

Date: 9th August, 2016

To,
The Manager Listing,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort,
Mumbai – 400 023

To,
The Manager Listing,
National Stock Exchange of India Limited
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051

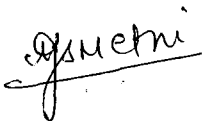
Subject: Notice of Annual General Meeting as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to Regulation 30 and other application regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Regulations"), enclosed herewith please find Notice of 23rd Annual General Meeting (AGM) of the members of the Company scheduled on Tuesday, August 30, 2016 at 3.00 p.m. at M. C. Ghia Hall, Bhogilal Hargovinddas Building, 18/20, K. Dubhash Marg, Behind Prince of Wales Museum/Kala Ghoda, Mumbai-400 001

This is also being made available at the website of the Company i.e www.hexaware.com

Thanking you,
Yours faithfully,
For **Hexaware Technologies Limited**



Gunjan Methi
Company Secretary

Notice

Notice is hereby given to all the members of Hexaware Technologies Limited (“the Company”) that the Twenty Third Annual General Meeting of the Members of the Company will be held on Tuesday, August 30, 2016 at 3.00 p.m. at M. C. Ghia Hall, Bhogilal Hargovinddas Building, 18/20, K. Dubhash Marg, Behind Prince of Wales Museum/Kala Ghoda, Mumbai-400 001 to transact the following business:

ORDINARY BUSINESS:

Item no 1 – Adoption of accounts

To receive, consider and adopt the Audited Balance Sheet as at December 31, 2015 and the Audited Profit and Loss Account for the financial year ended as on that date together with the Reports of the Board of Directors and the Auditors thereon.

Item no 2 – Confirmation of dividend

To confirm the Interim Dividend aggregating to INR 8.65/- per equity share of INR 2/- each, already paid for the financial year ended December 31, 2015.

Item no 3 - Re-appointment of Mr. Jimmy Mahtani

To appoint a Director in place of Mr. Jimmy Mahtani, (DIN: 00996110), who retires by rotation, and being eligible, seeks re-appointment.

Item no 4 - Re-appointment of Mr. Kosmas Kalliarekos

To appoint a Director in place of Mr. Kosmas Kalliarekos (DIN: 03642933), who retires by rotation, and being eligible, seeks re-appointment.

Item no 5 - Re-appointment of Statutory Auditors

To appoint the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai with Registration Number 117366W / W - 100018 be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. Deloitte Haskins & Sells LLP, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them.”

SPECIAL BUSINESS:

6. SPECIAL RESOLUTION

Re-appointment of Mr. Basab Pradhan as a Non-Executive Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Basab Pradhan (holding DIN 00892181), a non-executive Director of the Company, who is eligible for reappointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for three consecutive years w.e.f. June 9, 2016 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

7. SPECIAL RESOLUTION

Re-appointment of Mr. Christian Oecking as a Non-Executive Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014

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(including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Christian Oecking (holding DIN 03090264), a non-executive Director of the Company, who is eligible for reappointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company to hold office for three consecutive years w.e.f. June 26, 2016 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

8. ORDINARY RESOLUTION

Appointment of Mrs. Meera Shankar as a Non-Executive Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Meera Shankar (holding DIN 06374957), a non-executive Director of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for two consecutive years w.e.f. April 11, 2016 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

9. SPECIAL RESOLUTION

Change in Place of keeping the Register of Members, Index of Members etc.

“**RESOLVED THAT** in supersession of the resolution passed earlier by the shareholders at the Third Annual General Meeting and pursuant to provisions of section 94 of the Companies Act, 2013 (the Act) and the Companies (Management and Administration) Rules, 2014 and any other law applicable for the time being in force (if any) (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be accorded to the Board of Directors of the Company for keeping the Register of Members together with the Index of Members, Register of Debenture Holders and other security holders, if any, together with the Index of Debenture Holders and other security holders, if any, under section 88 of the Act, and copies of the Annual Returns under section 92 of the Act at the office premises of the Company’s new Registrar & Share Transfer Agents viz. Karvy Computershare Private Limited (R&T Agents) at 24 B, Rajabhadur Mansion, Ground Floor, Ambalal Doshi Marg, Fort, Mumbai, Maharashtra 400023 and/or at such other place in Mumbai where the R & T Agents may shift its office from time to time or such other place as may be decided by the Board of Directors from time to time;

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof, if any, constituted by the Board) be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution and to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or any other Officer(s) / Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary”.

