



## HEXAWARE TECHNOLOGIES LIMITED

**Regd. Office:** Bldg 152, Millennium Business Park, TTC Industrial Area, Sector III, A Block, Mahape,  
Navi Mumbai – 400 710. **Phone :** 022 - 4159 95 95; **Fax :** 022 -4159 9578 **website :** www.hexaware.com;  
**email :** investori@hexaware.com **CIN :** L72900MH1992PLC069662

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### NOTICE OF POSTAL BALLOT

Notice pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

NOTICE is hereby given pursuant to Section 110 and Section 108 of the Companies Act, 2013 (the “**Companies Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”) including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, seeking approval of the Members of Hexaware Technologies Limited (the “**Company**”) to the proposed Special Resolution appended below by way of Postal Ballot including Electronic voting for Postal ballot. A statement setting out material facts pursuant to Section 102 of the Companies Act is annexed herewith.

The Board of Directors of the Company at its meeting held on Tuesday, 25 October 2016 (“**Board Meeting**”) has, subject to the approval of the shareholders of the Company by way of Special Resolution through postal ballot and subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved buyback of not exceeding 5,694,835 fully paid up Equity Shares of the Company, from all the Members holding Equity Shares of the Company (“**Members**”) on a proportionate basis through the “Tender Offer” route in accordance with the Companies Act, the Management Rules, the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, (the “**Buyback Regulations**”), as amended from time to time, read with SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated 13 April 2015 at a price of ₹ 240/- (Rupees Two Hundred and Forty only) per equity share payable in cash for an aggregate consideration not exceeding ₹ 1,366,760,400 (Rupees One Billion Three Hundred Sixty Six Million Seven Hundred Sixty Thousand and Four Hundred only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. (the “**Buyback**”). The Buyback shall be within 25% of the aggregate fully paid up share capital and free reserves of the Company as per audited accounts of the Company as on 30 September 2016 (the last audited financial statements available as on the date of Board meeting recommending the proposal of the Buyback).

Since the Buyback is more than 10% of the total paid up equity capital and free reserves of the Company, in terms of Sections 68(2)(b) of the Companies Act, it is necessary to obtain the consent of the Members of the Company, to the Buyback, by way of a special resolution. Further, as per Section 110 of the Companies Act read with Rule 22(16)(g) of the Management Rules, the consent of the Members to the Buyback is required to be obtained by means of postal ballot. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the Resolution appended below.

An explanatory statement pursuant to Section 102 of the Companies Act and other applicable legal provisions of the Companies Act and the Buyback Regulations, pertaining to the said Resolution setting out the material facts and the reasons therefore, is appended along with a postal ballot form (the “**Postal Ballot Form**”). Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Ms. Malati Kumar (ACS No. 15508) and failing her Ms. Ashwini Vartak (ACS No 29463) of M/s. S. N. Ananthasubramanian & Co practicing Company Secretaries as the Scrutinizer (the “**Scrutinizer**”) for conducting the postal ballot process (including e-voting), in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

The Members are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, postage prepaid business reply envelope, if posted in India, so as to reach the Scrutinizer not later than close of working hours (5 pm IST) on 22 December 2016. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received. The postage expense will be borne and paid for by the Company.

In compliance with the provision of Sections 110 and 108 of the Companies Act, read with Rules 20 and 22 of the Management Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of voting by electronic means (“e-voting”) as an alternate mode of voting to all Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The Company has engaged services of National Securities Depository Limited (“NSDL”) as its agency for providing e-voting facility to Members of the Company. It may be noted that e-voting is optional. Member may opt for only one mode of voting and in case that a Member has voted through e-voting, he/she shall not use the Postal Ballot Form to cast his or her vote. If a Member casts vote through e-voting as well as Postal Ballot Form, the vote cast through e-voting would be considered and votes cast through Postal Ballot Form shall be treated as invalid.

The e-voting commences on 23 November 2016, at 9.00 a.m. IST and ends on 22 December 2016 at 5.00 p.m. IST. The e-voting module shall also be disabled by NSDL for voting thereafter.

