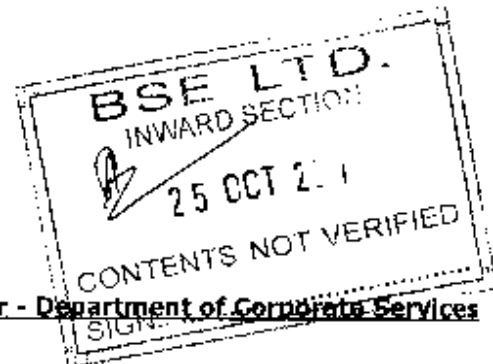


October 24, 2011

The Manager - Listing
The Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001



Kind Attn: Ms. Faizana Mehta - Dy. Manager - Department of Corporate Services

Sub: Final Trading approval of 2,86,800 Equity shares of Rs. 2/- each allotted against exercise of Options.

Dear Madam,

This is to inform you that, under Hexaware Technologies Limited - Employees Stock Option Scheme - 2002, 30,300 Options, under Hexaware Technologies Limited - Employees Stock Option Scheme - 2007, 1,19,000 Options and under Hexaware Technologies Limited - Employees Stock Option Scheme - 2008, 1,37,500 Options have been exercised by the employees against which we have issued 2,86,800 Equity Shares. We hereby apply to the exchange to list these shares, enabling their trade on the stock exchange.

Part 1:

As per the requirement of the stock exchange, we are enclosing herewith the following documents along with the Listing Application:

- a) Certified copy of the resolution of Capital Issue Committee of the Board passed for allotment of shares pursuant to exercise of options **(Annexure A)**.
- b) It is hereby stated that the allotment of 2,86,800 Equity Shares to Employees pursuant to exercise of options granted under the Hexaware Technologies Limited Employees Stock Option Scheme - 2002, 2007 and 2008 rank pari passu in all respects except that such shares are eligible for rights / bonus etc. recommended by the Board on or after the date of allotment. We hereby also state that these equity shares are eligible for full year's dividend.
- c) Certificate from the Chartered Accountant **(Annexure B)**.
- d) Certificate from Compliance Officer of the Company **(Annexure C)**.
- e) Certificate from Compliance Officer of the Company for complying with legal formalities **(Annexure D)**.



- f) The List of employees who are non-resident is enclosed. **(Annexure E).**

We hereby Certify that :

The total face value of 1,61,500 Equity Shares of Rs. 2/- each which has been issued & allotted under "Hexaware Technologies Limited – Employees Stock Option Scheme 2007 and 2008" on October 21, 2011 doesn't exceed 5% of the total paid up capital of Hexaware Technologies Limited ("the Company") : - Calculation is as follows : -

| No. of shares issued under the Scheme | Face Value per share (in Rs.) | Total Face Value of shares (in Rs.) | Total paid-up capital of the Company as on 21 st October, 2011 (Post Allotment) | Value of shares as a % of the total paid-up capital of the Company as on 21 st October, 2011 (Post Allotment) |
|---------------------------------------|-------------------------------|-------------------------------------|--|--|
| 2007 - 24,000 | 2/- | 48,000/- | 58,67,16,856/- | 0.008% |
| 2008 - 1,37,500 | 2/- | 2,75,000/- | | 0.046% |

- g) Trading approval from Primary Stock Exchange – **Awaited.**
- h) A reconciliation statement for the shares approved in-principle and letter allotted and listed. **{Annexure F1, F2, F3}**.
- i) Details of listing fees paid – Not Applicable.
- j) Please note the Distinctive Nos. as follows : -

| ESOP Scheme | Distinctive Nos. | |
|-------------|------------------|-----------|
| | From | To |
| ESOP 2002 | 293071629 | 293101928 |
| ESOP 2007 | 293101929 | 293220928 |
| ESOP 2008 | 293220929 | 293358428 |

Part 2:

a) SEBI Compliance:

Certified that the Employees Stock Option Schemes are in accordance with SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999.

Further certified that the Company has received the money from the applicants against the issue of shares.

Further certified that the Company has allotted 2,86,800 Equity Shares to Employees who have exercised the Options under Hexaware Technologies Ltd - Employees Stock Option Scheme - 2002, 2007 and 2008. **(List is enclosed).**



Further certified that while issuing the shares under ESOP, the Company has followed all the requisite legal/statutory formalities and no statutory authority has restrained the company from issuing and allotting shares under ESOP - 2002, 2007 and 2008 Scheme.

b) Issue of Shares to Directors pursuant to ESOP

It is hereby confirmed that no shares are allotted to any Independent Directors of the Company under the present allotment.

c) Grant of Options to employees in excess of 1% of share capital

Mr. P. R. Chandrasekar – Vice Chairman and Global CEO, has been granted options in excess of 1% of share capital issued in one year which was approved by shareholders vide their Special Resolution passed at the Annual General Meeting held on 30th June, 2008.

d) Grant of Options to employees in excess of 5% of options Issued in one year

None of the employees have been granted options shares in excess of 5% of options share issued in one year.

We hope this will suffice the requirements for getting final trading approval on your stock exchange.

Thanking You,

Yours faithfully,

For **Hexaware Technologies Limited**



Gunjan Methi
Company Secretary



Encl.: as above