

Corporate Governance Report

1. Name of Listed Entity : HCL Technologies Limited
 2. Quarter ending : December 31, 2018

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN\$ & DIN \$	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*		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-17	NA (being an ED)*	1	1	-
Mr.	Deepak Kapoor	PAN - AAGPK9418C DIN - 00162957	Independent	26-July-17	1 year & 6 months	2	4	2
Mr.	James Philip Adamczyk	DIN - 08151025	Independent	26-Jul-18	5 months	1	-	-
Ms.	Nishi Vasudeva	PAN - AACPV8566A DIN - 03016991	Independent	01-Aug-16	2 years & 5 months	3	6	1
Mr.	Ramanathan Srinivasan	PAN - ABTPS6467P DIN - 00575854	Independent	04-Dec-14	4 years & 1 month	1	-	-

Ms.	Roshni Nadar Malhotra	PAN – ABRPN2760L DIN - 02346621	Non-Executive Non-Independent	29-Jul-13	NA (being a non-ID)*	1	1	-
Ms.	Robin Ann Abrams	PAN -AHNPA4073H DIN - 00030840	Independent	04-Dec-14	4 years & 1 month	1	1	-
Dr.	Sosale Shankara Sastry	PAN - BLVPS8193P DIN - 05331243	Independent	04-Dec-14	4 years & 1 month	1	-	-
Mr.	Subramanian Madhavan	PAN - AAAPM2924M DIN - 06451889	Independent	04-Dec-14	4 years & 1 month	3	4	3
Mr.	Sudhindar Krishan Khanna	PAN - AARPK1528J DIN - 01529178	Non-Executive Non-Independent	03-Nov-11	NA (being a non-ID)*	3	1	-
Mr.	Thomas Sieber	PAN - JKNPS7176D DIN - 07311191	Independent	22-Dec-15	3 years & 1 months	1	-	-

§ 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.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee) &	Date of Appointment
1. Audit Committee	Mr. Subramanian Madhavan Ms. Robin Ann Abrams Ms. Nishi Vasudeva Mr. Deepak Kapoor	Independent (Chairperson) Independent Independent Independent	January 19, 2013 April 19, 2001 January 3, 2017 November 1, 2017
2. Nomination & Remuneration Committee ¹	Mr. Ramanathan Srinivasan Mr. Shiv Nadar Ms. Roshni Nadar Malhotra Ms. Robin Ann Abrams	Independent (Chairperson) Chairman of the Board, Executive Director Non-Independent, Non-executive Independent	April 15, 2014 April 15, 2014 June 24, 2014 April 15, 2014

3. Risk Management Committee (if applicable)	Mr. Subramanian Madhavan Ms. Robin Ann Abrams Ms. Nishi Vasudeva Mr. Deepak Kapoor	Independent (Chairperson) Independent Independent Independent	July 29, 2014 July 29, 2014 January 23, 2017 January 19, 2018
4. Stakeholders' Relationship Committee ²	Mr. Subramanian Madhavan Mr. Shiv Nadar Ms. Roshni Nadar Malhotra	Independent (Chairperson) Chairman of the Board, Executive Director Non-Independent, Non-executive	October 15, 2013 October 25, 1999 January 14, 2014
5. Corporate Social Responsibility Committee	Ms. Roshni Nadar Malhotra Mr. Shiv Nadar Mr. Subramanian Madhavan	Non-Independent, Non-executive (Chairperson) Chairman of the Board, Executive Director Independent	April 15, 2014 April 15, 2014 April 15, 2014
<p>& 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.</p> <p>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".</p> <p>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.</p>			
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	Maximum gap between any two consecutive meetings (in number of days)	
<ul style="list-style-type: none"> • July 12, 2018 • July 26 - 27, 2018 • September 7, 2018 	<ul style="list-style-type: none"> • October 22 – 23, 2018 • December 1, 2018 	45 days	

IV. Meeting of Committees			
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*
(a) Audit Committee <ul style="list-style-type: none"> • October 18 – 22, 2018 • October 23, 2018 	<u>Total members</u> : 4 Independent Directors <u>Present- In Person</u> : 4 Independent Directors <u>Present- In Person</u> : 3 Independent Directors	<ul style="list-style-type: none"> • July 25 - 26, 2018 	87 days
* 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 §			
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 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 ₹1,330.45 crores and ₹5053.73 crores for the quarter and nine months' period ended December 31, 2018, respectively. These transactions may be regarded as material in terms of the Listing Agreement.			
Notes: <ol style="list-style-type: none"> 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: January 15, 2018

Place: Noida, (U.P.)