

Corporate Governance Report

1. Name of Listed Entity : HCL Technologies Limited
 2. Quarter ending : June 30, 2020

| COMPOSITION OF BOARD OF DIRECTORS | | | | | | | | | | | | | |
|---|----------------------|---------------------------------|--|---------------|---|------------------------------------|-----------------------------|-----------------------------------|----------------------------------|--|--|---|--|
| Whether regular Chairperson appointed? – YES | | | | | | | | | | | | | |
| Whether Chairperson is related to Managing Director or CEO? - YES | | | | | | | | | | | | | |
| Title (Mr. / Ms.) | Name of the Director | PAN & DIN \$ | Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) & | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial date of Appointment | Date of re-appointment /cessation | Tenure* | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)] | Number of Memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) # | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) # |
| Mr. | Shiv Nadar | PAN-ACIPN3308A DIN- 00015850 | Chairman, Executive (MD) | 18-Jul-1945 | NA (being an Executive Director) | NA | 13-Sep-1999 | 01-Feb-2017 ⁽¹⁾ | NA (being an Executive Director) | 1 | - | 1 | - |
| Mr. | Deepak Kapoor | PAN-AAGPK9418C DIN- 00162957 | Independent | 07-Jan-1959 | NA | NA | 26-Jul-2017 | NA | 2 years & 11 months | 2 | 2 | 5 | 1 |
| Mr. | S. Madhavan | PAN-AAAPM2924M DIN- 06451889 | Independent | 27-Oct-1956 | NA | NA | 15-Jan-2013 | 06-Aug-2019 | 11 months | 4 | 4 | 6 | 3 |
| Dr. | Mohan Chellappa | PAN-BBEP0957Q DIN- 06657830 | Independent | 01-Jan-1948 | NA | NA | 06-Aug-2019 | NA | 11 months | 1 | 1 | - | - |

| | | | | | | | | | | | | | |
|-----|----------------------------|----------------------------------|----------------------------------|-------------|--------------------|-----------|-------------|----------------------------|---------------------------------------|---|---|---|---|
| Ms. | Nishi Vasudeva | PAN-AACPV8566A DIN-03016991 | Independent | 30-Mar-1956 | NA | NA | 01-Aug-2016 | NA | 3 years & 11 months | 4 | 4 | 8 | 2 |
| Ms. | Robin Ann Abrams | PAN-AHNPA4073H DIN-00030840 | Independent | 12-May-1951 | NA | NA | 13-Sep-1999 | 06-Aug-2019 | 11 months | 1 | 1 | 1 | - |
| Ms. | Roshni Nadar Malhotra | PAN-ABRPN2760L DIN-02346621 | Non-Executive Non-Independent | 16-Sep-1981 | NA | NA | 29-Jul-2013 | 18-Sep-2018 ⁽²⁾ | NA (being a non-Independent Director) | 2 | 1 | 1 | - |
| Dr. | Sosale Shankara Sastry | PAN-BLVPS8193P DIN-05331243 | Independent | 15-May-1956 | NA | NA | 24-Jul-2012 | 06-Aug-2019 | 11 months | 1 | 1 | - | - |
| Mr. | Shikhar Neelkamal Malhotra | PAN-AQXPM5131B DIN-00779720 | Non-Executive Non-Independent | 05-Feb-1983 | NA | NA | 22-Oct-2019 | NA | NA (being a non-Independent Director) | 1 | - | - | - |
| Mr. | R. Srinivasan | PAN-ABTPS6467P DIN-00575854 | Independent | 28-Jun-1946 | Yes ⁽³⁾ | 06-Aug-19 | 19-Apr-2011 | 06-Aug-2019 | 11 months | 1 | 1 | - | - |
| Mr. | Simon John England | DIN-08664595 | Independent | 23-Dec-1965 | NA | NA | 16-Jan-2020 | NA | 6 months | 1 | 1 | - | - |
| Mr. | Thomas Sieber | PAN - JKNPS7176D DIN-07311191 | Independent | 03-Jul-1962 | NA | NA | 17-Oct-2015 | 22-Dec-2015 | 4 years & 6 months | 1 | 1 | - | - |

