



“Chairman’s Communique”



Dear Shareholder,

We have completed 18 years at Hexaware.

The way we perceive it is, that we have grown and alongside we have not only added value but have also strengthened our ties. With over 5000 people working across the globe and making a difference to clients, investors, shareholders and one another, we are a youthful Company.

The year 2008 witnessed the downturn in the global economy and brought along some external challenges

for us as well. But also during '08 we added many feathers in our cap and moving further, this will only get better.

- Your Company emerged as one of the Top 25 companies adopting good corporate governance practices by the Institute of Company Secretaries of India for the year 2008.
- We ranked 15th in the NASSCOM Top 20 IT Software and Services Exporters from India (2007-2008).
- Your Company was ranked among the Top 20 Best IT employers in India by DQ-IDC for four years in a row now.
- Your Company was selected among the Leaders category for The 2008 Global Outsourcing 100 by the International Association of Outsourcing Professionals (IAOP).
- The Siruseri campus went live.
- We also launched a new global delivery center at New Jersey, USA.
- Our subsidiary Caliber Point marked a new beginning in Nagpur with a pristine campus.
- Your Company was certified at CMMI Level-5 once again and was awarded ISO 9001:2000 certification.

In spite of the macroeconomic conditions we added several marquee customers to our roster and continue to strengthen our relationships on our high-quality client base. We currently have 68 Fortune 500 / Global 500 corporations of the 178 active clients. We also considerably improved our utilization and our margins.



The Company integrated the Business Technology Optimization (BTO) operations of FocusFrame and Hexaware. The strengthened organization will be equipped with a complete suite of service offerings both in automated and manual testing.

We are now well into 2009 and certainly realize the impact of the demanding situation. But I believe life is a journey and when we are in a journey, we have to face the sun and the rain as well. Sometimes along the journey, one also passes through a dark tunnel, but, there is always light at the end of a tunnel. While we are in the midst of a global recession today, I have no doubt that at the end of it; we will emerge much stronger.

Let me remind you that after the downturn in '01 and '02, the whole industry grew at a very high rate and Hexaware emerged as one of the fastest growing companies in the industry.

Also in 2008, we considerably strengthened our management team and are sufficiently geared to face the macro challenges 2009 may hold for us. The title of the famous book by Robert H. Schuller is very apt here, 'Tough Times Never Last But Tough People Do.' I am confident that our 'TOUGH' management team will

guide the Company through this phase to newer successes.

We as a Company continue to remain poised for growth; we have the necessary capabilities, the right competencies, the niche focus areas and most of all the right people. In addition as an organization, we have the patience and the fortitude required to build a strong Hexaware and we are building it from a long term perspective. Rome was not built in a day and at 18 today, we clearly have the most youthful years still ahead of us.

We as an organisation will continue to successfully tread along this journey that we have embarked on, together.

As I conclude, let me end by extending my gratitude to you, the shareholders for supporting us.

Your commitment is truly valued.

Yours Sincerely,

Atul K. Nishar

Executive Chairman

Date : March 25, 2009

BOARD OF DIRECTORS

MR. ATUL K. NISHAR
Executive Chairman

MR. BHAGWANT P. BHARGAWE
Company Secretary

MR. P. R. CHANDRASEKAR
Global CEO & Vice-Chairman

STATUTORY AUDITORS
M/s. Deloitte Haskins & Sells
Chartered Accountants, Mumbai

DR. (MRS.) ALKA A. NISHAR
Director

REGISTERED OFFICE
152, Millennium Business Park,
Sector – III, 'A' Block,
TTC Industrial Area,
Mahape, Navi Mumbai – 400 710

MR. L. S. SARMA
Director

MR. SHAILESH HARIBHAKTI
Director

REGISTRAR & SHARE TRANSFER AGENT
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 / 6772 0300
Fax : 2837 5646

DR. BAKUL DHOLAKIA
Director

MRS. PREETI MEHTA
Director

MR. S. K. MITRA
Director

MR. BHARAT SHAH
Director

MR. SUNISH SHARMA
Director

MANAGEMENT TEAM

Atul K. Nishar
Founder and Executive Chairman

P. R. Chandrasekar
Global CEO & Vice-Chairman

Ramanan R. V
President – Global Delivery

Rajiv Pant
President – North America

Sunil Surya
President – European Operations

Milind Kalurkar
Asst. Vice President & Head Sales-APAC

Deepak Rao
Sr. Vice President &
Global Head-BFSI Vertical

Anirban Chakraborty
Sr. Vice President-Emerging Markets

Yogendra Shah
Executive Vice President &
Global Head-TTHL Vertical

Vaughn Paladin
Global Head-BTO Business

Moorthi Chokkanathan
Executive Vice President
(Enterprise Solutions)

