



April 28, 2016

**Bombay Stock Exchange Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 023.

**National Stock Exchange of India Limited**

Exchange Plaza, 5th floor  
Plot No. C/1, G Block,  
Bandra - Kurla Complex, Bandra (East),  
Mumbai 400 051.

Dear Sir,

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

In terms of Regulations 55A of SEBI (Depositories & Participants) Regulations, 1996, we are enclosing herewith the Reconciliation of 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 March 31, 2016.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

**For Hexaware Technologies Limited**

**Gunjan Methi  
Company Secretary**

Encl.: - As Above.

## 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/FITC/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	31.03.2016	
2	ISIN	INE093A01033	
3	Face Value	Equity Shares of Rs. 2/- each	
4	Name of the Company	<b>Hexaware Technologies Limited</b>	
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	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)	
		<b>Number of Shares</b>	<b>% of Total Issued Capital</b>
10	Issued Capital	301788347	
11	Listed Capital (Exchange-wise) (as per company records)	BSE	301788347
		NSE	301788347
12	Held in dematerialized form in CDSL	6542516	2.17
13	Held in dematerialized form in NSDL	291070965	96.45
14	Physical	4174866	1.38
15	Total No. of shares (12+13+14)	301788347	100.00
16	Reasons for difference if any, between (10&11), (10&15), (11&15)	N.A.	



211 (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (East), Mumbai - 400 069. Tel. : 2820 7824 / 2820 3582 E-mail : nilesh@ngshah.com

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

# NILESH G. SHAH

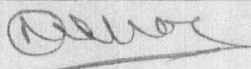
B. Com. LLB (G), F.C.S.

## 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)
ESOP Allotment on 07.02.2016	67,950	Listed on NSE and BSE w.e.f 10.02.2016	NSE BSE	YES	YES	N.A.
ESOP Allotment on 25.03.2016	1,57,500	Listed on NSE and BSE w.e.f 05.04.2016	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.					
<b>Total No. of Demat Request</b>		<b>No. of Request</b>	<b>No. of Shares</b>	<b>Reasons for Delay</b>		
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		<b>Ms. Gunjan Methi, Company Secretary</b> 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		<b>Nilesh G. Shah (C.S.)</b> 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)		<b>M/s. Sharepro Services (India) Private Limited</b> 13 AB, Samhita Warehousing Complex, 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.):NIL					

Place : Mumbai  
Date : 28/4/16.

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



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