ADVERTISEMENT UNDER REGULATION 18(7) IN TERMS OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 (AS AMENDED) (THE "SEBI (SAST) REGULATIONS") TO THE PUBLIC SHAREHOLDERS OF

HEXAWARE TECHNOLOGIES LIMITED

(THE "TARGET COMPANY")

This advertisement (this "**Advertisement**") is being issued by ICICI Securities Limited ("**Manager**"), for and on behalf of HT Global IT Solutions Holdings Limited (the "**Acquirer**") along with Parel Investment Holdings Limited ("**PAC1**") and The Baring Asia Private Equity Fund V, L.P. ("**PAC2**", PAC1 and PAC2 collectively referred to as the "**PACs**"), pursuant to and in compliance with the SEBI (SAST) Regulations in respect of the open offer ("**Offer**") to acquire up to 7,83,49,823 (Seven crores eighty three lakhs fortynine thousand eight hundred twenty three) Shares. The detailed public statement ("**DPS**") with respect to the Offer was made on Friday, 30th August, 2013 in The Financial Express, Jansatta and Mumbai Lakshadeep, and the letter of offer (the "**Letter of Offer**") dated 12th October, 2013 with respect to the Offer was dispatched to all Public Shareholders by Friday, 18th October, 2013. A corrigendum (the "**Corrigendum**") to the DPS and the Letter of Offer was published on Wednesday, 16th October, 2013 in the same newspapers in which the DPS was published. Accordingly, the DPS and the Letter of Offer are to be read in conjunction with the Corrigendum. Capitalised terms used but not defined in this Advertisement shall have the meaning assigned to such terms in the DPS.

The shareholders of the Target Company are requested to kindly note the following information related to the Offer:

1. The Offer Price is ₹ 135 (Rupees one hundred thirty five) per Share. There has been no upward revision in the Offer Price.
2. The committee of independent directors of the Target Company (the "**IDC**") has recommended that the Offer Price of ₹ 135 (Rupees one hundred thirty five) per Share is fair and reasonable. The recommendations of the IDC were published on Friday, 11th October, 2013 in the same newspapers in which the DPS was published.
3. The Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. The Letter of Offer was dispatched to all Public Shareholders by Friday, 18th October, 2013. Please note that a copy of the Letter of Offer (including the Form of Acceptance-cum-Acknowledgement) will also be available on the website of the Securities and Exchange Board of India ("**SEBI**") (www.sebi.gov.in) during the tendering period of the Offer and the Public Shareholders can also apply by downloading such form from SEBI's website. Further, in case of non-receipt/non-availability of the Form of Acceptance-cum-Acknowledgement, the application can be made on plain paper along with the following details:

4.1 In case of Shares held in physical form: name(s) and address(es) of joint holder(s) (if any), number of Shares held, number of Shares tendered, distinctive numbers, folio number, original share certificate(s), original broker contract note of a registered broker (in case of unregistered Public Shareholders) and valid share transfer form(s). The details of the Acquirer should be kept blank.

4.2 In case of Shares held in dematerialized form: name, address, number of Shares held, number of Shares tendered, DP name, DP ID, account number together with photocopy or counterfoil of the delivery instruction slip in "off-market" mode duly acknowledged by the DP for transferring the Shares in favour of "KCPL - ESCROW ACCOUNT HEXAWARE OPEN OFFER" as per the details given below:

DP NAME	Karvy Stock Broking Limited
DP ID	IN300394
CLIENT ID	18651765
ACCOUNT NAME	KCPL - ESCROW ACCOUNT HEXAWARE OPEN OFFER
DEPOSITORY	National Securities Depository Limited (NSDL)
DATE OF CREDIT	On or before Friday, 8 November, 2013
MARKET	Off Market

5. Public Shareholders having their beneficiary account in the Central Depository Services (India) Limited (CDSL) are required to use the inter-depository delivery instruction slip for the purpose of crediting their Shares in favor of the Depository Escrow Account with NSDL.
6. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the draft Letter of Offer was submitted to SEBI on Friday, 6th September, 2013. SEBI, in terms of a letter bearing reference number CFD/DCR/SKS/25770/2013 dated Wednesday, 9th October, 2013, issued its comments on the draft Letter of Offer in terms of regulation 16(4) of SEBI (SAST) Regulations. These comments have been incorporated in the Letter of Offer.
7. The Acquirer has completed the purchase of Shares and ADRs in terms of the Share Purchase Agreements, the execution of which had triggered the Offer. The aforesaid has been reflected in the Letter of Offer as well as the Corrigendum.
8. **Statutory Approvals**:

   The status of statutory approvals is as follows:

8.1 The Acquirer had made an application dated 4th September, 2013 before the Competition Commission of India seeking approval for the transactions contemplated under SPA1, SPA2 and the Offer. The Competition Commission of India granted its approval for the aforesaid in terms of an order dated 19th September, 2013.

8.2 The Acquirer had made an application to the RBI dated 23rd September, 2013 seeking approval to purchase the Shares tendered by the NRI and OCB Public Shareholders in the Offer. The aforesaid application is currently pending with the RBI.

9. **Schedule of Activities**:

ACTIVITY	SCHEDULE (DAY AND DATE)
Issuance of the PA	Friday, 23th August, 2013
Publication of the DPS in the newspapers	Friday, 30th August, 2013
Filing of the draft Letter of Offer with SEBI	Friday, 6th September, 2013
Last date for the public announcement of a competing offer being made	Monday, 23th September, 2013
Identified Date*	Thursday, 10th October, 2013
Date by when the Letter of Offer was dispatched to the Public Shareholders	Friday, 18th October, 2013
Date of commencement of tendering period (Offer Opening Date)	**Friday, 25th October, 2013**
Date of expiry of tendering period (Offer Closing Date)	**Friday, 8th November, 2013**
Date by which all requirements including payment of consideration would be completed	Friday, 22nd November, 2013

**** Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom this Letter of Offer shall be mailed. It is clarified that all the Public Shareholders (registered or unregistered) who own the Shares are eligible to participate in the Offer at any time before expiry of the Tendering Period.***

The Acquirer and the PACs accept full responsibility for the information contained in this Advertisement and also accept responsibility for the obligations of the Acquirer and the PACs laid down under the SEBI (SAST) Regulations.

This Advertisement is expected to be available on the SEBI's website (www.sebi.gov.in)

Issued by the Manager for and on behalf of the Acquirer and the PACs.

ICICI Securities

ICICI Securities Limited

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Place : Mumbai

Date : 23rd October, 2013

PRESSMAN

Size: 12 (w) X 31 (h)