R. U. Srinivas
Chief Executive Officer - Caliberpoint

Prateek Aggarwal
Chief Finance Officer

Deependra Chumble
Chief People Officer

Nataraj N
Chief Information Officer

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NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of the Members of Hexaware Technologies Limited will be held on Tuesday, the 5th day of May, 2009 at 3.00 p.m. at M. C. Ghia Hall, 2nd floor, Bhogilal Hargovinddas Building, 18/20, K. Dubhash Marg, Behind Prince of Wales Museum/Kala Ghoda, Mumbai-400 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended December 31, 2008 and the Balance Sheet as on that date together with the Reports of the Board of Directors' and Auditors' thereon.
2. To declare a Final Dividend on Equity Shares and to confirm the Interim Dividend.
3. To appoint a Director in place of Dr. (Mrs.) Alka Atul Nishar, who retires by rotation, and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Ms. Preeti Mehta, who retires by rotation, and being eligible, offers herself for re-appointment.
5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Dr. Bakul Dholakia, a Director liable to retire by rotation, who does not seek re-election, is not re-appointed as a Director of the Company.

RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, be not filled in at this meeting or at any adjournment thereof."

6. To re-appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"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 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."

SPECIAL BUSINESS:

7. To consider and if thought fit, to pass, with or without modification(s), 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. Bharat Shah, who was appointed as an Additional Director by the Board w.e.f. July 29, 2008, 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."

8. To consider and if thought fit, to pass, with or without modification(s), 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. Sunish Sharma who was appointed as an Additional Director by the Board w.e.f. February 16, 2009, 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."

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 314 (1) (b) and all other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the appointment of Ms. Priyanka. A. Nishar, relative of Mr. Atul K. Nishar, Executive Chairman and Dr. (Mrs.) Alka A. Nishar, Director of the Company, as Account Manager in Hexaware Technologies Inc., USA, a wholly owned subsidiary of the Company and to the payment of remuneration of a sum not exceeding US \$ 100,000 (US Dollars one hundred thousand) per annum as base salary and performance bonus of US \$ 15,000 (US

Dollars fifteen thousand) per annum in addition to other benefits as per the rules of the Company and the annual increment being not exceeding 20% of the aggregate of base salary and performance Bonus, as decided by the Remuneration and Compensation Committee of the Board”.

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in, partial modification of Resolution No.10 passed at the Fifteenth Annual General Meeting of the Company held on 30th June, 2008 in respect of appointment and the terms of remuneration of Mr. P. R. Chandrasekar, Director of the Company to hold an office or place of profit as Director of Hexaware Technologies Inc., a wholly owned subsidiary of the Company, consent of the Company be and is hereby accorded to the ratification of one time payment of joining bonus of US \$500,000/- (US Dollars five hundred thousand) to him by Hexaware Technologies Inc., USA.”

By Order of the Board of Directors

Bhagwant Bhargawe
Head Legal & Company Secretary

Place : Mumbai

Date : March 25, 2009

Registered Office:

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

NOTES:

1. Explanatory Statements in respect of item Nos. 5 and 7 to 10, pursuant to Section 173(2) of the Companies Act, 1956, are annexed hereto and form part of the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

3. Members/Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Meeting.
4. All documents referred to in the Notice and Explanatory Statements are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. up to the date of the Meeting except holidays and also posted on the web site of the Company at www.hexaware.com.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 29th day of April, 2009 to Tuesday, 5th day of May, 2009 both days inclusive, in terms of the provisions of Section 154 of the Companies Act, 1956 and the applicable Clauses of the Listing Agreement entered into with the Stock Exchanges.
6. Those Members who have so far not encashed their dividend warrants for the financial year ended 31st December, 2003 onwards, may approach the Registrar and Share Transfer Agent, M/s. Sharepro Services (India) Private Limited, at the address mentioned elsewhere in the Notice for the payment without any further delay as the said unpaid dividend will be transferred to the Investor Education and Protection Fund of the Central Government pursuant to Section 205C of the Companies Act, 1956. Shareholders are requested to note that no claim shall lie against the said Fund or the Company in respect of any amounts which were unclaimed and unpaid for a period of 7 years and transferred to Investor Education and Protection Fund of the Central Government.
7. Members are entitled to nominate a person to whom his/her shares in the Company shall vest in the event of his/her demise by filling up Form No. 2B. The shareholders are requested to avail of this facility. The duly filled in and signed nomination Form No. 2B should be sent to the Registrar and Share Transfer Agent, M/s. Sharepro Services (India) Private Limited at the address mentioned elsewhere in the Notice.
8. Members are requested to:
 - a) Intimate to the Company's Registrar and Share Transfer Agent, changes, if any, in their respective addresses along with Pin Code number at an early date.
 - b) Quote folio numbers in all their correspondence.
 - c) Consolidate holdings into one folio in case of multiplicity of folios with names in identical order.
9. Non-Resident Indian Shareholders are requested to inform the Company immediately:
 - a) The change in the Residential Status on return to India for permanent settlement;



