CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT DATED 29TH AUGUST, 2013
AND THE LETTER OF OFFER DATED 12TH OCTOBER, 2013 TO THE PUBLIC SHAREHOLDERS OF

HEXAWARE TECHNOLOGIES LIMITED

(THE "TARGET COMPANY")

This corrigendum (this "**Corrigendum**") is being issued by ICICI Securities Limited (the "**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 Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended) (the "**SEBI (SAST) Regulations**") to amend and supplement: (a) the detailed public statement dated 29th August, 2013 to the public shareholders of the Target Company (the "**DPS**"); and (b) the letter of offer dated 12th October, 2013 issued by the Acquirer and the PACs (the "**Letter of Offer**"). This Corrigendum is in continuation of and should be read in conjunction with the public announcement issued on 23rd August, 2013 (the "**PA**"), the DPS and the Letter of Offer, unless otherwise specified. Capitalised terms used but not defined in this corrigendum shall have the same meaning assigned to them in the DPS.

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

A. CHANGES TO THE DPS:

1. Update on the Schedule of Activities:

The revised schedule of activities pertaining to the Offer is as set forth below. The revised schedule of activities should be read in substitution of the schedule of activities as set out in paragraph VII of the DPS:

ACTIVITY	ORIGINAL SCHEDULE (DAY AND DATE)	REVISED SCHEDULE (DAY AND DATE)
Issuance of the PA	Friday, 23rd August, 2013	Friday, 23rd August, 2013
Publication of the DPS in the newspapers	Friday, 30th August, 2013	Friday, 30th August, 2013
Filing of the draft Letter of Offer with SEBI	Friday, 6th September, 2013	Friday, 6th September, 2013
Last date for the public announcement of a competing offer being made	Monday, 23rd September, 2013	Monday, 23rd September, 2013
Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager)	Monday, 30th September, 2013	Wednesday, 9th October, 2013#
Identified Date*	Thursday, 3rd October, 2013	Thursday, 10th October, 2013
Last date by which the Letter of Offer is required to be dispatched to the Public Shareholders	Thursday, 10th October, 2013	Friday, 18th October, 2013
Last date for upward revision of the Offer Price/Offer Size	Monday, 14th October, 2013	Tuesday, 22nd October, 2013
Last day by which the committee of independent directors of the Target Company shall give its recommendation	Tuesday, 15th October, 2013	Friday, 11th October, 2013**
Last date of publication of the Offer opening advertisement Public Announcement	Thursday, 17th October, 2013	Thursday, 24th October, 2013
Date of commencement of tendering period (Offer Opening Date)	Friday, 18th October, 2013	Friday, 25th October, 2013
Date of expiry of tendering period (Offer Closing Date)	Thursday, 31st October, 2013	Friday, 8th November, 2013
Date by which all requirements including payment of consideration would be completed	Monday, 18th November, 2013	Friday, 22nd November, 2013

 # Date of receipt of final comments from SEBI on the draft Letter of Offer.

**** 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.***

***** Date of publication of the recommendations.***

2. Update on Completion under the Share Purchase Agreements:

2.1 The following events occurred prior to 10th October, 2013:

2.1.1 The Acquirer was granted the CCI Approval on 19th September, 2013, without any conditions which may result in a Material Adverse Change;

2.1.2 The Promoter Sellers issued the Seller Confirmation Notice, and Seller3 issued a notice (the "**Seller3 Confirmation Notice**"), to the Acquirer on 27th September, 2013, in each case, requiring the Acquirer to confirm if the price payable to the Public Shareholders under the Offer is proposed to be increased. On 30th September, 2013, the Acquirer responded to the Seller Confirmation Notice and the Seller3 Confirmation Notice confirming that the price payable to the Public Shareholders under the Offer shall not be increased;

2.1.3 In terms of a letter dated 27th September, 2013, the Acquirer and the Promoter Sellers have waived the requirement for executing the Transaction Escrow Agreement and the transactions contemplated thereunder;

2.1.4 A period of 21 (twenty one) working days from the date of the DPS has elapsed as on 1st October, 2013; and

2.1.5 The Promoter Sellers and Seller3 issued the Promoter Seller Notice and the Seller3 Notice to the Acquirer on 1st October, 2013.