By Order of the Board of Directors
For Hexaware Technologies Limited

Sd/-
Gunjan Methi
Company Secretary

Date: June 23, 2016
Place: Mumbai

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

NOTES:

1. The Explanatory Statement, for item nos. 3, 4 & 6 to 9, pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this notice. The relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meeting, of persons seeking appointment / re-appointment as Directors under Item No. 3 & 4, 6 to 8 of the Notice, are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A FORM OF PROXY IS ENCLOSED, AND IF INTENDED TO BE USED, SHOULD BE RETURNED TO THE COMPANY DULY COMPLETED NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE AFORESAID MEETING.** A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Member/proxies shall bring the enclosed attendance slip duly filled in, for attending the meeting. All documents referred to in the notice and in the accompanying explanatory statement are open for inspection at the registered office of the Company between 10:00 am to 1:00 pm on all working days (Monday to Friday), except Saturdays, Sundays and holidays, up to the date of the Annual General Meeting.
4. Shareholders are requested to intimate the change in their address, if any, quoting the folio number to the Company. Members are requested to register their e-mail address and changes therein with the Depositories / Registrar and Share Transfer Agent.
5. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on all resolutions set forth in this Notice. The facility of electronic voting system shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through electronic voting system. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on August 23, 2016 are entitled for remote e-voting on the Resolutions set forth in this Notice.
6. The process and manner for e-voting and other details are also sent with the annual report and forms part of the Notice.
7. The Register of Directors Shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
8. The Register of Members and Share Transfer Books of the Company shall be closed on Tuesday, August 30, 2016, in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
9. Those Members who have so far not encashed their dividend warrants for the financial year 2009 onwards, may approach the Registrar and Share Transfer Agents, M/s. Karvy Computershare Private 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.
10. Shareholders are requested to note that no claim shall lie against the said Fund or 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.
11. A sum of ₹ 8,62,416/- has been transferred to the Investor Education and Protection Fund in the year 2015 towards unclaimed / unpaid dividend for the financial year 2008.
12. Members are entitled to nominate a person to whom his/her shares in the Company shall vest in the event of his/her demise, by filling up Form No. SH-13. The shareholders are requested to avail of this facility. The duly filled in and signed nomination Form No. SH-13 should be sent to the Registrar and Share Transfer Agents, M/s. Karvy Computershare Private Limited at the address mentioned elsewhere in the Notice.
13. 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 Registrars and Transfer Agents. 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 Agents 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 Agents, Karvy Computershare Private Limited.

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14. 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 with the Registrar and Share Transfer Agent / Depository Participant to avail receipt of dividend by ECS/NECS facility.
15. 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.
16. Corporate Members are requested to send a duly certified copy of the board resolution authorizing their representative to attend and vote at the Annual General Meeting.
17. The Certificate from the Auditors of the Company certifying that the Employees Stock Option Scheme of the Company is being implemented in accordance with the applicable SEBI guidelines and in accordance with the resolutions of the general meeting passed earlier, will be available for inspection to Members at the Annual General Meeting. Members seeking any information relating to the Accounts may write to the Finance Department of the Company at its registered office at 152, Millennium Business Park, Sector -III, 'A' Block, TTC Industrial Area, Mahape, Navi Mumbai – 400 710 or send an email at investori@hexaware.com.
18. Members are requested to bring their copies of the Annual Report for the meeting.
19. As communicated earlier, members holding shares in physical form are requested to get them dematerialized, as the shares of the Company are under compulsory demat system.
20. As a part of 'Green Initiative in Corporate Governance,' Ministry of Corporate Affairs (MCA) is allowing companies to send various documents to their shareholders electronically. Hence your Company will be sending all documents such as the Notice calling the Annual General Meeting, Corporate Governance Report, Directors' Report, Audited Financial Statements, Auditors' Report, etc. and other communication to the members in electronic form at the email address provided by the members and made available to us by the Depository/ Registrar & Share Transfer Agents (RTA). It is encouraged that members support this green initiative and update their email address registered with RTA / Depository and any changes to ensure that all communication sent by the Company are received at the desired email address. Please let us know in case you wish to receive the above documents in paper mode. For members who have not registered their email addresses with the Depositories, physical copies are being sent by the permitted modes. The Notice of the Meeting is also posted on the website of the Company at www.hexaware.com.
21. Appointment / Re-appointment of Directors: At the ensuing Annual General Meeting, Mr. Jimmy Mahtani and Mr. Kosmas Kalliarekos, Directors of the Company retire by rotation and being eligible offer themselves for re-appointment. Mr. Basab Pradhan and Mr. Christian Oecking are being reappointed for a period of three years as Independent Directors of the Company. Mrs. Meera Shankar is being appointed for a period of two years as an Independent Director of the Company. They are not related to any of the Directors of the Company. The information pertaining to the Directors retiring by rotation/appointed/re-appointed to be provided in terms of regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meeting, is furnished in the Statement on Corporate Governance published in this Annual Report.
22. The route map and prominent landmark of the venue of the meeting is given in the Notice.