- b) The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
10. Corporate Members are requested to send a duly certified copy of the board resolution authorizing their representative to attend and vote at the Annual General Meeting.
11. The Certificate from the Auditors of the Company certifying that the Employees Stock Option Scheme of the Company is being implemented in accordance with the Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended, and in accordance with the resolution of the general meeting will be available for inspection to Members at the Annual General Meeting.
12. Members seeking any information relating to the Accounts may write to the Company Secretary of the Company at its registered office at 152, Millennium Business Park, Sector -III, 'A' Block, TTC Industrial

Area, Mahape, Navi Mumbai – 400 710, for the attention of Company Secretary or send an email at investorinfo@hexaware.com.

13. Members are requested to bring their copies of the Annual Report for the meeting. As communicated earlier, members holding shares in physical form are requested to get them dematerialised, as the shares of the Company are under compulsory demat system.
14. Re-appointment of Directors: At the ensuing Annual General Meeting, Dr. (Mrs.) Alka Atul Nishar, Ms. Preeti Mehta retire by rotation and being eligible offer themselves for re-appointment. Approval of the members is also sought for appointment of Mr. Bharat Shah and Mr. Sunish Sharma, Additional Director, as Directors of the Company liable to retire by rotation. The information pertaining to these Directors to be provided in terms of Clause 49 of the Listing Agreement entered into with the Stock Exchanges are furnished in the Statement on Corporate Governance published in this Annual Report.



EXPLANATORY STATEMENTS PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

ITEM No. 5

In accordance with the provisions of Section 256 of the Companies Act, 1956, Dr. (Mrs.) Alka Atul Nishar, Ms. Preeti Mehta and Dr. Bakul Dholakia retire by rotation at the ensuing Annual General Meeting. However, Dr. Bakul Dholakia has informed the Company that he does not seek re-appointment. The Company does not propose to fill up the vacancy at this meeting or any adjournment thereof. Hence as required under Section 256 of the Companies Act, 1956, a resolution is proposed not to fill up the vacancy caused by the retirement of Dr. Bakul Dholakia at this meeting or any adjournment thereof.

Dr. Bakul Dholakia has been a Director of the Company since 17th July, 2006. The Board places on record its appreciation of the contributions made by Dr. Bakul Dholakia during his tenure as a Director. Members attention is invited to para 5 on page No. 20 of the Directors' Report for the same.

ITEM NO. 7

The Board of Directors of the Company appointed Mr. Bharat Shah as an Additional Director with effect from July 29, 2008 in accordance with the provisions of Section 260 of the Companies Act, 1956 and Article 88 of the Articles of Association of the Company. He holds office up to the date of forthcoming Annual General Meeting. Notice in terms of provisions of Section 257 of the Companies Act, 1956 along with the requisite deposit has been received from a Member proposing the candidature of Mr. Bharat Shah as a Director of the Company.

Mr. Shah is the Chairman of HDFC Securities Limited. He has been one of the founder members of HDFC Bank and joined HDFC Bank in December 1994 as an Executive Director on its Board. He is occupying the position of Head-Custody & Depository, Retail, HR, Private Banking, Infrastructure and Merchant Services in HDFC Bank Limited from December 1994 till date. He is on the Board of various companies like Computer Age Management Services Private Limited, ADFC Limited, and Hill Properties Private Limited.

Mr. Shah with his rich knowledge & experience also acts as an Advisor for Yatra Art Fund, Vanita Vishram Trust, RBK International Academy and Foundation for Liberal & Management Education.

Mr. Shah has received his Bachelors of Science (B. Sc.) degree from the University of Mumbai in the year 1967. He also holds a Degree in Applied Chemistry with special reference to Metal Finishing from Borough Polytechnic, London. (1967-1969)

He started his career as R&D Chemist in Pyrene Company Ltd. for a year (1969-1970). He worked for Bradma India Limited during 1971-1974 as Sales Executive and thereafter in Technova for three years (1975-1978). He was Marketing Head of Travellers Cheque and the Rupee Travellers Cheque Operation during 1979-1983 with Thomas Cook. He worked with Citibank as Payment Product Division Head & then Real Estate Division Head from 1983 to 1993. Mr. Shah was an Investment Advisor for Union Bank of Switzerland, Singapore for a Year i.e. 1993-94.

