



## 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](http://www.hexaware.com); **email:** [Investor@hexaware.com](mailto:Investor@hexaware.com)

**CIN:** L72900MH1992PLC069662

### NOTICE OF POSTAL BALLOT

**Notice pursuant to Sections 110 and 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2009 ("Delisting Regulations") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), including any statutory modifications or amendments or re-enactments thereof**

**Dear Members,**

Notice is hereby given to the members of Hexaware Technologies Limited ("**Company**"), pursuant to: (i) Sections 110 and 108 of the Companies Act, 2013 (the "**Act**"), and all other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), General Circular No. 14/ 2020 dated 8 April 2020, General Circular No. 17/ 2020 dated 13 April 2020 and General Circular No. 22/ 2020 dated 15 June 2020 in relation to "*Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19*" issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), Regulation 8(1)(b) of the Delisting Regulations, and applicable provisions of the LODR Regulations; (ii) the letter dated 4 June 2020 received from the promoter of Company, HT Global IT Solutions Holdings Limited ("**Promoter**"); and (iii) the resolution passed by the board of directors of the Company ("**Board**") at its meeting held on 20 June 2020, read with the circular resolution passed by the Board on July 9, 2020, to consider and if thought fit, pass the resolution appended below as a special resolution ("**Special Resolution**") by way of postal ballot ("**Postal Ballot**") through electronic means (e-voting).

Pursuant to Rule 22(5) of the Rules, the Company has appointed Ms. Malati Kumar of M/s. S. N. Ananthasubramanian & Co. practicing company secretaries (Membership No ACS 15508, COP 10980), as the scrutinizer (the "**Scrutinizer**") for conducting the Postal Ballot (conducted through e-voting), in a fair and transparent manner.

On account of difficulties posed in the dispatch of this Notice along with the explanatory statement by post or courier, due to the threat posed by the COVID-19 pandemic and as permitted under the MCA Circulars, the Company is sending this Notice in electronic form only to all the members whose e-mail addresses are registered with the Company or with the depositories In compliance with Regulation 44 of the Listing Regulations and pursuant to the

provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the aforementioned MCA Circulars, the Company has extended the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members should vote on resolutions through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

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 the services of National Securities Depository Limited (“**NSDL**”) as its agency for providing e-voting facility to its members. Only members as on 3 July 2020 (the “**Cut Off Date**”) are entitled to vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice for information purpose only.

The e-voting commences on Friday, July 10, 2020, at 9.00 a.m. IST and ends on Saturday, August 8, 2020 at 5.00 p.m, IST. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The Scrutinizer will submit his report to the Chairman or Mr. Milind Sarwate, Independent Director or Mr. R Srikrishna, CEO & Executive Director, after completion of scrutiny of Postal Ballot (done through e-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced on or before Monday, August 10, 2020, 5.00 p.m. IST 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](http://www.hexaware.com), and on the website of NSDL, i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The resolution, if approved by the requisite majority prescribed under the Delisting Regulations, shall be passed on the date on which the results of the Postal Ballot are declared.

### **SPECIAL BUSINESS:**

#### **Approval for Voluntary Delisting of the Equity Shares of the Company from the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”).**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to **(i)** the letter dated 4 June 2020 received from the promoter of the Company i.e., the HT Global IT Solutions Holdings Limited (“**Promoter**”), which holds 186,318,590 equity shares of Rs. 2/- each aggregating to 62.4% of the paid-up equity share capital of the Company as on March 31, 2020, conveying their intention to: (a) acquire, either individually, or together with one or more members of the promoter group including its subsidiaries (“**Promoter Group**”), all the equity shares held by the public shareholders of the Company, as defined under the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2009, as amended from time to time (“**Delisting Regulations**”) (“**Public Shareholders**”); and consequently (b) voluntarily delist the equity shares of the Company (“**Equity Shares**”) from the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (the NSE together with the BSE is referred to as the “**Stock Exchanges**”) in accordance with the Delisting Regulations, by making a delisting offer in accordance with the