The Scrutinizer will submit his report to Chairman or in his absence Mr. Bharat Shah/Mr. Dileep Choksi, Independent Directors, after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced on or before 24 December 2016, and will be displayed at the Registered Office of the Company and communicated to BSE Limited (the “BSE”) and National Stock Exchange of India Limited (the “NSE”) (the NSE together with the BSE is referred to as the “Stock Exchanges”) where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company’s website i.e. [www.hexaware.com](http://www.hexaware.com), and on the website of National Securities Depository Limited (“NSDL”) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com), and will also be communicated to the stock exchanges on which the equity shares of the Company are listed.

The resolution, if approved by the requisite majority, shall be passed on the date on which the results of the postal ballot are declared.

#### **SPECIAL BUSINESS:**

##### **APPROVAL FOR BUYBACK OF EQUITY SHARES**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to Article 52A of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”), as amended, the Companies (Share Capital and Debentures) Rules, 2014 (the “Share Capital Rules”) to the extent applicable, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the Buyback Regulations, including any amendments, statutory modifications or re-enactments, for the time being in force, and subject to such other approvals, permissions, sanctions and exemptions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this Resolution), consent of the members be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares of ₹ 2/-each not exceeding 5,694,835 fully paid up Equity Shares (representing 1.9 % of the total number of equity shares in the paid-up share capital of the Company) at a price of ₹ 240/- (Rupees Two Hundred and Forty Only) per equity share (the “Buy Back Offer Price”) payable in cash for an aggregate consideration not exceeding ₹ 1,366,760,400 (Rupees One Billion Three Hundred Sixty Six Million Seven Hundred Sixty Thousand and Four Hundred) (the “Buyback Offer Size”) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. , which is not exceeding 25% of the aggregate of the fully paid-up share capital and free reserves as per the audited accounts of the Company as on 30 September 2016, out of the free reserves of the Company (including securities premium account) or such other source may be permitted by the Buyback Regulations or the Companies Act, from the equity shareholders of the Company, as on the record date, on a proportionate basis, through the Tender Offer route as prescribed under the Buyback Regulations (hereinafter referred to as the “Buyback”).

**RESOLVED FURTHER THAT** the Company, to the extent legally permissible, implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated 13 April 2015.

**RESOLVED FURTHER THAT** the Company may buyback equity shares from all the existing members holding equity shares of the Company on a proportionate basis, provided 15% (fifteen percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under the proviso to Regulation 6 of the Buyback Regulations.

**RESOLVED FURTHER THAT** the Buyback from non-resident members holding equity shares of the Company, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) and shareholders of foreign nationality, etc. shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to give effect to the aforesaid resolutions and may delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s)/ Officer(s)/ Authorised Representative(s)/ Committee ("**Buyback Committee**") of the Company in order to give effect to the aforesaid Resolutions, including but not limited to finalizing the terms of the Buyback like record date, entitlement ratio, the timeframe for completion of Buyback; appointment of intermediaries / agencies, as may be required, for the implementation of the Buyback; Preparation, signing and filing of the Public Announcement, the Draft Letter of Offer / Letter of Offer with the Securities and Exchange Board of India, the stock exchanges and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents including letter of offer, opening, operation and closure of necessary accounts including escrow account with the bank, entering into agreements, release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the equity shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the Common Seal of the Company, as may be required to be filed in connection with the Buyback with the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges, Registrar of Companies, Depositories and / or other regulators and statutory authorities as may be required from time to time.

**RESOLVED FURTHER THAT** nothing contained herein shall confer any right on the part of any shareholder to offer and / or any obligation on the part of Company or the Board or the Buyback Committee to Buyback any shares, and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board and / or the Buyback Committee be and are hereby jointly and/or severally empowered and authorised on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and / or any person authorised by the Board of Directors may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

By Order of the Board of Directors  
For **Hexaware Technologies Limited**

**Gunjan Methi**

Company Secretary

**Registered Office:**

152, Millennium Business Park, Sector-III, 'A' Block,  
TTC Industrial Area, Mahape, Navi Mumbai - 400 710.