EXPLANATORY STATEMENT FOR ITEM NOS. 3, 4, 6 TO 9 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item no. 3 & 4**

Directors, Mr. Kosmas Kalliarekos (DIN: 03642933) and Mr. Jimmy Mahtani, (DIN: 00996110), retire by rotation, and being eligible, seek re-appointment. Kindly refer report on Corporate Governance for information in respect of appointment of Mr. Kosmas Kalliarekos and Mr. Jimmy Mahtani, pursuant to the Secretarial Standard on General Meetings.

Except Mr. Kosmas Kalliarekos and Mr. Jimmy Mahtani and except to the extent of their shareholding, if any, in the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Item no. 3 & 4 in the Notice.

Item no. 6, 7 & 8:

The Company had, pursuant to the provisions of Section 161 of the Act and applicable rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 appointed Mr. Basab Pradhan (DIN 00892181), Mr. Christian Oecking (DIN 03090264) and Mrs. Meera Shankar (DIN 06374957) as Additional Directors (Independent Directors) holding office upto the date of the ensuing Annual General Meeting.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Basab Pradhan, Mr. Christian Oecking and Mrs. Meera Shankar as Independent Directors of the Company.

The reappointment of Directors is made as a result of performance evaluation of Directors approved by Nomination & Remuneration Committee and by Board of Directors.

The Nomination & Remuneration Committee has recommended and the Board has approved the re-appointment of Mr. Basab Pradhan and Mr. Christian Oecking as Independent Directors as per their letters of appointment for a period of three years from June 9, 2016 and June 26, 2016 respectively and the appointment of Mrs. Meera Shankar from April 11, 2016 for a period of two years.

Mr. Basab Pradhan, Mr. Christian Oecking and Mrs. Meera Shankar, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of them fulfill the conditions specified in the Act and the rules framed thereunder for appointment/reappointment as Independent Directors and they are Independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the appointment of these Directors as Independent Directors is now being placed before the Members for their approval.

All the relevant documents, contracts, the terms and conditions of the appointment of Mr. Basab Pradhan, Mr. Christian Oecking and Mrs. Meera Shanker as Independent Directors of the Company shall be open for inspection by the Members at the Registered Office of the Company between 10:00 am to 1:00 pm on all working days (Monday to Friday), except Saturdays, Sundays and holidays up to the date of the Annual General Meeting.

A brief profile of the Independent Directors to be appointed / re-appointed is given below:

1. **Mr. Christian Oecking** born in Dortmund / Germany, holds an Engineering Degree from the University of Dortmund. In 1986, Christian started his professional business activities by developing software and related consulting services. In 1993, he joined EDS ("Electronic Data Systems"), Germany, where he started his career in global IT, and more specifically, IT Outsourcing. Later on, he became a member of the German management team of EDS. In 1998, Mr. Christian joined Siemens AG – Siemens Business Services, where he at first took over the responsibility for IT Outsourcing in Germany. In 2001, he became a member of the management board and was responsible for a 2.4 billion global outsourcing business (Infrastructure and applications).

Mr. Christian Oecking's key focus was to profitably grow and to industrialize this business. He signed leading industry contracts and developed a global operations network with factories in Turkey, Philippines, India, Eastern Europe, Russia and many other locations, serving leading industry customers in all parts of the world.

In 2009 Mr. Christian Oecking was elected to be the CEO/Chairman of Siemens IT Solutions and Services (SIS) and became Member of the Board of Siemens AG. In the following 2 years he restructured the global 4.5 billion business, harmonized it, pushed sales and finally handed SIS successfully over to ATOS in 2011.

Mr. Christian Oecking supports several companies with board memberships / independent directorate positions or advisory roles. Parallel to his business activities, he was co-founder of the Cloud / Outsourcing Group at BitKom in 2001, that he lead as a president for many years. Mr. Christian Oecking published several books about Application and Infrastructure Outsourcing. He holds Directorship in Sepicon AG, Duesseldorf - Germany, Brockhaus AG, Luenen – Germany, Intershop Communication AG.

2. **Mr. Basab Pradhan** has had a successful career spanning IT Services, Technology and Consumer Marketing. His longest tenure has been with Infosys Ltd. where he spent 13 years over two stints. For 5 of these 13 years at Infosys, Mr. Pradhan was Head of Global Sales & Marketing for the Company. From 2002 to 2005 he led the Company's sales organization as it grew from \$ 400 million to \$ 2 billion in revenues with industry leading margins. Mr. Pradhan now advises technology startups.

Mr. Pradhan has a Bachelor of Technology from the Indian Institute of Technology, Kanpur and an MBA from the Indian Institute of Management, Ahmedabad. He lives in the San Francisco Bay Area. He also holds Directorship in Citius Tech HealthCare Technology Private Limited.

