

Corporate Governance Report

1. Name of Listed Entity : HCL Technologies Limited
 2. Quarter ending : September 30, 2021

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	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 17A (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) #
Ms.	Roshni Nadar Malhotra	PAN-ABRPN2760L DIN-02346621	Chairperson, Non-Executive Non-Independent	16-Sep-1981	NA	NA	29-Jul-2013	29-Sep-2020	NA (being a non-Independent Director)	2	1	1	-
Mr.	C. Vijayakumar ⁽¹⁾	PAN-AFJPC7006G DIN-9244485	Executive (CEO & MD)	11-May-1968	NA	NA	20-Jul-2021	20-Jul-2021	NA (being an Executive Director)	1	-	-	-
Mr.	Deepak Kapoor ⁽²⁾	PAN-AAGPK9418C DIN-00162957	Non-Executive, Independent	07-Jan-1959	NA	NA	26-Jul-2017	NA	4 years & 2 months	2	2	5	1

Mr.	S. Madhavan	PAN-AAAPM2924 M DIN-06451889	Non-Executive, Independent	27-Oct-1956	NA	NA	15-Jan-2013	06-Aug-2019	2 year & 2 months	5	5	8	4
Dr.	Mohan Chellappa	PAN-BBEP0957Q DIN-06657830	Non-Executive, Independent	01-Jan-1948	Yes	29-Sep-2020	06-Aug-2019	NA	2 year & 2 months	1	1	-	-
Ms.	Nishi Vasudeva ⁽³⁾	PAN-AACP8566A DIN-03016991	Non-Executive, Independent	30-Mar-1956	NA	NA	01-Aug-2016	01-Aug-2021	2 months	4	4	7	2
Ms.	Robin Ann Abrams	PAN-AHNPA4073H DIN-00030840	Non-Executive, Independent	12-May-1951	NA	NA	13-Sep-1999	06-Aug-2019	2 year & 2 months	1	1	1	-
Dr.	Sosale Shankara Sastry	PAN-BLVPS8193P DIN-05331243	Non-Executive, Independent	15-May-1956	NA	NA	24-Jul-2012	06-Aug-2019	2 year & 2 months	1	1	-	-
Mr.	Shikhar Malhotra ⁽⁴⁾	PAN-AQXPM5131B DIN-00779720	Non-Executive Non-Independent	05-Feb-1983	NA	NA	22-Oct-2019	27-Aug-2021	NA (being a non-Independent Director)	1	-	1	-
Mr.	R. Srinivasan	PAN-ABTPS6467P DIN-00575854	Non-Executive, Independent	28-Jun-1946	Yes	06-Aug-19	19-Apr-2011	06-Aug-2019	2 year & 2 months	1	1	-	-
Mr.	Simon John England	DIN-08664595	Non-Executive, Independent	23-Dec-1965	NA	NA	16-Jan-2020	NA	1 year & 9 months	1	1	-	-
Mr.	Thomas Sieber	PAN - JKNPS7176D DIN-07311191	Non-Executive, Independent	03-Jul-1962	NA	NA	17-Oct-2015	29-Sep-2020	1 year	1	1	-	-
Ms.	Vanitha Narayanan ⁽⁵⁾	PAN-ADSPN9355J DIN-	Non-Executive, Independent	20-May-1959	NA	NA	19-Jul-2021	19-Jul-2021	3 months	1	1	-	-

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Notes:

1. Shri Shiv Nadar has ceased to be "MD" of HCL Technologies Limited w.e.f. close of business hours on July 19, 2021 and Mr. C. Vijayakumar has been appointed as "CEO & MD" w.e.f. July 20, 2021, for a term of five years, subject to the approval of the Central Government.
2. Mr. Deepak Kapoor who is currently serving as an Independent Director of the Company up to July 25, 2022 has been re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from July 26, 2022 to July 25, 2027.
3. Ms. Nishi Vasudeva has been re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from August 1, 2021 to July 31, 2026.
4. Mr. Shikhar Malhotra re-appointed as a Director, liable to retire by rotation, w.e.f. August 27, 2021.
5. Ms. Vanitha Narayanan has been appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from July 19, 2021 to July 18, 2026."