CIN : L72900MH1992PLC069662

Email : [Investori@hexaware.com](mailto:Investori@hexaware.com)

Website : [www.hexaware.com](http://www.hexaware.com)

Tel : 022 - 41599595

Fax : 022 - 67919578

Place: Navi Mumbai

Date: November 21, 2016

## NOTES:

1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Special Resolution to be passed through Postal Ballot/E-voting is annexed hereto along with postal ballot form for your consideration. It also contains all the disclosures as specified in Schedule II Part A of SEBI (Buyback of Securities) Regulations 1998.
2. The Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, as on the close of working hours on 18 November 2016 i.e. Cut Off Date, as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and those members holding physical shares, whose details are received from the Registrar and Share Transfer Agent. Any person who is not a member of the Company as on date specified above shall treat the Notice for information purposes only.
3. Members who have registered their e-mail IDs with Depositories / with the Company/ with Registrar and Share Transfer Agent are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Postal Ballot Notice along with the Postal Ballot Form by Registered Post or any other prescribed mode.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

### 1. APPROVAL FOR BUYBACK OF EQUITY SHARES

With an objective of rewarding members holding equity shares of the Company, through return of surplus cash, the Board at its meeting held on Tuesday, 25 October 2016 has approved and recommended the proposal of buyback of equity shares as contained in the Resolution in the Notice. As per the relevant and other applicable provisions of Companies Act and Buyback Regulations, this Explanatory Statement contains relevant and material information to enable the members holding equity shares of the Company to consider and approve the Special Resolution for the Buyback of the Company's equity shares.

Requisite details relating to the Buyback are given below:

#### (a) Necessity for the Buyback

Share buyback is the acquisition by a company of its own shares. The objective is to return surplus cash to the members holding equity shares of the Company. The Board at its meeting held on 25 October 2016, considered the accumulated free reserves as well as the cash liquidity reflected in the audited accounts as on 30 September 2016 and considering these, the Board decided to allocate a sum of ₹ 1,366,760,400/- (Rupees One Billion Three Hundred Sixty Six Million Seven Hundred Sixty Thousand and Four Hundred only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. for distributing to the members holding equity shares of the Company through the Buyback.

After considering several factors and benefits to the members holding equity shares of the Company, the Board decided to recommend Buyback of not exceeding 5,694,835 (representing 1.9 % of the total number of equity shares in the paid-up share capital of the Company) at a price of ₹ 240 /- (Rupees Two Hundred and Forty only) per equity share for an aggregate consideration of ₹1,366,760,400/-. Buyback is a more efficient form of returning surplus cash to the members holding equity shares of the Company, inter-alia, for the following reasons:

- (i) The Buyback will help the Company to return surplus cash to its members holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to members;
- (ii) The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of higher number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholder” as per Regulation 2(1)(la) of the Buyback Regulations;
- (iii) The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;

- (iv) The Buyback gives an option to the members holding equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.
- (v) Optimizes the capital structure.

**(b) Maximum number of securities that the company proposes to Buyback**

The Company proposes to Buyback not exceeding 5,694,835 (Five Million Six Hundred Ninety Four Thousand Eight Hundred and Thirty Five) Equity Shares of face value of ₹ 2 each of the Company.

**(c) Buyback Price and basis of determining the price of the Buyback**

The Equity Shares of the Company are proposed to be bought back at a price of ₹ 240/- (Rupees Two Hundred and Forty Only) per share (“**Offer Price**”). The Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices of the Equity Shares on the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) where the Equity Shares are listed, the networth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Share.

The Offer Price represents:

- (i) Premium of 16.6% and 16.5% volume weighted average market price of the Equity Shares on BSE and on NSE, respectively, during the three months preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback.
- (ii) Premium of 30.0% and 29.7% over the volume weighted average market price of the Equity Shares on BSE and on NSE, respectively, for two weeks preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback.