Delisting Regulations; and **(ii)** the approval of the Board of Directors of the Company accorded in its meeting held on 20 June 2020 for the voluntary delisting of the Equity Shares of the Company from the Stock Exchanges, read with the circular resolution passed by the Board on July 9, 2020, and subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Delisting Regulations and other such applicable provisions of laws, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and receipt of the necessary approvals from the Stock Exchanges and such other approvals as may be required under applicable law and subject to the terms of such approvals, and subject to such conditions and modifications as may be prescribed or imposed by any authority or third party, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares of the Company from the Stock Exchanges pursuant to the proposed acquisition by the Promoter, either by itself or along with any member of the Promoter Group, of all the Equity Shares listed in the Stock Exchanges and held by the Public Shareholders of the Company (subject to any increase in the number of Equity Shares held by Public Shareholders of the Company pursuant to exercise of stock options granted by the Company under the Hexaware Technologies Limited – Employee Stock Option Plan 2008 and Employee Stock Option Plan 2015), in accordance with the provisions of the Delisting Regulations (“**Delisting Proposal**”).”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (“**the Board**”, *which term shall be deemed to include, unless the context otherwise requires, any committee of the Board which the Board may have constituted or may hereinafter constitute, or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution*) be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and to make all necessary filings to facilitate the Delisting Proposal in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the Stock Exchanges for seeking the in-principle and final approval for the Delisting Proposal, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit.”

**“RESOLVED FURTHER THAT** any one of the Directors of the Company or Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorised to file all such deeds, applications, documents and other related correspondence as maybe required before any regulatory authority and to appear before, represent, negotiate, discuss and respond to all queries as may be requested for by any regulatory authority in connection with the aforesaid resolution, including in connection with any reporting that needs to be made to the Reserve Bank of India.”

**“RESOLVED FURTHER THAT** all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

**“RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary.”

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](http://www.hexaware.com)  
Email: [Investori@hexaware.com](mailto:Investori@hexaware.com)  
Tel: 022 - 41599595 Fax: 022 – 41599578

Date: July 9, 2020  
Place: Navi Mumbai

## Notes and Instructions:

1. An explanatory statement as required under Section 102 and other applicable provisions of the Companies Act, 2013 and rules made thereunder in respect of the business specified above is annexed hereto.
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 3 July 2020 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 the registrar and share transfer agent of the Company, i.e. KFin Technologies Private Limited (“KFin”),/depositories are being sent this Notice of Postal Ballot by e-mail.
4. Due to limited availability of postal and courier services, on account of the threat posed by the COVID-19 pandemic, the Company is sending this Notice electronically to all members whose e-mail addresses are registered with KFin/depositories, and expresses its inability to dispatch hard copies of the Notice, and postage prepaid self-addressed business reply envelope to the members whose email address are not registered. To facilitate such members to receive this Notice electronically and cast their vote electronically, the process for registration of email addresses is provided in the evoting instructions section:
  - a. It is clarified that for permanent registration of email address, members are requested to register their email addresses, in respect of electronic holdings with their concerned depository participants and in respect of physical holdings with KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, India by following due procedure.
  - b. Those members who have already registered their email addresses are requested to keep their email addresses validated with their depository participants/ KFin to enable servicing of notices and documents electronically to their email address.
5. This Notice has been placed on the Company’s website at [www.hexaware.com](http://www.hexaware.com) and NSDL’s e-voting website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will also be available on the websites of Stock Exchanges i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
6. The Special Resolution as mentioned above, if passed by requisite majority, shall be deemed to have been passed on the date of declaration of the result.
7. The Board of Directors has authorized the Chief Financial Officer and the Company Secretary of the Company as the persons severally responsible for the entire e-voting process along with the scrutinizer.
8. All relevant documents referred to in the explanatory statement would be made available for inspection on the website of the Company, i.e. [www.hexaware.com](http://www.hexaware.com) until the last date for receipt of votes by remote e-voting i.e. 5.00 p.m. on August 8, 2020. A member may write to

the Company Secretary of the Company at [Investori@hexaware.com](mailto:Investori@hexaware.com) for any query in relation to the resolution proposed to be passed by postal ballot.

