



Contents

BOARD OF DIRECTORS

DIRECTORS' REPORT 3

CORPORATE GOVERNANCE 15

MANAGEMENT DISCUSSION AND ANALYSIS 31

CONSOLIDATED FINANCIALS 49

INDIA FINANCIALS 69

PROXY FORM/ATTENDANCE SLIP

ECS FORM



Board of Directors

Atul K. Nishar

Executive Chairman

Rusi Brij

Vice-Chairman & CEO

Dr. K. K. Anand

Director

L. S. Sarma

Director

A. P. Kurian

Director

P. G. Kakodkar

Director

Dr. (Mrs.) Alka A. Nishar

Director

P. K. Sridharan

President & Executive Director

Mark F. Dzialga

Director

Dr. Bakul Dholakia

Director

Shailesh V. Haribhakti

Director

Chief Finance Officer

Rajesh B. Ghonasgi

Company Secretary

Naishadh P. Desai

Auditors

M/s. Deloitte Haskins & Sells
Chartered Accountants

Bankers

IDBI Bank, Bank of India, Citi Bank,
Kotak Mahindra Bank

Registered Office

152, Millennium Business Park,
Sector - III, 'A' Block, TTC Industrial Area,
Mahape, Navi Mumbai - 400 710.

Registrars and Transfer Agents

Sharepro Services (India) Private Limited
Unit: Hexaware Technologies Limited
3rd Floor, Satam Estate, Cardinal Gracious Road,
Andheri (East), Mumbai - 400 099.
Tel. : 2821 5168-69
Fax : 2837 5646.

DIRECTORS' REPORT

To the Members,

Your Directors have great pleasure to present their Thirteenth Report on the business and operations of Hexaware Technologies Limited (hereafter referred to as 'Hexaware') together with Audited Accounts for the financial year ended December 31, 2005.

Financial Performance :

Global Operations :

Year ended December 31,	2005 Rs. million	2004 Rs. million	Growth%
Income from Operations	6,786.62	5,458.91	24.32
Other Income	145.74	116.35	25.26
Total Income from Operations	6,932.36	5,575.26	24.34
Profit before Depreciation & Tax	1,222.23	884.65	38.16
Less: Depreciation	209.90	161.07	30.32
Profit before taxation	1,012.33	723.58	39.91
Less: Provision for taxation	98.48	86.22	14.22
Net Profit after tax	913.85	637.36	43.38
Income Tax – Earlier Years	(1.11)	5.10	(121.76)
Net Profit after Tax and Share of Profit in Associate	914.96	632.26	44.71

India Operations :

Year ended December 31,	2005 Rs. million	2004 Rs. million	Growth%
Income from Operations	3,557.93	2,540.42	40.05
Other Income	142.96	124.11	15.19
Total Income from Operations	3,700.89	2,664.52	38.90
Profit before Depreciation & Tax	971.68	594.17	63.54
Less: Depreciation	177.27	142.47	24.43
Profit before taxation	794.41	451.70	75.87
Less: Provision for taxation	19.01	14.00	35.78
Net Profit after tax	775.40	437.70	77.15
Income Tax – earlier years	–	4.36	
Add: Balance b/f from previous year	392.41	141.59	
Balance available for appropriation	1,167.81	574.93	103.12
Appropriation			
Transfer to/(from) General Reserve	100.00	50.00	
Interim Dividend	71.00	–	
Proposed Dividend on Equity Shares	71.61	117.21	
Tax on Dividends	21.14	15.30	
Balance carried to Balance Sheet	904.06	392.42	



Results of Operations

a) Global operations

Your Company recorded consolidated income (as per Indian GAAP) of Rs. 6,932.36 million in 2005 compared to Rs. 5,575.26 million in 2004. The revenue from software business grew 24.32% to Rs. 6,786.62 million in 2005 from Rs. 5,458.91 million in 2004. The profit after tax increased by 43.38% to Rs. 913.85 million in 2005 from Rs. 637.36 million in 2004.