The Company confirms that as required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will be not more than twice the paid-up capital and free reserves after the Buyback.

**(d) Maximum amount required for Buyback, its percentage of the total paid up Capital and free reserves and Source of funds from which Buyback would be financed**

The Maximum amount required for Buyback will not exceed ₹ 1,366,760,400/- (Rupees One Billion Three Hundred Sixty Six Million Seven Hundred Sixty Thousand and Four Hundred Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., being 12% of fully paid up share capital and free reserves which is not exceeding 25% of the aggregate of the fully paid up Share Capital and free reserves of the Company as on 30 September 2016.

The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company (including securities premium account) or such other source as may be permitted by the Buyback Regulations or the Act. The funds used will not exceed 25% of the paid-up share capital and free reserves of the Company.

The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares bought back through the Buyback to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited financial statement.

The funds borrowed, if any, from Banks and Financial Institutions will not be used for the Buyback.

**(e) Method to be adopted for the Buyback**

The Buyback shall be on a proportionate basis from all the members holding equity shares of the Company through the “Tender Offer” route, as prescribed under the Buyback Regulations, to the extent permissible, as prescribed under the SEBI Circular stated below. The Buyback will be implemented in accordance with the Companies Act and the Share Capital Rules to the extent applicable, and the Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

As required under the Buyback Regulations, the Company will announce a record date (the “**Record Date**”) for determining the names of the members holding equity shares of the Company who will be eligible to participate in the Buyback.



In due course, each shareholder as on the Record Date will receive a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the shareholder for participating in the Buyback.

The equity shares to be bought back as a part of the Buyback is divided in two categories:

- (i) Reserved category for small shareholders; and
- (ii) The General category for all other shareholders.

As defined in Regulation 2(1)(la) of the Buyback Regulations, a “small shareholder” is a shareholder who holds equity shares having market value, on the basis of closing price on Stock Exchanges having highest trading volume as on Record Date, of not more than ₹2,00,000/- (Rupees Two Lakhs Only).

In accordance with the proviso to Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholder”.

Based on the holding on the Record Date, the Company will determine the entitlement of each shareholder to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of equity shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

Shareholders’ participation in Buyback will be voluntary. Members holding equity shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Members holding equity shares of the Company may also accept a part of their entitlement. Members holding equity shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum tender under the Buyback by any shareholder cannot exceed the number of equity shares held by the shareholder as on the Record Date.

The equity shares tendered as per the entitlement by members holding equity shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the tenders under the Buyback is expected to be done using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated 13 April 2015.

Detailed instructions for participation in the Buyback (tender of equity shares in the Buyback) as well as the relevant time table will be included in the **Letter of Offer** which will be sent in due course to the members holding equity shares of the Company as on the Record Date.

**(f) Time limit for completing the Buyback**

The Buyback is proposed to be completed within 12 months of the date of Special Resolution approving the proposed Buyback.

**(g) Compliance with Section 68(2)(c) of the Companies Act**

The aggregate paid-up share capital and free reserves as on 30 September 2016 is ₹ 11,389.67 Million. Under the provisions of the Companies Act, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the fully paid-up share capital and free reserves of the Company i.e. ₹ 2,847.42 Million. The maximum amount proposed to be utilized for the Buyback, is not exceeding ₹ 1,366,760,400/- and is therefore within the limit of 25% of the Company’s fully paid-up share capital and free reserves as per the audited accounts of the Company as on 30 September 2016 (the last audited financial statements available as on the date of Board meeting recommending the proposal of the Buyback).

Further, under the Companies Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. Accordingly, the maximum number of equity shares that can be bought back in the current financial year is 75,477,805 equity shares. Since the Company proposes to buy back upto 5,694,835 equity shares, the same is within the aforesaid 25% limit.

