, as it may deem fit, from time to time, in its sole and absolute discretion in conformity with the provisions of the Section 62(1)(b) of the Act read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, relevant provisions of the SBEB Regulations to the extent applicable, the relevant provisions of the Foreign Exchange Management Act, 1999 and rules and regulations issued thereunder to the extent applicable, the Memorandum of Association and the Articles of Association of the Company and any other Applicable Laws, and to suspend, withdraw or revive the Plan from time to time, as may be specified by any statutory authority and/or to give effect to any laws, rules, regulations, amendment(s) thereto, provided that such changes are not detrimental to the eligible employees and is in accordance with Applicable Laws, is hereby ratified;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the authority of the Board on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient,

proper or desirable to give effect to the above resolutions including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required and to settle all questions, difficulties or doubts that may arise with regard to the creation, offer, grant, issue and allotment of shares without requiring the Board to secure any further consent or approval of the members of the Company in this regard, be and is hereby ratified;

**RESOLVED FURTHER THAT** the authority granted to the Board to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto, to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such deeds, applications, documents, writings etc. as may be necessary in this regard, be and is hereby ratified;

**RESOLVED FURTHER THAT** each of the directors and the company secretary be and are hereby jointly and severally, authorized to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter."

### **Item No. 7 - Ratification of the extension of the Benefits of Employee Stock Options to the employees of Subsidiary Company(ies) of the Company under 'Hexaware Employees Stock Option Plan 2024' ("ESOP 2024")/ "PLAN")**

**To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the rules made there under, the provisions of Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("**SBEB Regulations**") to the extent applicable, the relevant provisions of the Foreign Exchange Management Act, 1999 and rules and regulations issued thereunder to the extent applicable, the applicable provisions of regulations, circulars and notifications issued by the Securities and Exchange Board

of India, the BSE Limited and the National Stock Exchange of India Limited ("**Stock Exchanges**"), where the equity shares of the Company are listed and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("**Applicable Laws**"), the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities while granting such approvals, permissions and sanctions, the extension of the '**Hexaware Employees Stock Option Plan 2024**' (as amended pursuant to the special resolution at Item No. 5 above, if such resolution is duly approved by the shareholders) ("**ESOP 2024**" / "**Plan**"), as approved by the board of directors of the Company on April 12, 2024, the Nomination and Remuneration Committee of the Company on April 10, 2024 and members of the Company on May 09, 2024, prior to the listing of equity shares of the Company on the Stock Exchanges to the eligible employees of subsidiary companies in or outside India (as defined in the Act) or of group companies (as defined in the SBEB Regulations), be and is hereby ratified and approved within the meaning of the SBEB Regulations, as detailed in the explanatory statement annexed hereto along with the consent of the members accorded to the board of directors of the Company ("**Board**" which expression shall also include the Nomination and Remuneration Committee constituted by the Board or any other Committee constituted/ to be constituted by the Board to exercise its powers, including the powers, conferred by this resolution in line with the SBEB Regulations) being authorised to create, offer, grant, issue and allot employee stock options to eligible employees under the ESOP 2024, in one or more tranches under the Plan, such number of employee stock options within the limit prescribed therein at any time to or for the benefit of such eligible person(s) as designated within the meaning of the Plan (other than promoter or person belonging to the promoter group of the Company, independent director(s) and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company), of any subsidiary company(ies) of the Company, whether in or outside India, or of group companies (as defined in the SBEB Regulations) as may be decided under the Plan exercisable into corresponding number of equity shares of face value of INR 1 (Indian Rupee One) each, fully paid-up, where 1 (one) employee stock option would convert into 1 (one) equity share upon exercise, on such terms and in

such manner as the Board / the Nomination and Remuneration Committee may decide in accordance with the provisions of the Applicable Laws and the provisions of the Plan;

**RESOLVED FURTHER THAT** each of the directors and the company secretary be and are hereby jointly and severally, authorized to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter."

### Item No. 8 – Ratification for implementation of the '**Hexaware Employees Stock Option Plan 2024**' through trust route

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 ("**Act**"), and the rules made thereunder and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), including any statutory modification(s) or re-enactment(s) thereof, the applicable provisions of regulations, circulars and notifications issued by the Securities and Exchange Board of India, the BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("**Applicable Laws**"), the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the members of the Company hereby ratify the implementation of the 'Hexaware Employees Stock Option Plan 2024' (as amended pursuant to the special resolution at Item No. 5 above, if such resolution is duly approved by the shareholders) ("**ESOP 2024**") through the Hexaware Employees Stock Option Trust 2024 ("**Trust**");

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to the Trust to acquire, purchase, hold and deal in fully paid-up equity shares of the Company, through direct allotment by the Company and/ or secondary acquisition by the Trust, for the purpose of implementation of the ESOP 2024, in due compliance with the provisions of the Act and other Applicable Laws;

**RESOLVED FURTHER THAT** the authority granted to the board of directors of the Company ("**Board**" which expression shall also include the Nomination and Remuneration Committee or any other Committee constituted/ to be constituted by the Board to exercise its powers, including the powers, conferred by this resolution in line with the SBEB Regulations) on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the members and to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the Company to execute such further deeds, documents and writings that may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to these resolutions, be and is hereby ratified;

**RESOLVED FURTHER THAT** each of the directors and the company secretary be and are hereby jointly and severally, authorized to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter."