During 2005, Hexaware expanded its business based on its extended global reach into new markets; a strengthened capability position on its domain expertise; the addition of new high-value and niche business verticals; a healthy addition of new accounts; and most importantly, its ability to nurture and sustain relationships with its existing top 40 customers.

Your Company made encouraging inroads into new markets within Europe, Asia Pacific and the Americas. It won large new orders and repeat business from its existing base of clients. It acquired 39 new clients and strengthened its total active customer base to 134. In addition, your Company displayed a strong capability in capturing sizeable deals: the number of customers with whom the Company accomplished an annual billing of more than USD 10 million rose to 4 (from 2 in the previous year); the count of customers with an annual billing between USD 5 - 10 million annually stood at 4 (from 3 in the previous year); while the number of clients with an annual billing of USD 1 - 5 million increased to 30 (from 20 in the previous year).

The diversity of the Company's customer list, service offerings and geographies also continued to be healthy: for the financial year 2005, it serviced around 134 clients, with each of whom the Company's annual billing exceeded US\$ 1 million through 9 distinct service verticals across all markets in Europe, USA and Asia.

Your Company also displayed efficient and effective operations and delivery management, resulting in steady improvements in resource utilisation and cost rationalisation. It continues to be perceived as one of the best Companies to work for; and successfully carried out significant additions to its people and facility infrastructure across 3 cities in India.

b) India operations

Your Company recorded a total income of Rs. 3,700.89 million in 2005 compared to Rs. 2,664.52 million in 2004, demonstrating a growth of 38.90%. The revenue from the Software business grew by 40.05% to Rs. 3,557.93 million in 2005 from

Rs. 2,540.42 million in the previous year. The profit after tax grew by 77.55% over previous year to Rs. 775.40 million in 2005, from Rs. 437.70 million last year.

Your Company's strengths in HR solutions and Enterprise Applications are increasingly attracting interest from large Indian and multinationals corporates in India, which is the primary reason for the growth experienced during financial year 2005.

Dividend

During the year 2005, your Company paid an interim dividend @ 30% (Re. 0.60 per share on par value of Rs. 2). The Directors recommend a final dividend of 30% i.e. Re. 0.60 per share on par value of Rs. 2/- subject to the approval by the shareholders at the ensuing Annual General Meeting. The total dividend declared was @60% (i.e. Rs. 1.20 per share on par value of Rs. 2/- each) for the financial year ended December 31, 2005 (previous year 50% i.e. Rs. 5/- per share on par value of Rs. 10/-). The total cash outgo on account of total dividend (including Interim Dividend) and tax thereon amounts to Rs. 163.75 million.

The final dividend, if approved, will be paid to those members whose names appear in the Register of Members as on the date of the Annual General Meeting.

As per Investor Education and Protection Fund (Awareness and Protection Investor) Rules, 2001, an amount of Rs. 253,257/- (for the financial year 1996) towards unpaid/unclaimed dividends was transferred during the year to the Investor Education and Protection Fund.

Stock split & Share capital

- ◆ At the Twelfth Annual General Meeting held on the April 4, 2005, the Shareholders, approved the sub-division of Equity Shares in the ratio of 5 (five) Equity Shares of Rs. 2/- (Rupees two only) each for every 1 (one) Equity Share of Rs. 10/- (Rupees ten only) each.

The trading in the sub-divided shares commenced from May 4, 2005 in the Stock Exchanges i.e., the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange of India Limited (NSE).

During the year 2005, the paid-up Share Capital of your Company increased to Rs. 238.72 million from Rs. 233.04 million comprising of 119,358,695 equity shares of Rs. 2/- each. This increase was on account of the exercise of 758,235 equity shares of Rs. 2/- each and 2,082,435 equity shares of Rs. 2/- each under Employee Stock Option Scheme 1999 and Employee Stock Plan - 2002 respectively issued by your Company.