#### (h) Details of Promoter shareholding

The aggregate shareholding of the Promoters and of the Directors of the Promoter where Promoter is a Company and of Persons who are in Control of the Company, as on the date of this Notice is as follows:

Sr. No	Name of Shareholder	No. of Shares held	Percentage
1	HT Global IT Solutions Holdings Ltd.	215,047,193	71.23
	<b>Total</b>	<b>215,047,193</b>	<b>71.23</b>

None of the Directors or Key Managerial Personnel of the Company hold any Equity Shares in the Company except for the following:

Sr. No	Shareholding of Directors & Key Managerial Personnel	No. of Shares held	Percentage
1	Mr. Bharat Shah*	30,000	0.01
2	Mr. Atul Nishar*	1,000	0.00
3	Mr. Basab Pradhan	15,000	0.00
4	Mr. Rajesh N Kanani	26,984	0.01
5	Ms. Gunjan Methi	926	0.00

# Bharat Shah HUF is holding 50,000 Shares

\* Shares held by Mr. Atul Nishar's family members are as follows : Dr. (Mrs.) Alka Atul Nishar - Wife 1,000 shares, Ms. Devangi Atul Nishar – Daughter 3,43,720 Shares and Ms. Priyanka Atul Nishar - Daughter 3,15,690 Shares

No shares or other specified securities in the Company were either purchased or sold by any member of the Promoter/ Promoter Group, and Key Managerial Personnel of the company during a period of six months preceding the date of the board meeting at which the Buyback was approved and from that date till the date of notice of Postal Ballot for Buyback.

Details of transactions by Directors / KMPs of the Company during the period of 6 months preceding the date of the Board Meeting at which the proposal for Buy-back was approved i.e. 25 October 2016

Name	Date of Transfer	Aggregate No. of Shares Purchased/ Sold	Nature of Transaction	Maximum Price (₹)*	Date of Maximum Price	Minimum Price (₹)*	Date of Minimum Price	Average Price (₹)*
Mr. Bharat Shah	25 - May -2016	7,000	Market Purchase	211.00	25-May -2016	210.90	25 - M a y -2016	210.99
	26 - May -2016	13,000^	Market Purchase	211.00	26-May-2016	210.15	26 - M a y -2016	210.60
	31 - May -2016	3,000#	Market Purchase	215.00	31-May-2016	215.00	31 - M a y -2016	215.00
	01 - Jun -2016	17,000#	Market Purchase	215.00	01-Jun-2016	211.45	01 - J u n -2016	213.59
	10 - Jun -2016	10,000#	Market Purchase	212.00	10-Jun-2016	211.95	10 - J u n -2016	211.99
	16 - Jun -2016	10,000#	Market Purchase	212.00	16-Jun-2016	211.25	16 - J u n -2016	211.69

\* Excluding Brokerage and other transaction costs

# Shares purchased by Bharat Shah HUF

^ Includes 10,000 shares purchased by Bharat Shah HUF

**(i) Intention of Promoter to participate**

HT Global IT Solutions Holding Ltd. (“**Promoter**”), the promoter of Hexaware Technologies Limited, hereby declares and confirms that it would be participating in the Buyback and it may tender up to a maximum of 5,694,835 (Fifty Six Lakh Ninety Four Thousand and Eight Hundred Thirty Five) Equity Shares or such lower number of Equity Shares as permitted under applicable law

The details of the date and price of acquisition of the equity shares that the Promoters and Promoter group intend to tender are set-out below:

HT GLOBAL IT SOLUTIONS HOLDINGS LTD.			
Date	No. of Shares	Issue Price/Transfer Price*	Consideration
11-Oct-13	124,973,436	135.00	Private Agreement with erstwhile Promoter and a Financial Investor
26-Nov-13	60,548,763	135.00	Open Offer
06-Aug-14	100,000	141.11	Market Purchase
07-Aug-14	24,000	142.61	Market Purchase
07-Aug-14	376,000	141.98	Market Purchase
08-Aug-14	24,121	145.17	Market Purchase
08-Aug-14	107,000	145.29	Market Purchase
11-Aug-14	36,226	147.30	Market Purchase
11-Aug-14	174,050	147.96	Market Purchase
12-Aug-14	25,000	149.57	Market Purchase
12-Aug-14	139,835	149.43	Market Purchase
13-Aug-14	30,000	149.14	Market Purchase
13-Aug-14	270,000	149.22	Market Purchase
14-Aug-14	15,000	146.84	Market Purchase
14-Aug-14	200,000	146.44	Market Purchase
18-Aug-14	3,272	150.45	Market Purchase
18-Aug-14	1,063	150.45	Market Purchase
22-Aug-14	8,000	156.88	Market Purchase
22-Aug-14	54,000	156.88	Market Purchase
25-Aug-14	42,100	158.90	Market Purchase
25-Aug-14	232,000	159.10	Market Purchase
26-Aug-14	50,000	160.70	Market Purchase
26-Aug-14	250,000	160.49	Market Purchase
27-Aug-14	13,000	161.56	Market Purchase
27-Aug-14	62,000	161.42	Market Purchase
30-Sep-14	27,288,327	195.49	Market Purchase (inter-se transfer from Parel Investment Holdings Ltd by way of a block deal) <sup>^</sup>
<b>Total</b>	<b>215,047,193</b>		
<b>Maximum Equity Shares intended to be tendered</b>			<b>Up to 5,694,835</b>

\* Excluding transaction cost

<sup>^</sup> Parel Investment Holdings Ltd. was a person acting in concert (PAC) along with HT Global IT Solutions Holdings Ltd. for the open offer in 2013. Parel Investment Holdings Ltd had acquired an aggregate of 27,288,327 equity shares via market purchases in 2013 and subsequently sold its entire holding in the Company to HT Global IT Solutions Holdings Ltd via an inter-se on-market block trade on Sep 30, 2014. Parel Investment Holdings Ltd. does not hold any shares in the Company as on the date of the Postal Ballot

During the period of last twelve months the Promoters and Promoter group have not purchased or sold any shares of Company.

**(j) Confirmations from Company as per the provisions of Buyback Regulations and Companies Act**

- (i) The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback;



- (ii) The Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of subsisting obligations.
- (iii) The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer to buyback is made;
- (iv) The Company shall not buyback locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable.
- (v) The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares purchased through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.
- (vi) The Company confirms that no defaults have been made by Company in the repayment of deposits accepted either before or after the commencement of the Companies Act, 2013, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

**(k) Confirmation from the Board**

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- (i) Immediately following the date of the Board meeting, and the date on which the results of shareholders' resolution passed by way of Postal Ballot/ E-voting ("**Postal Ballot Resolution**") will be declared, approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- (ii) As regards the Company's prospects for the year immediately following the date of the Board meeting approving the Buyback as well as for the year immediately following the date of Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board meeting as also from the date Postal Ballot Resolution; and
- (iii) In forming an opinion as aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company was being wound up under the provisions of the Companies Act, 1956 (to the extent applicable) and Companies Act (to the extent notified), as the case may be.

**(l) Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency**

The text of the Report dated October 25, 2016 and revised by letter dated November 14, 2016 received from the Company's Auditors addressed to the Board of Directors of the Company is reproduced below:

The Board of Directors,  
Hexaware Technologies Ltd,  
Mumbai

Auditor's Report relating to buyback of equity shares by the Company as required by the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 (the "SEBI Buyback Regulations")

1. This Report is issued in accordance with the terms of our engagement letter dated 15<sup>th</sup> September, 2016 and is further to our report dated 25<sup>th</sup> October, 2016 issued to the Board of Directors of the Company. The Board of Directors of Hexaware Technologies Limited ("the Company") have approved a proposed Buy-back of Equity Shares by the Company at its meeting held on 25<sup>th</sup> October, 2016, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 (the "SEBI Buyback Regulations"), as amended.

