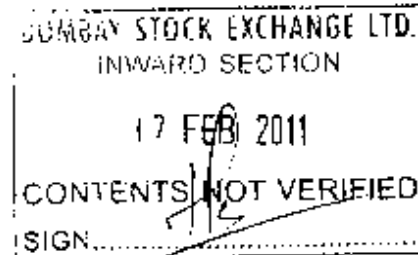


February 16, 2011

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: In-Principle approval for Bonus Equity shares of Rs. 2/- each pursuant to Clause 24(a) of Listing Agreement.

Dear Madam,

This is to inform you that Shareholders have given their approval for the issue and allotment of Bonus Shares at the Extra Ordinary General Meeting held on February 15, 2011. Pursuant to Clause 24(a) of the Listing Agreement we hereby apply for your in-principle approval and enclose following documents :-

1. A certified True Copy of the Resolution passed by the Board of Directors at their meeting held on January 11, 2011 proposing the Bonus Issue subject to approval of Shareholders at the forthcoming Extra-Ordinary General Meeting.
2. A Certified true copy of the Resolution passed by the Shareholders at the Extra Ordinary General Meeting held on February 15, 2011.
3. Certified True Copy of Annual Report for the Financial Year 2009 being the latest Annual Report.
4. Certified True Copy of amended Memorandum of Association and Articles of Association.
5. Pay Order No. 002507 dated 17th February, 2011 for Rs.27,575/- drawn on ICICI Bank Ltd. drawn in favour of Bombay Stock Exchange Ltd. towards processing fees.

It is hereby stated that the proposed Bonus Equity Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing equity shares but shall not be entitled to final dividend to be declared for the financial year ended on December 31, 2010

It is hereby confirmed that all the existing equity Shares of the Company are fully paid-up and listed on the Exchange except 52750 No. of Equity Shares which will be allotted to the employees who have exercised the Options under Hexaware Technologies Limited – Employees Stock Option Plan – 2002 and 2007 within a day or two.



The shares of the Company are listed on Bombay Stock Exchange Limited and The National Stock Exchange of India Limited. GDRs of the Company are listed on London Stock Exchange.

Kindly grant In-principle approval under 24(a) of the Listing Agreement at the earliest.

Thanking You,

Yours faithfully,

For **Hexaware Technologies Limited**

A handwritten signature in black ink, appearing to read 'G. Methi', is written over a horizontal line.

Gunjan Methi
Asst. Company Secretary

Encl.: as above