

## Quarterly Compliance Report on Corporate Governance

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

Quarter ending on : March 31, 2015

Particulars	Clause of Listing Agreement	Compliance Status (Yes / No)	Remarks
(1)	(2)	(3)	(4)
<b>II. Board of Directors</b>	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>
<b>III. Audit Committee</b>	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	-
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	-
<b>V. Subsidiary Companies</b>	49(V)	Yes	-
<b>VI. Risk Management</b>	49(VI)	Yes	-
<b>VII. Related Party Transactions</b>	49(VII)	Yes	<i>Refer Note. 2</i>

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status (Yes / No)</b>	<b>Remarks</b>
<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(4)</b>
<b>VIII. Disclosures</b>	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.	-
<b>IX. CEO/CFO Certification</b>	49(IX)	Yes	<i>Refer Note. 1</i>
<b>X. Report on Corporate Governance</b>	49(X)	Yes	<i>Refer Note. 1</i>
<b>VII. Compliance</b>	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, product sales and other miscellaneous income all aggregating to Rs.1,681 crores for quarter ended March 31, 2015 and aggregating to Rs.4,898 crores for the nine months ended March 31, 2015. These transactions may be regarded as material in terms of the Listing Agreement.*