

## Corporate Governance Report

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

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 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.	Shiv Nadar	PAN-ACIPN3308A DIN-00015850	Executive (MD)	18-Jul-1945	NA (being an Executive Director)	NA	13-Sep-1999	01-Feb-2017	NA (being an Executive Director)	1	-	1	-
Mr.	Deepak Kapoor	PAN-AAGPK9418C DIN-00162957	Independent	07-Jan-1959	NA	NA	26-Jul-2017	NA	3 years & 11 months	2	2	5	1

Mr.	S. Madhavan	PAN-AAAPM2924 M DIN-06451889	Independent	27-Oct-1956	NA	NA	15-Jan-2013	06-Aug-2019	1 year & 11 months	5	5	8 <sup>(2)</sup>	4 <sup>(2)</sup>
Dr.	Mohan Chellappa	PAN-BBEP0957Q DIN-06657830	Independent	01-Jan-1948	Yes	29-Sep-2020	06-Aug-2019	NA	1 year & 11 months	1	1	-	-
Ms.	Nishi Vasudeva	PAN-AACPV8566A DIN-03016991	Independent	30-Mar-1956	NA	NA	01-Aug-2016	NA	4 year & 11 months	4	4	7 <sup>(3)</sup>	2
Ms.	Robin Ann Abrams	PAN-AHNPA4073H DIN-00030840	Independent	12-May-1951	NA	NA	13-Sep-1999	06-Aug-2019	1 year & 11 months	1	1	1	-
Dr.	Sosale Shankara Sastry	PAN-BLVPS8193P DIN-05331243	Independent	15-May-1956	NA	NA	24-Jul-2012	06-Aug-2019	1 year & 11 months	1	1	-	-
Mr.	Shikhar Neelkamal Malhotra	PAN-AQXPM5131B DIN-00779720	Non-Executive Non-Independent	05-Feb-1983	NA	NA	22-Oct-2019	29-Sep-2020	NA (being a non-Independent Director)	1	-	1 <sup>(1)</sup>	-
Mr.	R. Srinivasan	PAN-ABTPS6467P DIN-00575854	Independent	28-Jun-1946	Yes	06-Aug-19	19-Apr-2011	06-Aug-2019	1 year & 11 months	1	1	-	-
Mr.	Simon John England	DIN-08664595	Independent	23-Dec-1965	NA	NA	16-Jan-2020	NA	1 year & 6 months	1	1	-	-
Mr.	Thomas Sieber	PAN - JKNPS7176D DIN-07311191	Independent	03-Jul-1962	NA	NA	17-Oct-2015	29-Sep-2020	9 months	1	1	-	-

**Notes:**

1. Mr. Shikhar Neelkamal Malhotra has been co-opted as a member of the Stakeholders' Relationship Committee and Mr. Shiv Nadar has ceased to be a member of the Stakeholders' Relationship Committee of HCL Technologies Limited w.e.f. April 1, 2021.
2. Mr. S. Madhavan has been appointed as the member and chairman of Audit Committee and member of Stakeholders' Relationship Committee of a listed public limited company w.e.f. April 1, 2021.
3. Ms. Nishi Vasudeva has ceased to be the director of an unlisted public limited company, and accordingly, ceased to be the member of Audit Committee that company w.e.f. April 12, 2021.

\$ 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
<b>1. Audit Committee</b>			
<b>Whether regular Chairperson appointed? – YES</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	-
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 Neelkamal 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".
2. Dr. Mohan Chellappa has been co-opted as a member of the Nomination and Remuneration Committee w.e.f. April 1, 2021.

<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>(1)</sup></b>			
<b>Whether regular Chairperson appointed? – YES</b>			
Mr. S. Madhavan	Independent (Chairperson)	October 15, 2013	-
Mr. Shiv Nadar <sup>(2)</sup>	Executive Director	October 25, 1999	April 1, 2021
Ms. Roshni Nadar Malhotra	Chairperson of the Board, Non-Independent, Non-Executive	January 14, 2014	-
Mr. Shikhar Neelkamal Malhotra	Non-Independent, Non-Executive	April 1, 2021	-
<b>Notes:</b>			
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.			
2. Mr. Shikhar Neelkamal Malhotra has been co-opted as a member of the Stakeholders' Relationship Committee and Mr. Shiv Nadar has ceased to be a member of the Stakeholders' Relationship Committee w.e.f. April 1, 2021.			
<b>5. Corporate Social Responsibility Committee</b>			
<b>Whether regular Chairperson appointed? – YES</b>			
Ms. Roshni Nadar Malhotra	Chairperson of the Board, Non-Independent, Non-Executive (Chairperson)	April 15, 2014	-
Mr. Shiv Nadar <sup>(1)</sup>	Executive Director	April 15, 2014	April 10, 2021
Mr. S. Madhavan	Independent	April 15, 2014	-
Dr. Mohan Chellappa	Independent	April 10, 2021	-
<b>Notes:</b>			
1. Dr. Mohan Chellappa has been co-opted as a member of the Corporate Social Responsibility Committee and Mr. Shiv Nadar has ceased to be a member of the Corporate Social Responsibility Committee w.e.f. April 10, 2021.			
<b>&amp; 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.</b>			

<b>Meeting of Board of Directors</b>					
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>January 14-15, 2021*</li> <li>February 25, 2021*</li> </ul>	<ul style="list-style-type: none"> <li>April 21-23, 2021*</li> </ul>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>12</p> <p>10</p> <p>12</p>	<p>9</p> <p>7</p> <p>9</p>	<p>54 days</p>
<p><b>Notes -</b> * The meetings were held through video conferencing.</p>					
<b>Meeting of Committees</b>					
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>January 14, 2021*</li> <li>February 4, 2021</li> </ul>	<ul style="list-style-type: none"> <li>April 15, 2021*</li> <li>April 23, 2021*</li> </ul>	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>4</p> <p>4</p> <p>3</p> <p>4</p>	<p>4</p> <p>4<sup>^</sup></p> <p>3</p> <p>4</p>	<p>69 days</p>
<p><b>Notes -</b> * The meetings were held through video conferencing. <sup>^</sup> In the meeting dated February 4, 2021, 2 Independent Directors attended the meeting via Video Conferencing.</p>					
<b>Nomination and Remuneration Committee</b>					
<ul style="list-style-type: none"> <li>February 3, 2021*</li> </ul>	<ul style="list-style-type: none"> <li>April 16, 2021*</li> <li>June 28, 2021*</li> </ul>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>4</p> <p>5</p> <p>5</p>	<p>2</p> <p>3</p> <p>3</p>	<p>71 days</p>
<p><b>Notes-</b> * The meetings were held through video conferencing.</p>					

Stakeholders Relationship Committee					
• February 16, 2021	-	Yes	3	1	NA
Risk Management Committee					
• February 4, 2021		Yes	4	4 <sup>^</sup>	34 days
• February 11, 2021*		Yes	4	4	
• March 11, 2021*		Yes	3	3	
• April 15, 2021*		Yes	3	3	
<b>Notes –</b> * The meetings were held through video conferencing. ^ In the meeting dated February 4, 2021, 2 Independent Directors attended the meeting via Video Conferencing.					
Corporate Social Responsibility Committee					
-	• April 16, 2021*	Yes	3	2	NA
<b>Notes-</b> * 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 ₹ 2194.25 crores for the quarter ended June 30, 2021. These transactions may be regarded as material in terms of the Listing Regulations.					
<b>Notes:</b> 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: July 16, 2021

Place: Noida, (U.P.)