

# Note for Shareholders on Participation in the Buyback

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February 2017



# Details of the Buyback Offer

The details of the Buyback offer of Hexaware Technologies Limited are given below:

<b>Offer for buyback</b>	Up to 5,694,835 equity shares
<b>Offer Price</b>	Rs. 240/-
<b>Record date for determining the Buyback entitlement and names of eligible shareholders</b>	Friday, January 6, 2017
<b>Date of Opening of the Buyback Tendering Period</b>	Thursday, February 2, 2017
<b>Date of Closing of the Buyback Tendering Period</b>	Wednesday, February 15, 2017
<b>Settlement Date of bids on the Stock Exchanges (BSE and NSE)</b>	Wednesday, February 22, 2017

- Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Seller Member (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Seller Member or broker in the electronic platform to be made available by BSE and NSE before the Closing Date
- The Company shall accept Equity Shares validly tendered by the Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the 'plain paper' option are advised to confirm their entitlement from the Registrar to the Buyback Offer, before participating in the Buyback

# Procedure for Participating in the Buyback Offer

## For Registered Shareholders holding Equity Shares in Dematerialized Form

- ❑ Any shareholder, who desires to participate in the Buyback Offer, will need to contact his stock broker (Seller Member or Broker) to initiate the tendering of shares
- ❑ In the event the shareholder does not have a broker, the shareholder will need to open a trading account with a broker (shareholder may need to complete the KYC formalities and other documentations, as may be required by the broker)
- ❑ During the buyback offer period, prior to placing a bid with the stock broker, the shareholder has to submit the Delivery Instruction Slip (DIS) / electronic instruction to its Depository Participant (DP) for transfer of shares to Broker's account. The shares are to be transferred to Stock Exchanges by Broker through Early Pay-in mechanism
- ❑ As most of the shareholders generally have their demat account with the broker itself, it is advisable to contact your broker for carrying out the share transfer process in its DP.
- ❑ Details in DIS / electronic instruction to your DP for transfer of shares:

Description in DIS	Details to be filled in DIS
<b>Market Type</b>	Buyback
<b>Settlement ID (Event Number)</b>	2017010
<b>CM BP ID / CMID</b>	CM BP ID (for NSDL)/CMID (for CDSL) of the broker through whom the bid is submitted (please check with your Broker)
<b>Counter BO ID</b>	Broker's Early Pay-in Account Number (CDSL)
<b>ISIN</b>	INE093A01033
<b>Quantity</b>	Number of shares you wish to tender

# Procedure for Participating in the Buyback Offer (Cont'd.)

## For Registered Shareholders holding Equity Shares in Dematerialized Form

- ❑ Shareholders are advised to approach their broker along with duly filled Delivery Instruction Slip. Your Broker in turn will place the order on your behalf in the Trading Terminal of Stock Exchanges in a special window (acquisition window) opened for this purpose.
  - ❑ Please refer the Letter of Offer for further process, details and other terms
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- ❑ **Please note that the Tender Form and Delivery Instruction Slip should not be forwarded by the Shareholders directly to the Company or to the Registrar or to the Manager to the Offer**
  - ❑ **Shareholders are required to note that the bids for demat shares will not be accepted in Stock Exchange Platform without Early Pay-in of shares**
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Note: Shareholders are free to tender shares in excess of their entitlement. However, the acceptance beyond the entitlement shall be based on response to the Buyback Offer.

# Procedure for Participating in the Buyback Offer

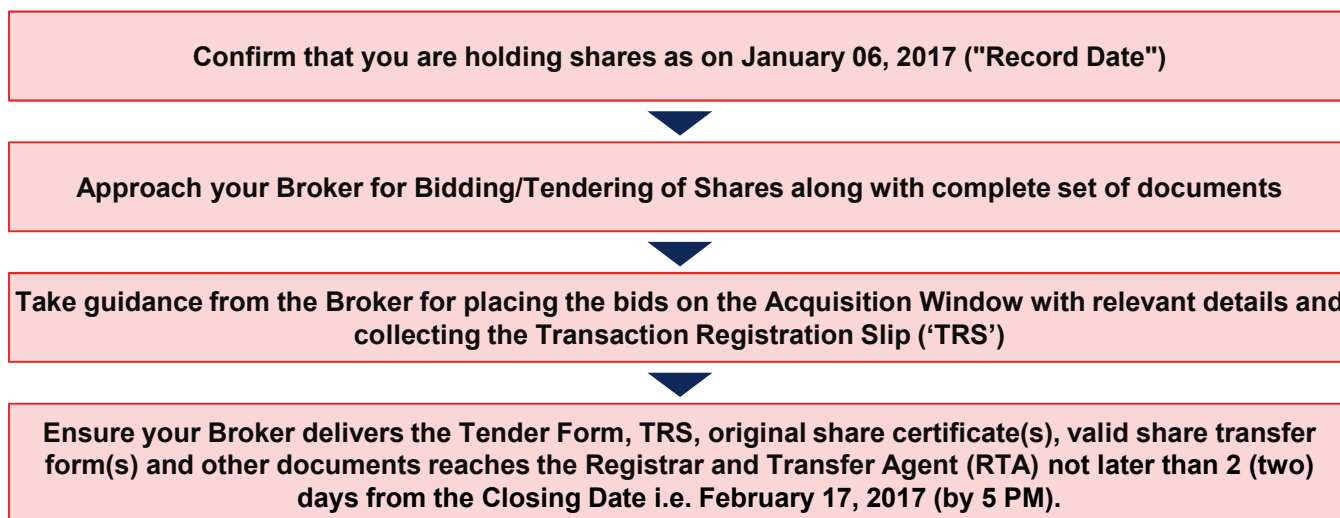
## For Registered Shareholders holding Equity Shares in Physical Form