2. The accompanying Statement of permissible capital payment (including premium) as at 30th September, 2016 (hereinafter referred together as the "Statement") is prepared by the management, which we have initialed for identification purposes only.

#### **Management's Responsibility for the Statement**

3. The preparation of the Statement in accordance with Section 68 (2)(c) of the Companies Act, 2013 and the compliance with the SEBI Buyback regulations, is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

#### **Auditors Responsibility**

4. Pursuant to the requirements of the SEBI Buyback Regulations, as amended, it is our responsibility to provide a reasonable assurance:
  - (i) whether we have inquired into the company's state of affairs of the Company in relation to its latest audited standalone financial statements as at and for the nine months ended 30th September, 2016;
  - (ii) if the amount of the permissible capital payment for the proposed buy back of equity shares is properly determined considering the audited standalone financial statements for the period ended 30th September, 2016 ; and
  - (iii) if the Board of Directors have formed the opinion as specified in clause (x) of Schedule II to the SEBI Buyback Regulations, as amended on reasonable grounds that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of the resolution by the Board of Directors of the Company.
5. The standalone financial statements referred to in paragraph 4 above, have been audited by us, on which we issued an unmodified audit opinion vide our report dated 25<sup>th</sup> October, 2016. Our audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
6. We conducted our examination of the Statement in accordance with the Guidance note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI). 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. Based on enquiries conducted and our examination as above, we report that:
  - i) We have enquired into the state of affairs of the Company in relation to its audited standalone financial statements for the period ended 30th September, 2016 which has been approved by the Board of Directors of the Company on 25th October, 2016.
  - ii) The amount of permissible capital payment (including premium) towards the proposed buy back of equity shares as computed in the statement attached herewith, is properly determined in our view in accordance with Section 68 (2)(c) of the Act. The amounts of share capital and free reserves have been extracted from the audited standalone financial statements of the Company for the period ended 30th September, 2016.
  - iii) The Board of Directors of the Company, in their meeting held on 25th October, 2016 have formed their opinion as specified in clause (x) of Part A of Schedule II to the SEBI Buyback Regulations, as amended, on reasonable grounds, that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated 25th October 2016.

## Restriction on Use

9. This report has been issued at the request of the Company solely for use of the Company in relation to filing information with the explanatory statement to the notice for special resolution and in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act, 2013 and the SEBI Buyback Regulations, as amended to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited for the purpose of extinguishment of equity shares and may not be suitable for any other purpose.

For **Deloitte Haskins & Sells LLP**,  
Chartered Accountants  
(Registration No. 117366W/W-100018)

**Abhijit A. Damle**  
Partner  
(Membership No. 102912)

**Date:** October 25, 2016 (First Report); November 14, 2016 (Revised Report)

**Place:** Mumbai

## Annexure A

### **Statement of permissible capital payment (including premium) as at 30th September, 2016**

The amount of permissible capital payment (including premium) towards the proposed buy back of equity shares as computed in the table below is properly determined in our view in accordance with Section 68 (2)(c) of the Act. The amounts of share capital and free reserves have been extracted from the audited financial statements of the Company for the period ended 30<sup>th</sup> September, 2016.

<b>Particulars as on 30<sup>th</sup> September, 2016</b>		<b>Amount (Rs. in millions)</b>	
Paid up capital (301,911,222 shares of Rs. 2/- each)	A		603.82
Free Reserves:			
Profit and loss account balance		3,866.12	
Securities Premium		4,783.98	
General reserve		2,135.75	
Total Free Reserves	B		10,785.85
Total paid up capital and free reserves	A+B		11,389.67
Maximum amount permissible for buyback under Section 68 of the Companies Act, 2013 (25% of the total paid up capital and free reserves)			2,847.42
Maximum amount permitted by Board Resolution dated 25 <sup>th</sup> October, 2016 approving Buyback, subject to shareholder approval, based on the audited accounts for the period ended September 30, 2016.			1,366.76

