

TENDER FORM
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR EQUITY SHAREHOLDERS HOLDING SHARES IN PHYSICAL 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"/>	Foreign Co.	<input type="checkbox"/> NRI / OCB
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/> Bank / FI
<input type="checkbox"/>	VCF	<input type="checkbox"/> Partnership / LLP
<input type="checkbox"/>		<input type="checkbox"/> Insurance Co.
<input type="checkbox"/>		<input type="checkbox"/> FVCI
<input type="checkbox"/>		<input type="checkbox"/> Pension / PF
<input type="checkbox"/>		<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 is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid as per SEBI notified Stock Exchange mechanism.
- I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- 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 Company to effect the Buyback in accordance with the Companies Act and Buyback Regulations.
- I / We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback.
- 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)

Ledger Folio No. _____

Received from Shri. / Smt. _____
Form of Acceptance-cum-Acknowledgement, Original TRS along with: _____

No. of Equity Shares offered for Buyback (In Figures) _____ (in words) _____

Please quote Ledger Folio No. for all future correspondence

STAMP OF BROKER

11. Details of Share Certificate(s) enclosed : Total number of folios and share certificates submitted: _____

Serial	Folio No.	Share Certificate No.	Distinctive Nos.		No. of Shares
			From	To	
1					
2					
3					
Total					

In case the number of folios and share certificates enclosed exceed 3 nos., Please attach a separate sheet giving details in the same format as above

12. Details of other Documents (duly attested) (Please ✓ as appropriate, if applicable) enclosed:

- | | |
|--|---|
| <input type="checkbox"/> Power of Attorney | <input type="checkbox"/> Previous RBI approvals for acquiring the Equity Shares of Hexaware Technologies Limited hereby tendered in the Offer |
| <input type="checkbox"/> Death Certificate | <input type="checkbox"/> Succession Certificate |
| <input type="checkbox"/> Self-attested copy of PAN | <input type="checkbox"/> Corporate authorisations |
| <input type="checkbox"/> TRS | <input type="checkbox"/> Others (please specify) |

13. 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

14. 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 months 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)

Name of Bank	Branch and City	Account Number (Indicate Type of Account)

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.
- Eligible Persons who wish to tender their Equity Shares in response to this Buyback Offer should submit the following documents to their Selling Member (Seller Broker), who in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the RTA; the documents should be sent to the RTA only after the placement of a valid bid; non-submission of the below mentioned documents directly to the RTA shall result in the rejection of the tendered Equity Shares
 - The Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares.
 - Original share certificates
 - Valid share transfer form(s) (SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company
 - Self-attested copy of the Shareholder's PAN Card
 - Any other relevant documents such as (but not limited to):
 - Duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form
 - Notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased
 - Necessary corporate authorisations, such as Board Resolutions etc., in case of companies
 - In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

- In case any registered entity 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.
- Eligible Persons whom the Buyback Offer is made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding the number of Shares held by them as on Record Date.
- All documents / remittances sent by or to Eligible Persons will be at their own risk and the Eligible Persons are advised to adequately safeguard 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 documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of Friday, February 17, 2017 by 5:00p.m.;
 - If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
 - If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
 - If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
 - In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.

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