2.2 Consequent to the occurrence of the aforesaid events:

2.2.1 on 10th October, 2013, the Acquirer deposited ₹ 1047,14,53,843 (Rupees one thousand forty seven crores fourteen lakhs fifty three thousand eight hundred forty three) in the Escrow Account - Cash in terms of Regulation 22(2) the SEBI (SAST) Regulations, which has been confirmed by the Escrow Agent by a letter dated 10th October 2013 issued to the Manager. This amount, together with the sum of ₹ 10,57,72,262.11 (Rupees Ten crores fifty seven lakhs seventy two thousand two hundred sixty two Paise eleven) in the Escrow Account - Cash representing 1% (one per cent) of the Offer Consideration, constitutes 100% (one hundred per cent) of the Offer Consideration having been deposited in the Escrow Account - Cash;

2.2.2 consequent to the funding of the Escrow Account - Cash as stated in paragraph 2.2.1 above, the Manager has released the Bank Guarantee in terms of a letter dated 11th October, 2013 (the "**Completion Date**") issued to the BG Issuer; and

2.2.3 the Shares acquired by PAC1, as described in I(A)(2.7) of the DPS (as updated per paragraph 3.1 below), have been released from escrow and have been transferred to the custodian account of PAC1 on the Completion Date.

Accordingly, paragraphs V (D), (E) and (I) of DPS shall be read in conjunction with the aforesaid.

2.3 Consequent to completion of the aforesaid actions, the Acquirer has:

2.3.1 in terms of SPA1, purchased the Promoter Sale Shares from Seller1 and Seller2 for an aggregate consideration of ₹ 1116,75,31,560 (Rupees one thousand one hundred sixteen crores seventy five lakhs thirty one thousand five hundred sixty) less an amount equivalent to USD 7,90,010 (United States Dollars seven lakhs ninety thousand and ten); and

2.3.2 in terms of SPA2, purchased the Seller3 Sale Shares for an aggregate consideration of ₹ 570,38,82,300 (Rupees five hundred seventy crores thirty eight lakhs eighty two thousand three hundred) less an amount equivalent to USD 4,25,390 (United States Dollars Four lakhs twenty five thousand three hundred ninety). Further, in accordance with SPA2, the Acquirer has withheld the Holdback Amount from the purchase consideration paid to Seller3 in respect of the Equity Sale Shares.

2.4 Pursuant to the aforesaid acquisition of Shares by the Acquirer and the acquisition of Shares by PAC1, as detailed in paragraph I(A)(2.7) of the DPS (as mentioned per paragraph 3.1 below), the Acquirer has acquired control of the Target Company, and hence, will be classified as the new promoter of the Target Company. Consequently, the persons who were hitherto disclosed as part of the promoter and promoter group of the Target Company in the filings with the stock exchanges (i.e. Seller1, Seller2, Ms. Devangi Atul Nishar, Ms. Priyanka Atul Nishar, Mr. Atul Nishar and Ms. Alka Atul Nishar) are no longer part of the promoter and promoter group of the Target Company, and their shareholding (i.e. 3,43,720 (Three lakhs forty three thousand seven hundred twenty) Shares, 3,15,690 (Three lakhs fifteen hundred six hundred ninety) Shares, 1,000 (One thousand) Shares and 1,000 (One thousand) Shares held by Ms. Devangi Atul Nishar, Ms. Priyanka Atul Nishar, Mr. Atul Nishar and Ms. Alka Atul Nishar respectively) is now considered as part of the public shareholding of the Target Company.

2.5 Pursuant to a meeting of the Board held on the Completion Date, effective on and from the Completion Date:

2.5.1 Mr. LS Sarma, Mr. Ashish Dhawan, Mr. Shailesh Haribhakti, Ms. Preeti Mehta, Mr. Subrata Kumar Mitra, and Mr. S Doreswamy have resigned as directors from the Board;

2.5.2 Mr. Jimmy Mahtani and Mr. Kosmo Kalliarekos, directors nominated by the Acquirer, have been appointed on the Board;

2.5.3 Mr. Dileep Choksi has been appointed as an independent director on the Board;

2.5.4 Mr. Abhay Havaldar has been designated as an independent director on the Board; and

2.5.5 Mr. Atul Nishar continues to be non-executive chairman of the Board, not being part of or related to the promoter group of the Target Company.

2.6 In light of the foregoing, paragraphs I(A)(1.6), I(B)(3), I(D)(10) and (11), II, V(D), (E) and (I), VI(A) and (E) of the DPS shall be read in conjunction with the aforesaid.

