

April 04, 2012

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

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

**Sub: Final Trading approval of 6,29,228 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, 39,874 Options, under Hexaware Technologies Limited - Employees Stock Option Scheme - 2007, 5,43,147 and under Hexaware Technologies Limited - Employees Stock Option Scheme - 2008, 46,217 Options have been exercised by the employees/Directors against which we have issued 6,29,228 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 6,29,228 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 2,83,250 Equity Shares of Rs. 2/- each which has been issued & allotted under "Hexaware Technologies Limited – Employees Stock Option Scheme 2007 and 2008 " on April 28, 2012 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 28 <sup>th</sup> April, 2012 (Post Allotment)	Value of shares as a % of the total paid-up capital of the Company as on 28 <sup>th</sup> April, 2012 (Post Allotment)
2007 – 2,45,750	2/-	4,91,500/-	59,19,25,460/-	0.08%
2008 – 37,500	2/-	75,000/-		

- 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	295333503	295373366
ESOP 2007	295373367	295916513
ESOP 2008	295916514	295962730

**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 6,29,228 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 Independent 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. Chandrasekhar – 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 30<sup>th</sup> 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