

May 24, 2012

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort,
Mumbai - 400 023

Kind Attn: - Mr. K. Gopalkrishnan Iyer - AGM - Corporate Affairs

Dear Sir,

Sub: Proceedings of the 19th 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 27, 2012 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

End: as above



HELD AT _____ ON _____ TIME _____

MINUTES OF THE NINETEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF HEXAWARE TECHNOLOGIES LIMITED HELD ON FRIDAY, THE 27th DAY OF APRIL, 2012 AT M C GHIA HALL, BHOGILAL HARGOVINDDAS MARG, BEHIND PRINCE OF WALES MUSEUM / KALA GHODA, MUMBAI - 400 001 AT 4.00 P. M.

Present:

MR. ATUL K. NISHAR	CHAIRMAN
MR. P R CHANDRASEKAR	VICE-CHAIRMAN & GLOBAL CEO
MR. R V RAMANAN	EXECUTIVE DIRECTOR & PRESIDENT
	GLOBAL DELIVERY
MR. SHAILESH HARIBHAKTI	DIRECTOR
MR. L. S. SARMA	DIRECTOR
MR. S. K. MITRA	DIRECTOR
MS. PREETI MEHTA	DIRECTOR
MR. ABHAY HAVALDAR	DIRECTOR
MR. BHARAT SHAH	DIRECTOR
MR. S. DORESWAMY	DIRECTOR

In Attendance:

MR. PRATEEK AGGARWAL	CHIEF FINANCE OFFICER
MRS. GUNJAN METHI	COMPANY SECRETARY

By Invitation:

MR. RAJAN KAMAT	PARTNER - DELOITTE HASKINS & SELLS (Statutory Auditors)
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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 171 (one hundred and seventy one) 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.

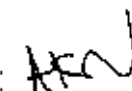
The Chairman informed the Members that the Company had received 99 valid proxies for 15,48,53,055 Equity Shares of Rs. 2/- each, representing 52.43% of the equity capital of the Company. The Chairman further informed the Members that the Register of Directors' Shareholding maintained pursuant to Section 307 of the Companies Act, 1956, Proxies received by the Company, as well as the Proxy Register pursuant to Section 176 had been kept open for inspection by the members.

The Chairman, thereafter, delivered his Welcome Speech to all the members. With the consent of the members present, the Notice convening the Nineteenth Annual General Meeting, Audited Accounts for the Financial Year ended December 31, 2011 and the Directors Report, having already circulated to the members, were taken as read.

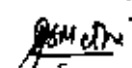
Upon request of the Chairman, Mrs. Gunjan Methi, Company Secretary read the Auditors Report.

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

CERTIFIED TRUE COPY


 CHAIRMAN'S INITIALS

For HEXAWARE TECHNOLOGIES LIMITED


 COMPANY SECRETARY

HELD AT _____ ON _____ TIME _____

ORDINARY BUSINESS:**ITEM NO. 1 - ADOPTION OF ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR 2011.**

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, 2011, and the Profit and Loss Account for the year ended December 31, 2011, together with the Reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

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. 2 - DECLARATION OF FINAL DIVIDEND AND CONFIRMATION OF INTERIM DIVIDENDS DECLARED ON EQUITY SHARES.

Mr. Jitendra 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, a dividend @ Rs. 1.50 (75%) per Equity Share of Rs. 2/- each aggregating to Rs. 514.86 mn including Rs. 71.85 mn as tax on dividend as recommended on 295,333,502 Equity Shares of Rs. 2/- each for declaration by the members at the Nineteenth Annual General Meeting of the Company be and is hereby declared."

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

- i) the Interim dividend for Q1 2011 @ Re. 0.50 (25%) aggregating to Rs. 169.34 mn including Rs. 22.96 mn as tax on dividend
- ii) the interim dividend for Q2 2011 @ Re. 1.00 (50%) aggregating to Rs. 340.61 mn including Rs. 47.54 mn as tax on dividend
- iii) the Interim dividend for Q3 2011 @ Re. 1.00 (50%) aggregating to Rs. 340.95 mn including Rs. 47.59 mn as tax on dividend."

Mr. Prakash Tamhane seconded the resolutions.

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


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

ITEM NO. 3 - RE-APPOINTMENT OF MR. L S SARMA AS A DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION.

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

"RESOLVED THAT Mr. L S Sarma, who retires by rotation in terms of Section 256 of the Companies Act, 1956, 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. B G Parikh seconded the resolution.

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

ITEM NO. 4 - RE-APPOINTMENT OF MR. SHAILESH V HARIBHAKTI AS A DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION.

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

"RESOLVED THAT Mr. Shailesh V Haribhakti who retires by rotation in terms of Section 256 of the Companies Act, 1956, 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."

Mrs. Mascarenhas 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. S K MITRA AS A DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION

Mr. Zahur Ismail Manlar proposed the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. S K Mitra, who retires by rotation in terms of Section 256 of the Companies Act, 1956, 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. 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. 6 - RE-APPOINTMENT OF MESSERS DELOITTE HASKINS & SELLS AS THE STATUTORY AUDITORS OF THE COMPANY AND FIXING OF THEIR REMUNERATION.

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

ASW
CHAIRMAN'S INITIALS

HELD AT _____

ON _____

TIME _____

"RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, Messrs Deloitte Haskins & Sells, Chartered Accountants, Mumbai with Registration Number 117366W 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 Messrs Deloitte Haskins & Sells, plus applicable tax, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them."

Mr. Hariram Chaudhary seconded the resolution.

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

SPECIAL BUSINESSES:

ITEM NO. 7 – APPOINTMENT OF MR. ABHAY HAVALDAR AS A DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION

Mrs. Asha 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. Abhay Havaladar, who was appointed as an Additional Director by the Board w.e.f. October 20, 2011, in terms of provisions of Section 260 of the Companies Act, 1956 and Article No. 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 Director of the Company liable to retire by rotation."

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. Mascarenhas 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: 18-05-2012

CHAIRMAN'S INITIALS _____