

January 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.**

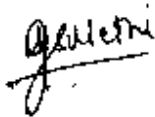
We attach herewith the Compliance Report on the Corporate Governance Code pursuant to Clause 49 of the Listing Agreement for the quarter ended December 31, 2011.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

For **Hexaware Technologies Limited**



**Gunjan Methi**  
Company Secretary

Encl: as above

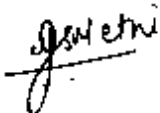


**Status of Compliance Report on Corporate Governance**

Name of the Company: **HEXAWARE TECHNOLOGIES LIMITED**  
Quarter ending on : **December 31, 2011**

Particulars	Clause of Listing Agreement	Compliance Status Yes / No	Remarks
<b>I. Board of Directors</b>	<b>49 I</b>		
(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	
<b>II. Audit Committee</b>	<b>49 (II)</b>		
(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	
<b>III. Subsidiary Companies</b>	<b>49 (III)</b>	YES	
<b>IV. Disclosures</b>	<b>49 (IV)</b>		
(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	
<b>V. CEO/ CFO Certification</b>	<b>49 (V)</b>	YES	
<b>VI. Report on Corporate Governance</b>	<b>49 (VI)</b>	YES	
<b>VII. Compliance</b>	<b>49 (VII)</b>	YES	

For Hexaware Technologies Limited



**Gunjan Methi**  
Company Secretary

Place: Mumbai  
Date : January 10, 2012