**Item No. 9 – Ratification for acquisition of shares of the Company by Hexaware Employees Stock Option Trust 2024 ("Trust") for the purposes of the 'Hexaware Employees Stock Option Plan 2024'**

**To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions including but not limited to the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of regulations, circulars and notifications issued by the Securities and Exchange Board of India, the BSE Limited and National Stock Exchange Limited of India where the equity shares of the Company are listed and other rules, regulations, circulars and guidelines as may be applicable

("Applicable Laws"), and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the board of directors of the Company ("**Board**" which expression shall also include the Nomination and Remuneration Committee or any other Committee constituted by the Board or any other Committee constituted/to be constituted by the Board in line with the SBEB Regulations), members of the Company hereby ratify the approval accorded to the Hexaware Employees Stock Option Trust 2024 ("**Trust**") implementing 'Hexaware Employees Stock Option Plan 2024' (as amended pursuant to the special resolution at Item No. 5 above, if such resolution is duly approved by the shareholders) ("**ESOP 2024**") to acquire equity shares of the Company, in one or more tranches, through direct allotment by the Company for the purposes of implementing the ESOP 2024, in due compliance with SBEB Regulations to the extent applicable;

**RESOLVED FURTHER THAT** for the purpose of bringing into effect the matters in relation to the direct allotment of shares to the Trust and generally for giving effect to this resolution, the authority granted to the Board to do all such acts, deeds, matters and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the above and to settle any question or difficulty that may arise in this regard in the best interest of the Company without requiring the Board to secure any further consent or approval of the members of the Company, be and is hereby ratified;

**RESOLVED FURTHER THAT** each of the directors and the company secretary be and are hereby jointly and severally, authorized to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter."

**Item No. 10 – Approval for acquisition of shares of The Company by Hexaware Employees Stock Option Trust 2024 ("Trust") by Secondary Acquisition for the purposes of the 'Hexaware Employees Stock Option Plan 2024'**

**To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with the Companies (Share Capital and

Debentures) Rules, 2014 and all other applicable provisions including but not limited to the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**"SBEB Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of regulations, circulars and notifications issued by the Securities and Exchange Board of India, the BSE Limited and the National Stock Exchange of India Limited (**"Stock Exchanges"**), where the equity shares of the Company are listed and other rules, regulations, circulars and guidelines as may be applicable (**"Applicable Laws"**), and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the board of directors of the Company (**"Board"**) which expression shall also include the Nomination and Remuneration Committee or any other Committee constituted by the Board or any other Committee constituted/to be constituted by the Board in line with the SBEB Regulations), consent be and is hereby accorded to the Hexaware Employees Stock Option Trust 2024 (**"Trust"**) implementing the 'Hexaware Employees Stock Option Plan 2024' (as amended pursuant to the special resolution at Item No. 5 above, if such resolution is duly approved by the shareholders) (**"ESOP 2024"**) for acquiring equity shares of the Company, in one or more tranches, through secondary acquisition(s) made on the Stock Exchanges, for the purposes of implementing the ESOP 2024, provided that such secondary acquisitions by the Trust, in a financial year, shall not exceed 0.5% of the paid-up equity share capital of the Company as at the end of the previous financial year, and shall at no point of time exceed 1% of the paid up equity capital of the Company as at the end of the financial year immediately prior to the year in which the shareholders' approval is obtained for such secondary acquisition, in due compliance with SBEB Regulations to the extent applicable;

**RESOLVED FURTHER THAT** for the purpose of bringing into effect the matters in relation to the secondary acquisition of equity shares of the Company from the secondary market by the Trust and generally for giving effect to this resolution, the authority be granted to the Board to do all such acts, deeds, matters and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the above and to

settle any question or difficulty that may arise in this regard in the best interest of the Company without requiring the Board to secure any further consent or approval of the members of the Company, be and is hereby approved;

**RESOLVED FURTHER THAT** each of the directors and the company secretary be and are hereby jointly and severally, authorized to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter."

**Item No. 11 - Ratification of the approval on provision of money by the Company for subscription and/ or purchase of the shares of the Company by the trust for the benefit of employees under the 'Hexaware Employees Stock Option Plan 2024' ("ESOP 2024"/ "PLAN")**

**To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of the Section 67(3)(b) of the Companies Act, 2013 read with Rule 16(1)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circulars/notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as **"SBEB Regulations"**) to the extent applicable, the relevant provisions of the Foreign Exchange Management Act, 1999 and rules and regulations issued thereunder to the extent applicable, the applicable provisions of regulations, circulars and notifications issued by the Securities and Exchange Board of India, the BSE Limited and the National Stock Exchange of India Limited (**"Stock Exchanges"**), where the equity shares of the Company are listed and the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) (**"Applicable Laws"**), the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities while granting such approvals, permissions and sanctions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the **"Board"**), which term shall be deemed to include any committee, including the Nomination and Remuneration



Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and in line with Regulation 5 of the SBEB Regulations to the extent applicable), the members of the Company hereby ratify the approval accorded to the Board to grant a loan, provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust of the Company namely the Hexaware Employees Stock Option Trust 2024 (“**Trust**”) of such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid up share capital and free reserves of the Company, with a view to enable the Trust to subscribe to or purchase equity shares of the Company of face value of INR 1 (Indian Rupee One) each fully paid-up (“**Shares**”), through either a fresh issue of Shares by the Company or undertaking a secondary acquisition of Shares on the Stock Exchanges, for the purposes of ‘Hexaware Employees Stock Option Plan 2024’ (as amended pursuant to the special resolution at Item No. 5 above, if such resolution is duly approved by the shareholders) (“**ESOP 2024**”/ “**Plan**”), subject to the ceiling of equity shares as may be prescribed under the ESOP 2024 and permitted under the Applicable Laws, prevailing from time to time;

**RESOLVED FURTHER THAT** the trustees of the Trust shall ensure compliance of the Applicable Laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed;

**RESOLVED FURTHER THAT** the authority granted to the Board to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise without requiring the Board to secure any further consent or approval of the members of the Company in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to this resolution in the best interest of the Company, be and is hereby ratified;

**RESOLVED FURTHER THAT** each of the directors and the company secretary be and are hereby jointly and severally, authorized to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter.”

