

April 10, 2012

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

Kind Attn.: Mr. K. Gopalakrishnan Iyer – DGM – Dept. of Corporate Affairs

Dear Sir,

Sub: Compliance status of Clause 49.

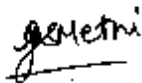
We attach herewith the Compliance Report on the Corporate Governance Code pursuant to Clause 49 of the Listing Agreement for the quarter ended March 31, 2012.

Kindly acknowledge receipt.

Thanking you,

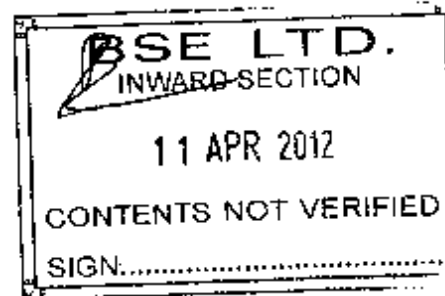
Yours faithfully,

For **Hexaware Technologies Limited**



Gunjan Methi
Company Secretary

End: as above



Status of Compliance Report on Corporate Governance

Name of the Company: **HEXAWARE TECHNOLOGIES LIMITED**
Quarter ending on : **March 31, 2012**

Particulars	Clause of Listing Agreement	Compliance Status Yes / No	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49 (I A)	YES	
(B) Non-executive Directors' compensation & disclosures	49 (I B)	YES	
(C) Other provisions as to Board and Committee	49 (I C)	YES	
(D) Code of Conduct	49 (I D)	YES	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (II A)	YES	
(B) Meeting of Audit Committee	49 (II B)	YES	
(C) Powers of audit Committee	49 (II C)	YES	
(D) Role of Audit Committee	49 (II D)	YES	
(E) Review of Information by Audit Committee	49 (II E)	YES	
III. Subsidiary Companies	49(III)	YES	
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	YES	
(B) Board Disclosures	49 (IV B)	YES	
(C) Risk Management	49 (IV C)	YES	
(D) Proceeds from public issues, right issues, preferential issues etc.	49 (IV D)	YES	
(E) Remuneration of Directors	49 (IV E)	YES	
(F) Management	49 (IV F)	YES	
(G) Shareholders	49 (IV G)	YES	
V. CEO/ CFO Certification	49 (V)	YES	
VI. Report on Corporate Governance	49 (VI)	YES	
VII. Compliance	49 (VII)	YES	

For Hexaware Technologies Limited

Gunjan Methil

Gunjan Methil
Company Secretary

Place: Mumbai
Date : April 10, 2012

