Registered Office: 152, Millennium Business Park, Sector-III, 'A' Block, TTC Industrial Area, Mahape, Navi Mumbai – 400 710.
Tel. : 91-22-6791 9595 Fax : 91-22-6791 9578 URL : www.hexaware.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given to all the Members of Hexaware Technologies Limited ("the Company") that an Extra-Ordinary General Meeting of the Members of the Company will be held on Friday, December 13, 2013 at Kamalnayan Bajaj Hall, Bajaj Bhavan, Ground Floor, 226, Nariman Point, Mumbai - 400 021 at 3.00 p.m. to transact the following Special Business:

1. SPECIAL RESOLUTION

Amendments to Articles of Association of the Company

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

"RESOLVED THAT pursuant to Section 31 and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company be and is hereby amended, as follows:

(a) The phrase "Subject to Article 137" in the beginning of Article 5(B) shall stand deleted.

(b) The following Article (88A) shall be inserted between Articles 88 and 89:

"88A. Mr. Jimmy Mahtani and Mr. Kosmas Kalliarekos, non-executive Directors of the Company, shall not be liable to retire by rotation or be taken into account for determining the retirement of Directors by rotation."

(c) Articles 135 to 144 (both inclusive) shall stand deleted in their entirety.

(d) Annexure A shall stand deleted in its entirety.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things, including but not limited to filing of the requisite forms with the jurisdictional Registrar of Companies, as may be necessary, appropriate or desirable for the aforementioned purpose ."

2. ORDINARY RESOLUTION

Appointment of Mr. Jimmy Mahtani as a Non-Executive 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 Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) thereto or any re-enactment(s) thereof for the time being in force), Mr. Jimmy Mahtani, who was appointed as an Additional Director by the Board w.e.f. October 11, 2013, in terms of the provisions of Section 161 of the Companies Act, 2013 and Article 88 of the Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, not liable to retire by rotation."

3. ORDINARY RESOLUTION

Appointment of Mr. Kosmas Kalliarekos as a Non-Executive 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 Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) thereto or any re-enactment(s) thereof for the time being in force), Mr. Kosmas Kalliarekos, who was appointed as an Additional Director by the Board w.e.f. October 11, 2013, in terms of the provisions of Section 161 of the Companies Act, 2013 and Article 88 of the Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice

in writing from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, not liable to retire by rotation."

4. ORDINARY RESOLUTION

Appointment of Mr. Dileep Choksi as a Non-Executive and 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 Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) thereto or any re-enactment(s) thereof for the time being in force), Mr. Dileep Choksi, who was appointed as an Additional Director by the Board w.e.f. October 11, 2013, in terms of the provisions of Section 161 of the Companies Act, 2013 and Article 88 of the Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive & Independent Director of the Company, liable to retire by rotation."

5. ORDINARY RESOLUTION

Appointment of Mr. R. V. Ramanan as an Executive 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 Sections 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and applicable provisions of Companies Act, 2013, if any, (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, if any, the consent of the members be and is hereby accorded for re-appointment of Mr. R. V. Ramanan as the Whole-time Director of the Company designated as Executive Director for a period of three years w.e.f. October 28, 2013 (October 28, 2013 to October 27, 2016) on the remuneration as recommended by the Remuneration & Compensation Committee at its meeting held on November 11, 2013 and approved by the Board of Directors at its meeting held on November 11, 2013 details of which are as set out in the Explanatory Statement annexed to the Notice;

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorized to alter, vary and modify the said terms of his appointment and /or remuneration including salary, allowances and perquisites in such manner as may be agreed to between the Board/ Committee and Mr. R. V. Ramanan, Executive Director and in accordance with the limits prescribed by Schedule XIII to the Companies Act, 1956 and applicable provisions of Companies Act, 2013 or any amendment(s) and /or any statutory modification(s) thereto;

RESOLVED FURTHER THAT in the absence of or inadequacy of profits in any financial year, (a) subject to approval of the Central Government, the remuneration payable to Mr. R. V. Ramanan, Executive Director by way of Salary and Perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the remuneration payable to Mr. R. V. Ramanan, Executive Director shall be the maximum amount permitted as per Schedule XIII to the Companies Act, 1956 and applicable provisions of Companies Act, 2013 or any amendment(s) and /or any statutory modification(s) thereto;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient, to give effect to this resolution."