Your Directors recommend the Resolution at Item No. 7 for your approval.

Except Mr. Bharat Shah, none of the Directors is concerned or interested in the resolution.

ITEM NO. 8

GA Global Investments Limited, Cyprus (General Atlantic) holds approx. 15% of the paid up share capital of the Company. As per the agreement entered with them they have a right to nominate one Director on the Company's Board. General Atlantic had nominated Mr. Mark F. Dzialga as their nominee since 2006, who has resigned. General Atlantic has requested a change in its nominee on the Board and has nominated Mr. Sunish Sharma in his place. The Board places on record its sincere appreciation of the contributions made by Mr. Mark F. Dzialga.

The Board of Directors of the Company appointed Mr. Sunish Sharma as an Additional Director with effect from February 16, 2009 in accordance with the provisions of Section 260 of the Companies Act, 1956, Article No.88 of the Articles of Association of the Company.

Mr. Sharma holds office up to the date of the forthcoming Annual General Meeting. Notice in terms of provisions of Section 257 of the Companies Act, 1956 along with the requisite deposit has been received from a Member proposing the candidature of Mr. Sharma as a Director of the Company.

Mr. Sharma is a MBA, Gold Medalist, from Indian Institute of Management, Calcutta. He completed his graduation from Delhi University and he also holds a degree of Cost & Works Accountant.

Mr. Sharma has extensive experience in the area of IT and business process offshoring and focuses his efforts within General Atlantic on the firms Enterprise Solutions, Healthcare, and Consumer sector.

Prior to joining General Atlantic, Mr. Sharma worked at McKinsey & Company Inc. He was engaged in their Telecom, IT and BPO group serving several Indian and MNC clients on multiple offshoring and M&A transactions.



Mr. Sharma has co-authored the first 2 NASSCOM – McKinsey reports on the IT and BPO sector.

Your Directors recommend the Resolution at Item No. 8 for your approval.

Except Mr. Sunish Sharma, none of the Directors is concerned or interested in the resolution.

ITEM NO. 9

Ms. Priyanka A. Nishar is appointed in Hexaware Technologies Inc., USA, a wholly owned subsidiary of the Company. Ms. Priyanka will be holding an office as an Account Manager on a remuneration not exceeding US \$100,000 (US Dollars one hundred thousand) as the base salary and performance bonus of US \$ 15,000 (US Dollars fifteen thousand), in addition to other benefits as per the rules of the company and the annual increment being not exceeding 20% of the aggregate of base salary and performance bonus, in her capacity as Account Manager in Hexaware Technologies Inc., USA, as decided by the Remuneration and Compensation Committee of the Board.

Ms. Priyanka has done MBA from Harvard Business School and completed her Graduation in Engineering from Cornell University, USA. She has also worked with Accenture, USA for a period of three years.

Ms. Priyanka would be looking after Business Development as per the directions of the management of Hexaware Technologies Inc., USA.

The remuneration payable to Ms. Priyanka by Hexaware Technologies Inc., USA is in excess of the limits prescribed under Section 314 (1) (b) and would result in her holding an office or place of profit in the said subsidiary. Pursuant to Section 314 (1) (b) approval of the shareholders of the Company by way of a Special Resolution is required for holding an office or place of profit.

Your Directors recommend the Resolution at Item No. 9 for your approval.

None of the Directors, except Mr. Atul K. Nishar (Executive Chairman) and Dr. (Mrs.) Alka A. Nishar (Director), being relatives of Ms. Priyanka Nishar, are interested in the proposed resolution.

ITEM NO. 10

Mr. P. R. Chandrasekar, Director of the Company has been appointed by Hexaware Technologies Inc., a wholly owned subsidiary of the Company on the terms of remuneration as approved by their Board and as approved by the Shareholders of the Company under Section 314 and other applicable provisions of the Companies Act, 1956 as per Resolution No. 10 of the notice of the Fifteenth Annual General Meeting held on 30th June, 2008.

At the time of his joining, the Board of Hexaware Technologies Inc. had agreed to pay him a joining bonus of US \$500,000/- (US Dollars five hundred thousand) but it was not covered in the said Resolution No. 10. The said payment has been effected by the wholly owned subsidiary. The members are recommended to ratify the payment of joining bonus to Mr. P. R. Chandrasekar.

Your Directors recommend the resolution at Item No. 10.

Except Mr. P. R. Chandrasekar, none of the directors is concerned or interested in the said resolution.

By Order of the Board of Directors

Bhagwant Bhargawe
Head Legal & Company Secretary

Place: Mumbai
Date: March 25, 2009

Registered Office:

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