9. The resolutions passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the members.
10. The Scrutinizer will submit his report to the Chairman of the Company, or Mr. Milind Sarwate, Independent Director or Mr. R Srikrishna, CEO & Executive Director after completion of the scrutiny of votes cast. The Chairman or the authorised Director or any other person authorized by the Chairman shall declare the results of the postal ballot within the statutory timelines. The results along with the Scrutinizer's report will also be posted on websites of the Company i.e., [www.hexaware.com](http://www.hexaware.com), the Stock Exchanges i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of the NSDL, i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. Members are hereby requested to note that the release of the quarterly financial statements of the Company for the quarter ended 30 June 2020 is expected to take place in the last week of July, in accordance with Regulation 33(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

1. The equity shares of Hexaware Technologies Limited ("**Company**"), each having a face value of Rs. 2/- each ("**Equity Shares**"), are presently listed on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") (collectively, the "**Stock Exchanges**").
2. The Board of Directors of the Company ("**Board**") has received a letter on June 4, 2020 ("**Letter**") from HT Global IT Solutions Holdings Limited ("**Promoter**"), wherein the Promoter expressed its intention to make a voluntary delisting offer to: **(i)** either individually, or together with one or more members of the promoter group including its subsidiaries ("**Promoter Group**") acquire all fully paid up equity shares of the Company ("**Equity Shares**") that are held by the Company's public shareholders (as defined under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (as amended from time to time) ("**Delisting Regulations**")) ("**Public Shareholders**"); and consequently, **(ii)** voluntarily delist the Equity Shares from the recognized stock exchanges where the Equity Shares are presently listed, i.e. BSE Limited ("**BSE**") and the National Stock Exchange of India Ltd. ("**NSE**") (collectively, the "**Stock Exchanges**"), in accordance with the Delisting Regulations (the "**Delisting Proposal**").
3. As on the Cut off Date, the Promoter holds 186,318,590 Equity Shares, representing 62.34% of the total equity issued and paid-up share capital of the Company and the Public Shareholders hold 112,561,483 Equity Shares representing 37.66% of the total equity issued and paid-up share capital of the Company.
4. The Company has 5,283,774 outstanding employee stock options/ restricted stock units ("**RSU**") granted to its employees under the Hexaware Technologies Limited – Employee Stock Option Plan 2008 and Employee Stock Option Plan 2015 ("**RSU Plans**") issued in terms of the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the applicable provisions, if any, of the Securities Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme), Guidelines, 1999 (as amended from time to time). Out of the above, 2,278,960 RSUs are vested and outstanding as on the Cut off Date, and a maximum of 1,159,928 RSUs may additionally vest over the course of the next 9 months (subject to the provisions of the RSU Plans) i.e. till March 31, 2021. Assuming that all the outstanding RSUs are exercised, the total equity shares issued by the Company would increase to 304,163,847 shares.
5. The Promoter has specified the following objectives for the Delisting Proposal:
  - a. For the Promoter/ Promoter Group to obtain full ownership of the Company which will in turn provide increased operational flexibility to support the Company's business. The Promoter/ Promoter Group has also stated that delisting would also help in cost savings and allow the management to dedicate more time to focus on the Company's business; and
  - b. To provide the Public Shareholders an opportunity to realize immediate and certain value for their Equity Shares at a time of elevated market volatility.
6. Pursuant to the receipt of the Delisting Proposal, the Board, by way of resolution in its meeting dated 12 June 2020, took on record the Delisting Proposal and appointed ICICI Securities Limited, having SEBI Registration No. INM000011179 as the merchant banker

under Regulation 8(1A)(ii) of the Delisting Regulations ("**Merchant Banker**"), for the purposes of carrying out due diligence in terms of Regulation 8(1A)(iii), Regulation 8(1A)(iv) and Regulation 8(1D) of the Delisting Regulations. The Merchant Banker issued its due diligence report on 18 June 2020.

