

## Corporate Governance Report

1. Name of Listed Entity : HCL Technologies Limited  
 2. Quarter ending : December 31, 2015

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PANs & DIN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term /cessation	Tenure* Years	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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	01-Feb-12	NA	1	1	-
Mr.	Amal Ganguli	PAN- AEBPG3591F DIN- 00013808	Independent	04-Dec-14	5	5	8	5
Mr.	Keki Mistry	PAN-AAFPM0331B DIN-00008886	Independent	04-Dec-14	5	3 π	8	3
Mr.	Ramanathan Srinivasan	PAN- ABTPS6467P DIN- 00575854	Independent	04-Dec-14	5	2	2	-
Ms.	Roshni Nadar Malhotra	PAN- ABRPN2760L DIN- 02346621	Non-Executive Non-Independent	29-Jul-13	NA	1	1	-
Ms.	Robin Ann Abrams	PAN-AHNPA4073H DIN- 00030840	Independent	04-Dec-14	5	1	1	1
Dr.	Sosale Shankara Sastry	PAN- BLVPS8193P DIN-05331243	Independent	04-Dec-14	5	1	-	-

Mr.	Subramanian Madhavan	PAN-AAAPM2924M DIN-06451889	Independent	04-Dec-14	5	2	2	1
Mr.	Sudhinar Krishan Khanna	PAN-AARPK1528J DIN-01529178	Non-Executive Non-Independent	03-Nov-11	NA	3	2	1
Mr.	Thomas Sieber	DIN-07311191	Independent	17-Oct-15	5	1	-	-

*π - Mr. Keki Mistry is an Independent Director in 3 listed companies (including HCL Technologies Limited) apart from being a Managing Director in one listed company. He is also a Non-executive, Non-Independent Director in 2 other listed companies.*

*§ PAN number 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.*

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee) §
1. Audit Committee	Mr. Amal Ganguli Mr. Keki Mistry Ms. Robin Ann Abrams Mr. Subramanian Madhavan	Independent (Chairperson) Independent Independent Independent
2. Nomination & Remuneration Committee	Mr. Ramanathan Srinivasan Ms. Robin Ann Abrams Ms. Roshni Nadar Malhotra Mr. Shiv Nadar	Independent (Chairperson) Independent Non-Independent, Non-executive Chairman of the Board, Executive Director
3. Risk Management Committee (if applicable)	Mr. Amal Ganguli Mr. Keki Mistry Ms. Robin Ann Abrams Mr. Subrmanian Madhavan	Independent (Chairperson) Independent Independent Independent
4. Stakeholders Relationship Committee	Mr. Subramanian Madhanva Ms. Roshni Nadar Malhotra Mr. Shiv Nadar	Independent (Chairperson) Non-Independent, Non-executive Chairman of the Board, Executive Director

*& 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>III. 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	Maximum gap between any two consecutive (in number of days)	
July 29, 2015 July 31, Aug 1 & Aug 3, 2015	October 16, 17 &19, 2015	73 days	
<b>IV. Meeting of Committees</b>			
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 meetings in number of days*
<b>(a) Audit Committee</b> <ul style="list-style-type: none"> <li>September 18, 2015</li> <li>October 16, 2015</li> </ul>	<u>Total members</u> : 4 Independent Directors  <u>Present- In Person</u> : 3 <u>Present on Call</u> : 1  <u>Present-In-Person</u> : 4	July 13, 2015 July 29, 2015	50 days
<b>(b) Nomination &amp; Remuneration Committee</b> <ul style="list-style-type: none"> <li>October 16, 2015</li> </ul>	<u>Total members</u> : 4  <u>Present-In-person</u> : 4	July 29, 2015 July 31, 2015	
<b>(c) Stakeholders Relationship Committee</b> <ul style="list-style-type: none"> <li>October 9, 2015</li> </ul>	<u>Total members</u> : 3  <u>Present-In-person</u> : 2	July 9, 2015 July28, 2015	

<ul style="list-style-type: none"> <li>November 18, 2015</li> <li>December 4, 2015</li> <li>December 30, 2015</li> </ul>	<p><u>Present-In-person</u> : 2</p> <p><u>Present-In-person</u> : 2</p> <p><u>Present-In-person</u> : 2</p>	<p>September 4, 2015</p> <p>September 18, 2015</p>	
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*\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional*

**V. Related Party Transactions \$**  
**VI.**

<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

*\$ The Company has entered into transactions with HCL America Inc., (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 Rs.3,492.07 crores for the half year ended December 31, 2015. These transactions may be regarded as material in terms of the Listing Agreement*

**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**

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**

**Sd/-**  
**Manish Anand**  
**Company Secretary**

Date: January15, 2016  
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>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> <i>refer note below</i>
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)	Due to some exigencies Mr. Amal Ganguli, Chairman of the Audit Committee had expressed his inability to attend the Annual General Meeting and authorized Mr. Keki Mistry, member of the Audit Committee to attend the meeting and answer any queries on his behalf.
Presence of Chairperson of the Nomination and Remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Notes:</b> <ol style="list-style-type: none"> <li><i>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.</i></li> <li><i>If status is "No" details of non-compliance may be given here.</i></li> <li><i>If the Listed Entity would like to provide any other information the same may be indicated here.</i></li> </ol>		
<b>For HCL Technologies Limited</b> <b>Sd/-</b> <b>Manish Anand</b> <b>Company Secretary</b>  Date: January 15, 2016 Place: Noida, (U.P.)		