Hexaware TECHNOLOGIES
YOUR SUCCESS IS OUR FOCUS

January 19, 2015

National Stock Exchange of India Limited
Exchange Plaza, 5th floor,
Plot No. C/1, G Block,
Bandra - Kurla Complex,
Bandra (East),
Mumbai – 400 051.

Kind Attn: - Mr. Hari K.

Dear Sir,

Sub: Proceedings of the Extra-Ordinary General Meeting of the Company.

In compliance with Clause 31(d) of the Listing Agreement, we are enclosing herewith certified true copy of the proceedings of the Extra-Ordinary General Meeting of the Company held on December 19, 2014 at 3.00 p.m. at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovinddas Building, 18/20, K. Dubhash Marg, Behind Prince of Wales Museum/Kala Ghoda, Mumbai - 400 001.

Kindly acknowledge receipt and take the same on your record.

Thanking you,

Yours faithfully,

For **Hexaware Technologies Limited**

Gunjan Methi
Company Secretary

Encl: as above

MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON FRIDAY, DECEMBER 19, 2014 AT 3.00 P.M. AT M. C. GHIA HALL, 4TH FLOOR, BHOGILAL HARGOVINDDAS BUILDING, 18/20, K. DUBHASH MARG, BEHIND PRINCE OF WALES MUSEUM/KALA GHODA, MUMBAI - 400 001

Present:

MR. ATUL K. NISHAR	**CHAIRMAN**
MR. R SRIKRISHNA	**CEO & EXECUTIVE DIRECTOR**
MR. P R CHANDRASEKAR	**VICE CHAIRMAN**
MR. BHARAT SHAH	**INDEPENDENT DIRECTOR**

In Attendance:

MR. RAJESH KANANI	**CHIEF FINANCE OFFICER**
MRS.GUNJAN METHI	**COMPANY SECRETARY**

By Invitation:

MR. SANJAY AMDEKAR	**DIRECTOR -DELOITTE HASKINS & SELLS LLP (Statutory Auditors)**

Mr. Atul K. Nishar occupied the Chair pursuant to the provisions of Article 72 of the Articles of Association of the Company.

Mrs. Gunjan Methi, Company Secretary informed the Chairman that 83 (Eighty Three) members including representatives/proxies were present for the meeting. The Chairman informed the Members that the necessary quorum was present and he called the meeting to order.

The Chairman informed the Members that the Company had received 15 valid proxies for 72,11,964 Equity Shares of Rs. 2/- each, representing 2.40% of the equity capital of the Company. The Chairman further informed the Members that the Register of Directors' Shareholding, maintained pursuant to the provisions of Companies Act, Proxies received by the Company, as well as the Proxy Register had been kept open for inspection by the members.

The Chairman introduced the Directors on dais. With the consent of the members present, the Notice convening the Extra-Ordinary General Meeting having already circulated to the members was taken as read.

Mr. Atul Nishar, Chairman informed that as per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company provided its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

He further informed that in line with the provisions of the Companies Act Voting by 'Show of Hands' was not permitted at a general meeting where e-Voting has been offered to the shareholders. Therefore, it becomes necessary to conduct the poll at the meeting in respect of the items on the agenda to be transacted at the EGM.

The Chairman informed that the arrangement for Poll at the meeting was made. Sharepro, the Registrar and Share Transfer Agents of the Company have provided the Shareholders with the Ballot Paper at time of their registration. Mr. S. N. Ananthasubramanian & Co, Practicing Company Secretary have been appointed as the Scrutinizer for e-voting as well as Poll process.

He further added that the Members present in the meeting who have not been able to cast their vote through e-voting may cast their votes through poll in the box kept in the auditorium.

He then informed that the poll was open and the shareholders could vote by poll at their convenience. The representative locked the Poll Box in the presence of the shareholders.

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CHAIRMAN'S INITIALS

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Mr. Nishar then mentioned that the results of voting on each resolution shall be determined by adding the votes of the poll with the electronic votes in favour or against the same resolution.

On receipt of Scrutinizer's report on the poll the results of voting shall be declared in the next two days and shall be intimated to the Stock Exchanges and shall be uploaded on Company's website.

The Chairman then took up the business as per the items on agenda for the meeting.

SPECIAL BUSINESS:

ITEM NO. 1 - APPOINTMENT OF MR. R SRIKRISHNA AS A WHOLE-TIME DIRECTOR OF THE COMPANY.

