HEXAWARE TECHNOLOGIES LIMITED

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POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF HEXAWARE TECHNOLOGIES LIMITED

This public announcement (the "**Post Buyback Public Announcement**") is being made in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and subsequent amendments thereof (the "**Buy-back Regulations**"). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated December 22, 2016 and published on December 23, 2016 (the "**Public Announcement**"), and the Letter of Offer dated January 21, 2017 (the "**Letter of Offer**"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

1.1. Hexaware Technologies Limited (the "**Company**") had announced the Buyback of up to 5,694,835 (Five Million Six Hundred Ninety Four Thousand Eight Hundred and Thirty Five only) equity shares of face value of ₹ 2/- each ("**Equity Shares**") from all the existing shareholders/beneficial owners holding Equity Shares as on the record date (i.e. January 6, 2017), on a proportionate basis, through the "Tender Offer" route at a price of ₹ 240/- (Rupees Two Hundred Forty only) per Equity Share ("**Buyback Price**") payable in cash, for an aggregate amount not exceeding ₹ 1,366,760,400/- (Rupees One Billion Three Hundred Sixty Six Million Seven Hundred Sixty Thousand and Four Hundred only) ("**Buyback Size**") ("**Buyback**") excluding the transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty etc. which is 12% of the total paid-up equity capital and free reserves as per the audited accounts of the Company as on September 30, 2016. The number of Equity Shares bought back in the Buyback constitutes 1.92% of the post Buyback equity share capital of the Company.

1.2. The Company has adopted Tender Offer route for the purpose of Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 ("**SEBI Circular**").

1.3. The Tendering Period for the Buyback Offer opened on Thursday, February 2, 2017 and closed on Wednesday, February 15, 2017.

2. DETAILS OF BUYBACK:

2.1. 5,694,835 (Five Million Six Hundred Ninety Four Thousand Eight Hundred and Thirty Five only) Equity Shares were bought back under the Buyback, at a price of ₹ 240/- (Rupees Two Hundred Forty only) per Equity Share.

2.2. The total amount utilized in the Buyback is ₹ 1,366,760,400/- (Rupees One Billion Three Hundred Sixty Six Million Seven Hundred Sixty Thousand and Four Hundred only) excluding the transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty etc.

2.3. The Registrar to the Buyback i.e. Karvy Computershare Private Limited ("**Registrar**"), considered 9,423 valid bids for 26,047,186 Equity Shares in response to the Buyback, resulting in the subscription of approximately 4.57 times the maximum number of shares proposed to be bought back. The details of valid bids considered by the Registrar to the Buyback Offer are as follows:

Sr. No.	Category of Shareholders	No. of Equity Shares reserved in Buyback	No. of Valid Bids	Total Valid Equity Shares Tendered	% Response
1.	Reserved category for Small Shareholders	854,226	8,790	3,875,880	453.73
2.	General category of other Shareholders	4,840,609	633	22,171,306	458.03
	Total	**5,694,835**	**9,423**	**26,047,186**	**457.38**

Note : *As per the letter dated February 21, 2017 received from Karvy Computershare Private Limited*

2.4. All valid applications have been considered for the purpose of Acceptance in accordance with the Buy-back Regulations and Paragraph 23 of the Letter of Offer. The communication of acceptance/rejection has been dispatched by the Registrar to respective Shareholders, on February 22, 2017.

2.5. The settlement of all valid bids was completed by the Clearing Corporation/BSE/NSE on February 22, 2017. The funds in respect of accepted Equity Shares have been paid out to the respective Seller Members/custodians.

2.6. Demat Equity Shares accepted under the Buyback have been transferred to the Company's demat escrow account on February 22, 2017. The unaccepted demat Equity Shares have been returned to respective Seller Member/custodians by the Clearing Corporation/BSE/NSE on February 22, 2017. The invalid physical share certificates have been dispatched to the registered address of the respective eligible Equity Shareholders on February 22, 2017.

