



April 15, 2015

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort,
Mumbai – 400 023

Kind Attn.: Mr. K. Gopalakrishnan Iyer – DGM – Dept. of Corporate Affairs

Dear Sir,

Sub: Compliance status of Clause 49.

We attach herewith the Compliance Report on the Corporate Governance Code pursuant to Clause 49 of the Listing Agreement for the quarter ended March 31, 2015.

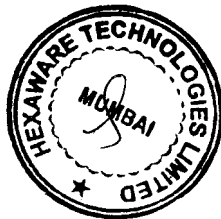
Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

For **Hexaware Technologies Limited**

Gunjan Methi
Company Secretary



Encl: as above

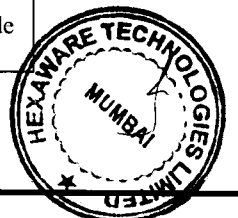
CIN No. L72900MH1992PLC069662

Name of the Company : Hexaware Technologies Limited

Quarter ending on : 31-Mar-2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 II	-	-
(A) Composition of Board	49 II A	Yes	Complied
(B) Independent Directors	49 II B	Yes	Complied
(C) Non-executive Directors compensation & disclosures	49 II C	Yes	Complied
(D) Other provisions as to Board and Committees	49 II D	Yes	Complied
(E) Code of Conduct	49 II E	Yes	The Annual Report of the company contains a declaration for compliance of code of conduct by the Board members and Senior Management personnel, signed by the CEO.
(F) Whistle Blower Policy	49 II F	Yes	Complied
II. Audit Committee	49 III	-	-
(A) Qualified & Independent Audit Committee	49 III A	Yes	Complied
(B) Meeting of Audit Committee	49 III B	Yes	Complied
(C) Powers of Audit Committee	49 III C	Yes	Complied
(D) Role of Audit Committee	49 III D	Yes	Complied
(E) Review of Information by Audit Committee	49 III E	Yes	Complied
III. Nomination and Remuneration Committee	49 IV	Yes	Complied
IV. Subsidiary Companies	49 V	Yes	-
V. Risk Management	49 VI	Yes	Complied as on date, clause VI C is not applicable
VI. Related Party Transactions	49 VII	Yes	Material related party transaction is with wholly owned subsidiary, Hexaware Technologies Inc. for supply of services. Details of all related party transactions are placed before the Audit Committee every quarter and approved.
VII. Disclosures	49 VIII	-	-
(A) Related party transactions	49 VIII A	Yes	Complied
(B) Disclosure of Accounting Treatment	49 VIII B	Yes	Complied
(C) Remuneration of Directors	49 VIII C	Yes	Required disclosures about the remuneration of directors are made in the Annual report.

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(D) Management	49 VIII D	Yes	Management Discussion & Analysis report forms part of Annual Report
(E) Shareholders	49 VIII E	Yes	Complied
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 VIII I	NA	NA
VIII. CEO/CFO Certification	49 IX	Yes	Complied
IX. Report on Corporate Governance	49 X	Yes	Report on Corporate Governance forms part of the Annual report.
X. Compliance	49 XI	Yes	Company has obtained Certificate from Statutory Auditors and annexed to Directors' Report.

For **Hexaware Technologies Limited**

Gunjan Methi

Gunjan Methi
Company Secretary

Place: Mumbai
 Date : April 15, 2015

