HEXT/SE/2026/93

Date: September 09, 2026

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051
Symbol: HEXT

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
Scrip Code: 544362

Dear Sir,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Pursuant to Regulation 30 of SEBI Listing Regulations, we hereby submit a copy of Postal Ballot Notice ("Notice") dated September 02, 2026, seeking approval of the Members of the Company in respect of the items listed in the notice through remote e-voting process ("e-voting") only.

In compliance with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020, dated 13th April 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s) as on Wednesday, September 02, 2026 ("Cut-off date").

The Company has engaged the services of National Securities Depository Limited (**"NSDL"**) to provide remote e-voting facility to its members. The remote e-voting period commences from 9:00 a.m. (IST) on Thursday, September 10, 2026, and ends at 5:00 p.m. (IST) on Friday, October 09, 2026. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. The result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting.

The postal ballot notice will also be hosted on the Company's website at www.hexaware.com.

For **HEXAWARE TECHNOLOGIES LIMITED**

GUNJAN SUMIT METHI
Digitally signed by GUNJAN SUMIT METHI
Date: 2026.09.09 22:42:47 +05'30'

Gunjan Methi
Company Secretary & Compliance Officer

HEXAWARE

HEXAWARE TECHNOLOGIES LIMITED

Registered Office Address: 8th floor, 13th Level, Q1, Loma Co-Developers1 Private Limited,
Plot no. Gen-4/1, TTC Industrial Area, Ghansoli, Navi Mumbai, Maharashtra, 400710
| 022-33268585 | investori@hexaware.com | www.hexaware.com | CIN: L72900MH1992PLC069662

NOTICE OF POSTAL BALLOT

Notice Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the "Companies Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended from time to time, read with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, and subsequent circulars issued in this regard, the latest being and General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA"), Government of India, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India hereinafter collectively referred to as the ("Circulars"), any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means (remote e-voting) only.

An Explanatory Statement pursuant to Sections 102 and other applicable provisions, if any, of the Companies Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the Notes to this Notice.

The remote e-voting period commences from 9:00 AM IST on September 10, 2026, and ends at 5:00 PM IST on October 09, 2026.

The Board of Directors has appointed M/s S.N. Ananthasubramanian & Co., Practising Company Secretaries, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his/her report to the Chairperson of the Company, or any other person authorized by the Chairperson, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website: www.hexaware.com and on the website of NSDL: https://www.evoting.nsdl.com/

Item No. 1:

Approval of the Hexaware Restricted Stock Unit Plan, 2026 ("RSU Plan") of the Company, through the trust route.

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) ("Companies Act"), Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), the applicable provisions of regulations, circulars and notifications issued by the Securities and Exchange Board of India, the BSE Limited and the National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed, relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI (PIT) Regulations, 2015"), the Foreign Exchange Management Act, 1999 including any modifications thereof or supplements thereto, relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the members of the Company be and hereby approve the Hexaware Restricted Stock Unit Plan, 2026 ("RSU Plan"), as recommended by Nomination and Remuneration Committee at its meeting held on September 02, 2026 and approved by the Board of Directors at its meeting held on September 02, 2026, and the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee ("Committee"), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot/transfer under the RSU Plan, in one or more tranches, not exceeding 2,000,000 (two million) Restricted Stock Units ("RSUs") (or such other adjusted figure for any bonus issue, right issue, stock splits/sub-division, consolidations, merger, demerger, reconstitution, spin-off, amalgamation, reclassification of capital or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of eligible employees of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the RSU Plan (as permitted under the applicable laws) (other than promoter or person belonging to the promoter group of the Company, independent director(s) and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company), exercisable into equal number of equity shares ("Shares") of face value of INR 1 /- each, at such price and on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the RSU Plan.

RESOLVED FURTHER THAT the RSU Plan shall be administered by the Nomination and Remuneration Committee, who shall have all necessary powers as defined in the RSU Plan, in pursuance of the SBEB Regulations, for the purpose of administration and implementation of the RSU Plan.

RESOLVED FURTHER THAT the RSU Plan shall be implemented through the Trust route, wherein an irrevocable Trust, set up by the Company in the name of Hexaware Employees Benefit Trust (erstwhile Hexaware Employees Stock Option Trust – 2024) ("Trust") will acquire the equity shares of the Company either by way of fresh allotment from the Company and/or through secondary acquisition from the market.

RESOLVED FURTHER THAT purchase/acquisition of the equity shares by the Trust via secondary acquisition from the market shall be subject to the limits as prescribed under SBEB Regulations, which will be transferred to the eligible employee upon valid exercise of RSUs as per the terms of the RSU Plan.

RESOLVED FURTHER THAT the equity shares to be issued and allotted by the Company to the Trust, and /or transferred by the Trust to the eligible employees upon valid exercise of RSUs as per the terms of the RSU Plan shall rank pari–passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable accounting policies, guidelines or accounting standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in the event of any corporate action(s) including but not limited to rights issue, bonus issue, stock split, sub-division or consolidation of shares, merger, demerger, reconstitution, spin-off, amalgamation, or reclassification of capital, appropriate adjustments shall be made to the overall RSU pool reserved under the RSU Plan, and the number of outstanding RSUs and/or the exercise price shall be correspondingly adjusted in a fair and reasonable manner, in accordance with the provisions of the RSU Plan and applicable laws.

RESOLVED FURTHER THAT the Committee of the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect the RSU Plan as per the terms approved in this resolution read with the conditions, if any, with which consent from members is received and at any time to modify, alter or amend the said terms subject to compliance with the SBEB Regulations and other applicable laws, rules and regulations, as may be prevailing at that time.

RESOLVED FURTHER THAT the Board (including any committee thereof), subject to compliance with the SBEB Regulations, and other applicable laws, rules and regulations, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the RSU Plan and also to appoint advisors, merchant bankers, consultants or representatives, being incidental for the effective implementation and administration of the RSU Plan and to make applications to the appropriate authorities, for their requisite approvals and to take all necessary actions and with power on behalf of the Company to settle all such questions, issues, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the RSU Plan and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board (including any committee thereof), be and is hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including making application for the in principle approval and capital addition to the depositories and requisite approvals from the recognised stock exchanges for listing and trading of equity shares allotted under RSU Plan in terms of the SBEB Regulations.

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT each of the directors and the company secretary be and are hereby jointly and severally, authorized to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter."

Item No. 2:

Approval of extension of benefits under the Hexaware Restricted Stock Unit Plan 2026 ("RSU Plan") to the employees of Subsidiary Companies.

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) ("Companies Act"), and applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), the applicable provisions of regulations, circulars and notifications issued by the Securities and Exchange Board of India, the BSE Limited and the National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed, relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI (PIT) Regulations, 2015"), the Foreign Exchange Management Act, 1999 including any modifications thereof or supplements thereto, relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the members of the Company be and is hereby accorded for extension of the 'Hexaware Restricted Stock Unit Plan 2026, ("RSU Plan") to the eligible employees of subsidiary companies in or outside India or group companies (as defined in the SBEB Regulations), as recommended by the Nomination and Remuneration Committee on September 02, 2026 and approved by the Board of Directors on September 02, 2026, and the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any

Committee, including the Nomination and Remuneration Committee ("Committee"), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, offer, grant, issue and allot restricted stock units to eligible employees under the RSU Plan, in one or more tranches, such number of restricted stock units within the limit prescribed therein at any time to or for the benefit of such eligible person(s) as designated within the meaning of the RSU Plan (other than promoter or person belonging to the promoter group of the Company, independent director(s) and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company), of any subsidiary company(ies) of the Company, whether in or outside India, or of group companies (as defined in the SBEB Regulations) as may be decided under the RSU Plan, exercisable into corresponding number of equity shares of face value of INR 1 (Indian Rupee One) each, fully paid-up, where 1 (one) restricted stock unit would convert into 1 (one) equity share upon exercise, on such terms and in such manner as the Board / the Nomination and Remuneration Committee may decide in accordance with the provisions of the Applicable Laws and the provisions of the RSU Plan;

RESOLVED FURTHER THAT the Board (including any committee thereof), be and are hereby severally authorized to do all such acts, deeds, and things as are necessary to give effect to the foregoing resolutions including but not limited to executing documents, communications, papers, and making all necessary filings with any government or statutory authority, including the Registrar of Companies, to give effect to the above resolutions, from time to time.

RESOLVED FURTHER THAT each of the directors and the company secretary be and are hereby jointly and severally, authorized to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter."

