

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of Hexaware Technologies Limited will be held on Friday, the 25th day of April, 2014 at 3.30 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 business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Accounts

To receive, consider and adopt the Audited Balance sheet as at December 31, 2013 and the Audited Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors' and Auditors' thereon.

Item No. 2 - Declaration of Dividend

To declare a Final Dividend on Equity Shares and to confirm the Interim Dividends on equity shares.

Item No. 3 - Re-appointment of Mr. Bharat Shah

To appoint a Director in place of Mr. Bharat Shah, who retires by rotation and being eligible, seeks re-appointment.

Item No. 4 - Re-appointment of Statutory Auditors

To re-appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai with Registration Number 117366W / W - 100018 be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. Deloitte Haskins & Sells LLP, plus applicable tax, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them."

By Order of the Board of Directors

For Hexaware Technologies Limited

Gunjan Methi

Company Secretary

Place : Mumbai

Date : March 28, 2014

Registered Office:

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE INSTRUMENT APPOINTING THE PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Members/Proxies should bring the enclosed *Attendance Slip* duly filled in, for attending the Meeting.
4. The Register of Directors' Shareholding, maintained under Section 307 of the Companies Act, 1956, will be available for inspection by the members at the AGM.
5. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting except holidays.
6. The Register of Members and Share Transfer Books of the Company was closed from Monday, March 24, 2014 to Friday, March 28, 2014, both days inclusive, in terms of the provisions of Section 154 of the Companies Act, 1956 and the applicable Clauses of the Listing Agreement entered into with the Stock Exchanges.
7. The Final Dividend as recommended by the Board of Directors at its meeting held on February 7, 2014 and approved at the Annual General Meeting to be held on April 25, 2014, shall be paid on April 29, 2014 to those members whose names appear on the Company's register of members, after giving effect to all valid share transfers in physical form lodged with the Registrar and Share Transfer Agent of the Company on or before March 22, 2014. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership at the close of business hours on March 22, 2014 based on details furnished by National Securities Depository Limited and Central Depository Services (India) Limited, for this purpose.
8. Those Members who have so far not encashed their dividend warrants for the financial year ended December 31, 2006 onwards, may approach the Registrar and Share Transfer Agent, M/s. Sharepro Services (India) Private Limited, at Sharepro Services India Pvt Limited, 13 AB, Samhita Warehousing Complex, 2nd Floor, Near Sakinaka Telephone Exchange, Off Andheri-Kurla Road, Sakinaka, Andheri (East), Mumbai 400 072 for making their claim without any further delay as the said unpaid dividends will be transferred to the Investor Education and Protection Fund of the Central Government pursuant to Section 205C of the Companies Act, 1956.
9. Shareholders are requested to note that no claim shall lie against the said Fund or the Company in respect of any amounts which were unclaimed and unpaid for a period of 7 years and transferred to Investor Education and Protection Fund of the Central Government.

10. A sum of ₹ 1,782,711/-has been transferred to the Investor Education and Protection Fund in the year 2013 towards unclaimed/unpaid dividend for the year 2005 and 2006.
11. Members are entitled to nominate a person to whom his/her shares in the Company shall vest in the event of his/her demise by filling up Form No. 2B. The shareholders are requested to avail of this facility. The duly filled in and signed nomination Form No. 2B should be sent to the Registrar and Share Transfer Agent, M/s. Sharepro Services (India) Private Limited at the address mentioned elsewhere in the Notice.
12. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, NECS/ ECS mandates, nominations, power of attorney, change of address/name etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar and Transfer Agents to provide efficient and better service to the Members. Members holding shares in physical form are requested to advise such changes to the Company's Registrar and Transfer Agents, Sharepro Services India Pvt. Ltd.
13. Members are requested to:
 - a) Intimate to the Company's Registrar and Share Transfer Agent/ Depository Participant, changes, if any, in their respective addresses along with Pin Code number at an early date.
 - b) Quote folio numbers/DP ID – Client ID in all their correspondence.
 - c) Consolidate holdings into one folio in case of multiplicity of folios with names in identical order.
 - d) Update Bank details with the Registrar and Share Transfer Agent / Depository Participant to avail receipt of dividend by ECS/NECS facility.
14. Non-Resident Shareholders are requested to inform the Company immediately about:
 - a) The change in the Residential Status on return to India for permanent settlement;
 - b) The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
15. Corporate Members are requested to send a duly certified copy of the board resolution authorizing their representative to attend and vote at the Annual General Meeting.
16. The Certificate from the Auditors of the Company certifying that the Employees Stock Option Scheme of the Company is being implemented in accordance with the Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended, and in accordance with the resolution of the general meeting will be available for inspection to Members at the Annual General Meeting.
17. Members seeking any information relating to the Accounts may write to the Finance Department of the Company at its registered office at 152, Millennium Business Park, Sector - III, 'A' Block, TTC Industrial Area, Mahape, Navi Mumbai – 400 710 or send an email at investor@hexaware.com.
18. Members are requested to bring their copies of the Annual Report for the meeting.
19. As communicated earlier, members holding shares in physical form are requested to get them dematerialized, as the shares of the Company are under compulsory demat system.
20. As a part of 'Green Initiative in Corporate Governance' Ministry of Corporate Affairs (MCA) is allowing companies to send various official documents to their Shareholders electronically. Hence your company, **going forward, proposes to send all documents like Notice calling the Annual General Meeting, Corporate Governance Report, Directors' Report, Audited Financial Statements, Auditors' Report etc. and other communication to the members in electronic form at the email address provided by the members and made available to us by the Depository / Registrar & Share Transfer Agents (RTA). It is encouraged that members support this green initiative and update their email address registered with RTA / Depository to ensure that all communication sent by the company are received on the desired email address. Please let us know in case you wish to receive the above documents in paper mode.**
21. Re-appointment of Directors: At the ensuing Annual General Meeting, Mr. Bharat Shah retires by rotation and being eligible offers himself for re-appointment. The information pertaining to Director retiring by rotation to be provided in terms of Clause 49 of the Listing Agreement entered into with the Stock Exchanges is furnished in the Statement on Corporate Governance published in this Annual Report.

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

**Gunjan Methi
Company Secretary**

Place : Mumbai

Date : March 28, 2014

Registered Office:

152, Millennium Business Park,
Sector - III, 'A' Block,
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