



BOARD OF DIRECTORS' CODE OF CONDUCT

Purpose

Hexaware's commitment to ethical and lawful business conduct is a fundamental shared value of our Board of Directors, management and employees and critical to the company's success. Our standards for business conduct provide that we will uphold ethical and legal standards vigorously as we pursue our financial objectives, and that honesty and integrity will not be compromised by Hexaware anywhere at any time. Consistent with these principles, Hexaware's Board has adopted this Code of Conduct as a guide to the high ethical and legal standards expected of its members.

Guidelines

In performing their Board and Board Committee functions, our directors will:

- Act diligently, openly, honestly and in good faith.
- Provide leadership in advancing the company's Vision, Values and Guiding Principles.
- Discharge their duties, as members of the Board and of any Board Committees on which they serve, in accordance with their good faith business judgment and in the best interests of the company and its shareholders.
- Become and remain familiar with Hexaware's business and the economic and competitive environment in which the company operates and understand Hexaware's principal business plans, strategies and objectives; operations results and financial condition; and relative marketplace position.
- Commit the time necessary to prepare for, attend (in person or telephonically, as appropriate) and actively participate in regular and special meetings of the Board and of the Board Committees on which they serve.
- Inform the Chairman of the Board of changes in their employment, other board positions, relationships with other business, charitable, and governmental entities, and other events, circumstances or conditions that may interfere with their ability to perform their Board or Board Committee duties or impact the Board's assessment of whether they meet the independence requirements of Listing Agreements.
- Not enter into, without the prior approval of the disinterested members of the Board, any transaction or relationship with Hexaware in which they will have a financial or personal interest (either directly or indirectly, such as through a family member or other person or organization with which they are associated), or any transaction or situation which otherwise involves a conflict of interest.



- Maintain the confidentiality of all material non-public information about Hexaware, its business and affairs.
- Abide by all applicable laws and regulations and Hexaware's *Insider Trading Compliance Program*.