3. Update on Other Matters:

3.1 Paragraph I(A)(2.7) of the DPS shall be read as follows:

Post the date of the PA, PAC1 has made Share acquisitions in accordance with Regulation 22(2A) of the SEBI (SAST) Regulations. As on 15th October, 2013, the aggregate Share acquisitions made by PAC1 in accordance with Regulation 22(2A) of the SEBI (SAST) Regulations is as set forth below:

DATE OF ACQUISITION	NUMBER OF SHARES	MODE OF ACQUISITION	AVERAGE PURCHASE PRICE PER SHARE (₹)	% OF VOTING SHARE CAPITAL
27th August, 2013	37,551	Market purchase	129.0949	0.0125
27th August, 2013	5,000	Market purchase	128.14	0.0017
28th August, 2013	78,356	Market purchase	127.2076	0.0260
28th August, 2013	14,993	Market purchase	127.44	0.0050
29th August, 2013	13,00,000	Market purchase	128.6942	0.4314
29th August, 2013	3,12,000	Market purchase	128.83	0.1035
30th August, 2013	13,50,000	Market purchase	128.9317	0.4480
30th August, 2013	13,50,000	Market purchase	128.95	0.4480
2nd September, 2013	11,37,387	Market purchase	128.5463	0.3774
2nd September, 2013	9,63,275	Market purchase	128.52	0.3197
3rd September, 2013	9,78,753	Market purchase	128.7992	0.3248
3rd September, 2013	9,51,468	Market purchase	128.8	0.3157
4th September, 2013	6,76,082	Market purchase	127.9984	0.2244
4th September, 2013	6,12,888	Market purchase	128.0	0.2034
5th September, 2013	13,50,000	Market purchase	126.4983	0.4511
5th September, 2013	13,50,000	Market purchase	126.55	0.4511
6th September, 2013	14,00,000	Market purchase	126.4794	0.4646
6th September, 2013	14,00,000	Market purchase	126.75	0.4646
10th September, 2013	14,00,000	Market purchase	126.2903	0.4646
10th September, 2013	14,00,000	Market purchase	126.46	0.4646
11th September, 2013	14,00,000	Market purchase	126.9994	0.4646
11th September, 2013	14,00,000	Market purchase	127.00	0.4646
12th September, 2013	14,00,000	Market purchase	126.5844	0.4646
12th September, 2013	14,00,000	Market purchase	126.65	0.4646
24th September, 2013	7,32,123	Market purchase	126.6565	0.2430
24th September, 2013	1,01,241	Market purchase	126.64	0.0336
25th September, 2013	14,00,000	Market purchase	128.6685	0.4646
25th September, 2013	4,87,210	Market purchase	129.32	0.1617
TOTAL	2,63,88,327	N/A	N/A	8.7568

3.2 Paragraph I(C)(4) of the DPS shall be read as follows:

The Target Company has also issued ADRs which are currently not listed. Each ADR represents 1 (one) Share. In terms of the depository agreement dated 24th January, 2013 (the "**Depository Agreement**") entered into by the Target Company with JP Morgan Chase Bank, N.A. (the "**ADR Depository**"), the owners and beneficial owners of the ADRs, the ADRs did not carry any voting rights. By resolution dated as of the Execution Date, the board of directors of the Target Company (the "**Board**") had resolved to amend the Depository Agreement to confer voting rights on the ADRs. Further, the ADR Depository and the Target Company have executed an amendment agreement dated 26th September, 2013 to the Depository Agreement. In terms of the aforesaid amendment agreement, the holders of the ADRs can now instruct the ADR Depository to vote the Shares underlying the ADRs in accordance with their instructions. Accordingly, the ADRs now carry voting rights.

3.3 As of the date of the DPS, the issued, subscribed and paid-up share capital of the Target Company was ₹ 59,75,74,174 (Rupees fifty nine crores seventy five lakhs seventy four thousand one hundred seventy four) consisting of 29,87,87,087 (Twenty nine crores eighty seven lakhs eighty seven thousand eighty seven) Shares. Thereafter, the Target Company has made the following allotments:

DATE OF ALLOTMENT	NO. OF SHARES ALLOTTED	REASON OF ALLOTMENT
2nd September 2013	4,83,955	Exercise of employee stock options
19th September 2013	153,500	Exercise of employee stock options
30th September 2013	1,78,555	Exercise of employee stock options

Consequent to the aforesaid allotments, the issued, subscribed and paid-up share capital of the Target Company as of the date of the Letter of Offer stands increased at ₹ 59,92,06,194 (Rupees fifty nine crores ninety two lakhs six thousand one hundred ninety four) consisting of 29,96,03,097 (Twenty nine crores ninety six lakhs three thousand ninety seven) Shares. Accordingly, paragraph I(C)(7) of the DPS shall be read in conjunction with the aforesaid.

