Hexaware
TECHNOLOGIES
YOUR SUCCESS IS OUR FOCUS

June 4, 2015

The National Stock Exchange of India Limited
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Kind Attn.: Mr. Hari K.

Dear Sir,

Sub: Proceedings of the 22nd 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 22nd Annual General Meeting of the Company held on May 7, 2015 at 4.00 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

HELD AT _____ ON _____ TIME _____

MINUTES OF THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF HEXAWARE TECHNOLOGIES LIMITED HELD ON THURSDAY, MAY 7, 2015 AT 4.00 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. P R CHANDRASEKAR	**VICE CHAIRMAN**
MR. R SRIKRISHNA	**CEO & EXECUTIVE DIRCETOR**
MR. DILEEP CHOKSI	**INDEPENDENT DIRECTOR**
MR. BHARAT SHAH	**INDEPENDENT DIRECTOR**
MR. CHRISTIAN OECKING	**INDEPENDENT DIRECTOR**
DR. PUNITA KUMAR - SINHA	**INDEPENDENT DIRECTOR**

In Attendance:

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

By Invitation:

MR. ABHIJIT DAMLE	**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 137 (One hundred and thirty seven) 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 8 valid proxies for 24,63,152 Equity Shares of Rs. 2/- each, representing 0.82 % 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, thereafter, delivered his Welcome Speech to all the members. The Chairman introduced the Directors / Auditors on dais.

The Chairman said that the Notice convening the meeting was emailed to all those shareholders whose email id had been registered with the Company and physical copies were despatched to all the other shareholders of the company. The Notice had also been hosted on the website of the Company. With the consent of the members present, the Notice convening the Twenty Second Annual General Meeting, Audited Accounts for the Year ended December 31, 2014 and the Directors Report, having already circulated to the members, were taken as read.

Upon request of the Chairman and with the consent of the members the Auditors Report was taken as read.

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CHAIRMAN'S INITIALS

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For HEXAWARE TECHNOLOGIES LIMITED

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COMPANY SECRETARY.

The chairman mentioned that as per Section 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Amendment Rules, 2015 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.

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

He further mentioned that the arrangement for Poll at the meeting was made. Sharepro Services (India) Pvt Ltd., the Registrar and Share Transfer Agents of the Company have provided the Shareholders with the Polling Paper at time of their registration. M/s. S. N. Ananthasubramanian & Co, Practicing Company Secretaries have been appointed as the Scrutinizer for e-voting as well as Poll process.

The Chairman further said that the Members present in the meeting who have not been able to cast their vote through remote e-voting may cast their votes through poll in any of the boxes kept in the auditorium.

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

The Chairman further said 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, the results 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.

ORDINARY BUSINESS:

ITEM NO. 1 - ADOPTION OF ANNUAL ACCOUNTS FOR THE YEAR 2014.

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

"RESOLVED THAT the Audited Balance Sheet as at December 31, 2014, and the Profit and Loss Account for the year ended December 31, 2014, together with the Reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

Mrs. Celestine Elizabeth Mascarenhas seconded the resolution.

ITEM NO. 2 – CONFIRMATION OF INTERIM DIVIDENDS ON EQUITY SHARES.

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

"RESOLVED THAT subject to the provisions of the Companies Act, 1956 / 2013 and any other applicable provisions, if any, interim dividend aggregating to Rs. 9.45 per equity share of Rs. 2/- each already paid for the financial year ended December 31, 2014 be and is hereby confirmed by the members at the Twenty Second Annual General Meeting of the Company."

Mrs. Lekha Satish Shah seconded the resolution.

CHAIRMAN'S INITIALS

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ITEM NO. 3 – RE-APPOINTMENT OF MR. P R CHANDRASEKAR AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

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

"**RESOLVED THAT Mr. P R Chandrasekar**, who retires by rotation in terms of Section 152 of the Companies Act, 2013, 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. Hiranand Kotwani seconded the resolution.

Being interested in the next agenda item, Mr. Atul Nishar, Chairman handed over the proceedings to Mr. R Srikrishna, CEO & Executive Director who took over the next agenda item:

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

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

"**RESOLVED THAT Mr. Atul Nishar**, who retires by rotation in terms of Section 152 of the Companies Act, 2013, 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. Dinesh Bhatia seconded the resolution.