7. Further, the Board, in its meeting held on 20 June 2020, took on record the due diligence report dated 18 June 2020 submitted by the Merchant Banker, and as per the requirement of Regulation 8(1B) of the Delisting Regulations, relying on information available with the Company, the due diligence report dated 18 June 2020 submitted by ICICI Securities Ltd, the secretarial audit report by the practicing company secretary dated 18 June 2020, the confirmations received by the Company including the rationale for the delisting provided by the Promoter, the Board certified that: **(i)** the Company is in compliance with the applicable provisions of securities laws; **(ii)** The Promoter, group companies of the Promoter, and their related entities are in compliance with sub-regulation (5) of Regulation 4 of the Delisting Regulations; and **(iii)** the Delisting Proposal is in the interest of the shareholders. Thereafter, the Board approved the Delisting Proposal in terms of Regulation 8(1)(a) of the Delisting Regulations subject to approval of the shareholders of the Company through a Postal Ballot in accordance with the Delisting Regulations and subject to any other requirement under applicable laws, including any conditions as may be prescribed or imposed by any authority while granting any approvals. In this regard the Board accepted and took on record the certificate provided by Vishal Laheri & Associates, Chartered Accountants (Membership number 115033), 801, Nirmal's Nest, Devidas Road, Borivali – West Mumbai - 400103, independent chartered accountant, which set out the floor price of the Delisting Proposal ("**Floor Price**") to be Rs. INR 264.97 per Equity Share, during the Board meeting held on 20 June 2020. This postal ballot notice was approved by the Board, by way of a circular resolution dated July 9, 2020.
8. The Public Shareholders of the Company may tender their Equity Shares during the reverse book building process at the Floor Price or any such price above the Floor Price as they deem fit. The members are requested to note that the Floor Price is neither a ceiling nor the maximum price. If the Equity Shares are delisted in accordance with the Delisting Regulations, the remaining Public Shareholders, who either do not tender their Equity Shares or whose Equity Shares are not accepted because the price quoted by them was higher than the final exit offer price, are permitted to tender their Equity Shares up to a period of 1 (one) year from the date of delisting of Equity Shares of the Company and, in such a case, the Promoter Group shall accept such Equity Shares at the same final price at which the earlier acceptance of Equity Shares was made.
9. In the Delisting Proposal, the Promoter stated that in its opinion, a price of INR 285/- per Equity Share ("**Indicative Offer Price**") would be a fair price at which the Promoter/ Promoter Group would be willing to accept the Equity Shares in the Delisting Proposal, which represented a premium of 9.8% (for BSE) and 10% (for NSE) over the closing market price as on 4 June 2020 on the Stock Exchanges. However, it also stated that the Indicative Offer Price should not be construed as an obligation on the Promoter/ Promoter Group to accept any price which is lower than, equal to or higher than the Indicative Offer Price.
10. The exit offer price will determined in accordance with the reverse book building process as set out in the Delisting Regulations ("**Discovered Price**"). The Floor Price is not a ceiling for the purpose of the reverse book building process and the Public Shareholders may offer their respective Equity Shares at any price higher than the Floor Price. The final price for the proposed delisting will be the price at which shares accepted through eligible bids during the

reverse book building process will take the shareholding of the Promoter Group to 90% of the issued and outstanding Equity Shares. However, the Promoter has the sole discretion to accept or reject the Discovered Price, or provide a counter offer to the Public Shareholders in accordance with the provisions of Regulation 16 of Delisting Regulations.

