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on 18/04/11
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April 19, 2011

Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 023

Kind Attn.: Mr. Gopalkrishnan Iyer – GM – Dept. of Corporate Services

Sub: Corporate Governance Certificate – CI 49 (VII)

Dear Sir,

Pursuant to **Clause 49 (VII)** of the Listing Agreement, please find enclosed herewith a certificate from the Statutory Auditors of the Company regarding the compliance of conditions of corporate governance as stipulated in the clause, which is also included in the Annual Report sent to the shareholders.

Kindly take it on record.

Thanking you,

Yours faithfully,

For Hexaware Technologies Limited



Gunjan Methi

Asst Company Secretary

Deloitte Haskins & Sells

Chartered Accountants
12, Dr. Ambedkar Besant Road
Opp. Shiv Sagar Estate
Worli, Mumbai - 400 018
India

Tel: +91 (22) 6667 9000
Fax: +91 (22) 6667 9100

Ref: RDK/04/11/031

Auditors' Certificate on compliance of conditions of Corporate Governance as per Clause 49 of the Listing Agreement of the Stock Exchange

To the members of Hexaware Technologies Limited

We have examined the compliance of conditions of Corporate Governance by Hexaware Technologies Limited, for the year ended 31st December 2010, as stipulated in clause 49 of the Listing Agreement of the said company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.



MUMBAI, 12th March, 2011

For Deloitte Haskins & Sells
Chartered Accountants
(Firm Registration No. 117386W)

R. D. Kamat
Partner

Membership No. 36822