By Order of the Board of Directors
For Hexaware Technologies Limited

Sd/-

Gunjan Methi
Company Secretary

Date: November 11, 2013
Place: Mumbai

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

NOTES:

1. The Explanatory Statements, for item nos. 1 to 5, pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this notice.
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.**
3. Member/proxies shall bring the enclosed attendance slip duly filled in, for attending the meeting.
4. 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 and 1:00 pm on all working days (Monday to Friday), except Saturdays, Sundays and holidays, up to the date of the Extra-Ordinary General Meeting.
5. Members shall bring their copy of this notice for the meeting.
6. Shareholders are requested to intimate the change in their address, if any, quoting the folio number to the Company.

EXPLANATORY STATEMENT FOR RESOLUTIONS MENTIONED UNDER ITEM NOS. 1 TO 5 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The members are aware that the HT Global IT Solutions Holdings Limited ("HT Global"), the promoters of the company, have purchased all the shares and ADRs held by Global Investments Limited ("GA") in terms of a share purchase agreement dated August 23, 2013 executed between HT Global and GA.

The members may note that the Articles of Association of the Company contains certain provisions that grant management and other rights to GA. Given that, GA is no longer a shareholder of the Company, the Board has approved the amendment of the Articles of Association of the Company to remove such provisions as set out in point a, c and d in the resolution no. 1.

In light of the above, the provisions of the Articles of Association of the Company granting certain rights to GA are required to be deleted and amended appropriately. Also, Mr. Jimmy Mahtani and Mr. Kosmas Kalliarekos, nominees of HT Global, are appointed as Non-Executive Directors of the Company, not liable to retire by rotation; which has to be incorporated as Article 88A of the Articles of Association of the Company.

None of the directors other than Mr. Jimmy Mahtani and Mr. Kosmas Kalliarekos are concerned or interested in the aforesaid item.Your Directors recommend the Resolution at Item No. 1 for your approval.

Item Nos. 2 to 4

The members may note that HT Global has nominated Mr. Jimmy Mahtani and Mr. Kosmas Kalliarekos on the Board of the Company. Accordingly, the Board has appointed Mr. Jimmy Mahtani and Mr. Kosmas Kalliarekos as Non-Executive Additional Directors on the Board w.e.f. October 11, 2013, not liable to retire by rotation. In addition, the Board has also appointed Mr. Dileep Choksi as an Independent Director on the Board w.e.f. October 11, 2013.

All the three directors hold office up to the date of forthcoming Annual General Meeting. Notice in terms of provisions of Section 257 of the Companies Act, 1956 along with the requisite deposit has been received

from Members proposing the candidature of Mr. Jimmy Mahtani, Mr. Kosmas Kalliarekos and Mr. Dileep Choksi as Directors of the Company.

Mr. Mahtani is a Managing Director with Baring Private Equity Asia and is primarily responsible for Baring Private Equity's investments in India and South East Asia. He has been with Baring since 2006 and has led investments in infrastructure, education, financial services and consumer goods companies. Mr. Mahtani was previously a Vice President with General Atlantic Partners ("GAP") in Mumbai, whose India office he founded. During his tenure at GAP, he was responsible for investments in India with a focus on the technology and financial services sectors. Previously, he worked for Bear Stearns & Co., Inc. in New York and Merrill Lynch in Washington D.C. Mr. Mahtani graduated with honors from Georgetown University, where he received a B.Sc. in Business Administration with a triple major in Finance, International Business and Marketing. Jimmy is a Director in various companies like Global Indian Schools Holdings Ltd, Bhushan Power & Steel Ltd., Lafarge India, etc.

Mr. Kosmas Kalliarekos, Managing Director, Baring Private Equity Asia, member of the Portfolio Management Committee, has advised Baring Private Equity since 2004 and fully joined in 2008. Mr. Kalliarekos was founding member and Senior Partner of The Parthenon Group, a strategic advisory firm with offices in Boston, London, San Francisco and Mumbai. Mr. Kalliarekos headed the firm's Education Industry Center of Excellence. For over 20 years he has advised clients on issues related to operational excellence, strategy development and growth. Parthenon's client relationships span several industries, including consumer products, financial services, information publishing, educational publishing, and technology and services, and range from start-ups to Fortune 100 companies. Previously, Mr. Kalliarekos was Consultant with Bain and Company. Mr. Kalliarekos holds a B.S. in Economics from the Wharton School of the University of Pennsylvania and was a Baker Scholar, M.B.A. from Harvard Business School. Kosmas is a director of various companies like Global Indian Schools Holdings Ltd, Amsino Medical Group Company Limited, RSP Design Consultants (India) Pvt. Ltd. etc.

