Hexaware
TECHNOLOGIES
YOUR SUCCESS IS OUR FOCUS

November 24, 2014

The National Stock Exchange of India Limited
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Kind Attn.: Mr. Hari K.

Dear Sir,

We wish to inform that an Extra Ordinary General Meeting of the members of the company is scheduled to be held on Friday, December 19, 2014 at M. C. Ghia Hall, 4th floor, Bhogilal Hargovinddas Building, 18/20, K. Dubhash Marg, Behind Prince of Wales Museum/Kala Ghoda, Mumbai-400 001 at 3.00 p.m., copy of the notice is attached.

Kindly take the above on record.

Thanking you,

Yours faithfully,
For HEXAWARE TECHNOLOGIES LIMITED

Gunjan Methi
Company Secretary

HEXAWARE TECHNOLOGIES LIMITED

Registered Office: Bldg 152, Millennium Business Park, Sector III, A Block, TTC Industrial Area, Mahape, Navi Mumbai – 400 710.
Phone : 022 - 4159 9595; Fax : 022 - 4159 9578
Website : www.hexaware.com; **Email :** investori@hexaware.com
CIN: L72900MH1992PLC069662

Dear Member,

You are cordially invited to attend the Extra Ordinary General Meeting ("**EGM**") of the members of Hexaware Technologies Ltd. (the"**Company**") to be held on Friday, December 19, 2014 at 3.00 p.m. at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovinddas Building, 18/20, K. Dubhash Marg, Behind Prince of Wales Museum/Kala Ghoda, Mumbai - 400 001.

The Notice of the meeting, containing the business to be transacted, is enclosed. As per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are also enclosed.

Thanking you,

For Hexaware Technologies Limited

sd/-
Gunjan Methi
Company Secretary

Enclosures:

1. *Notice of the EGM*
2. *Attendance slip*
3. *Proxy form*

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 19, 2014 at 3.00 p.m. at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovinddas Building, 18/20, K. Dubhash Marg, Behind Prince of Wales Museum/Kala Ghoda, Mumbai - 400 001 to transact the following special business:

1. SPECIAL RESOLUTION

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 a Special Resolution:

"RESOLVED THAT pursuant to the provisions of the articles of association of the Company, Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions of the Rules made thereunder (including any statutory modification, 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 appointed as the Whole-time Director of the Company, designated as Executive Director, for a period with effect from October 17, 2014 till July 27, 2019 as per the terms and conditions of appointment as recommended by the Nomination & Remuneration Committee 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 – Executive Director, in accordance with the provisions of Section 196, 197 and limits prescribed by Schedule V to the Companies Act, 2013 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."

2. ORDINARY RESOLUTION

Appointment of Mr. Bharat Shah as a non-executive 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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Bharat Shah (holding DIN 00136969), a non-executive Director of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for two consecutive years w.e.f. October 17, 2014, who shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013."

3. ORDINARY RESOLUTION

Appointment of Mr. Dileep Choksi as a non-executive 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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Dileep Choksi (holding DIN 00016322), a non-executive Director of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who

has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for two consecutive years w.e.f. October 17, 2014, who shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013."

4. ORDINARY RESOLUTION

Appointment of Mr. Atul Nishar as a non-executive director liable to retire by rotation

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 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Atul Nishar, (holding DIN 00307229) a non-executive Director of the Company, who was appointed as a director not liable to retire by rotation be and is hereby subject to retirement by rotation to comply with the requirements of Section 152 of the Companies Act, 2013."

5. ORDINARY RESOLUTION

Appointment of Mr. Jimmy Mahtani as a non-executive director liable to retire by rotation

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 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Jimmy Mahtani, (holding DIN 00996110) a non-executive Director of the Company, who was appointed as a director not liable to retire by rotation be and is hereby subject to retirement by rotation to comply with the requirements of Section 152 of the Companies Act, 2013."

6. ORDINARY RESOLUTION

Appointment of Mr. Kosmas Kalliarekos as a non-executive director liable to retire by rotation

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 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Kosmas Kalliarekos, (holding DIN 03642933) a non-executive Director of the Company, who was appointed as a director not liable to retire by rotation be and is hereby subject to retirement by rotation to comply with the requirements of Section 152 of the Companies Act, 2013."

7. 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 14 and all other applicable provisions of the Companies Act, 2013 and the rules made there-under (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:

The following Article (88A) shall be deleted:

"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."

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

Sd/-
Gunjan Methi
Company Secretary

Date: November 19, 2014
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 7, pursuant to Section 102 of the Companies Act, 2013, are annexed hereto and form part of this notice The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item No.1 to 3 of the Notice, are also annexed.
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.** A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
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. Members are requested to register their e-mail address and changes therein with the Depositories.
7 In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.
8 The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, November 14, 2014 are entitled to vote on the Resolutions set forth in this Notice.

