



Date: 15<sup>th</sup> January, 2016

To,  
The Manager Listing,  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Fort,  
Mumbai – 400 023

To,  
The Manager Listing,  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Plot no. C/1, G Block,  
Bandra-Kurla Complex  
Bandra (E), Mumbai - 400 051

Sub: Quarterly Corporate Governance Report under Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for quarter ended December 31, 2015.

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annexure I and II of Corporate Governance Report for the quarter ended on December 31, 2015.

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For **Hexaware Technologies Limited**

**Gunjan Methi**  
Company Secretary



Encl. : As Above.

1. Name of the Listed Entity  
2. Quarter ending

HEXAWARE TECHNOLOGIES LIMITED  
31ST DECEMBER, 2015

**I. Composition of Board of Directors**

Title (Mr. / Ms.)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson / Executive/non-Executive/Independent/Nominee) &	Date of Appointment in the Current Term / Cessation	Tenure*	No. of Directorship in Listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in Listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Atul Kantilal Nishar	AACPN2193F 00307229	Non Executive - Chairperson			1	1	0
Mr.	P. R Chandrasekar	AAWPC4142P 02251080	Non Executive			1	0	0
Mr.	R Srikrishna	AJAPR5685D 03160121	Executive			1	0	0
Mr.	Jimmy Mahtani	AJZPM2234Q 00996110	Non Executive			1	2	0
Mr.	Kosmas Kalliarekos	Not Available 03642933	Non Executive			1	0	0
Mr.	Jack Hennessy	Not Available 06990208	Non Executive			1	0	0
Mr.	Bharat Shah	AADPS4345K 00136969	Independent	17-Oct-14	Seven and half Year	4	7	0
Mr.	Dileep Choksi	AAAPC8266E 00016322	Independent	17-Oct-14	Two Years two months	6	8	3
Mr.	Basab Pradhan	AAUPB0143P 00892181	Independent	09-Jun-14	One Year Seven months	1	1	0
Mr.	Christian Oecking	ABYPO1921H 03090264	Independent	26-Jun-14	One year Six Months	1	1	0
Ms.	Punita Kumar - Sinha	DAXPS7631M 05229262	Independent	26-Mar-15	Nine Months	6	5	0

\$ PAN number of any director would not be displayed on the website of Stock Exchange

Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

1. Mr. Bharat Shah was Independent Director under the provisions of Companies Act, 1956 from 29th July, 2008. He was appointed as Independent Director under the provisions of Companies Act, 2013 for a term of two years commencing from 17th October, 2014 to 16th October, 2016.

2. Mr. Dileep Choksi was Independent Director under the provisions of Companies Act, 1956 from 11th October, 2013. He was appointed as Independent Director under the provisions of Companies Act, 2013 for a term of two years commencing from 17th October, 2014 to 16th October, 2016.

3. Regarding Chairperson position of Mr. Dileep Choksi :- Please note that he is Alternate Chairman of Audit Committee in one of Listed Company.

**II. Composition of Committees**

Name of Committee	Name of Committee Members	Category (chairperson/Executive/Non-Executive/Independent / Nominee <sup>5</sup> )
1. Audit Committee	Mr. Dileep Choksi Mr. Bharat Shah Mr. Jimmy Mahtani Mr. Christian Oecking Mr. Basab Pradhan	Chairperson - Independent Independent Non Executive Independent Independent
2. Nomination & Remuneration Committee	Mr. Bharat Shah Mr. Kosmas Kalliarekos Mr. Jimmy Mahtani Mr. Atul Nishar Mr. Christian Oecking Mr. Basab Pradhan	Chairperson - Independent Non Executive Non Executive Non Executive Independent Independent
3. Risk Management Committee (If Applicable)	Not Applicable	
4. Stakeholders Relationship Committee	Mr. Atul Nishar Mr. Jimmy Mahtani	Chairperson - Non Executive Non Executive

& Category of directors means executive/non-executive / independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

**III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous Quarter	Date(s) of Meeting (if any) in the relevant Quarter	Maximum gap between any two consecutive (in number of days)
04-Aug-15	03-Nov-15	91 Days

**IV. Meeting of Committees**

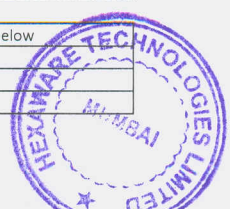
Audit Committee			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
03-Nov-15	Yes	04-Aug-15	91 Days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

**V. Related Party Transactions**

Subject	Compliance Status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	NA#
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

Note



1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "NA" may be indicated.
2. If status is "No" details of non-compliance may be given here.  
# Related Party Transactions entered with Wholly Owned Subsidiaries only which is exempt.

