

Date: August 23, 2018

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,

We would like to inform you that the company has sent the Postal Ballot Notice 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 16, 2019 (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 Sunday, August 25, 2019 at 9.00 A.M. (IST) and end on Monday, September 23, 2019 at 5.00 P.M. (IST). The results of the Postal Ballot will be announced on or before Wednesday, September 25, 2019.

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 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 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 "**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**" together with the foregoing the "**Members**") to the proposed Ordinary Resolution appended below by way of Postal Ballot including electronic voting for Postal Ballot. A statement setting out material facts is annexed herewith.

The Board of Directors of the Company ("**Board of Directors**"/ "**Board**") at its meeting held on Saturday, July 13, 2019 has, subject to the approval of the shareholders of the Company by way of Ordinary Resolution through postal ballot and subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved re-appointment of Mr. R Srikrishna as a Whole Time Director designated as Executive Director of the Company w.e.f July 28, 2019.

As per the provisions of Section 196 of the Companies Act, read with schedule V and rules made thereunder, approval of Members is required for appointment of a Whole Time Director, by way of an Ordinary Resolution. Accordingly, the Company is seeking your consent by passing ordinary resolution through Postal Ballot as contained in the resolution appended below.

An explanatory statement, pertaining to the said resolution setting out the material facts and the reasons therefore, is appended along with a postal ballot form (the "**Postal Ballot Form**"). Pursuant to Rule 22(5) of the Management Rules, the Company has appointed **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 Postal Ballot 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 Indian Standard Time ("**IST**") on September 23, 2019. 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 provisions 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. 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 valid e-voting would be considered and votes cast through Postal Ballot Form shall be treated as invalid.

The e-voting commences on August 25, 2019, at 9.00 a.m. IST and ends on September 23, 2019 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 to 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 Wednesday, September 25, 2019, 5.00 pm 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.nsdl.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.

ORDINARY RESOLUTION

1. Re-appointment of Mr. R Srikrishna as a Whole Time Director of the Company

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 the articles of association of the Company, Sections 196, 197 read with Schedule V of the Companies Act and other applicable provisions, if any, of the Companies Act and the applicable provisions of the rules made thereunder (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government, Mr. R Srikrishna, (holding DIN 03160121) be and is hereby re-appointed as a Whole Time Director and designated as CEO and Executive Director of the Company for a period of Five (5) years with effect from July 28, 2019 till July 27, 2024 as per the terms and conditions of re-appointment as recommended by the Nomination and Remuneration Committee (NRC) and approved by the Board of Directors, details of which are as set out in the Explanatory Statement annexed to the notice;

RESOLVED FURTHER THAT Mr. R Srikrishna be paid remuneration as per the relevant agreement entered into between Mr. R Srikrishna and the Company, details of which have been provided in the explanatory statement to the notice;

RESOLVED FURTHER THAT the Board/Committee of the Board be and is hereby authorized to alter, vary and modify the said terms and conditions of his appointment in such manner as may be agreed to between the Board/Committee of the Board and Mr. R. Srikrishna, in accordance with the provisions of Section 196, 197 and Schedule V to the Companies Act or any amendment(s) and / or any statutory modification(s) thereto;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable including but not limited to making of an application to regulatory authorities, if necessary, execution of necessary documents and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution."

By Order of the Board of Directors
For Hexaware Technologies Limited

Sd/-

Gunjan Methi

Company Secretary

Add : 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 - 41599578

Date : August 08, 2019

Place : Navi Mumbai

NOTES:

1. The Explanatory Statement stating all material facts is annexed hereto and forms part of this notice. The relevant details as required under Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards, of persons seeking appointment/ re-appointment as Director under Item No. 1 of the Notice, are also annexed.
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 16, 2019 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 of the Company. 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 of the Company 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 permissible mode.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Board of Directors of the Company at its meeting held on July 13, 2019, re-appointed Mr. R Srikrishna as the CEO of the Company for 5 years w.e.f. July 28, 2019. The Board of Directors also appointed Mr. R Srikrishna as an Additional Director to hold the office till the next Annual General Meeting of the Company. Further, subject to the approval of the Members and the Central Government, the Board of Directors re-appointed Mr. R Srikrishna as a Whole Time Director designated as the CEO and Executive Director of the Company for a period of 5 years w.e.f. July 28, 2019 to July 27, 2024.