EXPLANATORY STATEMENT FOR RESOLUTIONS MENTIONED UNDER ITEM NOS. 1 TO 7 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 1

Mr. R Srikrishna has been appointed as the CEO of the Company w.e.f. July 28, 2014. The Board of Directors of the Company, at its meeting held on October 17, 2014, appointed Mr. R Srikrishna as an additional director of the Company with effect from October 17, 2014 until the next annual general meeting of the Company. Further, subject to the approval of the members of the Company and the Central Government, the Board of Directors of the Company, at its meeting held on October 17, 2014 approved the appointment of Mr. R Srikrishna, under Companies Act, 2013("**Act**") as the Whole-time Director of the Company with effect from October 17, 2014 for a period till July 27, 2019, designated as Executive Director. Mr. R Srikrishna has been also 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 whole-time director is that "he is a resident of India". Mr. R. Srikrishna is a not a resident of India. Therefore, his appointment as a whole-time 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, 2014 is as follows:

1. **Basic Salary and Special Allowance**
   a. Basic salary of Rs. 72,680/- (Rupees Seventy Two Thousand Six hundred and eighty only) per month.
   b. Special allowance at Rs. 1,60,770/- (Rupees One Lakh Sixty Thousand Seven Hundred and seventy only) per month.
2. **Variable Pay/Performance Bonus:**

   Mr. R Srikrishna shall be eligible for variable / performance pay which shall be an amount as may be determined by the Board of Directors of the Company or a Committee thereof based on such performance parameters as may be laid down up to a maximum of Rs. 15,37,315/- (Rupees Fifteen Lakhs Thirty Seven Thousand Three Hundred and Fifteen only) per year.

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 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 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:**

   Mr. R Srikrishna will also be entitled to participate in the Employees Stock Option Scheme(s) as may be framed by the Company from time to time / as per the terms of agreement.

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 re-enactment(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 / Committee thereof.

The details of remuneration payable to Mr. R Srikrishna from Hexaware Technologies Inc. w.e.f. July 28, 2014 is as follows:

Mr. R Srikrishna shall be paid a salary of $ 803,195 (US Dollars Eight Lakhs Three thousand one hundred and Ninety Five only), one time joining bonus and the annual cash bonus as set forth in the Agreement dated July 28, 2014 between Mr. R Srikrishna and Hexaware Technologies Inc. ("the Agreement") and other benefit plans available on a general basis to other employees of the subsidiary company.

The Nomination & Remuneration Committee / Board of Directors of the Company is authorised to decide the increase in remuneration of Mr. R Srikrishna.

Other details of Mr. R Srikrishna as required under the listing agreement 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.

Item no 2 and 3

The Company had, pursuant to the provisions of clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Bharat Shah & Mr. Dileep Choksi, as Independent Directors in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Bharat Shah & Mr. Dileep Choksi as Independent Directors of the Company.

The Nomination & Remuneration Committee has recommended and the Board has approved the appointment of Mr. Bharat Shah & Mr. Dileep Choksi as Independent Directors for a period of two years from October 17, 2014 up to October 16, 2016.

Mr. Bharat Shah & Mr. Dileep Choksi, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, (Monday to Friday) excluding Saturday, Sunday and Holiday.

A brief profile of the Independent Directors to be appointed is given below:

Mr. Bharat Shah

Mr. Bharat D. Shah is the Chairman of HDFC Securities Limited. He was one of the founder members of HDFC Bank and joined HDFC Bank in December 1994 as an Executive Director. He is on the Board of various companies like ADFC Pvt. Limited, Hill Properties Ltd., Salisbury Investments Pvt. Ltd., IDFC Alternatives Ltd., Faering Capital Trustee Co. Pvt.Ltd and Strides Arcolab Limited.

Mr. Shah acts as a Trustee at Vanita Vishram Trust. He is Chairman of BSE Investment Committee. Mr. Shah has received his Bachelors in Science (B.Sc) degree from the University of Mumbai in the year 1967. He also holds a Degree in Applied Chemistry with special reference to Metal Finishing from Borough Polytechnic, London (1967-1969).

Mr. Dileep Choksi

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. Chokshi & 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. He also was on the Advisory Board of foreign banks as well as Ex-Chairman of Banque Nationale DeParis, Bombay. He was the former Joint Managing Partner of Deloitte in India before setting up of C.C. Chokshi Advisors Pvt.Ltd.

Other details of the Independent Directors whose appointment is proposed at Item Nos. 2 to 3 of the accompanying Notice have been given in the annexure attached.

Mr. Bharat Shah and Mr. Dileep Choksi, are concerned or interested in the Resolutions of the accompanying Notice relating to their own appointment. None of the other Directors or key managerial personnel are concerned or interested in the said resolutions.