## **Item No. 12 – Appointment of Secretarial Auditor**

**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 provision of Section 204(1) of the Companies Act, 2013 & Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, and Regulation 24A of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirement) Regulations, 2015 read with circulars issued thereunder to the extent applicable, other applicable regulations framed by the Securities and Exchange Board of India in this regard, consent of the members be and is hereby accorded for appointment of MMJB & Associates LLP, (LLPIN- AAR 9997) Company Secretary in Practice as Secretarial Auditor of the Company for a period of five years i.e from FY 2025 to FY 2029 at a remuneration to be mutually agreed upon between the Board of Directors and the Secretarial Auditor;

**RESOLVED FURTHER THAT** the Company Secretary, be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to the above said resolution;

**RESOLVED FURTHER THAT** each of the directors and the company secretary be and are hereby jointly and severally, authorized to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter.”

## **Item No. 13 – Approval of incentive payment agreement with Mr. R. Srikrishna, CEO and Executive 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 relevant provisions of the Companies Act, 2013 and such other rules and regulations made thereunder (including any statutory modification(s), or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Regulation 26 (6) of the SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015 read with circulars issued thereunder to the extent applicable,

other applicable regulations framed by the Securities and Exchange Board of India in this regard, provisions of the Foreign Exchange Management Act, 1999 and regulations framed thereunder and such other applicable laws for the time being in force, the members of the Company hereby approve the Incentive Payment Agreement dated June 14, 2023 executed between Mr. R. Srikrishna, CEO & Whole Time Director and CA Sebright Investments, Promoter Group Company for payment of incentive to Mr. R Srikrishna, based on the computation methodology, as described thereunder;

**RESOLVED FURTHER THAT** all interested persons involved in the transaction covered under the Incentive Payment Agreement shall abstain from voting in the Annual General meeting;

**RESOLVED FURTHER THAT** the authority granted to the Board to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise without requiring the Board to secure any further consent or approval of the members of the Company in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to this resolution in the best interest of the Company, be and is hereby ratified;

**RESOLVED FURTHER THAT** each of the directors and the company secretary be and are hereby jointly and severally, authorized to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter."

#### Item No. 14 – Approval of incentive payment agreements with other employees

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the relevant provisions of the Companies Act, 2013 and such other rules and regulations made thereunder (including any statutory modification(s), or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Regulation 26 (6) of SEBI (Listing Obligations and Disclosure Requirements Regulations), read with circulars issued thereunder to the extent applicable, other applicable regulations framed by the Securities and Exchange Board

of India in this regard, provisions of the Foreign Exchange Management Act, 1999 and regulations framed thereunder and such other applicable laws for the time being in force, the members of the Company hereby approve the Incentive Payment Agreements executed by CA Sebright Investments, Promoter Group Company with certain employees of the Company for payment of incentives to such employees upon the occurrence of certain events based on the computation methodology, as described thereunder;

**RESOLVED FURTHER THAT** all interested persons involved in the transaction covered under the Incentive Payment Agreements shall abstain from voting in the Annual General meeting;

**RESOLVED FURTHER THAT** the authority granted to the Board to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise without requiring the Board to secure any further consent or approval of the members of the Company in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to this resolution in the best interest of the Company, be and is hereby ratified;

**RESOLVED FURTHER THAT** each of the directors and the company secretary be and are hereby jointly and severally, authorized to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter."

By Order of the Board of Directors  
For Hexaware Technologies Limited

Sd/-

**Gunjan Methi**  
Company Secretary

Place: Navi Mumbai

Date: April 04, 2025

#### Correspondence and Registered office

152, Millennium Business Park,  
Sector-III, 'A' Block,

TTC Industrial Area, Mahape,  
Navi Mumbai- 400710

CIN: U72900MH1992PLC069662

Email: [investor@hexaware.com](mailto:investor@hexaware.com)

Website: [www.hexaware.com](http://www.hexaware.com)

Tel: 022 – 3326 8585



## Notice

### NOTES:

1. 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, General Circular No. 10/2022 dated December 28, 2022, General Circular 09/2023 dated September 25, 2023 and latest being General Circular 09/2024 dated September 19, 2024 (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 32<sup>nd</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. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for Financial year 2024 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories"
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 there at and cast their votes through e-voting. All documents referred to in the notice and in the accompanying explanatory statement are open for inspection electronically, 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 read with Circulars issued by the Ministry of Corporate Affairs, 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 23, 2025 are entitled for remote e-voting on the Resolutions set forth in this Notice. 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.nsdl.com](http://www.evoting.nsdl.com).
6. The process and manner for e-voting and process of joining meeting through video conferencing along with 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 Companies Act, 2013, 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 30, 2025. 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 2018 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 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/Investor/](http://www.hexaware.com/Investor/)

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 INR 1,43,29,032/- (Rupees One Crore Forty Three Lakh Twenty Nine Thousand and Thirty Two) has been transferred to the Investor Education and Protection Fund in FY 2024 towards unclaimed/unpaid dividend for the year 2016 and 2017 comprising 04 (Four) dividend accounts.
11. SEBI through recent circulars has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, contact details including mobile number, bank account details and specimen signature.
12. In terms of provisions of Companies Act, 2013, Members desirous of appointing their Nominees for the shares held by them may apply in the Nomination Form (Form - SH 13). Member desirous to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
13. Pursuant to Special Resolution passed by the members at the last Annual Meeting held on May 09, 2024, equity share of the Company has been Split from 1 (One) equity share having face value of INR 2/- (Indian Rupees Two Only) each into 2 (Two) equity shares having face value of INR 1/- (Indian Rupee One Only).
14. 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.

15. 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.
16. 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.
17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website [www.hexaware.com/Investor/](http://www.hexaware.com/Investor/). It may be noted that any service request can be processed only after the folio is KYC Compliant.

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18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://hexaware.com/shareholder-services/>

19. Corporate Members are requested to send a duly certified copy of the board resolution authorizing their representative to vote during the Annual General Meeting.
20. M/s. S. N. Ananthasubramanian & CO., Practicing Company Secretaries has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
21. 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 2024 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.

