

April 21, 2011

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

Kind Attn: Mr. Gopaikrishnan Iyer – AGM – Dept. of Corporate Services

Dear Sir,

**Sub: Secretarial Share Capital Audit Certificate.**

In terms of Regulations 55A of SEBI (Depositories & Participants) Regulations, 1996, we are enclosing herewith the Secretarial Share Capital Audit Certificate Issued by Mr. Nilesh Shah, Practicing Company Secretary, certifying the compliance as required under the said Regulation for the quarter ended March 31, 2011.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For **Hexaware Technologies Limited**



**Gunjan Methi**

**Asst. Company Secretary**

Encl: as above

# NILESH G. SHAH

B.Com., U.B. (G), F.C.S.

## Company Secretaries

To,  
The Board of Directors,  
M/s. Hexaware Technologies Limited  
MUMBAI

**SUB: Reconciliation of Share Capital Audit Certificate in terms of Regulation 55A of SEBI (Depositories & Participants) Regulations, 1996.**

Dear Sirs,

I have examined the Register of Members, Beneficiary details furnished by the depositories and other records / documents maintained by M/s. Hexaware Technologies Limited (hereinafter referred to as "the Company") and M/s. Sharepro Services (India) Private Limited, the Registrar and Transfer Agent of the Company, for issuing of this certificate in accordance with circular D&CC/PITTC/CIR-16/ 2002 dated December 31, 2002 issued by the Securities and Exchange Board of India read with Regulation 55A of SEBI (Depositories & Participants) Regulations, 1996.

In my opinion and to the best of my information and according to the explanations given to me and based on such verification as considered necessary, I hereby certify that:

1	For Quarter Ended	31.03.2011	
2	ISIN	INE093A01033	
3	Face Value	Equity Shares of Rs. 2/- each	
4	Name of the Company	Hexaware Technologies Limited	
5	Registered Office Address	152, Millennium Business Park, Sector -III, 'A' Block, TTC Industrial Area, Mahape, Navi Mumbai - 400 710	
6	Correspondence Address	152, Millennium Business Park, Sector -III, 'A' Block, TTC Industrial Area, Mahape, Navi Mumbai - 400 710	
7	Telephone & Fax Nos.	Tel.: 022 - 6791 9595 Fax No.: 022 - 6791 9578	
8	Email Address	gunjanm@hexaware.com	
9	Names of the Stock Exchanges where the Company's securities are listed	Bombay Stock Exchange Limited (BSE) National Stock Exchange of India Limited (NSE) London Stock Exchange (LSE) - GDR	
10	Issued Capital	Number of Shares	% of Total Issued Capital
		291091562	
11	Listed Capital (Exchange-wise) (as per company records)	(Including GDR)	
		291091562	
		291091562	
		(GDR)-89780	
12	Held in dematerialized form in CDSL	10553813	3.63
13	Held in dematerialized form in NSDL	275697097	94.71
14	Physical	4840652	1.66
15	Total No. of shares (12+13+14)	291091562	100.00
16	Reasons for difference if any, between (10&11), (10&15), (11&15)	N.A.	



211-B (Back Side) 2nd Floor, Building No. 2, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagar Road, Andheri (East), Mumbai - 400 069. Tel. : 2820 7624 / 2820 3582 E-mail : nilesh@ngshah.com

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Tel.: 2836 3419 Email : ngshah.cs@gmail.com

# NILESH G. SHAH

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## Company Secretaries

17 Certifying the details of changes in share capital during the quarter under consideration as per Table Below:																		
Particulars ***	No. of Shares	Applied/ Not Applied For Listing	Listed on Stock Exchanges (Specify Names)	Whether Intimated to CDSL	Whether Intimated to NSDL	In-principal Approval Pending for SE (Specify Names)												
Issue of the Equity Shares Under ESOP On 13.01.2011	292051	Listed on BSE w.e.f. 24.01.2011 & NSE w.e.f. 27.01.2011	NSE BSE	YES	YES	N.A.												
Issue of the Equity Shares Under ESOP On 17.02.2011	52,750	Listed on BSE w.e.f. 25.02.2011 & NSE w.e.f. 24.02.2011	NSE BSE	YES	YES	N.A.												
Issue of the Equity Shares As Bonus On 02.03.2011	14,55,45,781	Listed on BSE & NSE w.e.f. 08.03.2011	NSE BSE	YES	YES	YES												
*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (to specify).																		
18	Register of Members is updated (Yes/No) If not, updated up to which date					Yes												
19	Reference of previous quarter with regard to excess dematerialized shares, if any.					Nil												
20	Has the Company resolved the matter mentioned in Point No. 19 above in the current quarter? If not, reason why?					N.A.												
21	Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay.																	
<table border="1"> <thead> <tr> <th>Total No. of Demat Request</th> <th>No. of Request</th> <th>No. of Shares</th> <th>Reasons for Delay</th> </tr> </thead> <tbody> <tr> <td>Confirmed after 21 Days (from the date of receipt of DRF by RTA)</td> <td>---</td> <td>---</td> <td>---</td> </tr> <tr> <td>Pending for more than 21 days (from the date of receipt of DRF by RTA)</td> <td>---</td> <td>---</td> <td>---</td> </tr> </tbody> </table>							Total No. of Demat Request	No. of Request	No. of Shares	Reasons for Delay	Confirmed after 21 Days (from the date of receipt of DRF by RTA)	---	---	---	Pending for more than 21 days (from the date of receipt of DRF by RTA)	---	---	---
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22	Name, Telephone & Fax No. of the Compliance Officer of the Company		Ms. Gunjan Methi, Asst. Company Secretary 152, Millennium Business Park, Sector -III, 'A' Block, TTC Industrial Area, Mahape, Navi Mumbai - 400 710 Tel. 022-6791 8860 Fax No. 022- 6791 9578															
23	Name, Address, Tel. & Fax No., Registration no. of the Auditor		Nilesh G. Shah (C.S.) 404/B, Poonam Sagar, Poonam Nagar, Off Mahakali Caves Road, Andheri (E), Mumbai - 400 093. Tel. 022-2820 3582 / 7824 FCS No. 4554 C.P. No. 2631															
24	Appointment of common agency for share registry work If yes (name & address)		M/s. Sharepro Services (India) Private Limited 13 AB, Samhita Warehousing Complex, 2 <sup>nd</sup> Floor, Sakinaka Telephone Exchange Lane, Off Andheri - Kuria Road, Sakinaka, Andheri (East), Mumbai - 400 072.															
25	Any other details that the auditor may like to provide. (E.g. BIFR company, delisting from SE, company changed its name etc.)					NIL												

Place : Mumbai

Date : 09.04.11

*Nilesh G. Shah*  
NILESH G. SHAH  
Company Secretary  
Proprietor  
FCS No. 4554 C. P. No. 2631



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