Item No. 4, 5 & 6

Mr. Atul Nishar, Mr. Jimmy Mahtani & Mr. Kosmas Kalliarekos were appointed as Directors of the Company not liable to retire by rotation.

In order to ensure compliance with the provisions of Section 152(6)(a) of the Act , which mandates that not less than two thirds of the total number of Directors on the Board of a Company shall be persons whose office is liable to retirement by rotation at every Annual General Meeting, it is necessary to appoint Mr. Atul Nishar, Mr. Jimmy Mahtani & Mr. Kosmas Kalliarekos as directors of the Company liable to retire by rotation.

The Board of Directors, subject to the shareholders' approval, approved the change thereby making them liable to retire by rotation.

Your Directors recommend passing of the special resolution at Item No. 4, 5 & 6 of the Notice.

Except Mr. Atul Nishar, Mr. Jimmy Mahtani & Mr. Kosmas Kalliarekos, none of the Directors and key managerial personnel of the Company are interested or concerned in the passing of the above resolution.

Item No. 7

Article 88 A of the Articles of Association of the Company provides that Mr. Jimmy Mahtani & Mr. Kosmas Kalliarekos, directors of the company shall not be liable to retire by rotation.

As mentioned in explanatory statement above, it is proposed to appoint Mr. Jimmy Mahtani & Mr. Kosmas Kalliarekos as directors of the Company liable to retire by rotation to ensure compliance with the provisions of Section 152(6)(a) of the Act.

To reflect this change it is proposed to delete Article 88 (A) appearing between Article 88 and 89.

Your Directors recommend passing of the special resolution at Item No. 7 of the Notice.

Except Mr. Jimmy Mahtani & Mr. Kosmas Kalliarekos, none of the Directors and key managerial personnel of the Company are interested or concerned in the passing of the above resolution.

By order of the Board of Directors

For HEXAWARE TECHNOLGIES LIMITED

Sd/-

Date: November 19, 2014
Place: Mumbai

Gunjan Methi
Company Secretary

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

Details of the Directors seeking appointment at the Extra Ordinary General Meeting (in pursuance of Clause 49 of the Listing Agreement.

At the ensuing Extra Ordinary General Meeting, Mr. Bharat Shah, Mr. Dileep Choksi and Mr. R. Srikrishna, Directors of the Company appointed by the Board of Directors seek appointment. The brief resume, experience and functional expertise and the membership on various Boards and Committees of the Directors other than Hexaware proposed to be appointed at serial no. 1 to 3 of the Notice convening Extra Ordinary General Meeting, as per the Corporate Governance code defined under clause 49 of the Listing Agreement are furnished below :

Name of the diector	**Mr. Bharat Shah**	**Mr. Dileep Choksi**	**Mr. R. Srikrishna**
DIN	**00136969**	**00016322**	**03160121**
Date of Birth	February 18, 1947	December 26, 1949	August 12, 1970
Age	67	64	44
Date of first Appointment	October 17, 2014	October 17, 2014	October 17, 2014
Experience in specific functional area	Experience in Custody & Depository, Retail, HR, Private Banking, Infrastructure and Merchant Services in Banking Sector.	Vast Experience in Tax Planning and Structuring for Domestic and International Clients, including expatriate, Finalizing Collaboration, Joint Ventures, Corporate Restructuring etc.	20 + Years of Experience in Technology Company proving his Leadership, Technology Expertise, Technical Breadth to create longterm success.
No. of Shares held in the Company	20000	NIL	NIL
Qualification	Bachelors in Science (B. Sc.) degree from the University of Mumbai. Degree in Applied Chemistry with special reference to Metal Finishing from Borough Polytechnic, London.	Fellow Member of Institute of Chartered Accountants of India, Bachelor of Law, Member of the Institute of Cost and Works Accountants of India	Electrical Engineer from IIT and MBA from IIM - Calcutta.
List of Companies in which directorship held	HDFC Securities Limited, IDFC Alternatives Limited, Hill Properties Limited, Strides Arcolab Limited	ICICI Lombard General Insurance Co. Ltd., ICICI Home Finance Co. Ltd., Datamatics Global Services Limited, Lupin Limited, ICICI Bank Ltd.,AIA Engineering Ltd., Arvind Limited, Swaraj Engines Limited	NIL
Chairman / Members of the Committee of the Board of Companies in which he is Director #	IDFC Alternatives Limited - Audit Committee - Member	Audit Committee : - ICICI Bank Ltd. - Alternate Chairman, ICICI Lombard General Insurance Company Limited - Chairman, ICICI Home Finance Co. Ltd., Audit & Risk Management Committee - Chairman Lupin Ltd - Member, AIA Engineering Ltd. - Member, Arvind Ltd. - Chairman, Swaraj Engines Ltd. - Chairman.	NIL

The committees considered for the above purpose are those as specified in existing Clause 49 of the Standard Listing Agreement(s) i.e Audit Committee, Stakeholders Relationship Committee.

