

TENDER FORM
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR EQUITY SHAREHOLDERS HOLDING SHARES IN DEMATERIALIZED FORM)

BUYBACK OPENS ON	Thursday, February 2, 2017
BUYBACK CLOSES ON	Wednesday, February 15, 2017

For Registrar / Collection Centre Use		
Inward No.	Date	Stamp

Status (please tick appropriate box)					
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII	<input type="checkbox"/>	Insurance Co.
<input type="checkbox"/>	Foreign Co.	<input type="checkbox"/>	NRI / OCB	<input type="checkbox"/>	FVCI
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / FI	<input type="checkbox"/>	Pension / PF
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership / LLP	<input type="checkbox"/>	Others (specify)

Indian Tax Residency Status: Please tick appropriate box				
<input type="checkbox"/>	Resident in India	<input type="checkbox"/>	Non Resident in India	
<input type="checkbox"/>	Resident of _____ (Shareholder to Fill country of residence)			
Route of Investment (For NR Shareholders only)				
<input type="checkbox"/>	Portfolio Investment Scheme		<input type="checkbox"/>	Foreign Investment Scheme

To,
Board of Directors
Hexaware Technologies Limited
C/o. Karvy Computershare Private Limited
Karvy Selenimum, Tower-B, Plot No 31 - 32,
Gachibowli Financial District, Nanakramguda Hyderabad 500032, India

Dear Sirs,

Sub:Buyback of upto 5,694,835 Equity Shares of Hexaware Technologies Limited (the "Company") at a price of ₹ 240/- (Rupees Two Hundred Forty only) Per Equity Share (the "Buyback Price") Payable in cash

- I / We (having read and understood the Letter of Offer issued by the Company) hereby tender / Offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby warrant that the Equity Shares comprised in this Tender Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to

tender the Equity Shares for Buyback.

- I / We agree that the Company will pay the Buyback Price as per the Stock Exchange mechanism.
- I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We agree to receive, at my own risk, the invalid / unaccepted Equity Shares under the Buyback Offer in the demat account from where I / We have tendered the Equity Shares in the Buyback. In case, if for any reason the Equity Shares cannot be credited to the above demat account, I / We agree to receive a single share certificate for the unaccepted Equity Shares in physical form.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act and the Buyback Regulations
- Details of Equity Shares held and tendered / offered for buyback:

	In figures	In words
Equity Shares held as on Record Date (January 6, 2017)		
Equity Shares entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares Offered for Buyback		

Note: An Eligible Person may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Person up to the Buyback Entitlement of such Eligible Person shall be accepted to the full extent. The Equity Shares tendered by any Eligible Person over and above the Buyback Entitlement of such Eligible Person shall be accepted in accordance with paragraph 23(4), 23(5), 23(6), 23(7) and 23(8) of the Letter of Offer. Equity Shares tendered by any Equity Shareholder over and above the number of Equity Shares held by such Eligible Person as on the Record Date shall not be considered for the purpose of Acceptance.

----- Tear along this line -----

Acknowledgement Slip : Hexaware Technologies Limited - Buyback
(to be filled by the Equity Shareholder) (subject to verification)

DP ID: _____

Client ID: _____

STAMP OF BROKER

Received from Shri./Smt. _____

Tender Form

Number of Equity Shares offered for Buyback (In Figures) _____ (in words) _____

Please quote Client ID No. & DP ID No. for all future correspondence

10. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)	<input type="checkbox"/> NSDL	<input type="checkbox"/> CDSL
Name of the Depository Participant		
DP ID No		
Client ID		

11. Equity Shareholders Details:

	1 st /Sole holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Shareholder(s)				
Singature(s)*				
PAN No.				
Address of the Sole/First Holder				
Telephone of the Sole/First Holder				
e-mail id of the Sole/First Holder				

* Corporate must affix rubber stamp and sign

12. Applicable for all Non-resident shareholders

I / We undertake to pay income taxes in India on any income arising on such Buyback and taxable in accordance with prevailing income tax laws in India within 7th day of the succeeding month in which the Shares are bought back by the Company. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us. Details of bank account of the sole or first Shareholder to be incorporated in the consideration warrant (to be mandatorily filled)

INSTRUCTIONS

- This Offer will open on Thursday, February 2, 2017 and close on Wednesday, February 15, 2017.
- This Tender form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective selling member by indicating the details of Equity Shares they intend to tender under the Buyback offer.
- Shareholders should submit their duly filled Tender Form at the office of Registrar to the Buyback Offer (as mentioned in section 21 of the Letter of Offer) only post placing the bid via the Seller Member
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form shall file a copy of the following documents:
 - Approval from the appropriate authority for such merger;
 - The scheme of merger; and
 - The requisite form filed with MCA intimating the merger.
- The Buyback shall be rejected for demat shareholders in case of receipt of the completed Tender Form and other documents but non-receipt of Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.**
- The shares in the Offer shall be rejected if the tenderer is not a shareholder of the Company as on the Record date, if there is a name mismatch in the demat account of the Shareholder or if the Eligible person had made a duplicate bid.
- The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback as may be decided by the Company / Registrar to the Buyback, in accordance with the Buyback Regulations.
- Eligible Persons to whom the Offer is made are free to tender shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on Record Date.
- All documents sent by Eligible Persons will be at their own risk. Eligible Persons are advised to safeguard adequately their interests in this regard.
- By agreeing to participate in the Buyback the NR and NRI shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- The Equity Shares tendered in the buyback shall be rejected if
 - The Shareholder is not a Eligible Shareholder of the Company on the Record Date;
 - If there is a name mismatch in the dematerialised account of the Shareholder;

All Capitalised items shall have the meaning ascribed to them in the Letter of Offer.

----- Tear along this line -----

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NUMBER:

Investor Service Centre, Hexaware Technologies Limited
Karvy Computershare Private Limited
 Karvy Selenium, Tower-B, Plot No 31 - 32,
 Gachibowli Financial District, Nanakramguda Hyderabad 500032, India
 Tel: +91 40 6716 2222 Fax: +91 40 2343 1551
 Email: murali.m@karvy.com
 Contact Person : Mr. M Murli Krishna
 SEBI Registration: INR000000221
 CIN: U72400TG2003PTC041636