

ANNEXURE I

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - Hexaware Technologies Limited
2. Quarter ending - 31-Dec-2016

I. Composition of Board of Directors											
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non - Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of members hips in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Remark
Mr.	ATUL KANTILAL NISHAR	00307229	AACPN2193F	C & NED				1	1	1	
Mr.	CHANDRASEKAR PERUVEMBA RAMACHANDRAN	02251080	AAWPC4142P	NED				1	2	0	
Mr.	R SRIKRISHNA	03160121	AJAPR5685D	ED				1	0	0	
Mr.	JIMMY MAHTANI	00996110	AJZPM2234Q	NED				1	1	0	
Mr.	KOSMAS KALLIAREKOS	03642933	ZZZZZ9999Z	NED				1	0	0	FOREIGN DIRECTOR
Mr.	BHARAT SHAH	00136969	AADPS4345K	ID	17-Oct-2016		0.02	5	7	1	Total Tenure 8.05 Years. Under Companies Act, 1956 First Appointed on 29.07.2008 then Under Companies Act, 2013 Appointed as ID w.e.f. 17.10.2014 for two years and on 17.10.2016 re-appointed for three years.
Mr.	DILEEP CHOKSI	00016322	AAAPC8266E	ID	17-Oct-2016		0.02	6	8	4	Total Tenure 3.02 Years. Under Companies Act, 1956 appointed as ID on 11.10.2013 and under Companies Act, 2013 appointed as ID w.e.f. 17.10.2014 for Two Years and re-appointed for second term w.e.f. 17.10.2016 for three years.
Mr.	BASAB PRADHAN	00892181	AAUPB0143P	ID	09-Jun-2016		0.07	1	1	0	Total Tenure 2.07 Years. On 09.06.2014 Appointed as ID for a term of Two Years and now re-appointed w.e.f. 09.06.2016 for second term of three Years.
Mr.	CHRISTIAN OECKING	03090264	ABYPO1921H	ID	26-Jun-2016		0.06	1	1	0	Total Tenure 2.06 Years. On 26.06.2014 appointed as ID for two

											years and re-appointed in second term of three years w.e.f. 26.06.2016.
Mrs.	Meera Shankar	06374957	BCIPS4161H	ID	11-Apr-2016		0.09	4	2	0	

II. Composition of Committees

Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	CHANDRASEKAR PERUVEMBA RAMACHANDRAN	NED	Member
2	JIMMY MAHTANI	NED	Member
3	DILEEP CHOKSI	ID	Chairperson
4	CHRISTIAN OECKING	ID	Member
5	Meera Shankar	ID	Member

Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	ATUL KANTILAL NISHAR	C & NED	Chairperson
2	CHANDRASEKAR PERUVEMBA RAMACHANDRAN	NED	Member
3	DILEEP CHOKSI	ID	Member
4	BASAB PRADHAN	ID	Member

Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
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Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	JIMMY MAHTANI	NED	Member
2	KOSMAS KALLIAREKOS	NED	Member
3	BHARAT SHAH	ID	Member
4	BASAB PRADHAN	ID	Chairperson
5	CHRISTIAN OECKING	ID	Member

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
28-Jul-2016	25-Oct-2016	88
	22-Dec-2016	



IV. Meeting of Committees				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	25-Oct-2016	Yes	28-Jul-2016	88
Nomination & Remuneration Committee	24-Oct-2016	Yes	30-Aug-2016	

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Not Applicable
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

NIL

For Hexaware Technologies Limited

Gunjan Methi

Name : Gunjan Methi
Designation : Company Secretary



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Not Applicable
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	No
<i>Approval for material related party transactions</i>	23(4)	Not Applicable
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes



<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – **Yes**

For Hexaware Technologies Limited

Name : GUNJAN METHI
Designation : Company Secretary


