July 20, 2016

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 Mr. Nilesh Shah, Practicing Company Secretary, certifying the compliance as required under the said Regulation for the quarter ended June 30, 2016.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For HEXAWARE TECHNOLOGIES LIMITED

Gunjan Methi
Company Secretary

Encl.: as above


To,
The Board of Directors,
Ms. 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 Ms. Hexaware Technologies Limited (hereinafter referred to as “the Company”) and M/s. Sharepro Services (India) Private Limited (upto June 03, 2016) & M/s. Karvy Computershare (P) Limited w.e.f. June 4, 2016, 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:

<table>
<thead>
<tr>
<th></th>
<th>For Quarter Ended</th>
<th>30.06.2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>ISIN</td>
<td>INE093A01033</td>
</tr>
<tr>
<td>2</td>
<td>Face Value</td>
<td>Equity Shares of Rs. 2/- each</td>
</tr>
<tr>
<td>3</td>
<td>Name of the Company</td>
<td>Hexaware Technologies Limited</td>
</tr>
<tr>
<td>4</td>
<td>Registered Office Address</td>
<td>152, Millennium Business Park, Sector -III, ‘A’ Block, TTC Industrial Area, Mahape, Navi Mumbai – 400 710</td>
</tr>
<tr>
<td>5</td>
<td>Correspondence Address</td>
<td>152, Millennium Business Park, Sector -III, ‘A’ Block, TTC Industrial Area, Mahape, Navi Mumbai – 400 710</td>
</tr>
<tr>
<td>6</td>
<td>Telephone &amp; Fax Nos.</td>
<td>Tel.: 022-6791 9595 Fax No.: 022-6791 9578</td>
</tr>
<tr>
<td>7</td>
<td>Email Address</td>
<td><a href="mailto:gunjanr@hexaware.com">gunjanr@hexaware.com</a></td>
</tr>
<tr>
<td>8</td>
<td>Names of the Stock Exchanges where the Company’s securities are listed</td>
<td>BSE Limited (BSE) National Stock Exchange of India Limited (NSE)</td>
</tr>
<tr>
<td>9</td>
<td>Number of Shares</td>
<td>301814347</td>
</tr>
<tr>
<td>10</td>
<td>Issued Capital</td>
<td>301814347 (Including GDR)</td>
</tr>
<tr>
<td>11</td>
<td>Listed Capital (Exchange-wise) (as per company records)</td>
<td>BSE 301814347 NSE 301814347</td>
</tr>
<tr>
<td>12</td>
<td>Held in dematerialized form in CDSL</td>
<td>6623172 2.20</td>
</tr>
<tr>
<td>13</td>
<td>Held in dematerialized form in NSDL</td>
<td>291179629 96.47</td>
</tr>
<tr>
<td>14</td>
<td>Physical</td>
<td>40020546 1.33</td>
</tr>
<tr>
<td>15</td>
<td>Total No. of shares (12+13+14)</td>
<td>301814347 100.00</td>
</tr>
<tr>
<td>16</td>
<td>Reasons for difference if any, between (10&amp;11), (10&amp;15), (11&amp;15)</td>
<td>N.A.</td>
</tr>
</tbody>
</table>
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-principal Approval Pending for SE (Specify Names)</th>
</tr>
</thead>
<tbody>
<tr>
<td>ESOP Allotment on 19th April 2016</td>
<td>18500</td>
<td>Listed on BSE w.e.f.27.04.2016</td>
<td>NSE</td>
<td>YES</td>
<td>YES</td>
<td>N.A.</td>
</tr>
<tr>
<td>ESOP Allotment on May 09th 2016</td>
<td>7500</td>
<td>Listed on BSE w.e.f.16.05.2016</td>
<td>NSE</td>
<td>YES</td>
<td>YES</td>
<td>N.A.</td>
</tr>
</tbody>
</table>

*** 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
19 Reference of previous quarter with regard to excess dematerialized shares, if any.
20 Has the Company resolved the matter mentioned in Point No. 19 above in the current quarter? If not, reason why?
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.

<table>
<thead>
<tr>
<th>Total No. of Demat Request</th>
<th>No. of Request</th>
<th>No. of Shares</th>
<th>Reasons for Delay</th>
</tr>
</thead>
<tbody>
<tr>
<td>Confirmed after 21 Days (from the date of receipt of DRF by RTA)</td>
<td>---</td>
<td>---</td>
<td>---</td>
</tr>
<tr>
<td>Pending for more than 21 days (from the date of receipt of DRF by RTA)</td>
<td>---</td>
<td>---</td>
<td>---</td>
</tr>
</tbody>
</table>

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

Ms. Gunja 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, Poornam Nagar, Poornam Nagar,
Off Mahakali Caves Road, Andheri (E), Mumbai - 400 093.
Tel. 022-2820 3582 / 7824 CFS No. 4554 C.P. No. 2631

24 Appointment of common agency for share registry work

If yes (name & address)

Ms. Sharepro Services (India) Private Limited (Upto June 3, 2016)
13 AB, Samhiya Warehousing Complex, Sakinaka Telephone Exchange Lane, Off Andheri – Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072.

Ms. Karvy Computershare (P) Limited (w.e.f. June 4, 2016)
"Karvy Selenium Tower B", Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500032. Telangana

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 : 20/02/1016

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

211 (Back Side) 2nd Floor, Building No. 1, Sona Udhyog, Parsi Panchayat Road, Ext. of Old Nagardas Road, Andheri (East),
Mumbai - 400 069. Tel. : 2820 7824 / 2820 3582 E-mail : nilsh@ngshah.com
304-A, Poornam Nagar, Poornam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.
Tel. : 2836 3419 E-mail : ngshah.cs@gmail.com