

Date: August 28, 2017

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 Postal Ballot

Dear Sir / Madam,

Further to our letter dated July 31, 2017 informing about the approval of Board of Directors for modification in the Hexaware Technologies Limited Employees Stock Option Plans 2015, we would like to inform you that the company has sent the Postal Ballot Notice with the other documents to all the members whose names appear in the Register of Members / Beneficial owners received from the Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) as on August 18, 2017 (Cut- off date). The copy of Notice of Postal Ballot and Postal Ballot form is attached.

The Company has engaged the services of National Securities Depository Limited (NSDL) for providing e-voting facility and E-voting period will commence on Wednesday, August 30, 2017 at 9.00 A.M. (IST) and end on Thursday, September 28, 2017 at 5.00 P.M. (IST). The results of the Postal Ballot will be announced on or before Saturday, September 30, 2017.

The Notice of Postal Ballot with the explanatory statement, instructions for e-voting and Postal Ballot form are available on the website www.hexaware.com

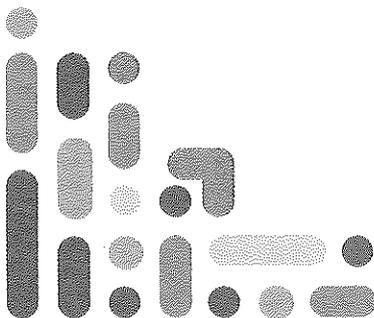
Thanking you,
Yours faithfully,
For **Hexaware Technologies Limited**


Gunjan Methi
Company Secretary



HEXAWARE TECHNOLOGIES LTD.

Regd. office: Bldg No. 152, Millennium Business Park, Sector - III, 'A' Block, TTC Industrial Area, Mahape,
Navi Mumbai 400710. (INDIA). Tel.: +91 22 6791 9595, Fax : +91 22 6791 9500
(CIN) : L72900MH1992PLC069662 URL : www.hexaware.com





HEXAWARE

Hexaware Technologies Limited

Registered Office: 152, Millennium Business Park, Sector-III, 'A' Block, TTC Industrial Area, Mahape, Navi Mumbai - 400 710. **Phone:** 022 - 4159 9595; **Fax:** 4159 9578

website: www.hexaware.com; **email:** Investori@hexaware.com

CIN: L72900MH1992PLC069662

NOTICE OF POSTAL BALLOT

Notice pursuant to Section 110 and Section 108 of the Companies Act, 2013 and 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 Monday, July 31, 2017 ("**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 variation/ amendment of terms of Hexaware Technologies Limited Employee Stock Options Plan 2015.

As per the SEBI (Share Based Employee Benefits) Regulations, 2014, it is necessary to obtain the consent of the Members of the Company, to vary/ amend the terms of Scheme, by way of a Special Resolution. Accordingly, the Company is seeking your consent by passing special resolution through Postal Ballot as contained in the Resolution appended below.

An explanatory statement pursuant to Section 102 of the Companies Act and other applicable provisions of the Companies Act and the SEBI (Share Based Employee Benefits) Regulations, 2014, pertaining to the said Resolution setting out the material facts and the reasons therefore, is appended herewith. Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Ms. Aparna Gadgil (COP No. 8430) or failing her Ms. Ashwini Vartak (COP No.: 16723), 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 for voting by physical 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 September 28, 2017. 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 under the instructions for casting of votes by e-voting which is enclosed. 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 August 30, 2017, at 9.00 a.m. IST and ends on September 28, 2017 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 the 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 Saturday, September 30, 2017, 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, and on the website of National Securities Depository Limited ("**NSDL**") i.e. www.evoting.nsd.com.

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 variation/ amendment of terms of Hexaware Technologies Limited Employee Stock Options Plan 2015.

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 Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and rules framed thereunder (as may be amended/substituted from time to time), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded to increase the period of vesting mentioned in 'Hexaware Technologies Limited Employee Stock Options Plan 2015' (hereinafter referred to as the "ESOP 2015"/ "Plan") from maximum period of four years from the date of grant of options to maximum period of eight years from the date of grant of options or such further or other period as the Board/Nomination & Remuneration Committee may determine, from time to time, in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations and increase the period of exercise mentioned in 'Hexaware Technologies Limited Employee Stock Options Plan 2015' from maximum period of three years from the date of vesting of options to maximum period of seven years from the date of vesting of options or such further or other period as the Board/ Nomination & Remuneration Committee may determine, from time to time, in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations;

RESOLVED FURTHER THAT all the other terms of the ESOP 2015 shall remain unchanged;

RESOLVED FURTHER THAT the Board/Nomination and Remuneration Committee be and is hereby authorized at any time to further modify, change, vary, alter, amend, suspend or terminate the ESOP 2015 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2015 and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, which are required to give effect to the aforesaid resolution, at its absolute discretion, as may deem necessary, with the SEBI/Stock Exchange(s) or any other regulatory authority and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