22. Re-appointment of Directors: At the ensuing Annual General Meeting, Mr. Neeraj Bharadwaj - Non Independent Non executive Director, Mr. Shawn Devilla - Non-Independent Non-Executive Director of the Company retire by rotation and being eligible offer themselves for re-appointment.
23. 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.

24. 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.
25. 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.
26. The equity shares of the Company has been listed on the stock exchanges (BSE and NSE) w.e.f. February 19, 2025.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Sunday, April 27, 2025 at 09:00 A.M. and ends on April 29, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. April 23, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being April 23, 2025.

### How do I 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:

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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 '<b>IDeAS</b>' 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 re-directed 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>



## Notice

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

## 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. 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.

4. 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 For example if your DP ID is IN300*** 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***.

5. Password details for shareholders other than Individual shareholders are given below:
  - a) 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.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) 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 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.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.nsdl.com](http://www.evoting.nsdl.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.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **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:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, 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) by email to [investori@hexaware.com](mailto:investori@hexaware.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investori@hexaware.com](mailto:investori@hexaware.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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.

**The instructions for members for e-Voting on the day of the EGM/AGM are as under:**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/ AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.
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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investori@hexaware.com](mailto:investori@hexaware.com). The same will be replied by the company suitably.
6. Members, who would like to ask questions during the 32<sup>nd</sup> AGM with regard to the financial statements or any other matter to be placed at the 32<sup>nd</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 April 23, 2025.
7. 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.

**Instructions for members for attending the EGM/AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the EGM/ 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" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join 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.

**By Order of the Board of Directors  
For Hexaware Technologies Limited**

Sd/-

**Gunjan Methi  
Company Secretary**

Place: Navi Mumbai

Date: April 04, 2025

**Correspondence and 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- 3326 8585

## EXPLANATORY STATEMENT FOR ITEM NOS. 3 TO 14 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item no. 3:

Director, Mr. Shawn Albert Devilla (DIN: 09699900), retires by rotation at this annual general meeting, and being eligible, seeks re-appointment. Kindly refer to the annexure to the Notice for information in respect of re-appointment of Mr. Shawn Albert Devilla, pursuant to the Secretarial Standard on General Meetings. Your Directors recommend the Ordinary resolution in this regard for approval of the members. Except Mr. Shawn Albert Devilla, none of the Directors and Key Managerial Personnel of the Company are concerned or interested in the proposed item no. 3.

### Item no. 4:

Director, Mr. Neeraj Bharadwaj, (DIN: 01314963), retires by rotation at this annual general meeting, and being eligible, seeks re-appointment. Kindly refer to the annexure to the Notice for information in respect of re-appointment of Mr. Neeraj Bharadwaj, pursuant to the Secretarial Standard on General Meetings. Your Directors recommend the resolution for approval of the members in this regard. Except, Mr. Neeraj Bharadwaj, none of the Directors and Key Managerial Personnel of the Company are concerned or interested in the proposed item no. 4.

### Item no .5:

The Nomination and Remuneration Committee and board of directors ("**Board**") of the Company at their meetings held on April 10, 2024 and April 12, 2024 respectively, and the members of the Company at their meeting held on May 09, 2025, approved the adoption of the '**Hexaware Employees Stock Option Plan 2024**' ("**ESOP 2024**" / "**Plan**") for the benefit of the eligible employees of the Company, and its subsidiary company(ies), (as defined under the Companies Act, 2013 ("**Act**") and group companies (as permitted), which entitles them to receive equity shares of the Company on exercise of options. ESOP 2024 is administered and implemented by the HEXAWARE EMPLOYEES STOCK OPTION TRUST 2024 ("**Trust**").

The Company has, pursuant to consummation of its initial public offering, become a listed company and its shares are traded on the National Stock Exchanges Limited and the BSE Limited effective from February 19, 2025. Accordingly, with a view to providing greater flexibility to the Trust in administering the Plan, in the interest of the eligible employees, amendments to ESOP 2024 are proposed to enable (i) secondary acquisitions by the Trust (as an additional option to acquire shares, to supplement the existing option of direct issuance of shares by the Company to the Trust), in compliance with the requirements of applicable law, including the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, and (ii) incorporate more detailed provisions in order to provide better clarity on the manner of implementation of cashless exercise.

The Board, at its meeting held on April 04, 2025, and subject to approval of members, approved the amendment of ESOP 2024, as follows:

Existing Clause No.	Existing Provisions	New Clause No.	New Provisions
<b>Clause 3: Authority and Ceiling</b>			
3.1	...	3.1	...
	The Trust shall subscribe the aforesaid Shares from the Company which shall be used by the Trust for Transferring the same to the Option Grantee at the time of Exercise of their Vested Options and upon payment of the Exercise Price together with the applicable Taxes, in due compliance with the Applicable Laws.		<p>The Trust shall either subscribe the aforesaid Shares from the Company and/or undertake a secondary acquisition, which shall be used by the Trust for Transferring the same to the Option Grantee at the time of Exercise of their Vested Options and upon payment of the Exercise Price, together with the applicable Taxes, or selling upon cashless exercise by the Option Grantee of their Vested Options, or dealing with the Shares in any other manner permissible under Applicable Laws, as the case maybe, in each case, in due compliance with the Applicable Laws.</p> <p>Secondary acquisition by the Trust shall be subject to the following limits:</p> <ol style="list-style-type: none"> <li>The total number of shares under secondary acquisition held by the Trust shall at no point of time exceed 1% of the paid-up equity capital of the Company as at the end of the financial year immediately prior to the year in which the shareholders' approval is obtained for such secondary acquisition; and</li> <li>Secondary acquisition in any financial year by the Trust shall not exceed 0.5% of the paid-up equity capital of the Company as at the end of the previous financial year.</li> </ol> <p>The above limits shall automatically include within their ambit the expanded or reduced capital of the Company, where such expansion or reduction has taken place on account of corporate action(s), including issue of bonus shares, share splits, rights issue, buy-back or scheme of arrangement.</p> <p>In making secondary acquisitions and selling Shares acquired through secondary acquisitions, the Trustee shall comply with all applicable requirements of the SBEB Regulations. The un-appropriated inventory of Shares which are not backed by grants, acquired through secondary acquisition by the Trust, shall be appropriated latest by the end of the subsequent financial year or the second subsequent financial year subject to approval of the Committee for such extension to the second subsequent financial year.</p>
<b>Clause 9.4: Exercise of Options</b>			
9.4 (b)	An amount equivalent to the Exercise Price shall be payable by the Option Grantee at the time of Exercise of the Vested Options, along with applicable Taxes in or outside India and compliance of other requisite conditions of Exercise.	9.4 (b)	<p>An amount equivalent to the Exercise Price shall be payable by the Option Grantee at the time of Exercise of the Vested Options, along with applicable Taxes in or outside India and compliance of other requisite conditions of Exercise. In the event, the Option Grantee elects to settle on a cashless basis, as per the preference indicated by the Option Grantee under the Exercise Notice, the Trust shall, as part of Necessary Actions,</p> <ol style="list-style-type: none"> <li>Sell such number of Shares underlying the Vested Options on the Stock Exchange ('<b>Sale Shares</b>'), that covers the Exercise Price for such Vested Options together with any Taxes that may be applicable and shall, thereafter, transfer the remaining Shares (i.e., the Shares underlying the Vested Options of such Option Grantee minus the Sale Shares) to the Option Grantee; or</li> <li>If requested by the Option Grantee under the Exercise Notice and subject to permissibility under applicable law, sell all such shares underlying the Vested Options on the Stock Exchange and shall, thereafter, recover the Exercise Price for such Vested Options together with any Taxes that may be applicable and transfer the remaining proceeds to the Option Grantee.</li> </ol>

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Existing Clause No.	Existing Provisions	New Clause No.	New Provisions
9.4 (d)	Upon receiving an Exercise Notice, the Trustee shall apply to the Committee to cause the Company to issue and allot an appropriate number of Shares to the Trust, such that the Trust is able to Transfer these Shares to the Option Grantee(s) who issued the Exercise Notice against the Vested Options being Exercised. Upon receiving such an application from the Trustee, the Committee shall make all necessary and diligent enquiries with respect to such application and, upon being satisfied with the veracity of the Exercise Notices received by the Trustee, shall proceed to take such actions to cause the Company to issue the appropriate number of Shares arising out of the Exercise to the Trust and, in case the Shares of the Company are listed on a Stock Exchange, shall take (and shall cause the Company to take) such steps so as to make appropriate listing applications to the relevant Stock Exchanges in accordance with provisions of applicable Laws with respect to such Shares being issued and allotted to the Trust. Upon the Shares being issued and allotted to the Trust, the Trustee shall promptly take all corporate actions so as to Transfer the relevant number of Shares to the relevant Option Grantee against the Vested Options being Exercised by such Employee.	9.4 (d)	<p>As and when the Trust deems it expedient with a view to facilitating timely implementation of Exercise of Options, whether before or upon receiving an Exercise Notice, the Trustee shall, at its discretion, either:</p> <p>(i) apply to the Committee to cause the Company to issue and allot an appropriate number of Shares to the Trust; and/or</p> <p>(ii) undertake a secondary acquisition of an appropriate number of Shares.</p> <p>If the Trustee opts for the option under (i) above, upon receiving such an application from the Trustee, the Committee shall make all necessary and diligent enquiries with respect to such application and, upon being satisfied with the veracity of the application by the Trustee, shall proceed to take such actions to cause the Company to issue and allot the appropriate number of Shares to the Trust and, in case the Shares of the Company are listed on a Stock Exchange, shall take (and shall cause the Company to take) such steps so as to make appropriate listing applications to the relevant Stock Exchanges in accordance with provisions of applicable Laws with respect to such Shares being issued and allotted to the Trust.</p> <p>If the Trustee opts for the option under (ii) above, upon receipt of an Exercise Notice, the Trustee shall promptly take all corporate actions so as to Transfer the relevant number of Shares and/or the relevant proceeds of the sale of Shares (in the case of cashless exercise) to the relevant Option Grantee against the Vested Options being Exercised by such Employee, subject to applicable rules and regulations.</p>

The disclosure in terms of Section 62 of the Companies Act read with the Companies (Share Capital and Debenture Rules) 2014 and Regulation 6(2) read with part C of the schedule I of the SEBI ESOP Regulations are as given in the below explanatory statement.

None of the Directors, or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in these resolutions, except to the extent of the securities that may be offered to them under the Plan.

Accordingly, your Board recommends passing of the resolutions as set out under Item Nos. 5 of the accompanying notice for approval of the members as **Special Resolution**.

### Item no. 6, 7, 8, 9, 10 and 11:

The Nomination and Remuneration Committee and board of directors (**"Board"**) of the Company at their meetings held on April 10, 2024 and April 12, 2024 respectively and the members of the Company at their meeting held on May 09, 2024, approved the adoption of the **'Hexaware Employees Stock Option Plan 2024'** (as amended pursuant to the special resolution passed at Item No. 5 above) (**"ESOP 2024"/ "Plan"**) for the benefit of the eligible employees of the Company, and its subsidiary company(ies), (as defined under the Companies Act, 2013 (**"Act"**) and group companies (as permitted), which entitles them to the equity shares of the Company.

The Company appreciates the critical role its key employees play in the organizational growth. It strongly feels that the value created by the key employees of the Company and its subsidiary company(ies) should be shared with them. The ESOP Plan has been formulated with an aim to promote the culture of employee ownership and as well as to attract, retain, motivate, and incentivize senior and critical talents in line with corporate growth and creation of shareholders' value. The Hexaware Employees Stock Option Trust 2024 (**"Trust"**) will implement the ESOP 2024 in accordance with the applicable laws, under the supervision of the Nomination and Remuneration Committee of the Company (**"Committee"**).