- ❑ Shareholders intending to participate in the Buyback are required to approach their respective Broker along with the complete set of documents for verification procedures to be carried out including:
  - Duly signed Tender Form (by all Equity Shareholders in joint names) in the same order in which they hold shares
  - Original share certificates
  - Duly filled share transfer form(s) (SH-4) and signed by the transferors
  - Self-attested copy of the Shareholder's PAN Card
  - Others documents as per the conditions mentioned in the Letter of Offer
- ❑ After placement of bid, the Seller Member must ensure delivery of Tender Form, TRS, original share certificate(s), valid share transfer form(s) & other documents either by registered post or courier or hand delivery to the Registrar and Transfer Agent ('RTA'), Hyderabad not later than 2 (two) days from the Closing Date i.e. February 17, 2017 (by 5 PM). The envelope should be superscribed as "Hexaware Technologies Buyback Offer 2016". One copy of the TRS will be retained by RTA and it will provide acknowledgement of the same to the Seller Member.
- ❑ Shareholders holding physical shares should note that physical Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. RTA will verify such bids based on the documents submitted on a daily basis and till such time the recognized stock exchange shall display such bids as 'Unconfirmed Physical Bids'. Once, RTA confirms the bids it will be treated as 'Confirmed Bids'
- ❑ Please refer the Letter of Offer for further process, details and other terms

# Procedure for Participating in the Buyback Offer (Cont'd.)

## For Registered Shareholders holding Equity Shares in Physical Form

- ❑ Please note that the Seller Member must ensure delivery of Tender Form, TRS, original share certificate(s), valid share transfer form(s) & other documents either by registered post or courier or hand delivery to the RTA not later than February 17, 2017 (by 5 PM).
- ❑ Shareholders are required to note that the physical shares will not be accepted unless the complete set of documents is received.



*Note: Shareholders are free to tender shares in excess of their entitlement. However, the acceptance beyond the entitlement shall be based on response to the Buyback Offer.*

## Further Details and Contact Info

For any clarifications, Broker may refer to following circulars issued by Stock Exchanges.

Particulars	BSE	NSE
For Settlement Details	Notice No. 20170201-1 dated February 1, 2017	Download Reference No. NSCCL/CMPT/34092 dated February 1, 2017
For Bidding Software Details	Notice No. 20170125-6 dated January 25, 2017	Download Reference No. NSE/CMTR/34064 dated January 25, 2017

In case of any queries, you may contact the Registrar to the Buyback or Manager to the Buyback or the Company at the details mentioned below:

Registrar to the Buyback	Manager to the Buyback	Company
		
<p><b>Karvy Computershare Private Limited</b>                      Karvy Selenium, Tower-B, Plot No 31 - 32,                      Gachibowli Financial District, Nanakramguda,                      Hyderabad 500032                      Tel: +91 40 6716 2222                      Fax: +91 40 2343 1551                      Email: <a href="mailto:murali.m@karvy.com">murali.m@karvy.com</a>                      Contact Person : Mr. M Murli Krishna                      SEBI Registration: INR000000221                      CIN: U72400TG2003PTC041636</p>	<p><b>Kotak Mahindra Capital Company Ltd</b>                      27BKC, 1<sup>st</sup> floor, Plot no. C-27, "G" Block,                      Bandra Kurla Complex, Bandra (East),                      Mumbai 400 051                      Tel: +91 22 22 4336 0128                      Fax: +91 22 22 6713 2447                      Email: <a href="mailto:project.Hexawarebuyback@kotak.com">project.Hexawarebuyback@kotak.com</a>                      Contact Person: Mr.Ganesh Rane                      SEBI Registration Number: INM000008704                      CIN: U67120MH1995PLC134050</p>	<p><b>Hexaware Technologies Limited</b>                      152, Millennium Business Park,                      Sector III 'A' Block, TTC Industrial Area, Mahape,                      Navi Mumbai 400710                      Tel: +91 22 4159 9595;                      Fax: +91 22 4159 9578;                      Email: <a href="mailto:Investori@hexaware.com">Investori@hexaware.com</a>                      Contact Person: Ms. Gunjan Methi                      Website: <a href="http://www.hexaware.com">www.hexaware.com</a>                      CIN: L72900MH1992PLC069662</p>

Note: All capitalised terms, unless defined herein, shall have the meaning ascribed to them in the Letter of Offer.