

## Corporate Governance Report

1. Name of Listed Entity : HCL Technologies Limited  
 2. Quarter ending : September 30, 2019

### I. COMPOSITION OF BOARD OF DIRECTORS

**Whether regular Chairperson appointed? – YES**

**Whether Chairperson is related to Managing Director or CEO? - NO**

Title (Mr. / Ms.)	Name of the Director	PAN & DIN \$	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee) &	Date of Birth	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	13-Sep-1999	01-Feb-17 <sup>(1)</sup>	NA (being an ED)*	1	0	1	-
Mr.	Deepak Kapoor	PAN-AAGPK9418C DIN- 00162957	Independent	07-Jan-1959	26-Jul-17	26-Jul-17	2 years & 2 months	2	2	5	1
Mr.	James Philip Adamczyk	DIN - 08151025	Independent	14-May-1959	26-Jul-18	26-Jul-18 <sup>(2)</sup>	1 year & 2 months	1	1	-	-
Mr.	S. Madhavan	PAN-AAAPM2924M DIN-06451889	Independent	27-Oct-1956	15-Jan-13	06-Aug-19 <sup>(3)</sup>	2 months	5	5	7	3

Dr.	Mohan Chellappa	PAN-BBEP0957Q DIN- 06657830	Independent	01-Jan-1948	06-Aug-19	06-Aug-19 <sup>(4)</sup>	2 months	1	1	-	-
Ms.	Nishi Vasudeva	PAN-AACP8566A DIN-03016991	Independent	30-Mar-1956	01-Aug-16	01-Aug-16	3 years & 2 months	3	3	6	1
Ms.	Robin Ann Abrams	PAN-AHNPA4073H DIN- 00030840	Independent	12-May-1951	13-Sep-99	06-Aug-19 <sup>(3)</sup>	2 months	1	1	1	-
Ms.	Roshni Nadar Malhotra	PAN-ABRPN2760L DIN- 02346621	Non-Executive Non-Independent	16-Sep-1981	29-Jul-13	18-Sep-18 <sup>(5)</sup>	NA (being a non-ID)*	2	1	1	-
Dr.	Sosale Shankara Sastry	PAN-BLVPS8193P DIN-05331243	Independent	15-May-1956	24-Jul-12	06-Aug-19 <sup>(3)</sup>	2 months	1	1	-	-
Mr.	R. Srinivasan	PAN-ABTPS6467P DIN- 00575854	Independent	28-Jun-1946	19-Apr-11	06-Aug-19 <sup>(3)</sup>	2 months	1	1	-	-
Mr.	Thomas Sieber	PAN - JKNPS7176D DIN-07311191	Independent	03-Jul-1962	17-Oct-15	22-Dec-15	3 years & 9 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 period of 5 years from February 1, 2017 to January 31, 2022. In the last Annual General Meeting of the Company held on August 6, 2019, Mr. Shiv Nadar retired by rotation and was re-appointed.
2. Mr. James Philip Adamczyk ceased to be the Director of the Company due to his demise on October 9, 2019.
3. Mr. S. Madhavan, Ms. Robin Ann Abrams, Mr. Sosale Shankara Sastry and Mr. R. Srinivasan were re-appointed as Independent directors of the company in the Annual General Meeting held on August, 06, 2019.
4. Dr. Mohan Chellappa was appointed as an Additional Director in the capacity of Independent Director in the Board Meeting held on August 6, 2019.
5. 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.

§ 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.

<b>II. COMPOSITION OF COMMITTEES</b>			
<b>1. Audit Committee</b>			
<b>Whether regular Chairperson appointed? – YES</b>			
<b>Name of Committee members</b>	<b>Category</b> (Chairperson/Executive/Non-executive/independent/Nominee) &	<b>Date of Appointment</b>	<b>Date of Cessation</b>
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	-
<b>2. Nomination &amp; Remuneration Committee <sup>1</sup></b>			
<b>Whether regular Chairperson appointed? – YES</b>			
Mr. R. Srinivasan	Independent (Chairperson)	April 15, 2014	-
Mr. Shiv Nadar	Chairman of the Board, Executive Director	April 15, 2014	-
Ms. Robin Ann Abrams	Independent	April 15, 2014	-
Ms. Roshni Nadar Malhotra	Non-Independent, Non-executive	June 24, 2014	-
<b>3. Risk Management Committee</b>			
<b>Whether regular Chairperson appointed? – YES</b>			
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	-
<b>4. Stakeholders' Relationship Committee <sup>2</sup></b>			
<b>Whether regular Chairperson appointed? – YES</b>			
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** *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".*