Item No. 3:

<u>Approval for implementation of the 'Hexaware Restricted Stock Unit Plan 2026 ("RSU Plan") through the trust route.</u>

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) ("Companies Act"), applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), the applicable provisions of regulations, circulars and notifications issued by the Securities and Exchange Board of India, the BSE Limited and the National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed, relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI (PIT) Regulations, 2015"), the Foreign Exchange Management Act, 1999 including any modifications thereof or supplements thereto, relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the members of the Company hereby approve the implementation of the 'Hexaware Restricted Stock Unit Plan 2026 ' ("RSU Plan") through the Hexaware Employees Benefit Trust ("Trust") (erstwhile "Hexaware Employees Stock Option Trust 2024").

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Trust to acquire, purchase, hold and deal in fully paid-up equity shares of the Company, through direct allotment by the Company and/ or secondary acquisition by the Trust, for the purpose of implementation of the RSU Plan, in due compliance with the provisions of the Companies Act, SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board (including any committee thereof), be and are hereby severally authorized to do all such acts, deeds, and things as are necessary to give effect to the foregoing resolutions including but not limited to executing documents, communications, papers, and making all necessary filings with any government or statutory authority, including the Registrar of Companies, to give effect to the above resolutions, from time to time.

RESOLVED FURTHER THAT each of the directors and the company secretary be and are hereby jointly and severally, authorized to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter."

Item No. 4:

Approval for acquisition of shares of the Company by the Hexaware Employees Benefit Trust ("Trust") by secondary acquisition for the purposes of the 'Hexaware Restricted Stock Unit Plan 2026.

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014 including but not limited to the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 ("SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of regulations, circulars and notifications issued by the Securities and Exchange Board of India, the BSE Limited and the National Stock Exchange of India Limited ("Stock Exchanges"), where the equity shares of the Company are listed and other rules, regulations, circulars and guidelines as may be applicable ("Applicable Laws"), and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the board of directors of the Company ("Board") which expression shall also include the Nomination and Remuneration Committee or any other Committee constituted by the Board or any other Committee constituted/to be constituted by the Board in line with the SBEB Regulations, consent of the members of the Company be and is hereby accorded to the Hexaware Employees Benefit Trust (erstwhile "Hexaware Employees Stock Option Trust 2024") ("Trust") implementing the Hexaware Restricted Stock Unit Plan 2026' ("RSU Plan") for acquisition of the equity shares of the Company, in one or more tranches, through secondary acquisition(s) made on the Stock Exchanges, for the purposes of implementing the RSU Plan, provided that such secondary acquisitions by the Trust, in a financial year, shall not exceed 0.5% of the paid-up equity share capital of the Company as at the end of the previous financial year in which the shareholders' approval is obtained for such secondary acquisition, and shall at no point of time exceed 1% of the paid up equity capital of the Company as at the end of the financial year immediately prior to the year in which the shareholders' approval is obtained for such secondary acquisition, in due compliance with SBEB Regulations to the extent applicable.

RESOLVED FURTHER THAT for the purpose of bringing into effect the matters in relation to the secondary acquisition of equity shares of the Company from the secondary market by the Trust and generally for giving effect to this resolution, the authority be granted to the Board to do all such acts, deeds, matters and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the above and to settle any question or difficulty that may arise in this regard in the best interest of the Company without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT each of the directors and the company secretary be and are hereby jointly and severally, authorized to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter."

Item No. 5:

Approval for provision of money by the Company for acquisition of the shares of the Company by the trust for the benefit of employees under the 'Hexaware Restricted Stock Unit Plan 2026' ("RSU Plan ").

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 Section 67(3)(b) of the Companies Act, 2013 read with Rule 16(1)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circulars/notifications/guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as "SBEB Regulations") to the extent applicable, the relevant provisions of the Foreign Exchange Management Act, 1999 and rules and regulations issued thereunder to the extent applicable, the applicable provisions of regulations, circulars and notifications issued by the Securities and Exchange Board of India, the BSE Limited and the National Stock Exchange of India Limited ("Stock Exchanges"), where the equity shares of the Company are listed and the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) ("Applicable Laws"), the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and in line with the applicable laws), to grant a loan, provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust of the Company namely the Hexaware Employees Benefit Trust ("Trust") of such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid up share capital and free reserves of the Company, with a view to enable the Trust to subscribe to or purchase equity shares of the Company of face value of INR 1 (Indian Rupee One) each fully paid-up ("Shares"), through either a fresh issue of Shares by the Company or undertaking a secondary acquisition of Shares on the Stock Exchanges, for the purposes of 'Hexaware Restricted Stock Unit Plan 2026' ("RSU Plan"), subject to the ceiling of equity shares as may be prescribed under the RSU Plan and permitted under the Applicable Laws, prevailing from time to time.

RESOLVED FURTHER THAT the trustees of the Trust shall ensure compliance of the Applicable Laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the authority be granted to the Board to do all such acts, deeds, matters and things, as may deemed fit, to settle any issues, questions, difficulties or doubts that may arise without requiring the Board to secure any further consent or approval of the members of the Company in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to this resolution in the best interest of the Company.

RESOLVED FURTHER THAT each of the directors and the company secretary be and are hereby jointly and severally, authorized to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter."

Item No. 6:

Approval of the amendment of the existing Employee Stock Option Plan of the Company, i.e. the "Hexaware Employees Stock Option Plan 2024" ("ESOP Plan").

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) ("Companies Act"), Regulation 7 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), the applicable provisions of regulations, circulars and notifications issued by the Securities and Exchange Board of India, the BSE Limited and the National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed, relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI (PIT) Regulations, 2015"), relevant provisions of the Memorandum of Association and Articles of Association of the Company, and any other applicable and prevailing statutory guidelines/circulars in that behalf, and subject further to such other approval(s), consent(s), permission(s) and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the members of the Company be and is hereby accorded for the proposed amendment(s) to existing Employee Stock Option Plan of the Company, namely "Hexaware Employees Stock Option Plan 2024" ("ESOP Plan"), as set out below and as recommended by the Nomination and remuneration committee at its meeting held on September 02, 2026, and as approved by the Board of Directors at its meeting held on September 02, 2026, pursuant to which stock options ("Options") exercisable into not more than 41,816,400 (Forty One Million Eight Hundred and Sixteen Thousand and Four Hundred) equity shares (on account of an increase in the pool size by 17,500,000 stock options; which increase shall be approved pursuant to this Item No. 6) of face value of Rs. 1/- each of the Company which have been/may be granted, offered and issued to or for the benefit of eligible employees and directors of the Company, in one or more tranches, on such terms and conditions as set out in the ESOP Plan, and as the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee ("Committee"), constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) may in its absolute discretion decide, in accordance with the provisions of the applicable laws and the provisions of the ESOP Plan:

Existing Clause Number	Existing Provision	New Clause Number	New Provision
2.1(eee)	***Definitions:*** *"Trust" means Hexaware Employees Stock Option Trust 2024, formed by the Company for the benefit of the Employees and which may from time to time administer the Plan and hold cash, purchase/hold/sell/transfer Shares or other securities of the Company for the purposes of the Plan.*	2.1(eee)	***Definitions:*** *"Trust" means Hexaware Employees Benefit Trust (erstwhile Hexaware Employees Stock Option Trust 2024), formed by the Company for the benefit of the Employees and which may from time to time administer the Plan and hold cash, purchase/hold/sell/transfer Shares or other securities of the Company for the purposes of the Plan.*
3.1	*The Shareholders of the Company have vide their special resolution dated May 9, 2024 approved the Plan authorizing the Committee to Grant not exceeding 24,316,400 (Twenty four million three hundred and sixteen thousand and four hundred) Options ("Options Pool"), to the eligible Employees in one or more tranches, from time to time, which in aggregate shall be exercisable into not more than 24,316,400 (Twenty four million three hundred and sixteen thousand and four hundred) Shares, with each such Option conferring a right upon the Employees to apply for one Share of the Company to be Transferred by the Trust upon Exercise thereof, in accordance with the terms and conditions as may be determined by the Committee in accordance with the provisions of the Plan and Applicable Laws.*	3.1	*The Shareholders of the Company have vide their special resolution dated May 9, 2024, and as further modified vide their special resolution pursuant to the postal ballot notice dated September 02, 2026, approved the Plan authorizing the Committee to Grant not exceeding 41,816,400 (Forty One Million Eight Hundred and Sixteen Thousand and Four Hundred) Options ("Options Pool"), to the eligible Employees in one or more tranches, from time to time, which in aggregate shall be exercisable into not more than 41,816,400 (Forty One Million Eight Hundred and Sixteen Thousand and Four Hundred) Shares, with each such Option conferring a right upon the Employees to apply for one Share of the Company to be Transferred by the Trust upon Exercise thereof, in accordance with the terms and conditions as may be determined by the Committee in accordance with the provisions of the Plan and Applicable Laws.*