For Hexaware Technologies Limited

**Rajesh Kanani**

Chief Financial Officer

25<sup>th</sup> October, 2016

For any clarifications related to the Buyback process, members holding equity shares of the Company may contact Ms Gunjan Methi, Company Secretary at Tel: 022-41599595; Email: Investori@hexaware.com

All the material documents referred to in the Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board Resolution for the Buyback, the Auditors Report dated 25 October 2016 and 14 November 2016 and the audited accounts of the Company as on 30 September 2016 are available for inspection by the members of the Company at its Registered Office on any working day between 10.00 am and 5.00 pm up to the last date of receipt of Postal Ballot Form specified in the accompanying Notice.

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its members holding equity shares of the Company. The Directors, therefore, recommend passing of the Special Resolution as set out in the accompanying Notice.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

By Order of the Board of Directors  
For **Hexaware Technologies Limited**

**Gunjan Methi**

Company Secretary

**Registered Office:**

152, Millennium Business Park, Sector-III, 'A' Block,  
TTC Industrial Area, Mahape, Navi Mumbai - 400 710.

CIN : L72900MH1992PLC069662

Email : Investori@hexaware.com

Website : www.hexaware.com

Tel : 022 - 41599595

Fax : 022 - 67919578

Place: Navi Mumbai

Date: November 21, 2016

## INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. Shareholders desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postal prepaid business reply envelope which shall be properly sealed with adhesive tape. However, letters containing Postal Ballot Form, if sent by courier, at the expense of the shareholder will also be accepted. The shareholders are requested to convey their assent or dissent in the enclosed Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid
2. A Postal Ballot Form and a self-addressed postage prepaid business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
3. The Postal Ballot Form should be signed by the shareholders as per the specimen signatures registered with the Registrar/ Depository. In case the equity shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/ Depository) by the first name shareholder and in his/her absence, by the next named shareholder. Holder(s) of Power of Attorney(s) (POA) on behalf of the shareholder(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected. Copy of power of attorney shall be duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office.
4. In case of Equity Shares held by the shareholders other than the individual shareholders, the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature was already registered with Registrar/ Depository and it should be accompanied by a certified copy of Board Resolution/ Authorisation together with the specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
5. The Duly Completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours (till 5 P.M. IST) on 22 December 2016. Postal Ballot Forms received after this date will be treated as if reply from such Shareholder has not been received. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
6. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on 18 November 2016.
7. Shareholders are requested not to send any paper (other than the Resolution/authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid letter as all such documents will be sent to the Scrutinizer and if any extraneous paper is found therein, the same would not be considered and would be destroyed by the Scrutinizer.
8. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint shareholders. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
9. In case a Member is desirous of obtaining a printed postal ballot form or a duplicate, he or she may send an email to [Investori@hexaware.com](mailto:Investori@hexaware.com) or can write to the RTA, Karvy Computershare Private Limited at Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Hyderabad - 500 032 However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 5 above.
10. The votes should be cast either in favour of or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Form invalid.
11. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected. No other form or photocopy of the attached Postal Ballot Form will be permitted. Additionally, please note that the Post Ballot Form shall be considered invalid if:
  - a. It is not possible to determine without any doubt the assent or dissent of the Member;
  - b. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
  - c. It is received from a Member who is in arrears of payment of calls;
  - d. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; or
  - e. The Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.
12. Shareholders are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
13. Shareholders are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self addressed business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.

## GENERAL INSTRUCTIONS

- (a) The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the Shareholders.
- (b) Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on 18 November 2016.
- (c) Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- (d) Voting period commences on and from 23 November 2016 at 9.00 a.m. IST and ends on 22 December 2016 at 5.00 p.m. IST.
- (e) Kindly note that the shareholder(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
- (f) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- (g) The Company shall announce the results, on or before 24 December 2016. The date of declaration of Postal Ballot results will be taken as the date of passing of the Resolutions contained in this Notice.

Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to the Company at Hexaware Technologies Limited, #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)