April 13, 2017

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai-400 001.
Tel No. 22723121
Fax No. 022-22723121/22723719

Listing Department
The National Stock Exchange of India Limited
Bandra Kurla Complex
Bandra East
Mumbai – 400 051.
Tel No.: 022 - 26598100
Fax No. 022 - 26598237/26598238

Ref.: BSE Script Code 532129 /NSE Symbol: HEXAWARE

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 M/s. R & A Associates, Practicing Company Secretaries, certifying the compliance as required under the said Regulation for the quarter ended March 31, 2017.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For HEXAWARE TECHNOLOGIES LIMITED

Gunjan Methi
Company Secretary

Encl.: as above
# RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1. **For the Quarter Ended**: 31st March, 2017
2. **ISIN**: INE093A01033
3. **Face Value**: Equity Shares of Rs. 2/- each
4. **Name of the Company**: Hexaware Technologies Limited
6. **Correspondence Address**: 152, Millennium Business Park, Sector-III, ‘A’ Block, TTC Industrial Area, Mahape, Navi, Mumbai-400710.
7. **Telephone & Fax Nos.**
   - Tel: 022 6791 9595
   - Fax: 022 6791 9578
8. **Email address**: gunjanm@hexaware.com
9. **Names of the Stock Exchanges where the Company’s securities are listed**:
   a) BSE Limited, Mumbai (BSE)
   b) National Stock Exchange of India Limited, Mumbai (NSE)
10. **Issued Capital**
    - Number of Shares: 29,63,33,360
    - % of Issued Capital: 100.00%
11. **Listed Capital (Exchange-wise) (as per company records)**
    - BSE Limited: 29,63,33,360
      - % of Issued Capital: 100.00%
    - The National Stock Exchange of India Limited: 29,63,33,360
      - % of Issued Capital: 100.00%
12. **Held in dematerialized form in CDSL**: 57,06,636
    - % of Issued Capital: 1.93%
13. **Held in dematerialized form in NSDL**: 28,66,36,524
    - % of Issued Capital: 96.73%
14. **Physical**: 39,90,200
    - % of Issued Capital: 1.34%
15. **Total No. of shares (12+13+14)**: 29,63,33,360
    - % of Issued Capital: 100.00%
16. **Reasons for difference if any, between (10 & 11), (10 & 15), (11 & 15)**: Not Applicable
17. **Certifying the details of changes in share capital during the quarter under consideration as per Table below:**

<table>
<thead>
<tr>
<th>Particulars</th>
<th>No. of Shares</th>
<th>Applied / Not Applied for listing</th>
<th>Listed on Stock Exchanges (Specify Names)</th>
<th>Whether intimated to CDSL</th>
<th>Whether intimated to NSDL</th>
<th>In-Prin. approval pending for SE (Specify Names)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Buy Back</td>
<td>56,94,835</td>
<td>NA</td>
<td>NA</td>
<td>YES</td>
<td>YES</td>
<td>NO</td>
</tr>
<tr>
<td>Register of Members is updated (Yes / No) if not, updated up to which date</td>
<td>Yes</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Reference of previous quarter with regards to excess dematerialized shares, if any</td>
<td>N/A</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Has the company resolved the matter mentioned above in point no.19 in the current quarter? If not, reason why?</td>
<td>N.A.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mention 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:</td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Demat requests</td>
<td>No. of requests</td>
<td>No. of shares</td>
<td>Reasons for delay</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>------------------------------------------------</td>
<td>-----------------</td>
<td>---------------</td>
<td>-------------------</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Confirmed after 21 Days</td>
<td>Nil</td>
<td>N.A.</td>
<td>N.A.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Pending for more than 21 days</td>
<td>Nil</td>
<td>N.A.</td>
<td>N.A.</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

22 Name, Telephone & Fax No. of the Compliance Officer of the Co.

Mr. Gunjan Methi,
Company Secretary
Tel: 022 6791 8860, Fax: 022 6791 9578

23 Name, Address, Tel. & Fax No., Regn. No. of the Company Secretary in Practice

G. Raghu Babu
C.P.No. 2820
Partner
R & A Associates,
Company Secretaries,
Ph. +91-(40) 4003 2244-47
Email: raghu@ra-cs.com
Web site: www.ra-cs.com

24 Appointment of common agency for share registry work. If yes name & address

Karvy Computershare Private Limited,
Karvy Selenium Tower B, Plot No.31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad - 500032.

25. Any other detail the Practicing Company Secretary may like to provide (BIFR Company, applied for Delisting, change in name, etc.)

Company had obtained the approval of the shareholders for the Buyback process on 22nd December, 2016, under the tender offer route according to the provisions given in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) ('Buyback Regulation'). During the quarter ended 31st March, 2017, the Company bought back and extinguished 56,94,835 equity shares according to the provisions of Buyback Regulations.

Place: Hyderabad
Date: April 12, 2017