Existing Clause Number	Existing Provision	New Clause Number	New Provision
7.2	*Subject to the Minimum Vesting Period and the continued employment of the Option Grantee with the Group through the applicable Vesting Date, the Options granted under the Plan may vest based on one or more of the following conditions and be specified in Grant Letter of the each Option Grantee (such schedule of Vesting, the "Vesting Schedule"):* *(a) Options shall vest on the basis of the passage of time ("Time-Based Options");* *(b) Options shall vest on the basis of the passage of time subject to achievement of certain Performance Targets as determined by the Committee below ("Performance-Based Options");* *(c) Options shall vest upon happening of an Exit Event in accordance with sub-clause 7.5 below ("Exit Event Options").*	7.2	*Subject to the Minimum Vesting Period and the continued employment of the Option Grantee with the Group through the applicable Vesting Date, the Options granted under the Plan may vest based on one or more of the following conditions and be specified in Grant Letter of the each Option Grantee, unless otherwise determined by the Committee, subject to the approval of the Board and such other approvals as may be necessary under the applicable laws (such schedule of Vesting, the "Vesting Schedule"):* *(a) Options shall vest on the basis of the passage of time ("Time-Based Options");* *(b) Options shall vest on the basis of the passage of time subject to achievement of certain Performance Targets as determined by the Committee below ("Performance-Based Options");* *(c) Options shall vest upon happening of an Exit Event in accordance with sub-clause 7.5 below ("Exit Event Options").*
7.4	***Acceleration of unvested Time-Based Options and Performance-Based Options*** *Notwithstanding any other provision contained herein, the Committee may in its discretion, if an Exit Event which is an Asset Sale or a Sale is proposed prior to the expiration of the relevant Options, subject to the provisions of applicable Law, accelerate the Vesting of some or all unvested Time-Based Options and/or Performance-Based Options such that the accelerated Time-Based Options and/or Performance-Based Options become vested immediately prior to and conditional on an Asset Sale or a Sale. The Committee shall notify the relevant Option Grantee of such acceleration in the Exit Event Notice delivered in accordance with sub-clause 7.5 below.*	7.4	**Acceleration of unvested Time-Based Options and Performance-Based Options** *Notwithstanding any other provision contained herein, the Committee may in its discretion, if (i) an Exit Event which is an Asset Sale or a Sale is proposed prior to the expiration of the relevant Options; or (ii) such other event as the Committee may determine to be appropriate for the purposes of acceleration, subject to the provisions of applicable Law, accelerate the Vesting of some or all Unvested Time-Based Options and/or Performance-Based Options such that the accelerated Time-Based Options and/or Performance-Based Options become Vested immediately prior to and conditional on the occurrence of such event. The Committee shall notify the relevant Option Grantee of such acceleration in the Exit Event Notice delivered in accordance with sub-clause 7.5 below, or by such other written notice as the Committee may determine in connection with any acceleration pursuant to limb (ii) above.*
9.2(a)(i)	*in respect of Time-Based Options and Performance Options which vest prior to an IPO, the third anniversary of the date on which such Options vest or such earlier date as may be required under applicable Laws;*	9.2(a)(i)	*in respect of Time-Based Options and Performance Options which vest prior to an IPO, the sixth anniversary of the date on which such Options vest or such earlier date as may be required under applicable Laws;*

Existing Clause Number	Existing Provision	New Clause Number	New Provision
9.2(a)(ii)	*in respect of Time-Based Options and Performance Options which vest after an IPO, the third anniversary of the date on which such Options vest or such earlier date as may be required under applicable Laws;*	9.2(a)(ii)	*in respect of Time-Based Options and Performance Options which vest after an IPO, the sixth anniversary of the date on which such Options vest or such earlier date as may be required under applicable Laws;*
9.2(a)(iii)	*in respect of Exit Event Options, the first anniversary of the date on which such Options vest or such earlier date as may be required under applicable Laws; and*	9.2(a)(iii)	*in respect of Exit Event Options, the sixth anniversary of the date on which such Options vest or such earlier date as may be required under applicable Laws; and*

RESOLVED FURTHER THAT the amended terms of the ESOP Plan shall apply to the stock options already granted, if any, only to the extent not disadvantageous to the option holders, and that the rights and obligations of the option holders under options already granted, prior to such amendment, shall not be adversely affected by way of the said amendment, save and except with the written consent of the option holders so affected.

RESOLVED FURTHER THAT the ESOP Plan shall continue to be administered by the Nomination and Remuneration Committee, who shall have all necessary powers as defined in the ESOP Plan, in pursuance of the SBEB Regulations, for the purpose of administration and implementation of the ESOP Plan.

RESOLVED FURTHER THAT the equity shares to be issued and allotted by the Company upon exercise of the Options granted under the ESOP Plan shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable accounting policies, guidelines or accounting standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in the event of any corporate action(s) including but not limited to rights issue, bonus issue, stock split, sub-division or consolidation of shares, merger, demerger, reconstitution, spin-off, amalgamation, or reclassification of capital, appropriate adjustments shall be made to the overall Options pool reserved under the ESOP Plan, and the number of outstanding Options and/or the exercise price shall be correspondingly adjusted in a fair and reasonable manner, in accordance with the provisions of the ESOP Plan and applicable laws.

RESOLVED FURTHER THAT the Committee of the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect the ESOP Plan as per the terms approved in this resolution read with the conditions, if any, with which consent from members is received, and at any time to modify, alter or amend the said terms subject to compliance with the SBEB Regulations and other applicable laws, rules and regulations, as may be prevailing at that time.

RESOLVED FURTHER THAT the Board (including any committee thereof), subject to compliance with the SBEB Regulations, and other applicable laws, rules and regulations, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP Plan and also to appoint advisors, merchant bankers, consultants or representatives, being incidental for the effective implementation and administration of the ESOP Plan, and to make applications to the appropriate authorities for their requisite approvals, and to take all necessary actions and with power on behalf of the Company to settle all such questions, issues, difficulties or doubts that may arise in this regard, and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP Plan and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board (including any committee thereof) be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary, including making application for the in-principle approval and capital addition to the depositories and requisite approvals from the recognised stock exchanges for listing and trading of equity shares allotted under the ESOP Plan, in terms of the SBEB Regulations.

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT each of the directors and the company secretary be and are hereby jointly and severally, authorised to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter."

Item No. 7:

Approval of the grant, issue and allotment of stock options under the 'Hexaware Employees Stock Option Plan 2024' ("ESOP Plan"), Hexaware Restricted Stock Unit Plan 2026 ("RSU Plan") and/or any other share based employee benefit scheme(s) of the Company, equal to or in excess of 1% (one percent) of the issued/paid-up equity share capital 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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) ("Companies Act"), Regulation 6(3) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), the applicable provisions of regulations, circulars and notifications issued by the Securities and Exchange Board of India, the BSE Limited and the National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed, relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI (PIT) Regulations, 2015"), the Foreign Exchange Management Act, 1999 including any modifications thereof or supplements thereto, relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Members of the Company be and is hereby accorded, for the grant, offer, issue and allotment/transfer by the Board of Directors (hereinafter referred to as the "Board") which term shall be deemed to include the Nomination and Remuneration Committee ("Committee"), in one or more tranches, of stock options, Restricted Stock Unit exercisable into equity shares of face value of INR 1/- each of the Company, under the Hexaware Employees Stock Option Plan 2024' ("ESOP Plan"), Hexaware Restricted Stock Unit Plan 2026 ("RSU Plan") and/or any other share based employee benefit scheme(s) of the Company, such that the aggregate number of restricted stock units, options reserved, granted or allotted, or proposed to be reserved, granted or allotted, taken together under all such scheme(s) of the Company, during any one year, equals to or exceeds 1% (one percent) of the issued /paid-up equity share capital (excluding outstanding warrants and conversions) of the Company, at the time of the grant to identified/ eligible employees under the Hexaware Employees Stock Option Plan 2024' ("ESOP Plan"), Hexaware Restricted Stock Unit Plan 2026 ("RSU Plan") and/or any other share based employee benefit scheme(s) of the Company.

RESOLVED FURTHER THAT this Special Resolution is being obtained specifically, and independently of and in addition to, the approvals accorded by the Members, solely for the purpose of enabling the Company, its Board and the Committee to grant, issue and allot stock options, Restricted Stock Unit where the aggregate quantum thereof, under all share based employee benefit scheme(s) of the Company taken together, exceeds 1% (one percent) of the issued/paid-up equity share capital of the Company.