Mr. R Srikrishna, CEO handed over the proceedings back to Mr. Atul Nishar, Chairman.

ITEM NO. 5 – RE - APPOINTMENT OF MESSERS DELOITTE HASKINS & SELLS LLP, AS THE STATUTORY AUDITORS OF THE COMPANY AND FIXING THEIR REMUNERATION.

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

"**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai with Registration Number 117366W / W - 100018 be and are hereby re-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 at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. Deloitte Haskins & Sells LLP, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them."

Mrs. Homayun Beruz Pouredehi seconded the resolution.

ITEM NO. 6 – APPOINTMENT OF MR. BASAB PRADHAN AS A NON-EXECUTIVE INDEPENDENT DIRECTOR.

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

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CHAIRMAN'S INITIALS

""**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. Basab Pradhan (holding DIN 00892181), 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. June 9, 2014 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013."

Mr. Hiranand Kotwani seconded the resolution.

ITEM NO. 7 – APPOINTMENT OF MR. CHRISTIAN OECKING AS A NON-EXECUTIVE INDEPENDENT DIRECTOR.

Mr. Hiranand Kotwani 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. Christian Oecking (holding DIN 03090264), 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. June 26, 2014 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013."

Mrs. Shobhana Mehta seconded the resolution.

ITEM NO. 8 – APPOINTMENT OF MR. R SRIKRISHNA AS A DIRECTOR LIABLE TO RETIRE BY ROTATION.

Mrs. Ashalata Maheshwari 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 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. R Srikrishna (holding DIN 03160121), a 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, be and is hereby appointed as a Director of the Company liable to retire by rotation in accordance with the provisions of the Companies Act, 2013."

Mrs. Smita Shah seconded the resolution.

ITEM NO. 9 – APPOINTMENT OF MR. JACK HENNESSY AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION.

Mr. Dinesh Bhatia proposed the following resolution as an **Ordinary Resolution:**

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CHAIRMAN'S INITIALS

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of 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. Jack Hennessy (holding DIN 06990208), 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, be and is hereby appointed as a Non - Executive Director of the Company liable to retire by rotation in accordance with the provisions of the Companies Act, 2013."

Mrs. Lekha Shah seconded the resolution.

ITEM NO. 10 – APPOINTMENT OF DR. PUNITA KUMAR- SINHA AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

Mrs. Bhavna Makhija 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, Dr. Punita Kumar- Sinha (holding DIN 05229262), 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 her candidature for the office of Director, and who has submitted a declaration that she 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. March 26, 2015 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013."

Mrs. Smita Shah seconded the resolution.

ITEM NO. 11 – AMENDMENT TO ARTICLES OF ASSOCIATION OF THE COMPANY

Mr. Makhija 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 Preamble and Article 90 (1) be deleted and substituted with the following:

"Subject to the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) the remuneration payable to the Directors of the Company shall be as hereinafter provided:

(1) The maximum remuneration of a Director (other than managing or whole time Director, if any) shall be subject to such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board or of one or more Committee of the Board attended by him. The Directors including members of a Committee of Directors shall be paid such further remuneration, if any, either on the basis of percentage of the net profits of the Company or otherwise pursuant to the provisions of the Companies Act (including any statutory modification(s) or re-enactment thereof for the time being in force) / clauses of the listing agreement / provisions of other applicable laws, if any,."

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take all actions and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

Mr. Maheshwari seconded the resolution.

ITEM NO. 12 – PAYMENT TO NON-WHOLETIME DIRECTORS

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

"**RESOLVED THAT** in supersession of the resolution passed by the shareholders at the Twentieth Annual General Meeting of the Company held on April 30, 2013 and pursuant to the provisions of clause (ii) of the second proviso to Section 197 (1) read with Section 197 (4) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read alongwith the Rules framed thereunder and pursuant to the provisions of clause 49 (II) (C) of the listing agreement and other applicable clauses thereof, a sum not exceeding 1% (one per cent) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 be paid to and distributed amongst the Non-Wholetime Directors of the Company, for the year ended on December 31, 2014, in addition to sitting fees being paid to them for attending the meetings of the Board, to be divided amongst them in such manner as the Board of Directors of the Company may from time to time determine and deem fit and such payments shall be made in respect of the profits of the Company for the year;

