Hexaware
TECHNOLOGIES
YOUR SUCCESS IS OUR FOCUS

January 08, 2014

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 : - Intimation under Clause 31(d) of the Listing Agreement.
Minutes of Extra Ordinary General Meeting of the Company held on December 13, 2013

Pursuant to Clause 31(d) of Listing Agreement please find enclosed Copy of Signed Minutes of Extra Ordinary General Meeting of the Company held on December 13, 2013.

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.

HELD AT _____ ON _____ TIME _____

MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF HEXAWARE TECHNOLOGIES LIMITED HELD ON FRIDAY, THE 13TH DAY OF DECEMBER, 2013 AT KAMALNAYAN BAJAJ HALL, BAJAJ BHAVAN, GROUND FLOOR, 226, NARIMAN POINT, MUMBAI - 400 021 AT 3.00 P.M.

Present:

MR. ATUL K NISHAR	**CHAIRMAN**
MR. P R CHANDRASEKAR	**VICE CHAIRMAN & GLOBAL CEO**
MR. R V RAMANAN	**EXECUTIVE DIRCETOR & PRESIDENT GLOBAL DELIVERY**

In Attendance:

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

Mr. Atul K. Nishar occupied the Chair pursuant to the provisions of Article 72 of the Articles of Association of the Company. Mr. Nishar extended a hearty welcome to the members present.

Mrs. Gunjan Methi, Company Secretary informed the Chairman that 146 (One hundred and Forty Six) 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 96 valid proxies for 20,10,55,881 Equity Shares of Rs. 2/- each, representing 67.05% of the equity capital of the Company. The Chairman further informed the Members that the Register of Directors' Shareholding maintained pursuant to Section 307 of the Companies Act, 1956, 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 the dias to the members.

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.

The following business was, thereafter, transacted and accordingly the following resolutions were passed at the meeting:

SPECIAL BUSINESS:

ITEM NO. 1 - AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Chairman invited queries from the members pertaining to the resolutions to be passed at the meeting. The queries raised by the members were answered by the Chairman to the satisfaction of the members present.

Mr. Atul Nishar, Chairman thereafter proposed the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Section 31 and all other applicable provisions of the Companies Act, 1956 (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:

CHAIRMAN'S INITIALS

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(a) The phrase "Subject to Article 137" in the beginning of Article 5(B) shall stand deleted.

(b) The following Article (88A) shall be inserted between Articles 88 and 89:

"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."

(c) Articles 135 to 144 (both inclusive) shall stand deleted in their entirety.

(d) Annexure A shall stand deleted in its entirety.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things, including but not limited to filing of the requisite forms with the jurisdictional Registrar of Companies, as may be necessary, appropriate or desirable for the aforementioned purpose ."

Mr. Prakash Arvind Vijayakar seconded the resolution.

The Chairman put the resolution to vote by show of hands and the same was carried unanimously.

ITEM NO. 2 – APPOINTMENT OF MR. JIMMY MAHTANI AS A NON-EXECUTIVE DIRECTOR NOT LIABLE TO RETIRE BY ROTATION.

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

"**RESOLVED THAT** pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) thereto or any re-enactment(s) thereof for the time being in force), Mr. Jimmy Mahtani, who was appointed as an Additional Director by the Board w.e.f. October 11, 2013, in terms of the provisions of Section 161 of the Companies Act, 2013 and Article 88 of the Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, not liable to retire by rotation."

Mr. Bharat Negandhi seconded the resolution.

The Chairman put the resolution to vote by show of hands and the same was carried unanimously.

ITEM NO. 3 – APPOINTMENT OF MR. KOSMAS KALLIAREKOS AS A NON-EXECUTIVE DIRECTOR NOT LIABLE TO RETIRE BY ROTATION.

Mr. Jitendra P Maheshwari proposed the following resolution as an **Ordinary Resolution:**

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"RESOLVED THAT pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) thereto or any reenactment(s) thereof for the time being in force), Mr. Kosmas Kalliarekos, who was appointed as an Additional Director by the Board w.e.f. October 11, 2013, in terms of the provisions of Section 161 of the Companies Act, 2013 and Article 88 of the Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, not liable to retire by rotation."

Mrs. **Celestine Elizabeth Mascarenhas** seconded the resolution.

The Chairman put the resolution to vote by show of hands and the same was carried unanimously.

ITEM NO. 4 – APPOINTMENT OF MR. DILEEP CHOKSI AS A NON-EXECUTIVE AND INDEPENDENT DIRECTOR

Mrs. Ashalata Maheshwari proposed the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) thereto or any re-enactment(s) thereof for the time being in force), Mr. Dileep Choksi, who was appointed as an Additional Director by the Board w.e.f. October 11, 2013, in terms of the provisions of Section 161 of the Companies Act, 2013 and Article 88 of the Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive & Independent Director of the Company, liable to retire by rotation."

Mr. H V Sanghavi seconded the resolution.

The Chairman put the resolution to vote by show of hands and the same was carried unanimously.

ITEM NO. 5 – RE-APPOINTMENT OF MR. R. V. RAMANAN AS AN EXECUTIVE DIRECTOR OF THE COMPANY

Mrs. Homayun Beruz Pouredehi proposed the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and applicable provisions of Companies Act, 2013, if any, (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Central Government, if any, the consent of the members be and is hereby accorded for reappointment of Mr. R. V. Ramanan as the Whole-time Director of the Company designated as Executive Director for a period of three years w.e.f. October 28, 2013 (October 28, 2013 to October 27, 2016) on the remuneration as recommended by the Remuneration & Compensation Committee at its meeting held on November 11, 2013 and approved by the Board of Directors at its meeting held on November 11, 2013 details of which are as set out in the Explanatory Statement annexed to the Notice;

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RESOLVED FURTHER THAT the Board/Committee be and is hereby authorized to alter, vary and modify the said terms of his appointment and /or remuneration including salary, allowances and perquisites in such manner as may be agreed to between the Board/ Committee and Mr. R. V. Ramanan, Executive Director and in accordance with the limits prescribed by Schedule XIII to the Companies Act, 1956 and applicable provisions of Companies Act, 2013 or any amendment(s) and /or any statutory modification(s) thereto;

RESOLVED FURTHER THAT in the absence of or inadequacy of profits in any financial year, (a) subject to approval of the Central Government, the remuneration payable to Mr. R. V. Ramanan, Executive Director by way of Salary and Perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the remuneration payable to Mr. R. V. Ramanan, Executive Director shall be the maximum amount permitted as per Schedule XIII to the Companies Act, 1956 and applicable provisions of Companies Act, 2013 or any amendment(s) and /or any statutory modification(s) thereto;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient, to give effect to this resolution."

Mr. Yusuf Yunus Rangwala seconded the resolution.

The Chairman put the resolution to vote by show of hands and the same was carried unanimously.

VOTE OF THANKS

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

There being no other business to be transacted at the meeting, the meeting was concluded with a vote of thanks to the Chair.

Atul K. Nishar

Atul K. Nishar
Chairman

Place: Mumbai
Date: 23/12/2013

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