RESOLVED FURTHER THAT all stock options, restricted stock units and/or share-based employee benefits granted pursuant to this resolution shall continue to be governed by, and shall be granted, vested and exercised strictly in accordance with, the respective terms and conditions of the RSU Plan, the ESOP Plan and/or any other share based employee benefit scheme(s) of the Company, as the case may be, and the provisions of the SBEB Regulations and the Companies Act, each as amended from time to time.

RESOLVED FURTHER THAT the Board (including the Committee) be and is hereby authorised to do all such acts, deeds, matters and things, including making applications to the appropriate regulatory authorities/stock exchanges/depositories, as may be necessary, desirable or expedient for giving effect to this resolution, and to settle any question, difficulty or doubt that may arise in this regard, and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient in this behalf.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT each of the directors and the company secretary be and are hereby jointly and severally, authorised to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter."

Item No. 8:

Approval to the amendment to the incentive payment agreement with Mr. R. Srikrishna:

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 relevant provisions of the Companies Act, 2013 and such other rules and regulations made thereunder (including any statutory modification(s), or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Regulation 26(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued thereunder to the extent applicable, and such other applicable regulations framed by the Securities and Exchange Board of India in this regard, provisions of the Foreign Exchange Management Act, 1999 and regulations framed thereunder and such other applicable laws for the time being in force, and in partial modification of the resolution passed by the members of the Company at the 32nd Annual General Meeting held on April 30, 2025, approving the Incentive Payment Agreement dated June 14, 2023 executed between Mr. R. Srikrishna and CA Sebright Investments ("CA Sebright"), Promoter Group Company (the "Incentive Payment Agreement"), the members of the Company hereby approve the amendments (as contained in the Explanatory Statement to this item in the Notice) to the Incentive Payment Agreement pursuant to the MOIC Exit Agreement dated September 02, 2026 (the "MOIC Exit Agreement") executed between Mr. R. Srikrishna and CA Sebright Investments.

RESOLVED FURTHER THAT all interested persons involved in the transaction covered under the MOIC Exit Agreement shall abstain from voting on this resolution.

RESOLVED FURTHER THAT the authority be granted to the Board to do all such acts, deeds, matters and things, as it may deem fit , to settle any issues, questions, difficulties or doubts that may arise without requiring the Board to secure any further consent or approval of the members of the Company in this regard, and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to this resolution in the best interest of the Company.

RESOLVED FURTHER THAT each of the directors and the company secretary be and are hereby jointly and severally authorised to provide a copy of this resolution certified to be true to anyone concerned or interested in this matter."

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

Gunjan Methi
Company Secretary and Compliance Officer
Membership No. A16317

Place: Navi Mumbai
Date: September 02, 2026

Correspondence and Registered Office:
8th floor, 13th Level, Q1, Loma
Co- Developers1 Private Limited,
Plot no. Gen-4/1, TTC Industrial Area,
Ghansoli, Navi Mumbai 400710.
CIN: L72900MH1992PLC069662
Email: Investori@hexaware.com
Website: www.hexaware.com
Tel: 022- 3326 8585

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the business under Item No. 1 to 8, of this Notice is annexed hereto and forms part of this Notice.

2. Pursuant to the General Circulars issued by the Ministry of Corporate Affairs and applicable circulars issued by SEBI, this Notice along with the Postal Ballot is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant(s)/Registrar and Transfer Agent. Physical copies of the Notice will not be sent to Members, in view of the applicable relaxations.

3. The Company has engaged the services of National Securities Depository Limited **("NSDL")** for facilitating voting through electronic means, as the authorised e-voting agency for conducting the postal ballot voting process.

4. A person who is not a Member as on the Cut-off Date, i.e. September 02, 2026, should treat this Notice for information purposes only.

5. The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date, i.e. September 02, 2026.

6. Members are requested to note that the remote e-voting period commences on 9:00 AM IST on September 10, 2026 and ends on 5:00 PM IST on October 09, 2026. The manner of voting remotely by Members holding shares in dematerialised mode, physical mode, or for Members who have not registered their e-mail addresses, is provided in the section titled "INSTRUCTIONS FOR E-VOTING" below.

7. The Scrutinizer will submit the report on completion of the scrutiny of the votes cast by the Members through remote e-voting, in a fair and transparent manner, to the Chairman/any authorised Director of the Company within the prescribed time period.

8. The results of the postal ballot shall be declared within 48 hours from the conclusion of the remote e-voting period and shall be intimated to the Stock Exchanges, displayed on the Company's website at www.hexaware.com and on the website of NSDL.

9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., October 09, 2026 subject to receipt of the requisite number of votes in favour of the resolution.

10. The details of the person who may be contacted for any grievances connected with the facility for e-Voting shall be the same person mentioned for Remote e-voting.

PROCEDURE FOR REMOTE E-VOTING FOR SHAREHOLDERS:

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

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 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user 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.

7. 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.

   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

9. Now, you will have to click on "Login" button.

10. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. 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 with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 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 or call on : 022 - 4886 7000 or send a request to at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the 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 provide Folio No., Name of shareholder, 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) by email to investori@hexaware.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investori@hexaware.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item No. 1, 2, 3, 4, 5

Equity-based remuneration aligns the personal goals of employees with the organizational objectives by enabling them to participate in the ownership of the Company. The Company recognizes the importance of enhancing employee engagement, rewarding employees for their continued association and performance, and motivating them to contribute to the sustained growth and profitability of the Company.

With a view to driving the long-term objectives of the Company and to attract, motivate and retain employees by rewarding their performance, as well as to incentivize key talent to contribute to the long-term growth of the Company, it is proposed to approve and adopt the Restricted Stock Unit Plan, 2026 **("RSU Plan")**.

The Nomination and Remuneration Committee of the Company, at its meeting held on September 02, 2026, considered and recommended the RSU Plan to the Board of Directors. Subsequently, the Board of Directors, at its meeting held on September 02, 2026, considered and approved the RSU Plan. The RSU Plan is proposed to be implemented through the trust route for extending benefits to eligible employees, wherein the Hexaware Employees Benefit Trust **("Trust")** will acquire equity shares of the Company either by way of fresh allotment from the Company and/or through secondary acquisition from the market.

In terms of Regulation 6(1) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the issue of Restricted Stock Units **("RSUs")** under the aforesaid RSU Plan requires the approval of the members of the Company by way of a Special Resolution. Accordingly, the Special Resolution set out at Item No. 1 is proposed for the approval of the members.

The approval of RSU Plan of the Company is recommended by the Board of Directors pursuant to their meeting on September 02, 2026.

The salient features and other details of the RSU Plan as required pursuant to Regulation 6(2) of SBEB Regulations are as under:

1. Brief Description of the Scheme(s):

The RSU Plan provides for grant of RSUs to the eligible employees including directors (other than independent directors) (collectively referred to as "employees") of the Company, as may be permissible under the Companies Act, 2013, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the relevant provisions of the Foreign Exchange Management Act, 1999 and rules and regulations issued thereunder to the extent applicable.

Upon vesting of RSUs, the eligible employees earn a right (but do not have an obligation) to exercise the vested RSUs within the exercise period and obtain equity shares of the Company which shall be allotted by the Company, subject to receipt of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee of the Company **("Committee")** shall superintend and administer the RSU Plan with terms of reference of such powers as delegated by the board of directors of the Company ("Board") or as are available under the applicable laws. All questions of interpretation of the RSU Plan shall be determined by the Committee as per the terms of the RSU Plan and applicable laws.

2 The total number of benefits to be offered and granted:

A total of 2,000,000 (two million) RSUs would be available for being granted to the eligible employees of the Company under the RSU Plan. Each RSU when exercised would be converted into 1 (one) equity share of face value of INR 1 (Indian Rupee One) each, fully paid-up.

RSUs lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or as otherwise stated in the RSU Plan, would be available for being re-granted. The Committee is authorized to re-grant such lapsed/ cancelled RSUs as per the RSU Plan.

In case of any corporate action(s), such as rights issues, bonus issues, merger and sale of division and other forms of reorganization, a fair and reasonable adjustment will be made to the RSUs granted. Accordingly, if any additional RSUs/ equity shares are required to be issued by the Company to the RSU grantees for making such fair and reasonable adjustment, the ceiling of RSUs/ equity shares as aforesaid shall be deemed to be increased to the extent of such additional RSU/ equity shares issuances.

In case the equity shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of equity shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity share of the Company after such sub-division or consolidation.

3. Identification of classes of Employees entitled to participate and be beneficiaries in the Scheme:

"Employee" shall mean -

a. An employee as designated by the Company, who is exclusively working in India or outside India; or

b. A Director of the Company, whether a whole time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or

c. An Employee as defined in clause (a) or (b) of a Group Company including Subsidiary Company or its Associate Company, in India or outside India, of the Company;

but does not include

i. An Employee who is a Promoter or a person belonging to the Promoter Group; or

ii. A Director who either himself or through his relative or through any body corporate directly or indirectly holds more than 10% (ten percent) of the outstanding equity shares of the Company.