RESOLVED FURTHER THAT pursuant to the provisions of clause (ii) of the second proviso to Section 197 (1) read with Section 197 (4) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read alongwith the rules framed thereunder and pursuant to the provisions of clause 49 (II) (C) of the listing agreement and other applicable clauses a sum not exceeding 1% (one per cent) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 be paid to and distributed amongst the Non- Wholetime Directors of the Company, for a period of 5 years from the financial year starting from January 01, 2015 in addition to sitting fees being paid to them for attending the meetings of the Board, to be divided amongst them in such manner as the Board of Directors of the Company may from time to time determine and deem fit and such payments shall be made in respect of the profits of the Company for each year;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take all actions and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

Mrs. Celestine Elizabeth Mascarenhas seconded the resolution.

ITEM NO. 13 – APPROVAL OF HEXAWARE TECHNOLOGIES LIMITED EMPLOYEE STOCK OPTIONS PLAN 2015 AND GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF THE COMPANY THEREUNDER

Mrs. Smita Shah proposed the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and rules framed thereunder (as may be amended/substituted from time to time), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations") and subject to such

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other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and are hereby accorded respectively to the 'Hexaware Technologies Limited Employee Stock Options Plan 2015' (hereinafter referred to as the "ESOP 2015"/ "Plan") and to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration / Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time such number of Employee Stock Options ("Options"), to the permanent employees including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India, as may be decided solely by the Board under the Plan, exercisable into not more than 10,765,025 (One Crore Seven Lakh Sixty Five Thousand Twenty Five) fully paid-up Equity Shares in the Company in aggregate, of face value of Rs. 2 each, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board/Nomination and Remuneration Committee in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations;

RESOLVED FURTHER THAT the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity Shares upon exercise of Options from time to time in accordance with the ESOP 2015 and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company;

RESOLVED FURTHER THAT the number of Employee Stock Options that may be granted to any employee including any Director of the Company (not being an independent director, promoter and directors holding directly or indirectly more than 10% of the outstanding equity shares), in any financial year under the ESOP 2015 shall be lesser than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid of 10,765,025 (One Crore Seven Lakh Sixty Five Thousand Twenty Five) Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment;

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ` 2/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees;

RESOLVED FURTHER THAT the Board/Nomination and Remuneration Committee be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2015 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2015 and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2015;

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RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the ESOP 2015 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

Mrs. Lekha Shah seconded the resolution.

ITEM NO. 14 – GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) OF THE COMPANY UNDER HEXAWARE TECHNOLOGIES LIMITED EMPLOYEE STOCK OPTIONS PLAN 2015

Mrs. Smita Shah proposed the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and rules framed thereunder (as may be amended/substituted from time to time), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration/ Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time such number of Employee Stock Options to the permanent employees including the Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) whether wholetime or otherwise, whether working in India or out of India of any existing and future Subsidiary Compay(ies) of the Company whether in or outside India, as may be decided solely by the Board under the 'Hexaware Technologies Limited Employee Stock Options Plan 2015' (hereinafter referred to as the "ESOP 2015"/ "Plan"), exercisable into not more than the overall ceiling of 10,765,025 (One Crore Seven Lakh Sixty Five Thousand Twenty Five) fully paid-up Equity Shares in the Company in aggregate, of face value of Rs. 2 each, as mentioned in resolution no. 13 above, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board/Nomination and Remuneration Committee in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations;

RESOLVED FURTHER THAT the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity shares upon exercise of Employee Stock Options from time to time in accordance with the ESOP 2015 and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company;

RESOLVED FURTHER THAT the number of Employee Stock Options that may be granted to any employee including any Director of the Subsidiary Company (ies) (not being an independent director, promoter and directors holding directly or indirectly more than 10% of the outstanding equity shares), in any financial year under the ESOP 2015 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company;

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CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid of 10,765,025 (One Crore Seven Lakh Sixty Five Thousand Twenty Five Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment;

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees;

RESOLVED FURTHER THAT the Board/Nomination and Remuneration Committee be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2015 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2015 and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2015;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the ESOP 2015 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

Mr. Makhija seconded the resolution.

The Chairman then invited queries from the members on the notice convening the AGM. 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 : 01/06/2015

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