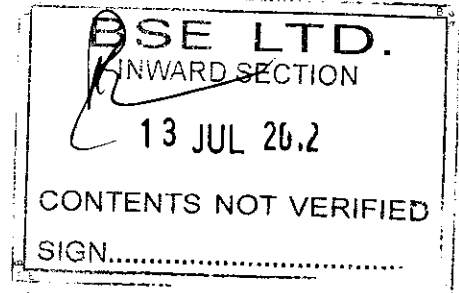


July 12, 2012

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



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

Dear Sir,

Sub: Secretarial Share Capital Audit Certificate.

In terms of Regulations 55A of SEBI (Depositories & Participants) Regulations, 1996, we are enclosing herewith the Secretarial Share Capital Audit Certificate issued by Mr. Nilesh Shah, Practicing Company Secretary, certifying the compliance as required under the said Regulation for the quarter ended June 30, 2012.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For **Hexaware Technologies Limited**

Gunjan Methi
Company Secretary

Encl: as above

NILESH G. SHAH B.Com., LLB (G), F.C.B.

Company Secretaries

Ref.: _____

To,
The Board of Directors,
M/s. Hexaware Technologies Limited
MUMBAI

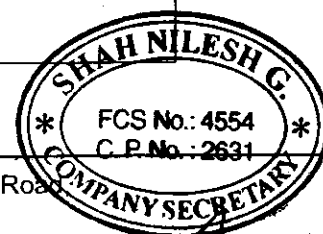
SUB: Reconciliation of Share Capital Audit Certificate in terms of Regulation 55A of SEBI (Depositories & Participants) Regulations, 1996.

Dear Sirs,

I have examined the Register of Members, Beneficiary details furnished by the depositories and other records / documents maintained by M/s. Hexaware Technologies Limited (hereinafter referred to as "the Company") and M/s. Sharepro Services (India) Private Limited, the Registrar and Transfer Agent of the Company, for issuing of this certificate in accordance with circular D&CC/FITTC/CIR-16/ 2002 dated December 31, 2002 issued by the Securities and Exchange Board of India read with Regulation 55A of SEBI (Depositories & Participants) Regulations, 1996.

In my opinion and to the best of my information and according to the explanations given to me and based on such verification as considered necessary, I hereby certify that:

1	For Quarter Ended	30.06.2012		
2	ISIN	INE093A01033		
3	Face Value	Equity Shares of Rs. 2/- each		
4	Name of the Company	Hexaware Technologies Limited		
5	Registered Office Address	152, Millennium Business Park, Sector -III, 'A' Block, TTC Industrial Area, Mahape, Navi Mumbai - 400 710		
6	Correspondence Address	152, Millennium Business Park, Sector -III, 'A' Block, TTC Industrial Area, Mahape, Navi Mumbai - 400 710		
7	Telephone & Fax Nos.	Tel.: 022 - 6791 9595 Fax No.: 022 - 6791 9578		
8	Email Address	gunjanm@hexaware.com		
9	Names of the Stock Exchanges where the Company's securities are listed	Bombay Stock Exchange Limited (BSE) National Stock Exchange of India Limited (NSE) London Stock Exchange (LSE) - GDR		
		Number of Shares	% of Total Issued Capital	
10	Issued Capital	296061230 (Including GDR)		
11	Listed Capital (Exchange-wise) (as per company records)	BSE		296061230
		NSE		296061230
		LSE		(GDR Underline Shares)-179560
12	Held in dematerialized form in CDSL	7457015	2.52	
13	Held in dematerialized form in NSDL	283923753	95.90	
14	Physical	4680462	1.58	
15	Total No. of shares (12+13+14)	296061230	100.00	
16	Reasons for difference if any, between (10&11), (10&15), (11&15)	N.A.		



211-B (Back Side) 2nd Floor, Building No. 2, Sona Udyog, Parsi Panchayat Road, Extn. Of Old Nagardas Road, Andheri (East), Mumbai - 400 069.
Tel.: 2820 7824 / 2820 3582 Email: nilesh@ngshah.co m

304-B, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Tel.: 2836 3419 Email: ngshah.cs@gmail.com

12/07/12

NILESH G. SHAH B.Com., LLB (G), EC.B.

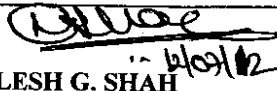
Company Secretaries

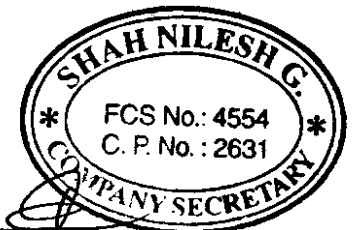
Ref.:

17 Certifying the details of changes in share capital during the quarter under consideration as per Table Below:						
Particulars ***	No. of Shares	Applied/ Not Applied For Listing	Listed on Stock Exchanges (Specify Names)	Whether Intimated to CDSL	Whether Intimated to NSDL	In-principal Approval Pending for SE (Specify Names)
Allotment of Equity Shares under ESOP On 28.04.2012	6,29,228	Listed on BSE w.e.f 10.05.2012 & NSE w.e.f. 08.05.2012	NSE BSE	YES	YES	N.A.
Allotment of Equity Shares under ESOP On 27.06.2012	98,500	Listed on BSE & NSE w.e.f. 03.07.2012	NSE BSE	YES	YES	N.A.
*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (to specify).						
18	Register of Members is updated (Yes/No) If not, updated up to which date					Yes
19	Reference of previous quarter with regard to excess dematerialized shares, if any.					Nil
20	Has the Company resolved the matter mentioned in Point No. 19 above in the current quarter? If not, reason why?					N.A.
21	Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay.					
Total No. of Demat Request		No. of Request	No. of Shares	Reasons for Delay		
Confirmed after 21 Days (from the date of receipt of DRF by RTA)		---	---	---		
Pending for more than 21 days (from the date of receipt of DRF by RTA)		---	---	---		
22	Name, Telephone & Fax No. of the Compliance Officer of the Company		Ms. Gunjan Methi, Company Secretary 152, Millennium Business Park, Sector -III, 'A' Block, TTC Industrial Area, Mahape, Navi Mumbai - 400 710 Tel. 022-6791 8860 Fax No. 022- 6791 9578			
23	Name, Address, Tel. & Fax No., Registration no. of the Auditor		Nilesh G. Shah (C.S.) 404/B, Poonam Sagar, Poonam Nagar, Off Mahakali Caves Road, Andheri (E), Mumbai - 400 093. Tel. 022-2820 3582 / 7824 FCS No. 4554 C.P. No. 2631			
24	Appointment of common agency for share registry work If yes (name & address)		M/s. Sharepro Services (India) Private Limited 13 AB, Samhita Warehousing Complex, 2 nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri - Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072.			
25	Any other details that the auditor may like to provide. (E.g. BIFR company, delisting from SE, company changed its name etc.) <p style="text-align: center;">NIL</p>					

Place : Mumbai

Date : 12/07/12


NILESH G. SHAH
Company Secretary
Proprietor
FCS No. 4554 C. P. No. 2631



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