4. Requirement of Vesting and period of Vesting:

The RSUs granted shall vest so long as the employee continues to be in the employment or service of the Company, on the date of vesting and must neither be serving his notice of resignation nor termination of employment/ service on such date of vesting. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted RSUs would vest, the detailed terms and conditions relating to such performance based vesting, and the proportion in which RSUs granted would vest (subject to minimum and maximum vesting period as specified below). The RSUs granted under the RSU Plan shall vest not earlier than the minimum vesting period of 1 (one) year and not later than the maximum vesting period as determined by the Committee from the date of grant.

5. Maximum period within which the units shall be vested:

The RSUs granted under the RSU Plan shall vest not later than the maximum vesting period as determined by the Committee from the date of the grant.

6. Exercise Price or Pricing Formula:

The exercise price per RSU will be the par value of the equity shares of the Company as on the date of grant. Further, the exercise price shall be subject to conformity to the accounting policies as specified in Regulation 15 of the SBEB Regulations.

7. Exercise period and process of Exercise:

The exercise period shall be determined by the Committee, subject to a minimum vesting period of 1 (one) year. The specific exercise period shall be intimated to the RSU grantee in the grant letter at the time of grant.

The RSUs will be exercised by the employees by a written notice including such details as prescribed under the RSU Plan to the Trustee, in such manner, and on execution of such further documents, as may be prescribed in this regard from time to time, along with payment of the exercise price, applicable taxes and other charges or recovery of the exercise price, applicable taxes and other charges by the Trust in case of cashless exercise by the employee, as the case may be. The RSU will lapse if not exercised within the specified exercise period.

8. **Appraisal process for determining the eligibility of the Employees for the scheme:**

The RSUs shall be granted to the employees as per the eligibility criteria determined by the Committee as it deems fit, from time to time, which may include attributes like past performance, achievement of key performance indicators, future potential, etc.

9. **Maximum number of RSUs to be offered and issued per Employee and in aggregate, if any:**

The maximum number of RSUs that can be granted to an employee in aggregate shall vary depending upon the eligibility criteria as decided by the Committee from time to time (such as tenure, designation and the appraisal, ratings, etc). Pursuant to Item No. 7 of this Noice, a separate approval of the members of the Company is being sought, by way of a special resolution, to grant RSUs/ Options and/or other share based employee benefits to eligible employees, during any one year, which is equal to or more than 1% (one percent) of the issued capital (excluding any outstanding warrants and conversions) of the Company at the time of grant of such benefits.

10. **The conditions under which RSUs vested in employees may lapse/cancel:**

The vested RSUs shall be cancelled in case of termination of employment for Cause (as defined under the RSU Plan). Further, irrespective of employment status, in case vested RSUs are not exercised within the prescribed exercise period, then such vested RSUs shall lapse.

11. **The specified time period within which the employee shall exercise the vested RSUs in the event of a proposed termination of employment or resignation or retirement of employee:**

In case of resignation / termination without misconduct, all the vested RSUs as on date of notice of resignation / termination shall be exercisable till the end of 6 (six) months from the date of resignation/ termination. All vested RSUs at the time of issuing notice of such termination for misconduct / Cause (as defined in the RSU Plan) shall stand cancelled from the date of issuing notice of such termination. In case of retirement of an employee, all the vested RSUs as on date of retirement shall be exercisable by the RSU grantee within 3 (three) years from the date of retirement or as determined and communicated from time to time by the Committee.

12. **Maximum quantum of benefits to be provided per Employee under the scheme:**

The maximum benefits to be provided per employee will be the same as the maximum units per employee.

13. **Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:**

The RSU Plan shall be implemented through the Hexaware Employees Benefit Trust ("Trust") (erstwhile Hexaware Employees Stock Option Trust - 2024).

14. **Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:**

The RSU Plan involves both fresh allotment from the Company and / or secondary acquisition from the stock exchanges.

15. **The amount of loan to be provided for implementation of the RSU Plan by the Company to the Trust, its tenure, utilization, repayment terms, etc.:**

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (five percent) of the paid-up capital and free reserves, being the statutory ceiling under the Companies (Share Capital and Debentures) Rules, 2014. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the RSU Plan and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of shares and any other eventual income of the Trust.

The Trust shall utilize the loan amount disbursed from time to time strictly for the acquisition of the Shares to be utilized for the purposes of the RSU Plan.

16. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:

The total number of shares under secondary acquisition held by the Trust shall at no point exceed 1% (one percent) of the paid-up equity capital of the Company as at end of the financial year immediately prior to the year in which the shareholders' approval is obtained for such secondary acquisition, and secondary acquisition in a financial year shall not exceed 0.5% of the paid up equity capital of the Company as at the end of the previous financial year immediately prior to the year in which the shareholders approval was obtained for such secondary acquisition. The above-mentioned ceiling limits shall automatically include within their ambit the expanded or reduced capital of the Company where such expansion or reduction has taken place on account of corporate action.

17. A statement to the effect that the Company shall conform to the accounting policies specified in regulation:

The Company shall comply with the disclosure requirements and the accounting policies as prescribed under Regulation 15 of SBEB Regulations.

18. The method which the Company shall use to value its Benefits:

To calculate the employee compensation cost, the Company shall use the fair value method for valuation of the RSUs granted as prescribed under IND-AS or under any relevant accounting standard as notified by appropriate authorities from time to time.

19. Statement with regard to Disclosure in Director's Report:

In case, and to the extent applicable, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the RSUs, and the impact of this difference on profits and on earnings per share ("EPS") of the company shall be disclosed in the Directors' report.

20. Period of lock-in:

The shares arising out of exercise of vested RSUs shall be freely transferable and would not be subject to any lock-in period after such exercise except such restrictions as prescribed under applicable laws.

21. The particulars of the Trustee or employees in whose favour such Shares are to be registered:

It is contemplated that designated trustees shall acquire and hold the equity shares of the Company in due compliance with the SBEB Regulations and Companies Act, 2013, on behalf of the Trust, until such equity shares are transferred to eligible employees upon exercise of vested restricted stock units. An employee shall be a registered owner of equity shares pursuant to exercise of vested restricted stock units and transfer of corresponding number of equity shares by the trustee.

22. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

The Trust is in the nature of an irrevocable trust with the name 'Hexaware Employees Benefit Trust' (erstwhile Hexaware Employees Stock Option Trust – 2024) having its principal office at 8th floor, 13th Level, Q1, Loma Co-Developers1 Private Limited, Plot no. Gen-4/1, TTC Industrial Area, Ghansoli, Navi Mumbai, Maharashtra, 400710.

Particular of Trustees:

Sr. No.	Name	Address	Occupation	Nationality
1	Uma Thomas	8th floor, 13th Level, Q1, Loma Co-Developers1 Private Limited, Plot no. Gen-4/1, TTC Industrial Area, Ghansoli, Navi Mumbai, Maharashtra, 400710.	Chief Risk Officer	Indian
2	Riten Gosar		Vice President, Finance	Indian
3	Jacob P U		Senior Vice President, HR	Indian

The Trustees have no relationship with the promoters, directors, or key managerial personnel of the Company.

23. The details about who would exercise and how the voting rights in respect of the shares to be acquired under the scheme would be exercised:

Until the equity shares are transferred to the respective eligible employees upon exercise of the restricted stock units, the Trustees shall be recorded as the registered holders of such equity shares held by them in their fiduciary capacity for and on behalf of the Trust.

The Trustees of the Trust shall not vote in respect of equity shares held in the Trust as per the SBEB Regulations. In this circumstance, the voting rights can be exercised by an Eligible Employee only when the equity shares are transferred by the Trust to him/her upon exercise of the restricted stock units.

24. Terms & conditions for buyback, if any, of specified securities covered under these regulations:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of RSUs granted under the RSU Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the RSUs that may be granted under the RSU Plan. The Board of Directors of the Company recommends the Special Resolution as set out at Item No. 1 to 5 for approval by the Members of the Company.

The RSU Plan and other documents referred to in the aforesaid resolution will be available electronically for inspection by the Members during the e-voting period. Members seeking to inspect such documents can send an e-mail to investori@hexaware.com.