Notes:

1. Mr. Shiv Nadar was appointed as the Managing Director of the Company on September 13, 1999. He has been re-appointed as the Managing Director under the designation of Chairman & Chief Strategy Officer from time to time since that date, and his current term is for a period of 5 years from February 1, 2017 to January 31, 2022.
2. Ms. Roshni Nadar Malhotra retired by rotation and was re-appointed as Director of the Company in the Annual General Meeting held on September 18, 2018.
3. Mr. R. Srinivasan was re-appointed as an Independent Director of the Company in the last Annual General Meeting held on August 6, 2019. Mr. R. Srinivasan will attain the age of 75 years in the year 2021, i.e. during his tenure of directorship in the Company. Accordingly, the approval of the members by way of Special Resolution was taken for continuation of his directorship even after attaining the age of 75 years.

§ Permanent Account Number (PAN) of any director would not be displayed on the website of Stock Exchange.

& Category of directors means Executive / Non-Executive / Independent / Nominee. if a director fits into more than one category write all categories separating them with hyphen.

* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

The tenure has been calculated from the date of appointment in the current term.

As provided in Regulation 26(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the number of memberships and chairmanships in Audit and Stakeholders' Relationship Committee(s) have been stated for all public limited companies, whether listed or not.

COMPOSITION OF COMMITTEES

| Name of Committee members | Category (Chairperson/Executive/Non-executive/independent/Nominee) & | Date of Appointment | Date of Cessation |
|--|---|---------------------|-------------------|
| 1. Audit Committee | | | |
| Whether regular Chairperson appointed? – YES | | | |
| Mr. S. Madhavan | Independent (Chairperson) | January 19, 2013 | - |
| Mr. Deepak Kapoor | Independent | November 1, 2017 | - |
| Ms. Nishi Vasudeva | Independent | January 3, 2017 | - |
| Ms. Robin Ann Abrams | Independent | April 19, 2001 | - |
| 2. Nomination & Remuneration Committee ¹ | | | |
| Whether regular Chairperson appointed? – YES | | | |
| Mr. R. Srinivasan | Independent (Chairperson) | April 15, 2014 | - |
| Mr. Shiv Nadar ² | Chairman of the Board, Executive Director | April 15, 2014 | May 06, 2020 |
| Ms. Robin Ann Abrams | Independent | April 15, 2014 | - |
| Ms. Roshni Nadar Malhotra | Non-Independent, Non-executive | June 24, 2014 | - |
| Mr. Shikhar Neelkamal Malhotra ² | Non-Independent, Non-executive | May 06, 2020 | - |
| 3. Risk Management Committee | | | |
| Whether regular Chairperson appointed? – YES | | | |
| Mr. S. Madhavan | Independent (Chairperson) | July 29, 2014 | - |
| Mr. Deepak Kapoor | Independent | January 19, 2018 | - |
| Ms. Nishi Vasudeva | Independent | January 23, 2017 | - |
| Ms. Robin Ann Abrams | Independent | July 29, 2014 | - |