3.4 Paragraph I(C)(8) of the DPS shall be read as follows:

The Voting Share Capital has been computed as follows:

NO.	PARTICULARS	SHARES
A.	Shares outstanding as on the date of the Letter of Offer	29,96,03,097
B.	Outstanding options already vested or to be vested by 10 working day following the closure of the Offer	17,42,375
C.	Voting Share Capital **(A+B)**	**30,13,45,472**

3.5 Accordingly, the Voting Share Capital is ₹ 60,26,90,944 (Rupees sixty crores twenty six lakhs ninety thousand nine hundred forty four) consisting of 30,13,45,472 (Thirty crores thirteen lakhs forty five thousand four hundred seventy two) Shares, which is the same as disclosed in the DPS.

3.6 Between the date of the PA and 15th October, 2013, PAC1 has acquired Shares, details of which have been set out in paragraph 3.1 above. Paragraph I(D)(12) of the DPS shall be read in conjunction with the aforesaid.

3.7 Paragraph I(A)(13) of the DPS shall be read as follows:

In terms of Regulation 25(2) of the SEBI (SAST) Regulations, neither the Acquirer nor the PACs have any plans to sell, dispose of or otherwise encumber any material assets of the Target Company during the period of 2 (two) years from the expiry of the Offer period except to the extent required in the ordinary course of business of the Target Company. It will be the responsibility of the Board to make appropriate decisions in these matters in accordance with the requirements of the business of the Target Company. Such approvals and decisions will be governed by the provisions of the relevant regulations or any other applicable laws and legislation at the relevant time. Further, during such period of 2 (two) years, save as set out above,the Acquirer and the PACs undertake not to sell, dispose of or otherwise encumber any material assets of theTarget Company except with the prior approval of the shareholders of the Target Company through a special resolution by way of a postal ballot in terms of Regulation 25(2) of the SEBI (SAST) Regulations.

3.8 Paragraph III(A) of the DPS shall be read as follows:

The current and proposed shareholding of the Acquirer and PACs in Target Company and the details of their acquisition are as follows:

SHAREHOLDING	ACQUIRER		PAC1		PAC2		TOTAL	
	NUMBER	%	NUMBER	%	NUMBER	%	NUMBER	%
AS ON THE DATE OF THE PA	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
SHARES ACQUIRED BETWEEN THE DATE OF THE PA AND THE COMPLETION DATE	NIL	NIL	2,63,88,327	8.76	NIL	NIL	2,63,88,327	8.76
AFTER COMPLETION OF ACQUISITIONS UNDER SPA1 AND SPA2	12,49,73,436	41.47	2,63,88,327	8.76	NIL	NIL	15,13,62,263	50.23

3.9 Paragraph V(G) of the DPS shall be read as follows:

The Acquirer has decided not to increase the Offer Price.

3.10 Paragraph VI(B) of the DPS shall be read as follows:

The acquisition of Shares tendered in the Offer by NRIs and overseas corporate bodies ("**OCBs**") is subject to receipt of approval from the Reserve Bank of India ("**RBI**")for such acquisition (since the Shares validly tendered in the Offer will be acquired by a non-resident entity). The Acquirer has made an application to the RBI dated 23rd September, 2013 seeking approval to purchase the Shares tendered by the NRI and OCB Shareholders in the Offer. The aforesaid application is currently pending with the RBI.OCB Shareholders are also required to approach the RBI independently to seek approval to tender the Shares in the Offer. Further, if holders of the Shares who are not persons resident in India (including the NRIs, the OCBs and the foreign institutional investors) had required any approvals (including from the Foreign Institutional Promotion Board or any other regulatory body) in respect of the Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Shares, along with the other documents required to be tendered to accept this Offer. If the approvals mentioned above, as may be applicable, are not submitted, the Acquirer and PACs reserve the right to reject such Shares tendered in this Offer.

3.11 Consequent to completion of SPA1 and SPA2, Paragraph VI(E) of the DPS shall stand deleted.

B. CHANGES TO THE LETTER OF OFFER:

1. In relation to paragraph 4.17 of the Letter of Offer, please note that the designation of Mr. Ashish Dhawan was a 'non-executive director' of the Target Company, and not an 'independent director' as stated in the Letter of Offer. Accordingly, paragraph 4.17 of the Letter of Offer shall be read in conjunction with the aforesaid.

All other terms and conditions of the Offer remain unchanged.

Other than information in relation to the Target Company and the Sellers, the Acquirer and the PACs and their respective directors accept full responsibility for the information contained in this Corrigendum and also accept responsibility for the obligations of the Acquirer and PAC as set out in the SEBI (SAST) Regulations.

A copy of this Corrigendum is expected to be available on SEBI's website (www.sebi.gov.in).

For further details, please refer to the Letter of Offer.

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

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Place : Mumbai
Date : 15th October, 2013