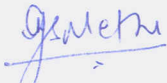
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**VI. Affirmations**

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1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
    - a. Audit Committee
    - b. Nomination & Remuneration Committee.
    - c. Stakeholders relationship Committee
    - d. Risk Management Committee (applicable to the top 100 listed entities)
  3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: This being the 1st Report under New Listing Regulations, will be placed before next Board Meeting.
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FOR HEXAWARE TECHNOLOGIES LIMITED

  
Gunjan Methi  
Company Secretary

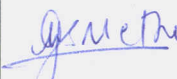



Note :

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item		Compliance Status (Yes/No/NA) <small>refer note below</small>	Company Remarks
Details of business		YES	
Terms and conditions of appointment of independent directors		YES	
Composition of various committees of board of directors		YES	
Code of conduct of board of directors and senior management personnel		YES	
Details of establishment of vigil mechanism/ Whistle Blower policy		YES	
Criteria of making payments to non-executive directors		NO	IT IS GIVEN IN THE ANNUAL REPORT
Policy on dealing with related party transactions		YES	
Policy for determining 'material' subsidiaries		YES	
Details of familiarization programmes imparted to independent directors		YES	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		YES	
email address for grievance redressal and other relevant details		YES	
Financial results		YES	
Shareholding pattern		YES	
Details of agreements entered into with the media companies and/or their associates		NA	
New name and the old name of the listed entity		NA	NO CHANGE IN THE NAME OF COMPANY
II Annual Affirmations			
Particulars	Regulation Number	Compliance Status (Yes/No/NA) <small>refer note below</small>	Company Remarks
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES	
Board composition	17(1)	YES	
Meeting of Board of directors	17(2)	YES	
Review of Compliance Reports	17(3)	YES	
Plans for orderly succession for appointments	17(4)	YES	
Code of Conduct	17(5)	YES	
Fees/compensation	17(6)	YES	
Minimum Information	17(7)	YES	
Compliance Certificate	17(8)	YES	
Risk Assessment & Management	17(9)	YES	
Performance Evaluation of Independent Directors	17(10)	YES	Performance Evaluation for the Financial Year 2015 is under process.
Composition of Audit Committee	18(1)	YES	
Meeting of Audit Committee	18(2)	YES	
Composition of nomination & remuneration committee	19(1) & (2)	YES	
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES	
Composition and role of risk management committee	21(1),(2),(3),(4)	NA	OUR COMPANY DOES NOT COME UNDER TOP 100 COMPANIES DETERMINED ON THE BASIS OF MARKET CAPITALISATION.
Vigil Mechanism	22	YES	
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	YES	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	NA	COMPANY HAS ENTERED INTO RELATED PARTY TRANSACTION WITH WHOLLY OWNED SUBSIDIARY.
Approval for material related party transactions	23(4)	NA	COMPANY HAS ENTERED INTO RELATED PARTY TRANSACTION WITH WHOLLY OWNED SUBSIDIARY.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	COMPANY DOES NOT HAVE MATERIAL SUBSIDIARY IN INDIA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES	
Maximum Directorship & Tenure	25(1) & (2)	YES	
Meeting of independent directors	25(3) & (4)	YES	
Familiarization of independent directors	25(7)	YES	
Memberships in Committees	26(1)	YES	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES	
Disclosure of Shareholding by Non- Executive Directors	26(4)	YES	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES	
Note			
1	In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.		
2	If status is "No" details of non-compliance may be given here.		
3	If the Listed Entity would like to provide any other information the same may be indicated here.		
III Affirmations :			
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. :- Not Applicable. Company do not have Listed subsidiary.			
For HEXAWARE TECHNOLOGIES LIMITED			
  GUNJAN METHI COMPANY SECRETARY			