§ 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	-
Ms. Robin Ann Abrams	Independent	April 15, 2014	-
Ms. Roshni Nadar Malhotra	Chairperson of the Board, Non-Independent, Non-Executive	June 24, 2014	-
Mr. Shikhar Malhotra	Non-Independent, Non-Executive	May 6, 2020	-
Dr. Mohan Chellappa	Independent	April 1, 2021	-

Notes:

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".*

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 ⁽¹⁾**Whether regular Chairperson appointed? – YES**

Mr. S. Madhavan	Independent (Chairperson)	October 15, 2013	-
Ms. Roshni Nadar Malhotra	Chairperson of the Board, Non-Independent, Non-Executive	January 14, 2014	-
Mr. Shikhar Malhotra	Non-Independent, Non-Executive	April 1, 2021	-

Notes:

1. *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.*

5. Corporate Social Responsibility Committee**Whether regular Chairperson appointed? – YES**

Ms. Roshni Nadar Malhotra	Chairperson of the Board, Non-Independent, Non-Executive (Chairperson)	April 15, 2014	-
Mr. S. Madhavan	Independent	April 15, 2014	-
Dr. Mohan Chellappa	Independent	April 10, 2021	-

& 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.

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"> April 21-23, 2021* 		Yes	12	9	88 days
	<ul style="list-style-type: none"> July 19, 2021* 	Yes	13	10	
	<ul style="list-style-type: none"> August 27, 2021* 	Yes	12	9	

Notes -

* 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
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Audit Committee

<ul style="list-style-type: none"> April 15, 2021* April 23, 2021* 		Yes	3	3	86 days
		Yes	4	4	
	<ul style="list-style-type: none"> July 19, 2021* 	Yes	4	4	
	<ul style="list-style-type: none"> August 5, 2021* 	Yes	4	4	

Notes -

* The meetings were held through video conferencing.

Nomination and Remuneration Committee

<ul style="list-style-type: none"> April 16, 2021* June 28, 2021* 		Yes	5	3	72 days
		Yes	5	3	
	<ul style="list-style-type: none"> July 18, 2021* 	Yes	5	3	
	<ul style="list-style-type: none"> July 22, 2021* 	Yes	5	3	
	<ul style="list-style-type: none"> August 12, 2021* 	Yes	5	3	
	<ul style="list-style-type: none"> August 18, 2021* 	Yes	5	3	

	<ul style="list-style-type: none"> September 20, 2021* 	Yes	5	3	
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Notes-
* The meetings were held through video conferencing.

Stakeholders Relationship Committee

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Risk Management Committee

<ul style="list-style-type: none"> April 15, 2021* 	<ul style="list-style-type: none"> August 5, 2021* 	Yes	3	3	113 days
		Yes	4	4	

Notes –
* The meetings were held through video conferencing.

Corporate Social Responsibility Committee

<ul style="list-style-type: none"> April 16, 2021* 	-	Yes	3	2	NA
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Notes-
* The meeting was held through video conferencing.

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

§ The Company has entered into transactions with HCL Technologies Corporate Services Limited (a wholly owned step-down subsidiary of the Company), a Related Party under Regulation 23 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 in regard to rendering / obtaining of services, product sales and other miscellaneous income all aggregating to ₹ 4495.65 crores for the quarter and half year ended September 30, 2021. These transactions may be regarded as material in terms of the Listing Agreement.

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 and 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 12, 2021

Place: Noida, (U.P.)

Format to be submitted by listed entity at the end of 6 months from the close of financial year

Affirmations		
Broad Heading	Regulation Number	Compliance Status (Yes / No / NA) (refer note below)
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>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>Name & Designation</p> <p>Manish Anand Company Secretary</p>		

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending –

I. Disclosure of Loans / guarantees / comfort letters / securities etc. (refer note below)			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	-	-	
Promoter group or any other entity controlled by them	-	-	
Directors (including relatives) or any other entity controlled by them	-	-	
KMPs or any other entity controlled by them	-	-	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

II Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. **Not Applicable**

Name & Designation

**Prateek Aggarwal
Chief Financial Officer**

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to/ for the Government or government company
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company; and
 - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.