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

Gunjan Methi

Company Secretary

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

CIN : L72900MH1992PLC069662

Website : www.hexaware.com

Email : Investor@hexaware.com

Tel : 022 - 41599595 Fax : 022 - 67919578

Place: Navi Mumbai

Date: August 21, 2017

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 for your consideration.
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 August 18, 2017 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 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

The members of the Company at the 22nd Annual General Meeting held on May 7, 2015 approved 'Hexaware Technologies Limited Employee Stock Options Plan 2015' (hereinafter referred to as the "ESOP 2015"/"Plan"), for rewarding its employees including Directors (collectively, "**Employees**"), of the Company as well as that of the Subsidiary Company(ies), for their continuous hard work, dedication and support, which has led the Company and the Subsidiary Company(ies) on the growth path. As per the ESOP 2015, options or RSUs granted under ESOP 2015 would vest after one year but not later than 4 years from the date of grant of such Options/ RSUs and shall be exercised within a maximum period of three years from the date of vesting of options/RSUs.

In the interest of the Employees, it is now proposed to vary / amend vesting period from maximum period of four years from the date of grant of options to maximum period of eight years from the date of grant of options or such further or other period as the Board/ Nomination & Remuneration Committee may determine, from time to time. It is also proposed to increase the period of exercise from maximum period of three years from the date of vesting of options to maximum period of seven years from the date of vesting of options or such further or other period as the Board/Nomination & Remuneration Committee may determine, from time to time in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations. This variation /amendment is not detrimental or prejudicial to the interests of the Employees.

All other terms of ESOP 2015 shall remain unchanged. Members can refer explanatory statement of Notice of 22nd Annual General Meeting for other disclosures required to be made as per Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

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

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

CIN : L72900MH1992PLC069662

Website : www.hexaware.com

Email : Investori@hexaware.com

Tel : 022 - 41599595 Fax : 022 - 67919578

Place: Navi Mumbai

Date: August 21, 2017

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 **August 18, 2017**.
- (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 **August 30, 2017** at 9.00 a.m. and ends on **September 28, 2017** at 5.00 p.m.
- (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 at registered office of the Company, on or before Saturday, **September 30, 2017**. The date of declaration of Postal Ballot results will be taken as the date of passing of the Resolution contained in this Notice. The result will also be placed on the website on the Company at the following link: <http://hexaware.com/investors/>
- (h) 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

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.
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. Postal Ballot Form signed by the holder of power of attorney for and on behalf of a shareholder of the company must be accompanied by the copy of power of attorney 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.
6. The Duly Completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours (till 5 P.M.) on September 28, 2017. Postal Ballot Form 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.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on August 18, 2017.
8. 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.
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 or can write to the RTA, Karvy Computershare Private Limited at Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Hyderabad - 500 032 or at Email id : dalvianil.shantaram@karvy.com. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 6 above.
10. 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.
11. 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.
12. 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;
 - e. The Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote; or
 - f. Signature on Postal Ballot Form doesn't match with the specimen signature available with company/ RTA/ Depository.
13. Shareholders are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.



HEXAWARE

Hexaware Technologies Limited

CIN: L72900MH1992PLC069662

Registered Office: 152, Millennium Business Park, Sector III, A Block, TTC Industrial Area, Mahape, Navi Mumbai, 400710.

Tel.: 022 – 4159 9595, **Fax no.** 022-4159 9578, **Email:** InvestorI@hexaware.com

Postal Ballot Form

Serial No :

1. Name and Registered Address of the sole/first named shareholder/ Depository Interest holder

2. Name(s) of joint shareholder(s)/ Depository interest holder(s)

3. DP Id No/Client Id No/Registered Folio No* (*applicable to investors holding shares in physical form)

4. No. of Shares held

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below:

Brief Particulars of the Item	No of Shares Held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
Special Resolution to consider and approve variation/ amendment in terms of 'Hexaware Technologies Limited Employee Stock Options Plan 2015'			

Place:
Date:

Signature of the shareholder / Depository Interest holder (Must be as per specimen signature registered with the Company / Depository Participant)

*For voting by physical Postal Ballot Form, please read the instructions for voting by physical Postal Ballot Form in the Notice of Postal Ballot. Last date of Receipt of Postal Ballot forms by the Scrutinizer is September 28, 2017.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

Please read the instructions printed overleaf before exercising the vote electronically.

INSTRUCTIONS FOR E-VOTING

The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorised Agency to provide the facility of casting of votes by using an electronic voting system ("e-voting"). The detailed process, instructions and manner for availing e-voting facility is provided herein below and forms part of the notice of postal ballot.

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.

The E-voting period begins on August 30, 2017 at 9.00 am IST and ends at 5 pm IST on September 28, 2017. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of August 18, 2017 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- I. The instructions for shareholders voting electronically are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "evoting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder- Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Hexaware Technologies Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@snaco.net with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from SI. No. (ii) to SI. No.(xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or contact Mr. Rajiv Ranjan, Assistant Manager, NSDL by sending an email to evoting@nsdl.co.in or contact NSDL at following telephone no. 1800 222 990 (toll free)
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + Client ID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).