

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : HCL Technologies Limited
 2. Quarter ending : December 31, 2024

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 ^s & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) &	Initial date of Appointment	Date of re-appointment	Date of cessation	Tenure *	Date of Birth	Whether the director is disqualified?	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Number of Directorship in listed entities including this listed entity (with reference to Regulation 17A (1))	Number of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A (1) & 17A(2)]	Number of Memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of LODR Regulations) #	Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of LODR Regulations) #
Ms.	Roshni Nadar Malhotra	DIN-02346621	Chairperson related to Promoter, Non-Executive Non-Independent	29-Jul-2013	NA	NA	NA (being a non-Independent Director)	16-Sep-1981	No	NA	NA	2	1	1	-
Mr.	Vijayakumar Chinnaswamy	DIN-09244485	Executive (CEO & MD)	20-Jul-2021	NA	NA	NA (being an Executive)	11-May-1968	No	NA	NA	1	-	-	-

							e Director)								
Mr.	Deepak Kapoor	DIN-00162957	Non-Executive, Independent	26-Jul-2017	26-Jul-2022	NA	89.06	07-Jan-1959	No	NA	NA	3	3	5	3
Ms.	Nishi Vasudeva	DIN-03016991	Non-Executive, Independent	01-Aug-2016	01-Aug-2021	NA	101	30-Mar-1956	No	NA	NA	5^^	5^^	8^^	2^^
Mr.	Shikhar Neelkamal Malhotra	DIN-00779720	Non-Executive Non-Independent	22-Oct-2019	NA	NA	NA (being a non-Independent Director)	05-Feb-1983	No	NA	NA	1	-	1	-
Mr.	Simon John England	DIN-08664595	Non-Executive, Independent	16-Jan-2020	16-Jan-2020 ~	NA	59.16	23-Dec-1965	No	NA	NA	1	1	-	-
Mr.	Thomas Sieber	DIN-07311191	Non-Executive, Independent	22-Dec-2015	29-Sep-2020	NA	108.10	03-Jul-1962	No	NA	NA	1	1	1	-
Ms.	Vanitha Narayanan	DIN-06488655	Non-Executive, Independent	19-Jul-2021	19-Jul-2021	NA	41.13	20-May-1959	No	NA	NA	1	1	-	-
Ms.	Bhavani Balasubramanian	DIN-09194973	Non-Executive, Independent	12-Jan-2024	12-Jan-2024	NA	11.20	20-dec-1959	No	NA	NA	4^	4^	5^	4^

Ms.	Lee Fang Chew	DIN-02112309	Non-Executive, Independent	25-Apr-2024	25-Apr-2024	NA	8.07	25-nov-1960	No	NA	NA	1	1	-	-
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\$ 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. Tenure has been counted from their appointment as an Independent Director in accordance with Companies Act, 2013.

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.

^ This includes 1 high value debt listed public company.

^^ This includes 2 high value debt listed public companies.

~ The shareholders of the Company at their AGM held on August 13, 2024 has approved re-appointment of Mr. Simon John England as an Independent Director of the Company for a second term of five consecutive years commencing from January 16, 2025.

II. COMPOSITION OF COMMITTEES			
1. Audit Committee			
Whether regular Chairperson appointed? – YES			
Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee) &	Date of Appointment	Date of Cessation
Mr. Deepak Kapoor	Independent (Chairperson)	November 1, 2017	
Ms. Nishi Vasudeva	Independent	January 3, 2017	-
Mr. Thomas Sieber	Independent	July 12, 2023	-
Ms. Bhavani Balasubramanian	Independent	January 12, 2024	-
2. Nomination & Remuneration Committee			
Whether regular Chairperson appointed? – YES			
Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee) &	Date of Appointment	Date of Cessation
Ms. Vanitha Narayanan	Independent (Chairperson)	December 4, 2021	-
Ms. Nishi Vasudeva	Independent	August 5, 2024	-
Mr. Simon John England	Independent	July 12, 2023	-

3. Risk Management Committee**Whether regular Chairperson appointed? – YES**

Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee) &	Date of Appointment	Date of Cessation
Mr. Deepak Kapoor	Independent (Chairperson)	January 19, 2018	-
Ms. Nishi Vasudeva	Independent	January 23, 2017	-
Mr. Thomas Sieber	Independent	July 12, 2023	-
Ms. Lee Fang Chew	Independent	October 14, 2024	-
Ms. Bhavani Balasubramanian	Independent	January 12, 2024	-

4. Stakeholders' Relationship Committee**Whether regular Chairperson appointed? – YES**

Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee) &	Date of Appointment	Date of Cessation
Ms. Nishi Vasudeva	Independent (Chairperson)	August 5, 2024	-
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	-

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

Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee) &	Date of Appointment	Date of Cessation
Ms. Roshni Nadar Malhotra	Chairperson of the Board, Non-Independent, Non-Executive (Chairperson)	April 15, 2014	-
Ms. Bhavani Balasubramanian	Independent	August 5, 2024	-
Mr. Simon John England	Independent	August 5, 2024	-

& 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.

III. Meeting of Board of Directors					
Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met *	No. of Directors Present*	No. of Independent Directors Present*	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
October 14, 2024	Yes	10	7	July 12, 2024 August 8, 2024 August 18, 2024	56 days
<i>* To be filled in only for current quarter meetings</i>					

IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	No. of Directors Present*	No. of Independent Directors Present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee					
October 14, 2024	Yes	4	4	July 12, 2024 August 18, 2024 September 26, 2024	65 days
December 19, 2024	Yes	4	4		
Nomination and Remuneration Committee					
October 7, 2024	Yes	3	3	July 11, 2024 August 18, 2024	49 days

Stakeholders Relationship Committee					
December 19, 2024	Yes	3	1	July 24, 2024	147 days
Risk Management Committee					
December 19, 2024	Yes	5	5	September 26, 2024	83 days
Corporate Social Responsibility Committee					
October 7, 2024	Yes	3	2	-	-
<i>*To be filled in only for current quarter meetings</i>					

Details of Cyber Security Incidence	
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	Yes
Other details of cyber security incidence or breaches or loss of data event	As stated below
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	1
Date of the event	Brief details of the event
December 18, 2024	<ul style="list-style-type: none"> There was a cyber security incident in the IT environment of the Company's subsidiary Payroll Services Vendor in Oman. The payroll vendor was in turn using a sub-contractor where the incident occurred. The Vendor informed us on December 18, 2024 that the incident occurred in its sub-contractor's IT environment. The investigation of the incident by the Vendor is ongoing. The impacted IT environment does not have any network connectivity with the IT environment of the Company or any of its subsidiaries. There is no material impact, financial or otherwise, on the Company or any of its subsidiaries

Related Party Transactions \$-	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

\$ The transactions (rendering / obtaining of services, product sales and other miscellaneous income) with the following wholly owned step-down subsidiaries are given below in terms of Regulation 27(2)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the wholly owned step-down subsidiary	Place of Incorporation	Amount of transaction (April-December 2024) (₹ crores)
HCL Technologies UK Limited	UK	1,865.52
HCL Technologies Germany GmbH	Germany	1,332.42
HCL Technologies Corporate Services Limited	UK	24,164.35
HCL Software Products Limited	India	2,013.76
HCL America Inc.	USA	3,423.66

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.

V. 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 1000 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.

Manish Anand
Company Secretary