In terms of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**"SBEB Regulations"**), no company is permitted to make any fresh grant which involves allotment or transfer of shares to its employees under an employee stock option formulated prior to listing of its shares unless such scheme is in conformity with the SBEB Regulations and is ratified by its members after the listing of the shares of the Company. Approval of the members is being sought for ratification of the ESOP 2024 and the issue of employee stock options to the eligible employees as may be determined by the Committee in accordance with the ESOP 2024.

Further in view to providing greater flexibility to the Trust in administering the Plan, in the interest of the eligible employees, amendments to ESOP 2024 it is proposed to allow acquisition of shares of the Company through secondary acquisitions by Trust (as an additional option to acquire shares, to supplement the existing option of direct issuance of shares by the Company to the Trust), in compliance with the requirements of applicable law, including the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021.

### Particulars as required under the applicable laws are as follows:

#### a) Brief description of the scheme:

The Plan provides for grant of employee stock options (**"Options"**) to the eligible employees including directors (other than independent directors) (collectively referred to as **"employees"**) of the Company and its subsidiary company(ies), as may be permissible under the Act, the SBEB Regulations and the relevant provisions of the Foreign Exchange Management Act, 1999 and rules and regulations issued thereunder to the extent applicable.

Upon vesting of Options, the eligible employees earn a right (but do not have an obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company which shall be allotted by the Company, subject to receipt of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall superintend and administer the Plan with terms of reference of such powers as delegated by the Board or as are available under the applicable laws. All questions of interpretation of the Plan shall be determined by the Committee as per terms of the Plan and applicable laws.

#### b) Total number of Options to be offered and granted:

A total of 2,43,16,400 (Two Crore Forty Three Lakh Sixteen Thousand and Four Hundred) Options would be available for being granted to the eligible employees of the Company and its subsidiaries under the Plan. Each Option when exercised would be converted into 1 (one) equity share of face value of INR 1 (Indian Rupee One) each, fully paid-up.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or as otherwise stated in the Plan, would be available for being re-granted. The Committee is authorized to re-grant such lapsed/ cancelled Options as per the Plan.

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and other forms of reorganisation, a fair and reasonable adjustment will be made to the Options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of Options/equity shares as aforesaid shall be deemed to be increased to the extent of such additional equity shares issued.



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In case the equity shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of equity shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity share of the Company after such sub-division or consolidation.

The Company, prior to its initial public offer, had already granted 2,15,26,100 Options.

### **c) Identification of classes of employees entitled to participate and be beneficiaries in the Plan:**

“Employee” shall mean –

- a. an employee as designated by the Company, who is exclusively working in India or outside India; or
- b. a Director of the Company, whether a whole-time Director or not, including a non-executive Director who is not a Promotor or member of the Promoter Group, but excluding an Independent Director; or
- c. an Employee as defined in sub-clauses (a) or (b), of a Group Company including Subsidiary Company or its Associate Company, in India or outside India, of the Company;

but does not include:

- i. an employee who is a Promotor or a person belonging to the Promoter Group; or
- ii. a Director who, either himself or through his relative or through any body-corporate, directly or indirectly, holds more than 10% (Ten percent) of the outstanding equity shares of the Company.

### **d) Appraisal process for determining the eligibility of the employees to employee stock options:**

The Options shall be granted to the employees as per the eligibility criteria determined by the Committee as it deems fit, from time to time, which may include attributes like past performance, achievement of key performance indicators, future potential, etc.

### **e) Requirements of vesting and period of vesting:**

The Options granted shall vest so long as the employee continues to be in the employment or service of the Company, its subsidiary or group company, as the case may be, on the date of vesting and must neither be serving his notice of resignation nor termination of employment /

service on such date of vesting. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest (subject to the minimum and maximum vesting period as specified below). The Options granted under the Plan shall vest not earlier than the minimum vesting period of 1 (one) year and not later than the maximum vesting period as determined by the Committee from the date of grant.

### **f) The maximum period within which the Options shall be vested:**

The Options granted under the Plan shall vest not later than the maximum vesting period as determined by the Committee from the date of grant.

### **g) The exercise price or pricing formula:**

The exercise price per Option shall be determined by the Committee which in any case shall not be less than the face value of the share of the Company as on the date of grant. Further, the exercise price shall be subject to conformity to the accounting policies as specified in Regulation 15 of the SBEB Regulations, including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time.

### **h) The exercise period and the process of exercise:**

The exercise period shall be determined by the Committee, subject to a minimum vesting period of 1 (one) year. The specific exercise period shall be intimated to the option grantee in the grant letter at the time of grant.

The Options will be exercised by the employees by a written notice including such details as prescribed under the Plan to the Trustee, in such manner, and on execution of such further documents, as may be prescribed in this regard from time to time, along with payment of the exercise price or recovery of the exercise price by the Trust in case of cashless exercise by the employee, as the case maybe. The Option will lapse if not exercised within the specified exercise period.

### **i) Lock-in period:**

The shares arising out of exercise of vested Options shall be freely transferable would not be subject to any lock-in period after such exercise except such restrictions as prescribed under the applicable laws.

**j) Maximum number of Options to be issued per employee and in aggregate:**

The maximum number of Options that can be granted to an employee in aggregate shall vary depending upon the eligibility criteria as decided by the Committee from time to time (such as tenure, designation and the appraisal, ratings etc.). If the number of Options that may be granted to an eligible employee, during any one year, is equal to or more than 1% (one percent) of the issued capital (excluding any outstanding warrants and conversions) of the Company at the time of grant of Options, the Company shall take prior approval from shareholders of the Company by way of a special resolution.