3. **Mrs. Meera Shankar** is Master in Arts and English Literature. She had joined the Indian Foreign Service in 1973. From the early stages in her career, she held critical responsibilities. She joined the Prime Minister's Office in 1985 and served there till 1991, dealing with foreign policy and security issues. In addition she handled work relating to other Ministries including HRD, Environment and Forests, Tourism, Women and Child Development at different periods. She led the Commercial Wing in the Indian Embassy in Washington as Minister (Commerce) till 1995, where she projected the economic transformation in India, laying the foundations for the remarkable

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growth in trade and investment ties between India and the United States. She was closely associated with the negotiations for a new textile agreement with the US which led to a substantial increase in India's quotas amounting to about \$500 million in additional Indian exports to the US.

From 2005 to 2009, she was India's Ambassador to Germany, a period of intense engagement and strengthening of Indo German ties. Mrs. Meera Shankar's last assignment before retirement was as India's Ambassador to the US, when Indo US ties became much closer with the relationship being seen as one of the defining partnerships of the twenty first century.

Mrs. Meera Shankar has been a very successful Diplomat, having managed some sensitive issues win in her ambassadorial roles. She has held key responsibilities covering the full range of diplomacy; from being the Director General of the Indian Council for Cultural Relations (ICCR), to being Coordinator for Counter Terrorism, to dealing bilaterally with the neighbors; Nepal, Bhutan, Bangladesh and Sri Lanka, to promoting regional cooperation through SAARC, to being Additional Secretary responsible for the UN and International Security. She holds Directorship in Adani Transmission Limited, ITC Limited, Pidilite Industries Limited.

Vast experience of Mr. Christian Oecking, Mr. Basab Pradhan and Mrs. Meera Shankar in various areas, will help the Company to decide future business strategies for growth of the Company.

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other Directors and key managerial personnel in respect of Mr. Basab Pradhan, Mr. Christian Oecking and Mrs. Meera Shanker, please refer to the Corporate Governance Report.

The Board recommends the Special Resolution set out at Item No. 6 & 7 and Ordinary Resolution set out at Item no.8 of the Notice for approval by the Members.

Except Mr. Basab Pradhan, Mr. Christian Oecking and Mrs. Meera Shankar, and except to the extent of their shareholding, if any, in the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out as Item no. 6,7 & 8 in the Notice.

Item no. 9:

Securities and Exchange Board of India (SEBI) vide its Ex-Parte Ad Interim Order No. WTM/RKA/MIRSD2/41/2016 dated March 22, 2016 advised all the clients of M/s. Sharepro Services (India) Private Limited ("Sharepro") to carry out/switchover their activities related to registrar to an issue and share transfer agent, either in-house or through another registrar to an issue and share transfer agent registered with SEBI.

Accordingly the Board of Directors on April 29, 2016 have appointed M/s. Karvy Computershare Private Limited as Registrar and Share Transfer Agent of the Company in place of Sharepro.

Section 94 of the Companies Act, 2013 (the Act) provides that for keeping the Register of Members with Index of Members, Register of Debenture Holders and other security holders, if any, together with Index of Debenture Holders and other security holders, if any, and copies of the Annual Return at a place in India other than the registered office of the Company, in which more than one-tenth of the total number of members entered in the Register of Members reside, approval of Members by way of Special Resolution is required.

Accordingly approval of the Members is sought for keeping the Register of Members with the Index of Members, the Register of Debenture Holders and other security holders, if any, together with the Index of Debenture Holders and other security holders, if any, under section 88 of the Act, and copies of the Annual Return under section 92 of the Act at the Office of the Company's new R&T Agents viz. Karvy Computershare Private Limited (R&T Agents) at 24 B, Rajabhadur Mansion, Ground Floor, Ambalal Doshi Marg, Fort, Mumbai, Maharashtra 400023 and/or at such other place in Mumbai where the Registrar and Transfer Agent may shift its office from time to time or such other place as may be decided by the Board from time to time. The members may inspect the Register of members at the address mentioned above and can take extract of the same as per the provisions of applicable law.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Special Resolution as set out as Item no. 9 of the Notice, except to the extent of their shareholding, if any, in the Company.

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

Sd/-
Gunjan Methi
Company Secretary

Date: June 23, 2016
Place: Mumbai

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

Route Map for the venue of the meeting



VENUE:

M. C. Ghia Hall, Bhogilal Hargovinddas Building, 18/20, K. Dubhash Marg, Behind Prince of Wales Museum/Kala Ghoda, Mumbai-400 001
Prominent Land Mark: Opposite Jehangir Art Gallery, Kala Ghoda.