11. In terms of regulation 8(1)(b) of the Delisting Regulations, the Delisting Proposal requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot in accordance with the Companies Act, 2013 and the rules thereunder. In addition, as per regulation 8(1)(b) of the Delisting Regulations, the special resolution passed by the members of the Company shall be acted upon if the votes cast by the Public Shareholders in favour of the Delisting Proposal amount to at least two times the number of votes cast by Public Shareholders against it.
12. In the event that this special resolution is passed by the members as set out above, subject to receipt of in-principle approval of the Stock Exchanges, and other applicable statutory approval as may be deemed necessary from time to time, a public announcement of the Delisting Proposal will be made by the Promoter in accordance with the Delisting Regulations followed by dispatch of the letter of offer to all the Public Shareholders. Thereafter, the Delisting Proposal will be conducted in accordance with the Delisting Regulations.
13. The acquisition by the Promoter / Promoter Group of all Equity Shares held by the Public Shareholders shall be conditional upon the following: **(i)** approval of the shareholders of the Company by way of a special resolution through Postal Ballot in accordance with Regulation 8(1)(b) of the Delisting Regulations and other applicable laws; **(ii)** the Promoter Group accepting the Discovered Price or providing a counter – offer, in accordance with Regulation 16 of the Delisting Regulations; **(iii)** the number of Equity Shares validly tendered in the Delisting Proposal is sufficient enough to result in the Delisting Proposal being successful as per the Delisting Regulations; **(iv)** the Promoter/Promoter group/Company having obtained all the necessary regulatory and statutory approvals, including from the Stock Exchanges, as may be required under applicable laws including the Delisting Regulations; **(v)** receipt of the approvals of relevant third parties, including any lenders, as may be applicable; and **(vi)** such other terms and conditions as may be set out in the public announcement or the letter of offer to be dispatched to Public Shareholders.
14. The approval of the members is sought for the aforesaid special resolution to make the Delisting Proposal to the members of the Company in accordance with the provisions of the Delisting Regulations. The Board, therefore, places the proposed resolution for your consideration and recommends that it be passed as a special resolution.

15. Mr. Kosmas Kalliarekos, Director and Mr. Jimmy Mahtani, Director are concerned and interested in this resolution. None of the other directors or key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested in this resolution except to the extent of their shareholding in the company.

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.

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Email: [Investori@hexaware.com](mailto:Investori@hexaware.com)

Tel: 022 - 41599595 Fax: 022 – 41599578

Date: July 9, 2020  
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 July 3, 2020.
- (c) Voting by 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. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizer@snaco.net](mailto:scrutinizer@snaco.net) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- (d) Voting period commences from Friday, July 10, 2020 at 9.00 a.m. IST and ends on Saturday, August 8, 2020 at 5.00 p.m. IST. Once the vote is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (e) Kindly note that the shareholder(s) **can opt for only one mode of voting**, i.e. e-voting
- (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 August 10, 2020. 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 addressed to the Company Secretary at e-mail: [Investori@hexaware.com](mailto:Investori@hexaware.com)

## INSTRUCTIONS FOR E-VOTING

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

Details on Step 1 is mentioned below:

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the

email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizer@snaco.net](mailto:scrutinizer@snaco.net) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal, Senior Manager or Ms Pallavi Mhatre Manager, National Securities Depository Ltd., Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone nos. : +91-22-24994360 or +91-22- 24994545 who will also address the grievances connected with the voting by electronic means.

### **Process for those shareholders whose email ids are not registered with Kfin/depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please send request letter at [Investori@hexaware.com](mailto:Investori@hexaware.com) duly signed by registered member providing Folio No., Name of shareholder, email id, mobile number, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) or any document (such as Driving Licence, Bank Statement, Election Card, Passport) for registering email address and sending the soft copy of the notice and explanatory statement with evoting instructions.
2. In case shares are held in demat mode, please contact your Depository Participant (DP) and register your email address in your demat account, as per the process advised by your DP and send a request from the registered email id at [Investori@hexaware.com](mailto:Investori@hexaware.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for sending the soft copy of the notice and explanatory statement with evoting instructions.
3. The members would then get the soft copy of the notice and explanatory statement with evoting instructions along with the USER ID and password to enable e-voting for this postal ballot.