During the current year 2006, the paid-up Share Capital of your Company increased to Rs. 1,760.71 million from Rs. 238.72 million, comprising of

130,374,850 equity shares of Rs. 2/- each aggregating to Rs. 260.75 million and 1,055,570 Series 'A' Redeemable and/or Optionally Convertible Preference Shares aggregating to Rs. 1,499.96 million.

◆ **Preferential Allotment**

Pursuant to the approval of the members at the Extraordinary General Meeting held on April 13, 2006 and in furtherance to the Investment Agreement dated April 12, 2006 with GA Global Investments Limited where GA Global Investments Limited, a Cyprus entity, invested Rs. 3,002.00 million (USD 67.1 million) through a preferential allotment. The proceeds of the allotment will be utilised to create infrastructural assets, enable suitable acquisitions and to meet working capital needs of the Company, resulting in the long term sustained growth and also help the Company to realise new growth opportunities. The following are the salient features of the proposed investments by GA Global Investments Limited in your Company :

- ◆ Rs. 3,002.00 million (USD 67.6 million) investment would be through preferential allotment i.e. 14.99% equity stake post conversion.
- ◆ The allotment made is in the form of 10.57 million Equity Shares and 1.056 million. Optionally Convertible Preference Shares amounting to Rs. 1,502.00 million (USD 33.83 million) and Rs. 1,500.00 million (USD 33.78 million) respectively.
- ◆ The Preference Shares will carry a coupon rate of 2.95% for the first eighteen months. In case the conversion option is not exercised, the said shares shall carry a coupon rate of 5% per annum thereafter.

The Capital Issue Committee at its meeting Issued and Allotted 10,569,790 Equity Shares at Rs. 142.10/- each (i.e face value Rs. 2/- and premium of Rs. 140.10/- per share) and 1,055,570 Series 'A' Redeemable and/or Optionally Convertible Preference Shares of Rs. 1,421/- each.

Pursuant to the execution of deal i.e. post-investment the market capitalization of your Company crossed above Rs. 20,000 million (USD 450 million).

Investment

During the year, your Company made an investment of Rs. 15 million in Caliber Point Business Solutions Limited, a wholly owned subsidiary, carrying on business in the Business Process Outsourcing (BPO) domain. This investment is designed to align and position your Company to take advantage of the growing global demand for integrated IT and BPO services.

Infrastructure

When competing for larger deals, size is paramount to the comfort level of a customer who would more easily give the order to a service provider with scale.

The Company's pursuit of larger deals has demonstrated the importance of scale to win large orders. In its endeavour to build scale for winning bigger orders, the Company took major steps to increase its dimension and capacity on two fronts : people and facilities.

People :

In the early part of the year, Hexaware initiated programs to induct superior talent from leading engineering and business schools across the country, and made a significant campus recruitment commitment to ensure sufficient talent scale-up for anticipated business. Even though the Company has the ability to ramp up its human resources with minimum lead time, the campus recruitment exercise was a deliberate step to reduce the lag time between order intake and commencement of order execution.

Facilities:

Hexaware's backbone is its world-class infrastructure with flexible delivery models. In line with its anticipated growth, the Company further expanded its physical presence and commenced work on what will be one of India's largest campuses in Siruseri, Chennai. Designed by a leading Singapore-based architect firm, this campus promises to be a environment-friendly, world-class facility. Housed on more than 27 acres of land, the Hexaware campus will have a built-up area of 1.2 million sq. ft. for which the Company is set to invest a total outlay of Rs. 3,500 million. The first phase, which is expected to be completed within twelve to thirteen months, will cover a 450,000 sq. ft. built up area and will house over 3,000 employees. The remaining two phases is planned to be completed within five years and will cover a built up area of 350,000 sq. ft. each. At its peak, the Campus will have a capacity for 11,000 software professionals. This campus has also received an approval from the Union Ministry of Commerce granting the facility an SEZ status. The Company has commenced its operations in Pune with 250 seats capacity and also plans to include new development center in Gurgaon, New Delhi in the near future.