Mr. R Srikrishna has also been deputed as an employee of the wholly owned US subsidiary company, Hexaware Technologies Inc. Accordingly, Mr. R Srikrishna draws remuneration from both the companies, i.e. the Company for his appointment as a CEO of the Company and from the subsidiary company, Hexaware Technologies Inc. for his deputation as an employee of Hexaware Technologies Inc.

The Members may note that in terms of Section 196(4) of the Act where such appointment is at variance to the conditions specified in the Schedule V, the appointment shall also be subject to the approval of the Central Government. In this regard, the Members may further note that one of the conditions prescribed under Schedule V for the appointment of a director is that "he is a resident of India". Mr. R. Srikrishna is not a resident of India. Therefore, his appointment as a Whole Time Director (designated as CEO and Executive director) of the company is subject to the approval of the Central Government.

The details of remuneration payable to Mr. R Srikrishna from the Company w.e.f. July 28, 2019 is as follows:

1. Basic Salary and Special Allowance:

- a. Basic salary of ₹ 1,01,900/- (Rupees One Lac One Thousand and Nine Hundred only) per month.
- b. Special allowance at ₹ 2,12,180/- (Rupees Two Lakhs Twelve Thousand One Hundred and Eighty only) per month.

2. Variable Pay/Performance Bonus:

Mr. R Srikrishna shall be eligible for variable / performance pay of ₹ 20,11,173 /- (Rupees Twenty Lakhs Eleven Thousand One Hundred and Seventy Three only) per year. Variable pay is linked to achievement of Key Performance Indicators and shall be an amount as may be determined by the Board of Directors of the Company or a Committee thereof.

3. Medical Insurance Scheme:

Mr. R Srikrishna shall be covered under the mediclaim insurance scheme as per the rules of the Company. The Company shall also pay annual premium towards his personal accident insurance coverage as per the rules of the Company.

Other Perquisites:

Subject to overall ceiling on remuneration mentioned herein, Mr. R Srikrishna may be given such other benefits in accordance with the schemes and rules applicable to the members of the Company from time to time.

Explanation: Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

In the event of any re-enactment or modification of the Act or the Income Tax Act, 1961 or amendments thereto, the payment of remuneration mentioned above shall continue to remain in force and the reference to various provisions of the Act or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the relevant new Act or the amendments thereto or the Rules and notification issued there under.

4. The Company shall make contribution to gratuity @ 5% of basic salary for each year of service.

5. Employees Stock Option Scheme / RSUs:

Mr. R Srikrishna will be granted restricted stock or restricted stock units with a value of US\$ 4,000,000 in the aggregate. Equity grants with a value of US\$ 800,000 would be awarded annually and the same shall be subject to the vesting conditions as approved by the Nomination and Remuneration Committee at each grant date.

6. The aggregate of salary, commission and perquisites payable to Mr. R Srikrishna in any financial year shall not exceed the limits prescribed from time to time under Section 197 and other applicable provisions of the Act read with Schedule V of the Act as may be for the time being in force (including any statutory modification(s), enactment(s) or reenactment(s) thereof).

7. The above mentioned total salary (including the basic salary, special allowance, variable pay / performance bonus and other perquisites) is subject to an annual increment up to 10% per year as may be decided by the Board /or any Committee thereof.

The details of remuneration payable to Mr. R Srikrishna from Hexaware Technologies Inc. w.e.f. July 28, 2019 is as follows:

Mr. R Srikrishna shall be paid a salary of US\$ 834,691 (United States Dollars Eight Hundred Thirty Four Thousand Six Hundred and Ninety One Only). Mr. R Srikrishna shall be eligible for variable / performance pay of US\$ 420,853 (United States Dollars Four Hundred Twenty Thousand Eight Hundred and Fifty Three Only) per year. Variable pay is linked to achievement of Key Performance Indicators and shall be an amount as may be determined by the Board of Directors of the Company or a Committee thereof. He shall also be paid other benefit plans available on a general basis to other employees of the subsidiary company.