Item No. 6

Employee Stock Option Schemes are recognized as an effective tool to align the interests of employees with those of the Company and its shareholders by enabling employees to participate in the ownership and growth of the Company. In line with the philosophy to support the long-term growth plans and for creation of shareholder value by aligning the interests of the employees with the long-term interests of the Company, the Company proposes to increase the Employee Stock Option pool under the ESOP Plan to attract, retain, and motivate employees. Further, to enable better flexibility to the Company, it is also being proposed to vary the Clause 7 *(Vesting Schedule/ Vesting Conditions)* of the ESOP Plan and Clause 9.2 *(Exercise Period)* of the ESOP Plan as stated below.

The Nomination and Remuneration Committee of the Company, at its meeting held on September 02, 2026, considered and recommended the amendments to the existing ESOP Plan of the Company namely "Hexaware Employee Stock Option Plan – 2024" ("ESOP Plan"). Subsequently, the Board of Directors, at its meeting held on September 02, 2026, considered and approved the amendments to the ESOP Plan.

In terms of Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), a company may by special resolution of its shareholders vary the terms of the scheme offered pursuant to an earlier resolution of the general body, if such variation is not prejudicial to the interests of the employees.

Accordingly, in order to enable the Company to make amendments to the existing ESOP Plan in conformity with the SBEB Regulations, the approval of the Members is being sought by way of the Special Resolution set out at Item No. 6 of this Notice.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 7 of the SBEB Regulations, the proposed amendments to the ESOP Plan requires the approval of the Members of the Company by way of a Special Resolution. Accordingly, the Special Resolution set out at Item No. 6 is proposed for the approval of the Members.

The approval of the amendment to the ESOP Plan of the Company was recommended by the Board of Directors pursuant to their meeting on September 02, 2026.

Details of certain clauses in the Hexaware Employee Stock Option Plan – 2024 which are proposed to be amended are enumerated below:

Existing Clause Number	Existing Provision	New Clause Number	New Provision
2.1(eee)	***Definitions:*** *"Trust" means Hexaware Employees Stock Option Trust 2024, formed by the Company for the benefit of the Employees and which may from time to time administer the Plan and hold cash, purchase/hold/sell/transfer Shares or other securities of the Company for the purposes of the Plan.*	2.1(eee)	***Definitions:*** *"Trust" means Hexaware Employees Benefit Trust (erstwhile Hexaware Employees Stock Option Trust 2024), formed by the Company for the benefit of the Employees and which may from time to time administer the Plan and hold cash, purchase/hold/sell/transfer Shares or other securities of the Company for the purposes of the Plan.*
3.1	*The Shareholders of the Company have vide their special resolution dated May 9, 2024 approved the Plan authorizing the Committee to Grant not exceeding 24,316,400 (Twenty four million three hundred and sixteen thousand and four hundred) Options ("Options Pool"), to the eligible Employees in one or more tranches, from time to time, which in aggregate shall be exercisable into not more than 24,316,400 (Twenty four million three hundred and sixteen thousand and four hundred) Shares, with each such Option conferring a right upon the Employees to apply for one Share of the Company to be Transferred by the Trust upon Exercise thereof, in accordance with the terms and conditions as may be determined by the Committee in accordance with the provisions of the Plan and Applicable Laws.*	3.1	*The Shareholders of the Company have vide their special resolution dated May 9, 2024, and as further modified vide their special resolution pursuant to the postal ballot notice dated September 02, 2026, approved the Plan authorizing the Committee to Grant not exceeding <u>41,816,400 (Forty One Million Eight Hundred and Sixteen Thousand and Four Hundred)</u> Options ("Options Pool"), to the eligible Employees in one or more tranches, from time to time, which in aggregate shall be exercisable into not more than 41,816,400 (Forty One Million Eight Hundred and Sixteen Thousand and Four Hundred) Shares, with each such Option conferring a right upon the Employees to apply for one Share of the Company to be Transferred by the Trust upon Exercise thereof, in accordance with the terms and conditions as may be determined by the Committee in accordance with the provisions of the Plan and Applicable Laws.*

Existing Clause Number	Existing Provision	New Clause Number	New Provision
7.2	*Subject to the Minimum Vesting Period and the continued employment of the Option Grantee with the Group through the applicable Vesting Date, the Options granted under the Plan may vest based on one or more of the following conditions and be specified in Grant Letter of the each Option Grantee (such schedule of Vesting, the "Vesting Schedule"):* *(a) Options shall vest on the basis of the passage of time ("Time-Based Options");* *(b) Options shall vest on the basis of the passage of time subject to achievement of certain Performance Targets as determined by the Committee below ("Performance-Based Options");* *(c) Options shall vest upon happening of an Exit Event in accordance with sub-clause 7.5 below ("Exit Event Options").*	7.2	*Subject to the Minimum Vesting Period and the continued employment of the Option Grantee with the Group through the applicable Vesting Date, the Options granted under the Plan may vest based on one or more of the following conditions and be specified in Grant Letter of the each Option Grantee, unless otherwise determined by the Committee, subject to the approval of the Board and such other approvals as may be necessary under the applicable laws (such schedule of Vesting, the "Vesting Schedule"):* *(a) Options shall vest on the basis of the passage of time ("Time-Based Options");* *(b) Options shall vest on the basis of the passage of time subject to achievement of certain Performance Targets as determined by the Committee below ("Performance-Based Options");* *(c) Options shall vest upon happening of an Exit Event in accordance with sub-clause 7.5 below ("Exit Event Options").*
7.4	***Acceleration of unvested Time-Based Options and Performance-Based Options*** *Notwithstanding any other provision contained herein, the Committee may in its discretion, if an Exit Event which is an Asset Sale or a Sale is proposed prior to the expiration of the relevant Options, subject to the provisions of applicable Law, accelerate the Vesting of some or all unvested Time-Based Options and/or Performance-Based Options such that the accelerated Time-Based Options and/or Performance-Based Options become vested immediately prior to and conditional on an Asset Sale or a Sale. The Committee shall notify the relevant Option Grantee of such acceleration in the Exit Event Notice delivered in accordance with sub-clause 7.5 below.*	7.4	**Acceleration of unvested Time-Based Options and Performance-Based Options** *Notwithstanding any other provision contained herein, the Committee may in its discretion, if (i) an Exit Event which is an Asset Sale or a Sale is proposed prior to the expiration of the relevant Options; or (ii) such other event as the Committee may determine to be appropriate for the purposes of acceleration, subject to the provisions of applicable Law, accelerate the Vesting of some or all Unvested Time-Based Options and/or Performance-Based Options such that the accelerated Time-Based Options and/or Performance-Based Options become Vested immediately prior to and conditional on the occurrence of such event. The Committee shall notify the relevant Option Grantee of such acceleration in the Exit Event Notice delivered in accordance with sub-clause 7.5 below, or by such other written notice as the Committee may determine in connection with any acceleration pursuant to limb (ii) above.*
9.2(a)(i)	*in respect of Time-Based Options and Performance Options which vest prior to an IPO, the third anniversary of the date on which such Options vest or such earlier date as may be required under applicable Laws;*	9.2(a)(i)	*in respect of Time-Based Options and Performance Options which vest prior to an IPO, the sixth anniversary of the date on which such Options vest or such earlier date as may be required under applicable Laws;*

Existing Clause Number	Existing Provision	New Clause Number	New Provision
9.2(a)(ii)	*in respect of Time-Based Options and Performance Options which vest after an IPO, the third anniversary of the date on which such Options vest or such earlier date as may be required under applicable Laws;*	9.2(a)(ii)	*in respect of Time-Based Options and Performance Options which vest after an IPO, the sixth anniversary of the date on which such Options vest or such earlier date as may be required under applicable Laws;*
9.2(a)(iii)	*in respect of Exit Event Options, the first anniversary of the date on which such Options vest or such earlier date as may be required under applicable Laws; and*	9.2(a)(iii)	*in respect of Exit Event Options, the sixth anniversary of the date on which such Options vest or such earlier date as may be required under applicable Laws; and*

The salient features and other details of the ESOP Plan as required are as under:

1. **Brief Description of the Scheme(s):**

   The ESOP Plan provides for grant of Options to the eligible employees including directors (other than independent directors) (collectively referred to as "employees") of the Company, as may be permissible under the Companies Act, 2013, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the relevant provisions of the Foreign Exchange Management Act, 1999 and rules and regulations issued thereunder to the extent applicable.

   Upon vesting of Options, the eligible employees earn a right (but do not have an obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company which shall be allotted by the Company, subject to receipt of exercise price and satisfaction of any tax obligation arising thereon.

   The Nomination and Remuneration Committee of the Company ("Committee") shall superintend and administer the ESOP Plan with terms of reference of such powers as delegated by the board of directors of the Company ("Board") or as are available under the applicable laws. All questions of interpretation of the ESOP Plan shall be determined by the Committee as per the terms of the ESOP Plan and applicable laws.