During the year, the Company's new 550 people facility in Millennium Business Park, Navi Mumbai, became fully functional. A new facility in Chennai, with a seating capacity of 285 people, also commenced operation during the year.

Business

In 2005, your Company made significant progress in successfully shaping the new business platforms that were launched during 2004. In addition, your Company continued to leverage its leadership position in the Enterprise Applications space through the acquisition of new clients in the HR-IT, SAP, PeopleSoft and Oracle Applications practices.



For the year under review, your Company transferred its India Service Center (ISC) located at Bangalore to Oracle India Private Limited which was acquired under the terms of a Built Operate and Transfer agreement between Hexaware and PeopleSoft (which was acquired by Oracle in January 2005). Your Company had entered into this Built Operate Transfer Agreement with PeopleSoft in April, 2003. This demonstrated your Company's ability in structuring flexible and versatile business models and partnership ventures, giving it a key a typical differentiator in today's global business climate. During the year, your Company achieved various milestones, some of which are listed below :

Business Portfolio enhancement and differentiated offerings :

- ◆ Your Company launched Leasing & Mortgage Solutions to cater to the growing segment of asset financing business worldwide.
- ◆ Your Company also introduced Asset Management Solutions and Integrated Wealth Management Solutions to deepen and strengthen its Portfolio of Financial Services offerings.
- ◆ To further innovation initiatives and to align with the growing trend towards Service Oriented Architecture, your Company invested into product based solutions in the Banking segment.
- ◆ Your Company gained inroads into the Travel segment by acquiring clients in Trainways (non-Airline segment where Hexaware already enjoys market leadership position).
- ◆ After the transfer of the PeopleSoft India Software Center, the Company successfully derisked its platform concentration by establishing successful growth in the Enterprise Solutions portfolio. Through the addition of SAP, Oracle, Business Intelligence, and Content Management offerings, your Company is now well positioned as a leading multi-platform application services vendor.

Service delivery excellence :

- ◆ Your Company acquired sizeable new orders in early-stage competencies in Testing and Oracle Applications.
- ◆ It initiated the annual Technology Summit, a forum focused on technology innovation to promote interaction with industry through leaders.

Drive towards accelerated Globalisation :

- ◆ Your Company opened new offices in Australia, Netherlands, and France, reinforcing its position as a leading global solution provider. In all these regions, your Company successfully acquired new clients and demonstrated a sturdy ability to scale up business.
- ◆ Continuing on a fast track growth path, your Company was amongst the fastest growing India based IT Company in the Industry in 2005.

Operations

In keeping with the significant improvement in the overall business scenario for off-shoring, your Company reported significant growth for the year 2005. Your Company's outstanding financial performance in 2005 resulted from various aspects of your Company's operations. Some of the key drivers for fuelling Hexaware's growth are :

Readiness to Adapt

Your Company's business model is pivoted on sound leadership and its ability to manage change. Our leadership is linked to our vision and our ability to re-invent the 'strategic wheel' in response to accelerated change. Change has created several new opportunities for technology-intensive Indian IT vendors. Specifically for Hexaware, the new paradigm provides opportunities to build on the business capabilities developed over the years and align services with the business roadmap of clients, thereby delivering real business impact and value. Your Company is adept in identifying current trends and opportunities, and capitalising upon them. It is especially successful in identifying underserved but scalable market segments as new opportunities: these are market spaces that are not targeted by the larger IT vendors, making it relatively easier to become a best-of-breed player. The Company invests upfront into these identified areas to create a market leadership position, yielding the highest quality deals at the most profitable rates. Your Company's current focus on offering integrated IT and BPO services and developing a global delivery model are additional examples of its willingness to adapt to the changing needs and demands of the market place.