The NRC / Board of Directors of the Company is authorized to decide the increase in remuneration of Mr. R Srikrishna.

Other details of Mr. R Srikrishna as required under the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 are annexed to the notice. Your Directors recommend the Resolution at Item No. 1 for your approval. Except Mr. R Srikrishna, none of the other Directors of the Company are in any way concerned or interested in the said resolution.

By Order of the Board of Directors
For Hexaware Technologies Limited

**Sd/-
Gunjan Methi
Company Secretary**

Add : 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 - 41599578

Date : August 8, 2019

Place : Navi Mumbai

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 16, 2019.
- (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 from August 25, 2019 at 9.00 a.m. and ends on September 23, 2019 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, on or before **September 25, 2019**. 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 of 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/ authorization 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 23, 2019 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 16, 2019.
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 Fintech Private Limited at Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Hyderabad - 500 032 Email id : lohith.kumar@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 Postal Ballot Form shall be considered invalid if:
- (a) A form other than one issued by the company has been used;
 - (b) It has not been signed by or on behalf of the Member;
 - (c) Signature on the postal ballot form doesn't match the specimen signatures with the company;
 - (d) It is not possible to determine without any doubt the assent or dissent of the Member;
 - (e) Neither assent nor dissent is mentioned;
 - (f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - (g) The envelope containing the postal ballot form is received after the last date prescribed;
 - (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (i) It is received from a Member who is in arrears of payment of calls;
 - (j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - (k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
13. Shareholders are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.

Details required under regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards are given below:

Name of Director	Mr. R Srikrishna
Brief Resume	R Srikrishna is the CEO and Executive Director of the Company since July 2014. He brings a great mix of leadership, inspiration, technology expertise, operational experience, technical breadth, and passion for customer service. His past successes have been fortified by his ability to build highly passionate leadership and organizational teams that work together to create long term success. He has also consistently spotted key market trends ahead of competition thereby creating differentiated new services. As a recognition of his leadership skills, he was named in 2010 as Young Global Leader of the Year by the World Economic Forum.
Experience / Expertise	Prior to joining Hexaware in 2014, he has spent over 20 years at HCL Technologies, in various strategic leadership positions. He served as the President of two business units--the life sciences & healthcare business unit and the infrastructure services business unit. He was instrumental in growing these units into thriving multi-billion dollar businesses.
Age	49
Date of Birth	12/08/1970
Terms and conditions of reappointment	As per the resolution in the notice read with explanatory statement
Remuneration last drawn	₹ 56.62 Million from Hexaware Technologies Limited, India (Including stock options cost of ₹ 51.9 Million). ₹ 93.11 Million from Overseas Subsidiary
Remuneration to be paid	As per the resolution in notice read with explanatory statement
Date of First appointment	Mr. R Srikrishna was appointed as the CEO of the Company w.e.f. July 28, 2014 and appointed as Executive Director of the Company w.e.f. October 17, 2014
Qualification	Mr. R Srikrishna holds a degree in electrical engineering from IIT and an MBA from IIM, Calcutta
Relationship between Directors inter-se and with Manager and other KMPs	Mr. R Srikrishna is not related to any other Director, Manager and other KMPs of the Company.
Number of board meeting attended during last year	6
Name of Companies in which he is Director and the membership of committees of the board	NIL
Shareholding	6,50,000 Equity Shares



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 Ordinary 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)
Ordinary Resolution to consider and approve re-appointment of Mr. R. Srikrishna as Whole Time Director designated as CEO and Executive Director of the Company			

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

Place:
Date:

*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 23, 2019.

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 25, 2019 at 9.00 am IST and ends at 5 pm IST on September 23, 2019. 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 16, 2019 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.nsd.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.nsd.com or contact Ms. Pallavi Mhatre, 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).