2. **The total number of benefits to be offered and granted:**

   The Shareholders of the Company had vide their special resolution dated May 9, 2024, approved the ESOP Plan authorizing the Committee to grant not exceeding 24,316,400 (Twenty four million three hundred and sixteen thousand and four hundred) Options ("Options Pool"). Pursuant to the approval of the members being sought under Item no 06 , the Options Pool under the ESOP plan will be increased by 17,500,000 options, aggregating to the total of 41,816,400 (Forty One Million Eight Hundred and Sixteen Thousand and Four Hundred) Options. Each Option when exercised would be converted into 1 (one) equity share of face value of INR 1 (Indian Rupee One) each, fully paid-up.

   Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or as otherwise stated in the ESOP Plan, would be available for being re-granted. The Committee is authorized to re-grant such lapsed/ cancelled Options as per the ESOP Plan.

   In case of any corporate action(s), such as rights issues, bonus issues, merger and sale of division and other forms of reorganization, a fair and reasonable adjustment will be made to the Options granted. Accordingly, if any additional Options/ equity shares are required to be issued by the Company to the Options grantees for making such fair and reasonable adjustment, the ceiling of Options/ equity shares as aforesaid shall be deemed to be increased to the extent of such additional Option/ equity shares issuances.

   In case the equity shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of equity shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity share of the Company after such sub-division or consolidation.

3. **Identification of classes of Employees entitled to participate and be beneficiaries in the Scheme, pursuant to the approval of the members of the Company sought for amendment of the terms of ESOP Plan:**

   "Employee" shall mean -

   a. An employee as designated by the Company, who is exclusively working in India or outside India; or

   b. A Director of the Company, whether a whole time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or

   c. An Employee as defined in clause (a) or (b) of a Group Company including Subsidiary Company or its Associate Company, in India or outside India, of the Company

   but does not include

   i. An Employee who is a Promoter or a person belonging to the Promoter Group; or

   ii. A Director who either himself or through his relative or through any body corporate directly or indirectly holds more than 10% (ten percent) of the outstanding equity shares of the Company.

4. **Requirement of Vesting and period of Vesting:**

   The Options granted shall vest so long as the employee continues to be in the employment or service of the Company, its subsidiary or group company as the case may be, on the date of vesting and must neither be serving his notice of resignation nor termination of employment/ service on such date of vesting. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance based vesting, and the proportion in which Options granted would vest (subject to minimum and maximum vesting period as specified below). The Options granted under the ESOP Plan shall vest not earlier than the minimum vesting period of 1 (one) year and not later than the maximum vesting period as determined by the Committee from the date of grant.

5. **Maximum period within which the options shall be vested:**

   The Options granted under the ESOP Plan shall vest not later than the maximum vesting period as determined by the Committee from the date of the grant.

6. **Exercise Price or Pricing Formula:**

   The exercise price per Option shall be determined by the Committee which in any case shall not be less than the face value of the equity share of the company as on the date of grant. Further, the exercise price shall be subject to conformity to the accounting policies as specified in Regulation 15 of the SBEB Regulations.

7. **Exercise period and process of Exercise:**

   The exercise period shall be determined by the Committee, subject to a minimum vesting period of 1 (one) year. The specific exercise period shall be intimated to the Option grantee in the grant letter at the time of grant.

   The Options will be exercised by the employees by a written notice including such details as prescribed under the ESOP Plan to the Trustee, in such manner, and on execution of such further documents, as may be prescribed in this regard from time to time, along with payment of the exercise price, applicable taxes and other charges or recovery of the exercise price, applicable taxes and other charges by the Trust in case of cashless exercise by the employee, as the case may be. The Option will lapse if not exercised within the specified exercise period.

8. **Appraisal process for determining the eligibility of the Employees for the scheme:**

   The Options shall be granted to the employees as per the eligibility criteria determined by the Committee as it deems fit, from time to time, which may include attributes like past performance, achievement of key performance indicators, future potential, etc.

9. Maximum number of shares to be offered and issued per Employee and in aggregate, if any:

The maximum number of Options that can be granted to an employee in aggregate shall vary depending upon the eligibility criteria as decided by the Committee from time to time (such as tenure, designation and the appraisal, ratings, etc). Pursuant to Item No. 7 of this Noice, a separate approval of the members of the Company has been sought, by way of a special resolution, to grant RSUs/ Options and/or other share based employee benefits to eligible employees, during any one year, which is equal to or more than 1% (one percent) of the issued capital (excluding any outstanding warrants and conversions) of the Company at the time of grant of such benefits.

10. The conditions under which Options vested in employees may lapse/cancel:

The vested Options shall cancel in case of termination of employment for Cause (as defined under the ESOP Plan). Further, irrespective of employment status, in case vested Options are not exercised within the prescribed exercise period, then such vested Options shall lapse.

11. The specified time period within which the employee shall exercise the vested ESOPs in the event of a proposed termination of employment or resignation or retirement of employee:

In case of resignation / termination without misconduct, all the vested Options as on date of notice of resignation / termination shall be exercisable till the end of 6 (six) months from the date of resignation/ termination. All vested Options at the time of issuing notice of such termination for misconduct / Cause (as defined in the ESOP Plan) shall stand cancelled from the date of issuing notice of such termination. In case of retirement of an employee, all the vested Options as on date of retirement shall be exercisable by the option grantee within 3 (three) years from the date of retirement or as determined and communicated from time to time by the Committee.

12. Maximum quantum of benefits to be provided per Employee under the scheme:

The maximum benefits to be provided per employee will be the same as the maximum units per employee.

13. Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:

The ESOP Plan shall continue to be implemented through the Trust.

14. Whether the Scheme involves new issue of shares by the company or secondary acquisition or both:

The ESOP Plan involves both fresh allotment from the Company and / or Secondary acquisition from the market by the Trust.

15 The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (five percent) of the paid up capital and free reserves, being the statutory ceiling under the Companies (Share Capital and Debentures) Rules, 2014. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the ESOP Plan and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of shares and any other eventual income of the Trust.

The Trust shall utilize the loan amount disbursed from time to time strictly for the acquisition of the Shares to be utilized for the purposes of the ESOP Plan.

16. The Maximum percentage of Secondary Acquisition that can be made by the Trust for the purposes of the Scheme:

The total number of shares under secondary acquisition held by the Trust shall at no point exceed 1% (one percent) of the paid-up equity capital of the Company as at end of the financial year immediately prior to the year in which the shareholders' approval is obtained for such secondary acquisition, and secondary acquisition in a financial year shall not exceed 0.5% of the paid up equity capital of the Company as at the end of the previous financial year immediately prior to the year in which the shareholders approval was obtained for such secondary acquisition.

17. A statement to the effect that the Company shall conform to the accounting policies specified in regulation:

The Company shall comply with the disclosure requirements and the accounting policies as prescribed under Regulation 15 of SBEB Regulations.

18. The method which the Company shall use to value its Benefits:

To calculate the employee compensation cost, the Company shall use the fair value method for valuation of the Options granted as prescribed under IND-AS 102 or under any relevant accounting standard as notified by the appropriate authorities from time to time.

19. Statement with regard to Disclosure in Director's Report:

In case, and to the extent applicable, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options, and the impact of this difference on profits and on earnings per share ("EPS") of the company shall be disclosed in the Directors' report.

20. Period of lock-in:

The shares arising out of exercise of vested Options shall be freely transferable and would not be subject to any lock-in period after such exercise except such restrictions as prescribed under applicable laws.

21. The particulars of the Trustee or employees in whose favour such Shares are to be registered:

It is contemplated that designated trustees shall acquire and hold the equity shares of the Company in due compliance with the SBEB Regulations and Companies Act, 2013, on behalf of the Trust, until such equity shares are transferred to eligible employees upon exercise of vested Options. An employee shall be a registered owner of equity shares pursuant to exercise of vested Options and transfer of corresponding number of equity shares by the trustee.

22. The particulars of trust, name, address, occupation and nationality of trustees and details of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

The Trust is in the nature of an irrevocable trust with the name 'Hexaware Employees Benefit Trust' (erstwhile Hexaware Employees Stock Option Trust – 2024) having its principal office at 8th floor, 13th Level, Q1, Loma Co-Developers1 Private Limited, Plot no. Gen-4/1, TTC Industrial Area, Ghansoli, Navi Mumbai, Maharashtra, 400710. The Trustees have no relationship with the promoters, directors, or key managerial personnel of the Company.