Enhanced Business Portfolio

The Company's core business philosophy has always focused on the customer. The Company's customer orientation centers on 'committing correctly but delivering more'. This committed approach has enhanced customer delight and fulfillment levels – a crucial success determinant in the broad-based IT industry. Your Company introduced key new business verticals that have widened the Company's service offerings, permitting it to get a better wallet-share of existing and new clients.

Strong and broad based Relationships

Your Company practices a culture of building value based relationships with all its clients and stakeholders. By aggressively building customer relationships, the Company is able to grow its revenue through its key clients by cross-selling other application services. Your Company took initiatives to further strengthen its standing with its top 40 customers, which were responsible for more than 86% of the growth that your Company experienced.

These initiatives involved a more focused approach to account management and alignment of sales and marketing resources.

Geographic coverage

The need to enter new markets, cost and value arbitrage is leading to new outsourcing paradigms across several industries, specifically in services industries. Leveraging its strengths in its principal verticals, your Company has widened its reach through its own physical presence into new and tough markets across the globe. In 2005, your Company has also successfully demonstrated its ability to establish presence and succeed in new markets such as Japan, Canada and Australia.

Multi-platform and Impacting Solutions

Your Company is increasingly engineering platform-lead growth rather than product-lead growth. In doing so, it is experiencing a general improvement across its entire portfolio of enterprise solutions. Your Company is also delivering outsourcing solutions with an objective to provide business impact to clients, which in turn creates value for them : by offering high business impact solutions through new offerings such as Business Analytics and Technology Consulting.

Committed to Quality and Security

Your Company achieved new milestones in process quality protocols and in information security with the successful completion of the SAS 70 Type 1 audit across development centres.

It also implemented Six Sigma standards for strict quality control, and was assessed at Level 5 of the Maturity capability models (CMMI and CMM). Your Company also achieved the BS7799 certification for information security standards for enforcing data privacy and protection practices. Through these measures, your Company has taken a committed stance on managing information security to ensure Confidentiality, Integrity and Availability of organizational and customer assets.

Thrust areas for 2006 include SEI-PCMM standards. Going forward, your Company's initiatives in SEI-PCMM is to further improve workforce practices. Your Company's current focus is also on enhancing the process of automation and internal systems to improve its process efficiency and performance.

Talent Management :

During 2005, your Company was ranked by the DQ-IDC 2005 survey as one of the top ten "Best IT Employers" in the country; and 6th in terms of employee satisfaction. This confirmed the reasons behind your Company's low attrition rate in comparison to the industry, which has given your Company a reputation for representing continuity and efficient execution of business.

Corporate Social Responsibility (CSR)

Your Company has consistently responded to various community initiative programs and understands the larger role that it can play in social development. It has always endeavoured to harness its resources to help the community in times of natural disasters and calamities. During the year under review, your Company made following contributions:

1. Blood Donation camps in both Chennai and Mumbai. Mumbai collected 131 units of blood. Further, now onwards it will be a half-yearly exercise across both the centres.
2. Hexaware Chennai's Community programme called H3O or Helping Hands from Hexaware took its first step in initiating a programme for the underprivileged children. Educational materials and footwear to street children attending Transit schools were donated. H3O has also extended help to South India Scheduled Tribes Association which is a home for gypsy, tribal and destitute children, situated in Saidapet. There are nearly 150 inmates and the focus is on enabling education through direct or indirect means and both in Tamil and English. Vocational training is also available for desiring candidates. H3O has approved an aid of Rs. 0.50 million towards improvement of the infrastructure. An initial amount of Rs. 0.15 million has already been paid to start the work.
3. H3O had organised a Health Check-Up Camp for the children of Arunodhaya, Centre for Street and Working Children. The camp was held on February 10, 2006 at the Arunodhaya field office in Korukkupet. The Camp benefited a total of 202 children. The common ailments noted were common cold, cough, worm infestation and scabies.
4. Hexaware Mumbai has associated itself with Hellen Keller institute in Mahape. 'Discovering the sense of touch' was initiated on February 14th, 2006 wherein Mumbai office volunteers spend a day with the Blind and Deaf children at the institute. Also, edible items, daily requirements were also donated.
5. Mumbai Marathon - Hexaware Mumbai participated in Mumbai marathon in January, 2006. The money collected was donated to United Way for social causes.
6. Hexaware also donated 94 computers to Sparsh, a NGO dedicated in empowering underprivileged children with IT knowledge.
7. Hexaware also sponsored Cyber Safety Week conducted by Mumbai Police. This Week was aimed at creating awareness and preventing cyber crime.