Mr. Dileep C. Choksi, a Chartered Accountant by profession, has over 35 years of experience having qualified as a lawyer and a cost accountant. He began his career with C.C. Choksi & Co. His areas of specialization include tax planning and structuring for domestic and international clients, including expatriates, finalizing collaborations and joint ventures, executive advisory and decision support, corporate restructuring with a focus on start-up, turnaround and change management strategies and analyzing tax impact of various instruments. He advises some of India's largest business houses on various strategic matters and multinational clients on cross border structuring and family succession and on wills and trusts.

Dileep is a member of the Board of Directors of various companies like ICICI Bank Ltd, ICICI Lombard General Insurance Co. Ltd, Datamatics Global Services Limited, Lupin Limited and also a member of various committees of the Board.

Mr. Jimmy Mahtani, Mr. Kosmas Kalliarekos and Mr. Dileep Choksi do not hold any shares in the Company.

Accordingly, items 2 to 4 are recommended to the members for their approval.

The Board confirms that none of the directors other than Mr. Jimmy Mahtani, Mr. Kosmas Kalliarekos and Mr. Dileep Choksi are concerned or interested in the aforesaid items.

Item No. 5

The Board of Directors of the Company, at its meeting held on November 11, 2013 approved the re-appointment of Mr. R. V. Ramanan, under Companies Act, 1956 as

the Whole-time Director of the Company designated as Executive Director and payment of remuneration with effect from October 28, 2013 for a period of three years. The payment of remuneration to Mr. R. V. Ramanan, Executive Director, has also been approved by the Remuneration & Compensation Committee of the Company at its meeting held on November 11, 2013.

The details of the remuneration of Mr. R. V. Ramanan is as given below:

1. **Salary**

   (i) Basic salary ₹ 226,267/- (Rupees Two lakh Twenty Six thousand Two hundred and Sixty Seven only) per month with effect from October 28, 2013.

   (ii) Personal allowance at ₹ 526,500/- per month.

2. **Perquisites**

   A. In addition to salary, Mr. Ramanan shall be entitled to the following perquisites as specified below:

   Medical Reimbursement:

   (i) He shall be entitled to medical expenses as per the rules of the Company which will include such expenses as shall relate to surgical, optical and dental treatment incurred by himself and his family up to ₹ 15,000/- p.a.

   (ii) He and his family shall be covered under the Mediclaim Insurance Scheme as per the rules of the Company. The Company shall pay annual premium towards personal accident insurance coverage for him as per the Rules of the Company.

   Club Membership:

   The Company shall pay fees of Club/s, as allowed under the Act and as per the rules of Company, subject to a maximum of ₹12,000/- p.a. This will, however, not include admission and life membership fee.

   Leave:

   Subject to the exigencies of his employment, Mr. Ramanan shall be entitled to leave in a year on full pay and allowances as per rules and regulations of the Company.

   Variable Pay/Performance Bonus:

   Mr. Ramanan shall be eligible for Variable / Performance Pay (Individual & Company) which shall be an amount as may be determined by the Board or Committee thereof based on such performance parameters as may be laid down, up to a maximum of ₹ 41,04,980/.

   Other Perquisites:

   Subject to overall ceiling on remuneration mentioned herein, Mr. Ramanan may be given such other benefits in accordance with the schemes and rules applicable to the members of the Company framed 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 Companies Act, 1956 or the Income Tax Act, 1961 or amendments thereto, this Resolution shall continue to remain in force and the reference to various provisions of the Companies Act, 1956 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notification issued there under.

   B. The Company shall provide cell phone and telephone with internet facility at the residence of Mr. Ramanan. The cost of telephone with internet facility at residence shall be up to ₹ 30,000/- p.a. However, personal long distance telephone calls shall be billed by the Company to Mr. Ramanan.

C. (i) The Company shall pay contribution at a percentage of salary towards Provident Fund/ Pension provided that such contribution shall not exceed the limit laid down under the Income Tax Act, 1961.

(ii) The Company shall contribute to Gratuity @ 5% of Basic for each year of service.