Particular of Trustees:

Sr. No.	Name	Address	Occupation	Nationality
1	Uma Thomas	8th floor, 13th Level, Q1, Loma Co-Developers1 Private Limited, Plot no. Gen-4/1, TTC Industrial Area, Ghansoli, Navi Mumbai, Maharashtra, 400710.	Chief Risk Officer	Indian
2	Riten Gosar		Vice President, Finance	Indian
3	Jacob P U		Senior Vice President, HR	Indian

23. The details about who would exercise and how the voting rights in respect of the shares to be acquired under the scheme would be exercised:

Until the equity shares are transferred to the respective eligible employees upon exercise of the Options, the Trustees shall be recorded as the registered holders of such equity shares held by them in their fiduciary capacity for and on behalf of the Trust.

The Trustees of the Trust shall not vote in respect of equity shares held in the Trust as per the SBEB Regulations. In this circumstance, the voting rights can be exercised by an Eligible Employee only when the equity shares are transferred by the Trust to him/her upon exercise of the Options.

24. Terms & conditions for buyback, if any, of specified securities covered under these regulations:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the ESOP Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

In terms of Section 62(1)(b) of the Companies Act, 2013 and Regulation 7 of the SBEB Regulations, the approval of the Members is sought by way of a Special Resolution for the amendment to the existing ESOP Plan. The Board of Directors of the Company recommends the Special Resolution as set out at Item No. 6 for approval by the Members of the Company.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel, are in any way concerned or interested in the resolution, except to the extent of the Equity Shares held by them in the Company or the Options that may be granted to them under the ESOP Plan.

The ESOP Plan and other documents referred to in the aforesaid resolution will be available electronically for inspection by the Members during the e-voting period. Members seeking to inspect such documents can send an e-mail to investori@hexaware.com

Item No. 7

Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 require the approval of Members by way of a Special Resolution for the grant of stock options to eligible employees. The Board of Directors has proposed to seek a specific and separate approval of the Members, over and above the approvals sought under Item No. 1 to Item No. 6 of this Notice, in respect of grant, issue and allotment of stock options where the aggregate number of options reserved, granted or allotted thereunder to identified/ eligible employees, taken together under all such scheme(s) of the Company, during any one year, equal to or exceeds 1% (one percent) of the issued/paid-up equity share capital (excluding outstanding warrants and conversions) of the Company, at the time of the grant.

The RSU Plan and ESOP Plan, together with their salient features, eligibility criteria, vesting conditions, exercise price, accounting policy and other particulars, have already been set out in detail under Item No. 1 and 6 of this Notice, respectively, and the same shall, mutatis mutandis, apply to the stock options and Restricted Stock Unit as applicable, if any, granted pursuant to the resolution set out at Item No. 7.

The rationale for seeking this specific approval is to enable the Company to attract, incentivize and retain key talent, including senior management and other critical employees, over the long term, without being constrained by cumulative dilution limits already approved by the Members, while ensuring that Members are given full visibility of, and are required to specifically approve, any dilution beyond 1% (one percent) of the issued/paid-up equity share capital of the Company on account of the Company's share based employee benefit scheme(s), taken together.

The above approval for grant, issue and allotment of stock options in excess of 1% (one percent) of the issued capital of the Company at the time of the grant is recommended by the Board of Directors.

The additional details disclosed over and above those already disclosed under Item No. 1 and Item No. 6 above, are as under:

1. Classes of employees covered:

The classes of employees eligible to participate remain as set out under Item No. 1, Item No.2 and Item No. 6 of this Notice.

2. Effect on Earnings Per Share:

The grant of stock options pursuant to this resolution may have a dilutive effect on the earnings per share ("EPS") and the shareholding pattern of the Company. The Company shall make all disclosures regarding the impact on EPS in accordance with the applicable accounting standards and the SBEB Regulations.

3. **Necessity of the resolution:**

In terms of Section 62(1)(b) of the Companies Act, 2013 and Regulation 6 of the SBEB Regulations, approval of the Members by way of a Special Resolution is required where the aggregate number of shares proposed to be covered under the Company's share-based employee benefit scheme(s) exceeds 1% of the issued capital (excluding outstanding warrants and conversion) of the Company at the time of grant of option. Accordingly, the Special Resolution set out at Item No. 7 is proposed for the approval of the Members.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7, except to the extent of the Equity Shares held by them in the Company or the stock options/ that may be granted to them under the ESOP Plan, as applicable.

The ESOP Plan and other documents referred to in the aforesaid resolution will also be available electronically for inspection by the Members during the e-voting period. Members seeking to inspect such documents can send an e-mail to investori@hexaware.com The Board of Directors recommends the Special Resolution set out at Item No. 7 for approval by the Members of the Company.

Item No. 8

At the 32nd Annual General Meeting held on April 30, 2025, the members of the Company approved the Incentive Payment Agreement dated June 14, 2023 (the **"Incentive Payment Agreement"**) executed between Mr. R. Srikrishna and CA Sebright Investments, Promoter Group Company (**"CA Sebright"**), for payment of incentive to Mr. R. Srikrishna based on the computation methodology described thereunder. The Incentive Payment Agreement was entered into as part of the Incentive Plan adopted by CA Sebright for Mr. R. Srikrishna, providing for cash awards linked to the multiple of invested capital (**"MOIC"**) as well as the internal rate of return (**"IRR"**) on the net proceeds eventually realised by CA Sebright from its investment in Hexaware Global Limited.

Under the Incentive Payment Agreement as originally approved by the shareholders on April 30, 2025, the indicative cash awards payable to Mr. R. Srikrishna (in USD Million) by CA Sebright were as follows:

	MOIC (x)			
Award subject to IRR of 20%	**<2.5**	**2.5**	**3.0**	**4.0**
Mr. R. Srikrishna	**NIL**	**10**	**20**	**40**

Cessation of Employment and Proposed Amendment

Pursuant to his resignation, Mr. R. Srikrishna shall cease to be the CEO & Whole Time Director of the Company with effect from the October 28, 2026. In recognition of Mr. R. Srikrishna's contributions to the Company during his tenure, CA Sebright has proposed to amend the terms of the Incentive Payment Agreement pursuant to a MOIC Exit Agreement dated September 02, 2026 (the **"MOIC Exit Agreement"**) executed between Mr. R. Srikrishna and CA Sebright.

The key terms of the amendment, as set out in the MOIC Exit Agreement, are as follows:

(a) With effect from the Cessation Date (as defined in the MOIC Exit Agreement), Mr. R. Srikrishna shall be entitled to 50% (fifty per cent.) of the incentive payment amount which would otherwise have been payable to him pursuant to the Incentive Payment Agreement, had his employment with the Company continued through the relevant date of payment of the Incentive Payment, payable on completion of the full exit of CA Sebright from its investment in Hexaware Global Limited.

(b) The amended indicative cash awards payable to Mr. R. Srikrishna (in USD Million) by CA Sebright are as follows:

Name	MOIC (x)			
Mr. R. Srikrishna	**<2.5**	**2.5**	**3.0**	**4.0 or more**
	NIL	**5**	**10**	**20**

(c) Where the MOIC realised falls between 2.5 and 3.0, or between 3.0 and 4.0, the amount payable shall be determined on a pro rata basis by straight line interpolation between the corresponding amounts set out in paragraph (b) above.

Rationale for the amendment

The amendment reflects a recognition of Mr. R. Srikrishna's contributions to the Company during his tenure.

The amended Incentive Payment Agreement, i.e., MOIC Exit Agreement falls within the remit of Regulation 26(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the payment of incentive being "profit sharing" under the said agreement requires the approval of the Board of Directors and the public shareholders of the Company by way of an ordinary resolution.

The Board of Directors of the Company at its meeting held on September 02, 2026 considered and approved the proposed amendment to the Incentive Payment Agreement, i.e., MOIC Exit Agreement and has recommended the same to the shareholders for approval.

Interest of Directors and Key Managerial Personnel

In accordance with Regulation 26(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all interested persons involved in the transaction shall abstain from voting in the general meeting on this resolution. In this regard, "interested person" shall mean any person holding voting rights in the Company and who is in any manner, whether directly or indirectly, interested in the amended Incentive Payment Agreement.

Except Mr. R Srikrishna, none of the Directors and Key Managerial Personnel or their relatives or any other officials of the Company is/are in any way, financially or otherwise, concerned or interested in the resolution.

The Board of Directors recommends the amendment to the Incentive Payment Agreement, i.e., MOIC Exit Agreement to the Shareholders for their approval as an ordinary resolution as mentioned at Item No. 8 of the accompanying Notice.

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

Gunjan Methi
Company Secretary and Compliance Officer
Membership No. A16317

Place: Navi Mumbai
Date: September 02, 2026

Correspondence and Registered Office:
8th floor, 13th Level, Q1, Loma
Co- Developers1 Private Limited,
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CIN: L72900MH1992PLC069662
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