

Send to Mumbai
on 2/3/11
R

March 2, 2011

The Stock Exchange, Mumbai

Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort,
Mumbai – 400 023

Kind Attn.: Mr. K. Gopalkrishnan Iyer – GM – Corporate Affairs

Sub: Clause 22 (a) & 31 (b) of the Listing Agreement

Dear Sir,

Pursuant to clause 22 (a) of the listing agreement, please note that the Capital Issue Committee of the Board at its meeting held today considered and approved the allotment of bonus shares in the ratio of 1:1 as approved by the shareholders at the Extra-Ordinary General Meeting held on February 15, 2011.

The total shares allotted are 14,55,45,781, based on the record date of February 25, 2011. The issued and paid up capital after the allotment of bonus shares stands increased to Rs. 58,21,83,124/- comprising of 29,10,91,562 shares of Rs. 2/- each.

Pursuant to clause 31 (b) of the listing agreement, please find enclosed the resolution for allotment of shares for your record.

As already informed the bonus shares shall be credited on March 9, 2011.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For Hexaware Technologies Limited


Gunjan Methi
Asst Company Secretary

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE CAPITAL ISSUE COMMITTEE OF THE BOARD OF HEXAWARE TECHNOLOGIES LIMITED AT ITS MEETING HELD ON MARCH 2, 2011.

“RESOLVED THAT pursuant to the approval of the members at the Extra-Ordinary General Meeting held on February 15, 2011, bonus shares credited as fully paid-up be and are hereby allotted to members of company holding equity shares of Rs. 2/- each on the Record Date, i.e February 25, 2011 and whose names appear in the list tabled before the Committee and initialed by the Chairperson for the purposes of identification in the proportion of One (1) Equity Share for every One (1) existing Equity Share held by the members respectively on the record date:

RESOLVED FURTHER THAT share certificates in respect of the shares allotted as aforesaid be issued to the said members under the common seal of the company and under the signatures of Mr. Atul K. Nishar, Chairman of the Board, Mr. P. R. Chandrasekar, Vice – Chairman & Global CEO and the authorised representatives of the Registrar & Transfer Agents, Sharepro Services India Pvt Ltd;

RESOLVED FURTHER THAT Mr. P. R. Chandrasekar, Vice-Chairman & Global CEO or Mr. R V Ramanan, Whole-time Director or Mr. Prateek Aggarwal, Chief Finance Officer or Rajesh Kanani, VP (Finance & Accounts) or Mrs. Gunjan Methi, Asst Company Secretary be and are hereby severally authorised to send intimation letters to the shareholders holding shares in electronic mode, sign and submit documents to CDSL / NSDL, sign the application(s) for the listing of the said bonus equity shares and engage legal and other consultants and do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or desirable, including entering into arrangements with the Stock Exchange, Mumbai, National Stock Exchange of India Limited and to sign all applications, filings, deeds, documents, papers and writings and to pay all fees, commissions, remuneration, expenses relating thereto and to do all other acts, deeds, matters and things and the Common Seal be affixed to such document(s), paper(s), agreement(s) wherever required pursuant to the provisions of

the Articles of association of the Company and to settle all questions, difficulties or doubts that may arise in their absolute discretion as they may deem fit to implement the Resolution;

RESOLVED FURTHER THAT the Company do file Return of Allotment in Form 2 of Companies General Rules and Forms, 1956 with the Registrar of Companies, Maharashtra (Ministry of Corporate Affairs);

RESOLVED FURTHER THAT a copy of this resolution duly certified to be true by any one of the Directors of the Company or Mrs. Gunjan Methi, Asst Company Secretary be given to such authorities as may be required"

CERTIFIED TRUE COPY
FOR HEXAWARE TECHNOLOGIES LIMITED


GUNJAN METHI
ASST COMPANY SECRETARY

Place : Mumbai
Date : 02.03.2011