

### Corporate Governance Report

1. Name of Listed Entity : HCL Technologies Limited  
 2. Quarter ending : March 31, 2019

<b>I. Composition of Board of Directors</b>								
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*	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-17	NA (being an ED)*	1	1	-
Mr.	Deepak Kapoor	PAN- AAGPK9418C DIN- 00162957	Independent	26-July-17	1 year & 8 months	2	4	2
Mr.	James Philip Adamczyk	DIN - 08151025	Independent	26-Jul-18	8 months	1	-	-
Mr.	S. Madhavan	PAN-AAAPM2924M DIN-06451889	Independent	04-Dec-14	4 years & 4 months	4	5	3
Ms.	Nishi Vasudeva	PAN-AACPV8566A DIN-03016991	Independent	01-Aug-16	2 years & 8 months	3	6	1
Ms.	Robin Ann Abrams	PAN-AHNPA4073H DIN- 00030840	Independent	04-Dec-14	4 years & 4 months	1	1	-
Ms.	Roshni Nadar Malhotra	PAN- ABRPN2760L DIN- 02346621	Non-Executive Non-Independent	29-Jul-13	NA (being a non-ID)*	1	1	-
Dr.	Sosale Shankara Sastry	PAN- BLVPS8193P DIN-05331243	Independent	04-Dec-14	4 years & 4 months	1	-	-

Mr.	R. Srinivasan	PAN- ABTPS6467P DIN- 00575854	Independent	04-Dec-14	4 years & 4 months	1	-	-
Mr.	Sudhindar Krishan Khanna <sup>##</sup>	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 & 3 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.

## Mr. Sudhindar Krishan Khanna has resigned as a Non-Executive Non-Independent Director of the Company w.e.f April 8, 2019.

## 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. S. Madhavan Mr. Deepak Kapoor Ms. Nishi Vasudeva Ms. Robin Ann Abrams	Independent (Chairperson) Independent Independent Independent	January 19, 2013 November 1, 2017 January 3, 2017 April 19, 2001
2. Nomination & Remuneration Committee <sup>1</sup>	Mr. R. Srinivasan Mr. Shiv Nadar Ms. Robin Ann Abrams Ms. Roshni Nadar Malhotra	Independent (Chairperson) Chairman of the Board, Executive Director Independent Non-Independent, Non-executive	April 15, 2014 April 15, 2014 April 15, 2014 June 24, 2014
3. Risk Management Committee (if applicable)	Mr. S. Madhavan Mr. Deepak Kapoor Ms. Nishi Vasudeva Ms. Robin Ann Abrams	Independent (Chairperson) Independent Independent Independent	July 29, 2014 January 19, 2018 January 23, 2017 July 29, 2014

4. Stakeholders' Relationship Committee <sup>2</sup>	Mr. S. 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. S. Madhavan	Non-Independent, Non-executive (Chairperson) Chairman of the Board, Executive Director Independent	April 15, 2014 April 15, 2014 April 15, 2014

**& 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.**

**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 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.**

### 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"> <li>October 22 – 23, 2018</li> <li>December 1, 2018</li> </ul>	<ul style="list-style-type: none"> <li>January 12, 2019</li> <li>January 28-29, 2019</li> <li>March 12, 2019</li> </ul>	41 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*
<b>(a) Audit Committee</b> <ul style="list-style-type: none"> <li>January 11, 2019</li> <li>January 29, 2019</li> </ul>	<u>Total members</u> : 4 Independent Directors <u>Present- In Person</u> : 3 Independent Directors  <u>Total members</u> : 4 Independent Directors <u>Present- In Person</u> : 4 Independent Directors	<ul style="list-style-type: none"> <li>October 18 – 22, 2018</li> <li>October 23, 2018</li> </ul>	79 days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

<b>V. Related Party Transactions \$</b>	
<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
<p><b>\$</b> <i>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 ₹1,470.56 crores and ₹6,466.33 crores for the quarter and year ended March 31, 2019, respectively. These transactions may be regarded as material in terms of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.</i></p>	
<p><b>Notes:</b></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>	
<b>I. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; Remuneration Committee</li> <li>Stakeholders Relationship Committee</li> <li>Risk Management Committee (applicable to the top 100 listed entities)</li> </ol> <p>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.</p> <p>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.</p> <p>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:</p>	
<p><b>For HCL Technologies Limited</b></p> <p><b>Manish Anand</b>  <b>Company Secretary</b></p> <p>Date: 15<sup>th</sup> April, 2019  Place: Noida, (U.P.)</p>	

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>	<i>Web Address</i>
Details of business	Yes	<a href="https://www.hcltech.com">https://www.hcltech.com</a>
Terms and conditions of appointment of independent directors	Yes	<a href="https://www.hcltech.com/investors/governance-policies">https://www.hcltech.com/investors/governance-policies</a>
Composition of various committees of board of directors	Yes	<a href="https://www.hcltech.com/investors/governance-policies">https://www.hcltech.com/investors/governance-policies</a>
Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.hcltech.com/investors/governance-policies">https://www.hcltech.com/investors/governance-policies</a>
Details of establishment of vigil mechanism/Whistle blower policy	Yes	<a href="https://www.hcltech.com/investors/governance-policies">https://www.hcltech.com/investors/governance-policies</a>
Criteria of making payments to non-executive directors	Yes	<a href="https://www.hcltech.com/investors/governance-policies">https://www.hcltech.com/investors/governance-policies</a>
Policy on dealing with related party transactions	Yes	<a href="https://www.hcltech.com/investors/governance-policies">https://www.hcltech.com/investors/governance-policies</a>
Policy for determining 'material' subsidiaries	Yes	<a href="https://www.hcltech.com/investors/governance-policies">https://www.hcltech.com/investors/governance-policies</a>
Details of familiarization programmes imparted to independent directors	Yes	<a href="https://www.hcltech.com/investors/governance-policies">https://www.hcltech.com/investors/governance-policies</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.hcltech.com/investors#shareholder_services">https://www.hcltech.com/investors#shareholder_services</a>
Email address for grievance redressal and other relevant details	Yes	<a href="https://www.hcltech.com/investors#shareholder_services">https://www.hcltech.com/investors#shareholder_services</a>
Financial results	Yes	<a href="https://www.hcltech.com/investors/results-reports">https://www.hcltech.com/investors/results-reports</a>
Shareholding pattern	Yes	<a href="https://www.hcltech.com/investors/results-reports">https://www.hcltech.com/investors/results-reports</a>
Details of agreements entered into with the media companies and/or their associates	NA	NA
New name and the old name of listed entity	NA	NA

<b>II. Annual Affirmations:</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for Related party transaction	23(1),(5),(6),(7) &(8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3),(4),(5)&(6)	Yes
Maximum Directorship & Tenure	25(1)&(2)	Yes
Meeting of independent directors	25(3)&(4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management personnel	26(3)	Yes

Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes
<p><b>Note</b></p> <ol style="list-style-type: none"> <li>1 In the column "Compliance Status", compliance or non-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.</li> <li>2 If status is "No" details of non-compliance may be given here.</li> <li>3 If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		
<p><b>III. Affirmations:</b></p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		
<p>For <b>HCL Technologies Limited</b></p> <p><b>Manish Anand</b>  <b>Company Secretary</b></p> <p>Date: 15<sup>th</sup> April, 2019  Place: Noida, (U.P.)</p>		