Outlook

Your Company believes that the premise on which its new business initiatives will be built on is the creation of an extended customer relationship by becoming true “partners” in delivering them business impact. Bolstered by excellent customer reviews and feedback, and solid performance based track record, your Company expects to increase its growth rate on three strategic dimensions – proactive customer acquisition, aggressive customer retention and value based partnerships. With improved customer fulfillment and customer care planning, your Company is well poised to offset challenges and capitalise on the opportunities of tomorrow.

Besides generating healthy revenues from its major customer accounts, Hexaware's key revenue streams for fiscal year 2006 is expected to come from the BFSI, Transportation industry segments, HR-IT solutions and the horizontal segment of PeopleSoft. These business platforms continue to be the foundations of your Company, on which new verticals and horizontal services will be built upon. Based on the solid infrastructure expansions carried out through 2005 and the coming fiscal period, your Company aspires to be a front-runner for winning major turnkey IT projects that typically tend to go to larger players.

Your Company's focus on developing delivery capability in emerging regions such as China, Eastern Europe and South America should further strengthen your Company's ability to compete better against global players. Your Company plans to make fresh investments in 2006 to further strengthen its presence in Australia, Netherlands, Canada and South America. By focusing on expanding management bandwidth, coupled with a judicious onsite-offshore mix, the Company is looking towards maintaining its strong rate of growth. Your Company also plans to capitalize on the growing trend of integrated IT/BPO and integrated IT/RFID solutions to cater to the growing market for this service. Combined with the BPO arm, your Company is poised to become one of the leading providers to offer integrated business technology outsourcing solutions.

Thanks to its sustained efforts in 2005, your Company has built up a formidable order book. This should support in planning infrastructure development and people investments with greater precision to produce sustained profitability.

With a firm commitment to multiplying shareholder value, your Company is confident of further strengthening its business in terms of volume, client base, geographies, verticals and horizontal services. Through its sustained performance ethics and a stable business model, your Company is now well poised to travel forward on to the next stage of persistent growth.

Corporate Governance and Management Discussion and Analysis

Your Company has been practicing the principles of good corporate governance over the years. The Board of Directors supports and adheres the principles of corporate governance as these principals generate a sound corporate culture resulting in more accountability in all its transactions. In addition to the basic governance issues, the Board lays strong emphasis on transparency, accountability and integrity.

A report on Corporate Governance including the relevant Auditors' Certificate regarding compliance with the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement with stock exchanges is annexed.

Directors' Responsibility Statement

As required under Section 217(2AA) of the Companies Act, 1956, your Directors hereby state and confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the annual accounts on a going concern basis.

Employee Stock Option Plans (ESOP)

During the year under review, your Company allotted 2,840,670 Equity Shares of Rs. 2/- each on exercise of Stock Warrants/Options.

Pursuant to the approval of the shareholders, your Company had instituted the Employee Stock Option Scheme, 1999 and the Employee Stock Option Plan, 2002 for all eligible Directors (excluding Promoter Directors), employees of the Company and employees of its subsidiaries. Both the Plans are administered by the Remuneration & Compensation Committee of the Board and provide for the issuance of 18,000,000 Warrants and 11,049,145 Options respectively.