**k) Maximum quantum of benefits to be provided per Employee:**

The maximum benefits to be provided per employee will be the same as the maximum units per employee. Accordingly, the maximum benefits underlying the equity shares acquired by employees pursuant to the exercise of the Options will be the difference in the exercise price and the market price of the equity shares.

**l) Whether the Plan is to be implemented and administered directly by the Company or through a trust:**

The Plan shall be administered through the Trust.

**m) Whether the Plan involves new issue of shares by the company or secondary acquisition by the trust or both:**

The Plan (upon amendment pursuant to the resolution proposed at Item No. 5) contemplates fresh issuance of shares by the Company to the Trust and/or secondary acquisition of shares by the Trust.

**n) The amount of loan to be provided for implementation of the Plan by the Company to the Trust, its tenure, utilization, repayment terms, etc.:**

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (five percent) of the paid up capital and free reserves, being the statutory ceiling under the Companies (Share Capital and Debentures) Rules, 2014. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Plan and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of shares and any other eventual income of the Trust.

The Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of the Shares to be utilized for the purposes of the Plan.

**o) Maximum percentage of secondary acquisition (subject to limits specified under the SBEB Regulations) that can be made by the Trust for the purposes of the Plan:**

The total number of shares under secondary acquisition held by the trust shall at no point exceed 1% (one percent) of the paid-up equity capital of the Company as at end of the financial year immediately prior to the year in which the shareholders' approval is obtained for such secondary acquisition, and secondary acquisition in a financial year shall not exceed 0.5% of the paid up equity capital of the Company as at the end of the previous financial year.

**p) Method of Option valuation:**

To calculate the employee compensation cost, the Company shall use the fair value method for valuation of the Options granted as per prescribed under Ind-AS 102 or under any relevant accounting standard as notified by appropriate authorities from time to time.

**q) The conditions under which Options vested in employees may lapse:**

The vested Options shall lapse in case of termination of employment for Cause (as defined under the Plan). Further, irrespective of employment status, in case vested Options are not exercised within the prescribed exercise period, then such vested Options shall lapse.

**r) The specified time period within which the employee shall exercise the vested Options in the event of a proposed termination of employment or resignation or retirement of employee:**

In case of resignation / termination without misconduct, all the vested Options as on date of notice of resignation / termination shall be exercisable till the end of 6 (six) months from the date of resignation/ termination. All vested Options at the time of issuing notice of such termination

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for misconduct / Cause (as defined in the Plan) shall stand cancelled from the date of issuing notice of such termination. In case of retirement of an employee, all the vested Options as on date of retirement shall be exercisable by the option grantee within 3 (three) years from the date of retirement as communicated from time to time by the Committee.

### s) Terms and conditions for buyback, if any, of specified securities / Options covered granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

### t) Disclosure and Accounting Policies:

The Company shall comply with the disclosure requirements and the accounting policies as prescribed under Regulation 15 of the SBEB Regulations.

### u) Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

None of the Directors, or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in these resolutions, except to the extent of the securities that may be offered to them under the Plan.

Accordingly, your Board recommends passing of the resolutions as set out under Item Nos. 6, 7, 8, 9, 10 and 11 in the accompanying notice for approval of the members as **Special Resolution**.

### Item no. 12:

Pursuant to the provision of Section 204(1) of the Companies Act, 2013 & Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, and Regulation

24A of The Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with circulars issued thereunder to the extent applicable, other applicable regulations framed by the Securities and Exchange Board of India in this regard, the Secretarial auditor needs to be appointed for a period of 5 (Five) years.

The Board of Directors at its meeting held on 06<sup>th</sup> March, 2024, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company, appointment of M/s. MMJB & Associates LLP (LLPIN: AAR-9997) (affiliate firm of M/s. Makarand Joshi & Co.) Practicing Company Secretary, as the Secretarial Auditors of the Company on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors, from time to time. The appointment of proposed secretarial auditors shall hold office for a period of 5 (Five) years, if made, will be within the limits of the various provisions of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Secretarial Auditors in terms of the Companies Act, 2013 and the rules made thereunder. Approval of the members is required for appointment of the Secretarial Auditors and fixing their remuneration by means of an ordinary resolution.

None of the Directors, or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in this resolution.

Accordingly, your Board recommends passing of the resolutions as set out under Item Nos. 12 the accompanying notice for approval of the members as Ordinary Resolution.

### Item no. 13 & 14:

CA Sebright Investments ('CA Sebright'), promoter group company has executed certain incentive payment agreements with Mr. R Srikrishna, CEO & Whole Time Director of the Company and other identified employees of the Company ('Incentive Payment Agreements'). The incentive plan ('Incentive Plan') is offered inter alia to existing employees of the Company and its subsidiaries. Additional employees of the Company, as identified by CA Sebright, might be added to the incentive plan from time to time.

Under the Incentive Plan, CA Sebright proposes to give Mr. R Srikrishna, CEO & Whole Time Director of the Company and other identified employees of the Company cash award linked to multiple of invested capital ('MOIC') as well as the internal rate of return ('IRR') on the net proceeds eventually realized

by CA Sebright. The indicative cash awards (in USD Million) are summarized below.

Award subject to IRR of 20%	MOIC (x)			
	<2.5	2.5	3.0	4.0
Mr. R Srikrishna, CEO & Whole Time Director	NIL	10	20	40
Other employees	NIL	40	80	160
Incentive amount	NIL	50	100	200

Notes:

- (a) If the actual MOIC is greater than 2.5x and between the aforesaid gateway thresholds, the incentive amount would be computed proportionately
- (b) The above payouts includes US\$ 5 million to select employees on account of listing of equity shares of the Company. This is not linked to MOIC. This does not include any payment to Mr. R Srikrishna, CEO & Whole Time Director

The cash awards set out above are indicative numbers, and the actual payout may depend upon various factors and terms as may be identified by CA Sebright.

