

Quarterly Compliance Report on Corporate Governance

Name of the Company : **HCL Technologies Limited**

Quarter ending on : December 31, 2014

| Particulars | Clause of Listing Agreement | Compliance Status (Yes / No) | Remarks |
|---|-----------------------------|------------------------------|----------------------|
| (1) | (2) | (3) | (4) |
| II. Board of Directors | 49(II) | | |
| (A) Composition of Board | 49(IIA) | Yes | - |
| (B) Independent Directors | 49(IIB) | Yes | |
| (C) Non-executive Directors' compensation & disclosures | 49(IIC) | Yes | - |
| (D) Other provisions as to Board and Committees | 49(IID) | Yes | - |
| (E) Code of Conduct | 49(IIE) | Yes | <i>Refer Note. 1</i> |
| (F) Whistle Blower Policy | 49(IIF) | Yes | <i>Refer Note. 1</i> |
| III. Audit Committee | 49(III) | | |
| (A) Qualified & Independent Audit Committee | 49(IIIA) | Yes | - |
| (B) Meeting of Audit Committee | 49(IIIB) | Yes | - |
| (C) Powers of Audit Committee | 49(IIIC) | Yes | - |
| (D) Role of Audit Committee | 49(IIID) | Yes | - |
| (E) Review of Information by Audit Committee | 49(IIIE) | Yes | - |
| IV. Nomination and Remuneration Committee | 49(IV) | Yes | - |
| V. Subsidiary Companies | 49(V) | Yes | - |
| VI. Risk Management | 49(VI) | Yes | - |
| VII. Related Party Transactions | 49(VII) | Yes | <i>Refer Note. 2</i> |

| Particulars | Clause of Listing Agreement | Compliance Status (Yes / No) | Remarks |
|--|------------------------------------|-------------------------------------|----------------------|
| (1) | (2) | (3) | (4) |
| VIII. Disclosures | 49(VIII) | | |
| (A) Related party transactions | 49(VIIIA) | Yes | <i>Refer Note. 2</i> |
| (B) Disclosure of Accounting Treatment | 49(VIIIB) | Yes | - |
| (C) Remuneration of Directors | 49(VIIIC) | Yes | - |
| (D) Management | 49(VIIID) | Yes | - |
| (E) Shareholders | 49(VIIIE) | Yes | - |
| (F) Proceeds from Public issues, rights issue, preferential issues, etc. | 49(VIIIF) | N.A. | - |
| IX. CEO/CFO Certification | 49(IX) | Yes | <i>Refer Note. 1</i> |
| X. Report on Corporate Governance | 49(X) | Yes | <i>Refer Note. 1</i> |
| VII. Compliance | 49(XI) | Yes | <i>Refer Note. 1</i> |

Note:1 *The Annual Report disclosure requirements shall be complied in the Annual Report for the Financial Year 2014-15.*

Note: 2 *The Company has entered into transactions with HCL America Inc., (a wholly owned step down subsidiary of the Company) a Related Party under Clause 49(VII) of the Listing Agreement in regard to rendering / obtaining of services and other miscellaneous income all aggregating to Rs.3,217 crores for the half year ended December 31, 2014. These transactions may be regarded as material in terms of the Listing Agreement.*