The details of the Warrants/Options granted under the 1999 and 2002 plans are given as under :

Disclosures in compliance with the Guidance Note on Accounting for Employee Share-based Payments

Sr. No.	Description	ESOP - 1999		ESOP - 2002	
1	Method used for accounting of the employee share-based payment plans	Intrinsic value method		Intrinsic value method	
2	If Intrinsic value method is used, impact for the accounting period had the fair value method been used on the following -				
	Net results	4,973,337		18,255,096	
	Earnings per Share (EPS)				
	- Basic	7.57		7.57	
	- Diluted	7.33		7.33	
3	Description of each type of employee share-based payment plan that existed at any time during the period including the following -				
	Total number of options/warrants under the plan	18,000,000		11,049,145	
	Vesting Requirements	Vesting 25% on each successive anniversary of the grant date or as per the discretion of the Committee		Vesting 25% on each successive anniversary of the grant date or as per the discretion of the Committee	
	Maximum term of options/warrants granted	10 years		7 years	
4.	Number and weighted average exercise prices of stock options/warrants for each of the following groups of options/warrants	Number of warrants/	Weighted Average Exercise Price (Rs.)	Number of options/	Weighted Average Exercise Price (Rs.)
	- Outstanding at the beginning of the period	4,236,285	9.00	7,455,290	31.50
	- Granted during the period	-	-	1,214,000	145.00
	- *Forfeited / expired during the period	196,410	9.00	789,840	72.26
	- Exercised during the period	2,274,705	9.00	2,082,435	70.92
	- Outstanding at the end of the period and	1,765,170	9.00	5,797,015	83.30
	- Exercisable at the end of the period	1,481,320	9.00	1,514,690	31.80
5	Number of options/warrants vested	1,481,320		1,514,690	
6	Total number of shares arising as a result of exercise	758,235		2,082,435	
7	Money realised by exercise of options/warrants	Rs. 6,824,115		Rs. 29,179,873	



Sr. No.	Description	ESOP - 1999		ESOP - 2002	
8	Employee-wise details of options/warrants granted to - - Senior management personnel - Employees holding 5% or more of the total number of warrants/options granted during the year - Identified employees who were granted warrant/option, during the year equal to or exceeding 1% of the issued capital (excluding outstanding options/warrants and conversions) of the Company at the time of grant.	Nil		Nil	
		Nil		Nil	
		Nil		Nil	
9	For stock options/warrants exercised during the period the weighted average share price at the date of exercise. If options were exercised on a regular basis throughout the period, the weighted average share price during the period.	As disclosed in point 4 above			
10	For stock options/warrants outstanding at the end of the period, the range of exercise prices and weighted average remaining contractual life (vesting period + exercise period). If the range of the exercise prices is wide, the outstanding options should be divided into ranges that are meaningful for assessing the number and timing of additional shares that may be issued and cash that may be received upon exercise of those options.	Range of exercise Prices (Rs.)	Weighted average contractual life (months)	Range of exercise Prices (Rs.)	Weighted average contractual life (months)
		9.00	90	9 to 25	112
				70.6 to 73.6	128
				80.4 to 101	134
11	For stock options/warrants granted during the period, the weighted average fair value of those options at the grant date and information on how the fair value was measured including the following - Option pricing model used - Inputs to that model including - weighted average share price exercise price expected volatility option life (comprising vesting period + exercise period) expected dividends risk-free interest rate any other inputs to the model including the method used and the assumptions made to incorporate the effects of expected early exercise. - Determination of expected volatility, including explanation to the extent expected volatility was based on historical 'volatility'. - Any other features of the option grant were incorporated into the measurement of the fair value, such as market conditions.	No grants made during current period.		Black Scholes Options Pricing Model 144.90 145.00 Vest 1 33.61% Vest 2 41.48% Vest 3 44.98% Vest 4 50.27% 4.5 years 1.10% Vest 1 6.08% Vest 2 6.16% Vest 3 6.24% Vest 4 6.31% Based on historical volatility. -	