Place : Mumbai
Date : November 19, 2014

HEXAWARE TECHNOLOGIES LIMITED
Registered Office: Bldg 152, Millennium Business Park,
Sector III, A Block, TTC Industrial Area, Mahape, Navi Mumbai – 400 710.**Phone :** 022 - 4159 9595; Fax : 022 - 4159 9578
Website : www.hexaware.com; **Email :** investori@hexaware.com **CIN:** L72900MH1992PLC069662

ATTENDANCE SLIP

Full Name of the Shareholder/Proxy
(in Block Letters).....

Folio No. or Client/ DP ID No.: .....

No. of Shares held.: .....

I /we hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Friday, December 19, 2014 at 3.00 p.m. at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovinddas Building, 18/20, K. Dubhash Marg, Behind Prince of Wales Museum/Kala Ghoda, Mumbai-400 001.

_____ _____

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 LIMITED
Registered Office: Bldg 152, Millennium Business Park,
Sector III, A Block, TTC Industrial Area, Mahape, Navi Mumbai – 400 710.**Phone :** 022 - 4159 9595; Fax : 022 - 4159 9578
Website : www.hexaware.com; **Email :** investori@hexaware.com **CIN:** L72900MH1992PLC069662

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]
CIN: L72900MH1992PLC069662
Name of the Company: *HEXAWARE TECHNOLOGIES LIMITED*
Registered Office: Bldg 152, Millennium Business Park, Sector III, A Block, TTC Industrial Area, Mahape, Navi Mumbai – 400 710

Name of the member		
Registered Address		
E Mail ID		
Folio No/ Client ID		**DP ID**

I/ We being the member (s) of _____ Shares of the above named company, hereby appoint

1. **Name:**_____ **Address:** _____
_____
E Mail ID: _____ **Signature:** _____**., or failing him**
2. **Name:**_____ **Address:** _____
_____
E Mail ID: _____ **Signature:** _____**., or failing him**
3. **Name:**_____ **Address:** _____
_____
E Mail ID: _____ **Signature:** _____**., or failing him**

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Friday, December 19, 2014 at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovinddas Building, 18/20, K. Dubhash Marg, Behind Prince of Wales Museum/Kala Ghoda, Mumbai-400 001 at 3.00 P.M and at any adjournment thereof in respect of such resolutions as are indicated below:

Note: Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Resolution No:

1. Appointment of Mr. R Srikrishna as a Whole-time Director of the Company
2. Appointment of Mr. Bharat Shah as a non-executive Independent director
3. Appointment of Mr. Dileep Choksi as a non-executive Independent director
4. Appointment of Mr. Atul Nishar as a non-executive director liable to retire by rotation
5. Appointment of Mr. Jimmy Mahtani as a non-executive director liable to retire by rotation
6. Appointment of Mr. Kosmas Kalliarekos as a non-executive director liable to retire by rotation
7. Amendments to Articles of Association of the Company

Affix Revenue Stamp

Signed this _____ day of _____, 2014.

Signature of the shareholder ..... Signature of Proxy holder(s) .....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

The instructions for e-voting are as under:

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):

I. Open the e-mail and also open PDF file namely "Hexaware e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

ii. Open the internet browser and type the following URL: https://www.evoting.nsdl.com

iii. Click on Shareholder - Login.

iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.

vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.

vii. Once the e-voting home page opens, click on e-voting: Active Voting Cycles.

viii. Select "EVEN" (E-Voting Event Number) of Hexaware Technologies Limited which is 101406. 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 the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.

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 at scrutinizer@snaco.net with a copy marked to.evoting@nsdl.co.in

xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of https://www.evoting.nsdl.com

B. In case a Member receives physical copy of the Notice of EGM (for Members whose email addresses are not registered with the Company/Depositories):

I. Initial password is provided in the enclosed form: EVEN (E-Voting Event Number), user ID and password.

ii. Please follow all steps from SI. No. (ii) to SI. No. (xiii) above, to cast vote.

C. Other Instructions:

I. The e-voting period commences at 9.00 a.m. (IST) on December 13, 2014 and ends at 6.00 p.m. (IST) on December 15, 2014. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on November 14, 2014, 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 Member, he shall not be allowed to change it subsequently.

ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on November 14, 2014

iii. Mr. S. N. Ananthasubramanian (CP No. 1774) or failing him Ms. Malati Kumar (CP No. 10980) of S N ANANTHASUBRAMANIAN & CO., Practicing Company Secretary has been appointed as Scrutinizer/s to scrutinize the e-voting process in a fair and transparent manner.

iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hexaware.com and on the website of NSDL https://www.evoting.nsdl.com within two days of the passing of the resolutions and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.