

January 10, 2011

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort,
Mumbai – 400 023

Kind Attn.: Mr. K. Gopalakrishnan Iyer – DGM – Dept. of Corporate Affairs

Dear Sir,

Sub: Compliance status of revised Clause 49.

We attach herewith the Compliance Report on the revised Corporate Governance Code pursuant to the amended Clause 49 of the Listing Agreement for the quarter ended December 31, 2010.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

For **Hexaware Technologies Limited**



Gunjan Methi
Asst. Company Secretary

End: as above

Status of Compliance Report on Corporate Governance

Name of the Company: **HEXAWARE TECHNOLOGIES LIMITED**

Quarter ending on : **December 31, 2010**

| Particulars | Clause of Listing Agreement | Compliance Status Yes / No | Remarks |
|---|-----------------------------|----------------------------|---------|
| I. Board of Directors | 49 I | | |
| (A) Composition of Board | 49 (I A) | YES | |
| (B) Non-executive Directors' compensation & disclosures | 49 (I B) | YES | |
| (C) Other provisions as to Board and Committee | 49 (I C) | YES | |
| (D) Code of Conduct | 49 (I D) | YES | |
| II. Audit Committee | 49 (II) | | |
| (A) Qualified & Independent Audit Committee | 49 (II A) | YES | |
| (B) Meeting of Audit Committee | 49 (II B) | YES | |
| (C) Powers of audit Committee | 49 (II C) | YES | |
| (D) Role of Audit Committee | 49 (II D) | YES | |
| (E) Review of Information by Audit Committee | 49 (II E) | YES | |
| III. Subsidiary Companies | 49(III) | YES | |
| IV. Disclosures | 49 (IV) | | |
| (A) Basis of related party transactions | 49 (IV A) | YES | |
| (B) Board Disclosures | 49 (IV B) | YES | |
| (C) Risk Management | 49 (IV C) | YES | |
| (D) Proceeds from public issues, right issues, preferential issues etc. | 49 (IV D) | YES | |
| (E) Remuneration of Directors | 49 (IV E) | YES | |
| (F) Management | 49 (IV F) | YES | |
| (G) Shareholders | 49 (IV G) | YES | |
| V. CEO/ CFO Certification | 49 (V) | YES | |
| VI. Report on Corporate Governance | 49 (VI) | YES | |
| VII. Compliance | 49 (VII) | YES | |

For **Hexaware Technologies Limited**



Gunjan Methi
Asst. Company Secretary

Place: Mumbai

Date : January 10, 2011