(iii) Encashment of Leave at the end of the tenure as per the rules of the Company.

D. Other Benefits

Employees Stock Option Scheme:

Participation in the Employees Stock Option Scheme(s) as may be framed by the Company from time to time.

3. Overall Remuneration

The aggregate of salary, commission and perquisites in any one financial year shall not exceed the limits prescribed from time to time under Section 198, 309 and other applicable provisions of the Companies Act, 1956 ("Act") read with Schedule XIII of the said Act as may be for the time being in force (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force).

4. Minimum Remuneration

In the absence or inadequacy of profits in any financial year, (a) subject to the approval of the Central Government, the remuneration payable to Mr. Ramanan by way of salary and perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the remuneration payable to Mr. Ramanan shall be the maximum amount permitted as per Schedule XIII, as amended from time to time.

5. Other Terms

(i) The agreement with Mr. Ramanan may be terminated by either party by giving to other party three month's notice in writing of such termination or salary in lieu thereof.

(ii) The above total salary (including the Basic Salary, Personal Allowance, Variable / Performance Bonus and other Perquisites) is subject to an annual increment up to 20% over the total salary as may be decided by the Board /or any Committee thereof.

The members are requested to treat this as an abstract of the terms of the appointment of Mr. R. V. Ramanan as the Executive Director and payment of remuneration with effect from October 28, 2013 and Memorandum of interest as required under Section 302 of the Companies Act,1956.

Your Directors recommend the Resolution at Item No. 5 for your approval. Except Mr. R. V. Ramanan, 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 TECHNOLGIES LIMITED

Sd/-
Gunjan Methi
Company Secretary

Date: November 11, 2013
Place: Mumbai

Registered Office: 152, Millennium Business Park, Sector-III, 'A' Block, TTC Industrial Area, Mahape, Navi Mumbai – 400 710.

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Hexaware TECHNOLOGIES
YOUR SUCCESS IS OUR FOCUS

Registered Office: 152, Millennium Business Park, Sector-III, 'A' Block, TTC Industrial Area, Mahape, Navi Mumbai – 400 710.

PROXY FORM

For Shares in Dematerialised form

DP ID
CLIENT ID
NO. OF SHARES HELD

For Shares in Physical mode

REGD. FOLIO NO.
NO. OF SHARES HELD

I/We _____ s/o, w/o, d/o _____ residing at _____ _____ _____being member/ member(s) of Hexaware Technologies Limited hereby appoint Mr./Ms. _____ residing at _____ _____ or failing him/her Mr./Ms. _____ _____ residing at _____ as my/our proxy to vote for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Members of Hexaware Technologies Limited to be held on Friday, December 13, 2013 at Kamalnayan Bajaj Hall, Bajaj Bhavan, Ground Floor, 226, Nariman Point, Mumbai - 400 021 at 3.00 p.m. and any adjournment thereof.

Affix Re.1.00 Revenue Stamp

Signed this _____ day of _____2013.

Signature
(Please sign across the Stamp)

Note: This form in order to be valid should be duly stamped, completed and signed and must reach the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.




Hexaware TECHNOLOGIES
YOUR SUCCESS IS OUR FOCUS

Registered Office: 152, Millennium Business Park, Sector-III, 'A' Block, TTC Industrial Area, Mahape, Navi Mumbai – 400 710.

ATTENDANCE SLIP

For Shares in Dematerialised form

DP ID
CLIENT ID
NO. OF SHARES HELD

For Shares in Physical mode

REGD. FOLIO NO.
NO. OF SHARES HELD

I certify that I am a registered shareholder/ proxy for the registered shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the Members of Hexaware Technologies Limited held on Friday, December 13, 2013 at Kamalnayan Bajaj Hall, Bajaj Bhavan, Ground Floor, 226, Nariman Point, Mumbai - 400 021 at 3.00 p.m. and at any adjournment thereof.

_____ Member's / proxy's name in BLOCK letters

_____ Member's / proxy's Signature

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over the same at the entrance of the meeting Hall.)

Hexaware TECHNOLOGIES
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BOOK POST

If undelivered, please return to:
M/s Sharepro Services (India) Private Limited
Unit: Hexaware Technologies Limited,
13 AB, Samhita Warehousing Complex, 2nd Floor,
Near Sakinaka Telephone Exchange, Off Andheri-Kurla Road,
Sakinaka, Andheri (East), Mumbai 400 072.

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