A summary of these Incentive Payment Agreements has been disclosed in the red herring prospectus and the prospectus issued by the Company in relation to the Company's initial public offer of its Equity Shares ('Offer').

The aforesaid cash incentives would be paid for/ reimbursed by CA Sebright subject to the provisions of applicable laws and there is no financial impact on the Company or subsidiaries of the Company.

The offering or participation in the Incentive Plan will not imply a guaranteed Exit Event (as defined under the Incentive Payment Agreements), nor will it imply any intent on the part of CA Sebright or its affiliates to actively or passively dispose of its interest in the Company. The Incentive Plan merely intends that, if in future, there is an Exit Event (as defined under the Incentive Payment Agreements), CA Sebright will show its appreciation and gratitude to the identified employees for their hard work, dedication, time and efforts towards the growth of the Company and the value which they create for its shareholders.

As per Regulation 26(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no employee including key managerial personnel or director or promoter of a listed entity shall enter into any agreement for himself or on behalf of any other person,

with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution. In case any such subsisting agreement continues to be in place post the listing of a company, it is required to be placed for approval before the board of directors and thereafter before the public shareholders for approval by way of an ordinary resolution.

Accordingly, the aforesaid Incentive Payment Agreements fall within the remit of Regulation 26(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the payment of incentive being "profit sharing" under the said agreements, requires the approval of the Board of the Company and is subject to the approval of the public shareholders of the Company at its first general meeting, post commencement of trading of the Company's Equity Shares pursuant to the Offer.

The Board, in its meeting held on April 4, 2025, considered and approved the Incentive Payment Agreements and is subject to approval of the public shareholders by means of an ordinary resolution at the first general meeting of the Company or through postal ballot route, post commencement of trading of the Company's Equity Shares.

The Equity Shares of the Company were listed on BSE and NSE on February 19, 2025.

In accordance with Regulation 26(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all interested persons involved in the transaction shall abstain from voting in the general meeting. In this regard, "interested person" shall mean any person holding voting rights in the Company and who is in any manner, whether directly or indirectly, interested in the Incentive Payment Agreements.

None of the Directors and Key Managerial Personnel or their relatives or any other officials of the Company is/ are in any way, financially or otherwise, concerned or interested in the resolution, except Mr. R Srikrishna, Mr. Vikash Kumar Jain, Mrs. Gunjan Methi and other officials of the Company who are beneficiary of aforesaid Incentive Payment Agreements with CA Sebright.

The Board of Directors recommends the Incentive Payment Agreements to the Shareholders for their approval as an Ordinary Resolution as mentioned at Item No. 13 & 14 of the accompanying notice.

# Annexure to AGM Notice

**Details of Director(s) seeking appointment/re-appointment at the Annual General Meeting pursuant to item no. 3 & 4 of the aforesaid notice, as required under regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) are provided herein below:**

Name of the Director	Shawn Albert Devilla	Neeraj Bharadwaj
Director Identification Number (DIN)	09699900	01314963
Designation and Category of Director	Non-Executive Non Independent Director	Non-Executive Non Independent Director
Date of birth and age	June 21, 1990, 34 years	December 18, 1968, 56 years
Date of Appointment	August 9, 2022	November 10, 2021
Qualifications	Bachelor's degree in business administration from the Stephen M. Ross School of Business at the University of Michigan and master's degree in business administration from the Leland Stanford Junior University	Bachelor of science degree in economics from University of Pennsylvania and a master's degree in business administration from Harvard University
Brief profile	<p>Shawn Devilla is associated with the technology, media and telecom group at Carlyle and is also on the board of Arctera</p> <p>Prior to joining Carlyle in 2014, he worked in Credit Suisse's TMT investment banking group based in New York City.</p>	<p>Neeraj Bharadwaj is a senior advisor at Carlyle Asia Partners.</p> <p>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.</p> <p>Previously, Mr. Bharadwaj was an engagement manager at McKinsey &amp; Co.</p> <p>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 &amp; Venture Capital.</p> <p>Mr. Bharadwaj also serves on the boards of Piramal Pharma Limited, Indegene Limited, Nxtra Data Limited, Sequent Scientific Limited and others</p>

<b>Name of the Director</b>	<b>Shawn Albert Devilla</b>	<b>Neeraj Bharadwaj</b>
Expertise in specific functional areas	He is associated with the technology, media and telecom group at Carlyle	He has several years of experience in private equity.
Terms and conditions of re-appointment	Retirement by rotation	Retirement by Rotation
Directorships held in other companies (excluding Foreign Companies)	Nil	<ul style="list-style-type: none"> <li>• Foundation for Promotion of Sports and Games</li> <li>• Indian School of Business</li> <li>• Sequent Scientific Limited</li> <li>• Piramal Pharma Limited</li> <li>• Nxtra Data Limited</li> <li>• Indegene Limited</li> <li>• Viyash Lifesciences Private Limited</li> <li>• VerSe Innovation Private Limited</li> <li>• VLCC Healthcare Limited</li> </ul>
Memberships/Chairmanships of committees of other companies	Nil	Nil
Number of Equity Shares held in the Company	Nil	Nil



**Notes:**



## **HEXAWARE**

### **Registered Office**

152, Millennium Business Park, Sector - III, 'A' Block,  
TTC Industrial Area, Mahape, Navi Mumbai - 400 710  
Tel: +91 22 3326 8585

Website: [www.hexaware.com](http://www.hexaware.com) | Email: [Investor@hexaware.com](mailto:Investor@hexaware.com)  
CIN: U72900MH1992PLC069662

### **Registrar & Share Transfer Agent**

KFin Technologies Limited  
Selenium Building, Tower- B, Plot No. 31 & 32, Financial District,  
Nanakramguda, Serilingampally, Hyderabad, Rangareddi,  
Telangana – 500 032.

Toll free Tel.No.: 1- 800-309-4001

Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) | Website: [www.kfintech.com](http://www.kfintech.com)