

B S R & Co. LLP

Chartered Accountants

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Private and confidential

The Board of Directors
Hexaware Technologies Limited
152, Millennium Business Park
Sector III, Block A
TTC Industrial Area, Mahape
NAVI MUMBAI 400 710

17 June 2020

Independent Auditors' Certificate pursuant to requirement of Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

1. This certificate is issued in accordance with the terms of our engagement letter dated 3 May 2018 read with addendum dated 16 June 2020.
2. We have been informed by the management of Hexaware Technologies Limited ('the Company'), that the Company requires a certificate from its statutory auditors in respect of implementation of its Hexaware Technologies Equity Option Scheme 2008 (ESOP Scheme 2008) and Hexaware Technologies Limited – Employee Stock Option Plan 2015 (ESOP 2015/Plan) (collectively called 'the Schemes') in accordance with the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time ('the Regulations') and special resolutions of the shareholders passed at the Extraordinary General Meeting and Annual General Meeting held on various dates ('the Resolutions').

Management's Responsibility

3. The management of the Company is responsible for implementation of the Schemes in accordance with the Regulations and the Resolutions. This responsibility includes the design, implementation and maintenance of internal control relevant for implementation of the Schemes in accordance with the Regulations and the Resolutions.
4. The management is also responsible for ensuring compliance with the terms and conditions contained in the Regulations and providing all relevant information to the Security and Exchange Board of India ('SEBI').

Auditor's Responsibility

5. It is our responsibility to report based on the procedures performed. In this regard, we have examined, on a test check basis, evidence about the Company's implementation of the Schemes in accordance with the Regulations and Resolutions and performed such other procedures as we considered necessary in the circumstances. Further, our examination does not provide a legal determination on the Company's implementation of the Schemes in accordance with the terms of the aforesaid Regulations and Resolutions.

Independent Auditors' Certificate pursuant to requirement of Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Continued)

Auditor's Responsibility (Continued)

6. For the purpose of our examination reliance was placed on audited financial statements for the year ended 31 December 2019 audited by us on which we have issued an unmodified audit opinion dated 11 February 2020. Our audit of these financial statements was conducted in accordance with the Standards of Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ('ICAI'). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
7. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by ICAI. This requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

9. On the basis of the procedures performed as stated above and the information, explanations and management representations provided to us, we report that nothing has come to our attention that causes us to believe that the Company has not implemented the Schemes during the year ended 31 December 2019, in all material aspects, in accordance with the aforementioned Regulations and Resolutions.

Restriction on use

10. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose to enable the Company to comply with the requirements of the Regulations and place before the shareholders of the Company at the forthcoming Annual General Meeting to be held on 4 July 2020 and is not intended to be, and should not be, used for any other purpose.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Mumbai
17 June 2020

Glenn D'souza
Partner
Membership No: 112554
UDIN : 20112554AAAABO5340