

Corporate Governance Report

1. Name of Listed Entity : HCL Technologies Limited
 2. Quarter ending : March 31, 2016

| I. Composition of Board of Directors | | | | | | | | |
|--------------------------------------|------------------------|----------------------------------|--|--|------------------|--|---|--|
| Title (Mr. / Ms.) | Name of the Director | PANs & DIN | Category (Chairperson /Executive/Non-Executive/Independent/Nominee) | Date of Appointment in the current term /cessation | Tenure* Years | 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-12 | NA | 1 | 1 | - |
| Mr. | Amal Ganguli | PAN- AEBPG3591F DIN- 00013808 | Independent | 04-Dec-14 | 5 | 5 | 10 | 5 |
| Mr. | Keki Mistry | PAN-AAFPM0331B DIN-00008886 | Independent | 04-Dec-14 | 5 | 3 π | 8 | 3 |
| Mr. | Ramanathan Srinivasan | PAN- ABTPS6467P DIN- 00575854 | Independent | 04-Dec-14 | 5 | 2 | 2 | - |
| Ms. | Roshni Nadar Malhotra | PAN- ABRPN2760L DIN- 02346621 | Non-Executive Non-Independent | 29-Jul-13 | NA | 1 | 1 | - |
| Ms. | Robin Ann Abrams | PAN-AHNPA4073H DIN- 00030840 | Independent | 04-Dec-14 | 5 | 1 | 1 | - |
| Dr. | Sosale Shankara Sastry | PAN- BLVPS8193P DIN-05331243 | Independent | 04-Dec-14 | 5 | 1 | - | - |

| | | | | | | | | |
|-----|--------------------------|--------------------------------|----------------------------------|-----------|----|---|---|---|
| Mr. | Subramanian Madhavan | PAN-AAAPM2924M DIN-06451889 | Independent | 04-Dec-14 | 5 | 2 | 3 | 2 |
| Mr. | Sudhindar Krishan Khanna | PAN-AARPK1528J DIN-01529178 | Non-Executive Non-Independent | 03-Nov-11 | NA | 3 | 1 | 1 |
| Mr. | Thomas Sieber | DIN-07311191 | Independent | 17-Oct-15 | 5 | 1 | - | - |

π - Mr. Keki Mistry is an Independent Director in 3 listed companies (including HCL Technologies Limited) apart from being a Managing Director in one listed company. He is also a Non-executive, Non-Independent Director in 2 other listed companies.

§ 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.*

II. Composition of Committees

| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-executive/independent/Nominee) § |
|--|--|---|
| 1. Audit Committee | Mr. Amal Ganguli Mr. Keki Mistry Ms. Robin Ann Abrams Mr. Subramanian Madhavan | Independent (Chairperson) Independent Independent Independent |
| 2. Nomination & Remuneration Committee | Mr. Ramanathan Srinivasan Ms. Robin Ann Abrams Ms. Roshni Nadar Malhotra Mr. Shiv Nadar | Independent (Chairperson) Independent Non-Independent, Non-executive Chairman of the Board, Executive Director |
| 3. Risk Management Committee (if applicable) | Mr. Amal Ganguli Mr. Keki Mistry Ms. Robin Ann Abrams Mr. Subrmanian Madhavan | Independent (Chairperson) Independent Independent Independent |
| 4. Stakeholders Relationship Committee | Mr. Subramanian Madhanvan Ms. Roshni Nadar Malhotra Mr. Shiv Nadar | Independent (Chairperson) Non-Independent, Non-executive Chairman of the Board, Executive Director |

& 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 (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) | |
| October 16, 17 &19, 2015 | January 17- 19, 2016 | 92 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"> • January 13, 2016 • January 17, 2016 | <u>Total members</u> : 4 Independent Directors <u>Present- In Person</u> : 4 <u>Present-In-Person</u> : 4 | October 16, 2015 | 90 days |
| | (b) Nomination & Remuneration Committee <ul style="list-style-type: none"> • January 15, 2016 | <u>Total members</u> : 4 <u>Present-In-person</u> : 2 <u>Present-via conference call</u> : 2 | October 16, 2015 |

| | | | |
|---|------------------------------|-------------------|--|
| (c) Stakeholders Relationship Committee <ul style="list-style-type: none"> • January 18, 2016 • February 13, 2016 • March 3, 2016 • March 29, 2016 | <u>Total members</u> : 3 | October 9, 2015 | |
| | <u>Present-In-person</u> : 2 | November 18, 2015 | |
| | <u>Present-In-person</u> : 2 | December 4, 2015 | |
| | <u>Present-In-person</u> : 2 | December 30, 2015 | |
| | <u>Present-In-person</u> : 3 | | |

** 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 Rs.5,363.38 crores for the period July 1, 2015 to March 31, 2016. These transactions may be regarded as material in terms of the Listing Agreement

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.

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**

Sd\-

Manish Anand

Company Secretary

Date: April 15, 2016

Place: Noida, (U.P.)

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

| I. Disclosure on website in terms of Listing Regulations: | | |
|---|---|---|
| Item | Compliance status (Yes/No/NA)<small>refer note below</small> | |
| Details of business | Yes | |
| Terms and conditions of appointment of independent directors | Yes | |
| Composition of various committees of board of directors | Yes | |
| Code of conduct of board of directors and senior management personnel | Yes | |
| Details of establishment of vigil mechanism/Whistle blower policy | Yes | |
| Criteria of making payments to non-executive directors | Yes | |
| Policy on dealing with related party transactions | Yes | |
| Policy for determining 'material' subsidiaries | Yes | |
| Details of familiarization programmes imparted to independent directors | Yes | |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | |
| Email address for grievance redressal and other relevant details | Yes | |
| Financial results | Yes | |
| Shareholding pattern | Yes | |
| Details of agreements entered into with the media companies and/or their associates | Yes | |
| New name and the old name of listed entity | NA | |
| II. Annual Affirmations: | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA)<small>refer note below</small> |
| 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 |
| Note | | |

- 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.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For **HCL Technologies Limited**

Sd/-

Manish Anand

Company Secretary

Date: April 15, 2016

Place: Noida, (U.P.)