| 4. Stakeholders' Relationship Committee ³ | | | | | |
|---|---|---|--|---|--|
| Whether regular Chairperson appointed? – YES | | | | | |
| Mr. S. Madhavan | Independent (Chairperson) | | October 15, 2013 | | - |
| Mr. Shiv Nadar | Chairman of the Board, Executive Director | | October 25, 1999 | | - |
| Ms. Roshni Nadar Malhotra | Non-Independent, Non-executive | | January 14, 2014 | | - |
| 5. Corporate Social Responsibility Committee | | | | | |
| Whether regular Chairperson appointed? – YES | | | | | |
| Ms. Roshni Nadar Malhotra | Non-Independent, Non-executive (Chairperson) | | April 15, 2014 | | - |
| Mr. Shiv Nadar | Chairman of the Board, Executive Director | | April 15, 2014 | | - |
| Mr. S. Madhavan | Independent | | April 15, 2014 | | - |
| & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen. | | | | | |
| 1. <i>Erstwhile Nominations Committee and Erstwhile Compensation Committee of the Company were merged by the Board w.e.f. April 15, 2014 and was named as "Nomination and Remuneration Committee".</i> | | | | | |
| 2. <i>Mr. Shikhar Neelkamal Malhotra was opted as a member of the Nomination & Remuneration Committee in place of Mr. Shiv Nadar w.e.f. May 6, 2020.</i> | | | | | |
| 3. <i>The Stakeholders' Relationship Committee was formed as on October 25, 1999 by the name of Share Transfer Committee. Its name was changed to Shareholders' Committee w.e.f. June 11, 2001 and further changed to "Stakeholders' Relationship Committee" w.e.f. April 15, 2014.</i> | | | | | |
| 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 | Whether requirement of Quorum met | No. of Directors Present-in-Person | No. of Independent Directors Present-in-Person | Maximum gap between any two consecutive meetings (in number of days) |
| <ul style="list-style-type: none"> January 16-17, 2020 | <ul style="list-style-type: none"> May 6-7, 2020 * May 27, 2020 * | <ul style="list-style-type: none"> Yes Yes Yes | <ul style="list-style-type: none"> 11 12 12 | <ul style="list-style-type: none"> 8 9 9 | 109 days |
| Notes- | | | | | |
| *Due to nationwide lockdown going on in the country on account of COVID-19 Pandemic, the meetings were held through video conferencing. | | | | | |

| Meeting of Committees | | | | | |
|--|--|-----------------------------------|------------------------------------|--|---|
| Date(s) of meeting of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met | No. of Directors Present-in-Person | No. of Independent Directors Present-in-Person | Maximum gap between any two consecutive meetings in number of days* |
| Audit Committee | | | | | |
| <ul style="list-style-type: none"> January 16-17, 2020 February 3, 2020 | <ul style="list-style-type: none"> May 5-6, 2020 # | <p>Yes</p> <p>Yes</p> <p>Yes</p> | <p>4</p> <p>3*</p> <p>4</p> | <p>4</p> <p>3*</p> <p>4</p> | <p>91 days</p> |
| <p>Notes - <i>*In the meeting dated February 3, 2020, in addition to the above, 1 Independent Director attended the meeting via tele-conference call.</i> <i># Due to nationwide lockdown going on in the country on account of COVID-19 Pandemic, the meeting was held through video conferencing.</i></p> | | | | | |
| Nomination & Remuneration Committee | | | | | |
| <ul style="list-style-type: none"> January 16, 2020 | <ul style="list-style-type: none"> May 4, 2020* | <p>Yes</p> <p>Yes</p> | <p>4</p> <p>4</p> | <p>2</p> <p>2</p> | <p>108 days</p> |
| <p>Notes- <i>*Due to nationwide lockdown going on in the country on account of COVID-19 Pandemic, the meetings were held through video conferencing.</i></p> | | | | | |
| Stakeholders Relationship Committee | | | | | |
| - | - | - | - | - | NA |
| Risk Management Committee | | | | | |
| <ul style="list-style-type: none"> February 3, 2020 | - | Yes | 3* | 3* | NA |
| <p>Notes – <i>*In the meeting dated February 3, 2020, in addition to the above, 1 Independent Director attended the meeting via tele-conference call.</i></p> | | | | | |
| Corporate Social Responsibility Committee | | | | | |
| - | <ul style="list-style-type: none"> April 20, 2020 * | Yes | 3 | 1 | NA |
| <p>Notes- <i>* Due to nationwide lockdown going on in the country on account of COVID-19 Pandemic, the meeting was held through video conferencing.</i></p> | | | | | |

| Related Party Transactions \$ | |
|--|---|
| Subject | Compliance status (Yes/No/NA) refer note below |
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | N.A. |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |
| <p>§ During the quarter ended June 30, 2020, no transactions have been entered into by the Company which may be regarded as material in terms of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.</p> | |

Notes:

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

I. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
 - Risk Management Committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.

For **HCL Technologies Limited**

Manish Anand
Company Secretary

Date: July 13, 2020
Place: Noida, (U.P.)