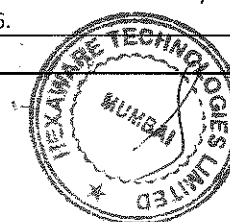


## ANNEXURE I

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

1. Name of Listed Entity - Hexaware Technologies Limited  
 2. Quarter ending - 31-Dec-2017

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 memberships 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		1.02	5	9	1	Total Tenure 9.05 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		1.02	6	8	3	Total Tenure 4.03 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		1.07	1	1	0	Total Tenure 3.07 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		1.06	1	1	0	Total Tenure 3.06 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		1.09	4	2	0	



## II. Composition of Committees

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

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

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
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<i>Not applicable</i>			

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
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)
31-Jul-2017	01-Nov-2017	92
	21-DEC-2017	

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	01-Nov-2017	Yes	31-Jul-2017	92
Nomination & Remuneration Committee	01-Nov-2017	Yes	31-Jul-2017	

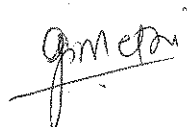
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Not Applicable
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable
Note : - Related Party Transactions entered with Wholly Owned Subsidiaries only, which is exempt.	

#### VI. Affirmations

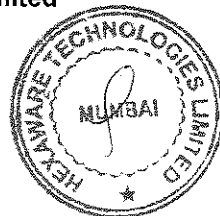
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - 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



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**

<b>I. Disclosure on website in terms of Listing Regulations</b>		<b>Compliance status (Yes/No/NA)</b>
<b>Item</b>		
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
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Not Applicable
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Not Applicable
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	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 compiled. – Yes

**For Hexaware Technologies Limited**

Name :  
Designation :



:  
: Company Secretary