2.7. The extinguishment of 5,694,835 Equity Shares accepted under the Buyback, comprising of 5,694,679 Equity Shares in dematerialized form and 156 Equity Shares in physical form is currently under process and shall be completed by March 1, 2017. In accordance with the Buyback Regulations, the Company, and its respective directors, accept full responsibility for the information contained in this Post Buyback Public Announcement and confirm that such document contains true, factual and material information and does not contain any misleading information.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN:

3.1. The capital structure of the Company, pre and post Buyback is as under:

(Equity Shares have a face value of ₹ 2/- each)

Sr. No.	Particulars	Pre-Buyback		Post Buyback#	
		No. of Shares	Amount (₹ in millions)	No. of Shares	Amount (₹ in millions)
1.	**Authorised Share Capital**				
	Equity Shares of face value ₹ 2/- each	475,000,000	950	475,000,000	950
	Series "A" Preference shares of ₹ 1,421/- each (Authorised Preference share capital can be either cumulative or non-cumulative with a power to the Company to convert the same into equity shares at any time)	1,100,000	1563.1	1,100,000	1563.1
2.	Issued Subscribed and Paid-up Equity Share Capital	302,028,195	604.06	296,333,360	592.67

#Subject to extinguishment of 5,694,835 Equity Shares

3.2. Details of the Shareholders/beneficial owners from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buyback are as mentioned below:

Sr. No.	Name of the Shareholder	No. of Equity Shares accepted under Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post buyback Equity Shares
1.	HT GLOBAL IT SOLUTIONS HOLDINGS LTD	3,728,603	65.47	1.26
2.	FRANKLIN TEMPLETON INDIA HIGH GROWTH COMPANIES FUND	182,306	3.20	0.06
3.	HDFC MID CAP OPPORTUNITIES FUND	124,184	2.18	0.04
4.	NTASIAN EMERGING LEADERS MASTER FUND	76,206	1.34	0.03
5.	AVIVA INVESTORS - EMERGING MARKETS EQUITY SMALL CAP	70,093	1.23	0.02
6.	RELIANCE REGULAR SAVING FUND EQUITY OPTION	68,364	1.20	0.02
7.	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	59,332	1.04	0.02
8.	SBI MAGNUM MIDCAP FUND	57,218	1.00	0.02

3.3. The shareholding pattern of the Company Pre-Buyback (as on the Record Date, i.e., January 6, 2017), and Post Buyback, is as under:

Particulars	Pre-Buyback		Post Buyback#	
	No. of Equity Shares	% of the existing Equity Share Capital	No. of Equity Shares	% of post buyback Equity Share Capital
(A) Promoter and Promoter Group				
Promoters and persons acting in concert, (collectively "the **Promoters**")	215,047,193	71.20	211,318,590	71.31
(B) Public Shareholding				
Foreign Investors (OCBs/FIIs/NRIs/Non-residents/Non-domestic companies)	32,958,973	10.91	85,014,770	28.69
Indian Financial Institutions/Banks/Mutual Funds/Govt. Companies	19,418,151	6.43		
Public including other Bodies Corporate	34,603,878	11.46		
Sub Total (B)	86,981,002	28.80	85,014,770	28.69
Total (A + B)	**302,028,195**	**100.00**	**296,333,360**	**100.00**

#Subject to extinguishment of 5,694,835 Equity Shares

4. MANAGER TO THE BUYBACK OFFER

kotak® Investment Banking

KOTAK MAHINDRA CAPITAL COMPANY LIMITED
27 BKC, 1st Floor, Plot No. C-27, "G" Block,
Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Tel.: +91 22 4336 0128; **Fax:** +91 22 6713 2446
Contact Person: Mr. Ganesh Rane
Email: project.Hexawarebuyback@kotak.com

5. DIRECTORS RESPONSIBILITY

As per Regulation 19(1)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Announcement and confirm that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of Hexaware Technologies Limited

Sd/-	**Sd/-**	**Sd/-**
R Srikrishna	**Dileep Choksi**	**Gunjan Methi**
CEO & Executive Director	**Director**	**Company Secretary**
DIN: 03160121	**DIN: 00016322**	**Membership No: ACS 16317**

Place: Mumbai
Date : February 23, 2017

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Size: 16(w) x 50(h)