Hexaware TECHNOLOGIES
YOUR SUCCESS IS OUR FOCUS

May 26, 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: Proceedings of the 21st Annual 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 19th Annual General Meeting of the Company held on April 25, 2014 at 3.30 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

CERTIFIED TRUE COPY
For Hexaware Technologies Limited

Company Secretary

MINUTES OF THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF HEXAWARE TECHNOLOGIES LIMITED HELD ON FRIDAY, THE 25th DAY OF APRIL, 2014 AT 3.30 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. P R CHANDRASEKAR	**VICE CHAIRMAN & GLOBAL CEO**
MR. R V RAMANAN	**EXECUTIVE DIRCETOR & PRESIDENT GLOBAL DELIVERY**
MR. DILEEP CHOKSI	**INDEPENDENT DIRECTOR**

In Attendance:

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

By Invitation:

MR. RAJAN KAMAT	**PARTNER -DELOITTE HASKINS & SELLS (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 209 (Two hundred and nine) 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 104 valid proxies for 22,72,34,380 Equity Shares of Rs. 2/- each, representing 75.68 % of the equity capital of the Company. The Chairman further informed the Members that the Register of Directors' Shareholding, Register of Contracts, 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, thereafter, delivered his Welcome Speech to all the members. The Chairman introduced the Directors / Auditors on dais. With the consent of the members present, the Notice convening the Twenty First Annual General Meeting, Audited Accounts for the Year ended December 31, 2013 and the Directors Report, having already circulated to the members, were taken as read.

Upon request of the Chairman, Mrs. Gunjan Methi, Company Secretary read the Auditors Report.

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

ORDINARY BUSINESS:

ITEM NO. 1 - ADOPTION OF ANNUAL ACCOUNTS FOR THE YEAR 2013.

The Chairman invited queries from the members on the financial results of the Company for the year under review and its general business activities. 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 an **Ordinary Resolution:**

"RESOLVED THAT the Audited Balance Sheet as at December 31, 2013, and the Profit and Loss Account for the year ended December 31, 2013, together with the Reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

Mr. Bharat Shah seconded the resolution.

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

ITEM NO. 2 – DECLARATION OF FINAL DIVIDEND AND CONFIRMATION OF INTERIM DIVIDENDS DECLARED ON EQUITY SHARES.

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

2 A) **"RESOLVED THAT** subject to the provisions of Section 205 of the Companies Act, 1956 and the Companies (Transfer of Profits to Reserves) Rules 1975, any other applicable provisions, if any, of the Companies Act, 2013 notified till date, including any re-enactment or modification thereto, a dividend @ Rs. 1.00 (50%) per Equity Share of Rs. 2/- each aggregating to Rs. 351.30 mn including Rs. 51.03 mn as tax on dividend be and is hereby declared on 30,02,66,947 Equity Shares of Rs. 2/- each, by the members at the Twenty First Annual General Meeting of the Company."

2 B) **"RESOLVED THAT** the following interim dividends be and are hereby confirmed:

i) the interim dividend for Q1 2013 @ Rs. 1.20 (60%) aggregating to Rs. 419.26 mn including Rs. 60.90 mn as tax on dividend

ii) the interim dividend for Q2 2013 @ Rs. 1.40 (70%) aggregating to Rs. 489.39 mn including Rs. 71.09 mn as tax on dividend

iii) the interim dividend for Q4 2013 @ Rs. 7.50 (375%) aggregating to Rs. 2634.73 mn including Rs. 382.73 mn as tax on dividend."

Mrs. Homayun Beruz Pouredehi seconded the resolutions.

The Chairman put the resolutions to vote by show of hands and the same were carried unanimously.

ITEM NO. 3 – RE-APPOINTMENT OF MR. BHARAT SHAH AS A DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION.

Mr. H V Sanghavi proposed the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Bharat Shah, who retires by rotation in terms of Section 256 of the Companies Act, 1956, and any other applicable provisions, if any, of the Companies Act, 2013 notified till date, including any re-enactment or modification thereto, and the Articles of Association of the Company, at this Annual General Meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company 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. 4 –APPOINTMENT OF MESSERS DELOITTE HASKINS & SELLS LLP, AS THE STATUTORY AUDITORS OF THE COMPANY AND FIXING THEIR REMUNERATION.

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

"**RESOLVED THAT** pursuant to the provisions of section 224 of the Companies Act, 1956, provisions of section 139 of the Companies Act, 2013, if applicable, and other applicable provisions notified till date, including any re-enactment or modification thereto, Messrs Deloitte Haskins & Sells, Chartered Accountants LLP having ICAI Registration No. 117366W/ W - 100018 be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a remuneration as may be mutually agreed to, between the Board of Directors and Messrs Deloitte Haskins & Sells LLP, plus applicable taxes, and reimbursement of out-of-pocket expenses in connection with the work of audit to be carried out by them."

Mrs. Shobhana Mehta 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.

Sd/-

Atul K. Nishar
Chairman

Place: Mumbai