Mrs. Ashalata Maheshwari proposed the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of the articles of association of the Company, Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions of the Rules made thereunder (including any statutory modification, enactment(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government, Mr. R Srikrishna, (holding DIN 03160121) be and is hereby appointed as the Whole-time Director of the Company, designated as Executive Director, for a period with effect from October 17, 2014 till July 27, 2019 as per the terms and conditions of appointment as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, details of which are as set out in the Explanatory Statement annexed to the Notice;

RESOLVED FURTHER THAT Mr. R Srikrishna be paid remuneration as per the relevant agreement entered into between Mr. R Srikrishna and the Company, details of which have been provided in the explanatory statement to the notice;

RESOLVED FURTHER THAT the Board/Committee of the Board be and is hereby authorized to alter, vary and modify the said terms and conditions of his appointment in such manner as may be agreed to between the Board/ Committee of the Board and Mr. R. Srikrishna – Executive Director, in accordance with the provisions of Section 196, 197 and limits prescribed by Schedule V to the Companies Act, 2013 or any amendment(s) and /or any statutory modification(s) thereto;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable including but not limited to making of an application to regulatory authorities, if necessary, execution of necessary documents and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution."

Mr. Prakash Arvind Vijayakar seconded the resolution.

ITEM NO. 2 – APPOINTMENT OF MR. BHARAT SHAH AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

Mrs. Shobhana Mehta proposed the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Bharat Shah (holding DIN 00136969), a non-executive Director of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for two consecutive years w.e.f. October 17, 2014, who shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013."

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Mr. H V Sanghavi seconded the resolution.

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ITEM NO. 3 – APPOINTMENT OF MR. DILEEP CHOKSI AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

Mr. G H Bharucha proposed the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Dileep Choksi (holding DIN 00016322), a non-executive Director of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for two consecutive years w.e.f. October 17, 2014, who shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013."

Mrs. Homayun Beruz Pouredehi seconded the resolution.

ITEM NO. 4 – APPOINTMENT OF MR. ATUL NISHAR AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION

Mrs. Smita Shah proposed the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Atul Nishar, (holding DIN 00307229) a non-executive Director of the Company, who was appointed as a director not liable to retire by rotation be and is hereby subject to retirement by rotation to comply with the requirements of Section 152 of the Companies Act, 2013."

Mrs. Mascarenhas seconded the resolution.

ITEM NO. 5 – APPOINTMENT OF MR. JIMMY MAHTANI AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION

Mr. Prakash Chandra Mapara proposed the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Jimmy Mahtani, (holding DIN 00996110) a non-executive Director of the Company, who was appointed as a director not liable to retire by rotation be and is hereby subject to retirement by rotation to comply with the requirements of Section 152 of the Companies Act, 2013."

Mr. Arpit Jain seconded the resolution.

ITEM NO. 6 – APPOINTMENT OF MR. KOSMAS KALLIAREKOS AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION

Mr. Ronald Fernandes proposed the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Kosmas Kalliarekos, (holding DIN 03642933) a non-executive Director of the Company, who was appointed as a director not liable to retire by rotation be and is hereby subject to retirement by rotation to comply with the requirements of Section 152 of the Companies Act, 2013."

Mr. Aspi Bhesania seconded the resolution.

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HELD AT ON TIME

ITEM NO. 7 – AMENDMENTS TO ARTICLES OF ASSOCIATION OF THE COMPANY

Mr. Jitendra Maheshwari proposed the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company be and is hereby amended, as follows:

The following Article (88A) shall be deleted:
"88A. Mr. Jimmy Mahtani and Mr. Kosmas Kalliarekos, Non-Executive Directors of the Company, shall not be liable to retire by rotation or be taken into account for determining the retirement of Directors by rotation."

Mr. Yusuf Rangwala seconded the resolution.

The Chairman then invited queries from the members on the notice convening the EGM. The queries raised by the members were answered by the Chairman to the satisfaction of the members present

The Chairman then ascertained whether all the shareholders present have cast their vote and that nobody was left.

He then declared that the poll process was complete and closed. He then declared the meeting to be closed.

VOTE OF THANKS

Mrs. Ashalata Maheshwari proposed a vote of thanks to the Chair.

Atul K. Nishar

Atul K. Nishar
Chairman

Place: Mumbai
Date : 18.01.2015

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