**2** *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.*

**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	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"> <li>May 7-9, 2019</li> </ul>	<ul style="list-style-type: none"> <li>August 6-7, 2019</li> <li>September 4, 2019</li> </ul>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>9</p> <p>11</p> <p>4*</p>	<p>7</p> <p>9</p> <p>2*</p>	<p>89 days</p>

*\* In the meeting dated September 4, 2019, in addition to the above, 6 Independent Directors attended the meeting via tele-conference.*

IV. 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*
<b>Audit Committee</b>					
<ul style="list-style-type: none"> <li>April 22, 2019</li> <li>May 9, 2019</li> </ul>	<ul style="list-style-type: none"> <li>July 11, 2019</li> <li>August 7, 2019</li> <li>September 27, 2019</li> </ul>	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>3*</p> <p>4</p> <p>3**</p> <p>4</p> <p>3***</p>	<p>3*</p> <p>4</p> <p>3**</p> <p>4</p> <p>3***</p>	62 days
<p><b>Notes -</b></p> <p>* In the meeting dated April 22, 2019, in addition to the above, 1 Independent Director attended the meeting via tele-conference call.</p> <p>**In the meeting dated July 11, 2019, in addition to the above, 1 Independent Director attended the meeting via tele-conference call.</p> <p>***In the meeting dated September 27, 2019, in addition to the above, 1 Independent Director attended the meeting via tele-conference call.</p>					
<b>Nomination &amp; Remuneration Committee</b>					
<ul style="list-style-type: none"> <li>May 7, 2019</li> </ul>	<ul style="list-style-type: none"> <li>August 6, 2019</li> </ul>	<p>Yes</p> <p>Yes</p>	<p>4</p> <p>4</p>	<p>2</p> <p>2</p>	93 days
<b>Stakeholders Relationship Committee</b>					
<ul style="list-style-type: none"> <li>May 3, 2019</li> </ul>	<ul style="list-style-type: none"> <li>July 17, 2019</li> <li>September 30, 2019</li> </ul>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>3</p> <p>2</p> <p>3</p>	<p>1</p> <p>1</p> <p>1</p>	74 days
<b>Risk Management Committee</b>					
<ul style="list-style-type: none"> <li>April 22, 2019</li> </ul>	<ul style="list-style-type: none"> <li>July 11, 2019</li> <li>September 27, 2019</li> </ul>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>3*</p> <p>3**</p> <p>3***</p>	<p>3*</p> <p>3**</p> <p>3***</p>	79 days

**Notes -**

\* In the meeting dated April 22, 2019, in addition to the above, 1 Independent Director attended the meeting via tele-conference call.

\*\*In the meeting dated July 11, 2019, in addition to the above, 1 Independent Director attended the meeting via tele-conference call.

\*\*\*In the meeting dated September 27, 2019, in addition to the above, 1 Independent Director attended the meeting via tele-conference call.

**Corporate Social Responsibility Committee**

• April 19, 2019		Yes	3	1	133 days
• May 9, 2019		Yes	3	1	
	• September 26, 2019	Yes	3	1	

**V. Related Party Transactions \$**

<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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

§ During the quarter and half year ended September 30, 2019, 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.

**Notes:**

1. 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.
2. If status is "No" details of non-compliance may be given here.

## I. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a) Audit Committee
  - b) Nomination & Remuneration Committee
  - c) Stakeholders Relationship Committee
  - d) Risk Management Committee (applicable to the top 100 listed entities)
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.
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.
5. 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: October 14, 2019

Place: Noida, (U.P.)

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>I. Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <ol style="list-style-type: none"> <li>1. 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.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> <li>3. If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		
<p><b>For HCL Technologies Limited</b></p> <p><b>Manish Anand</b> <b>Company Secretary</b></p> <p>Date: October 14, 2019 Place: Noida, (U.P.)</p>		