

### Corporate Governance Report

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

<b>I. Composition of Board of Directors</b>								
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*	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	9 months	2	3	1
Mr.	Keki Mistry	PAN-AAFPM0331B DIN-00008886	Independent	04-Dec-14	3 years & 4 months	7 π	9	5
Ms.	Nishi Vasudeva	PAN-AACPV8566A DIN-03016991	Independent	01-Aug-16	1 year & 8 months	2	4	1
Mr.	Ramanathan Srinivasan	PAN- ABTPS6467P DIN- 00575854	Independent	04-Dec-14	3 years & 4 months	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	3 years & 4 months	1	1	-
Dr.	Sosale Shankara Sastry	PAN- BLVPS8193P DIN-05331243	Independent	04-Dec-14	3 years & 4 months	1	-	-
Mr.	Subramanian Madhavan	PAN-AAAPM2924M DIN-06451889	Independent	04-Dec-14	3 years & 4 months	2	5	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	2 years & 6 months	1	-	-

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

*§ 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.*

## II. Composition of Committees

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

*& 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*

<b>III. Meeting of Board of Directors</b>			
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 24-25, 2017</li> </ul>	<ul style="list-style-type: none"> <li>January 18-19, 2018</li> <li>March 13, 2018</li> </ul>	85 days	
<b>IV. Meeting of Committees</b>			
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, 2018</li> <li>January 18, 2018</li> <li>March 28, 2018</li> </ul>	<u>Total members</u> : 5 Independent Directors <u>Present- In Person</u> : 4 Independent Directors  <u>Total members</u> : 5 Independent Directors <u>Present- In Person</u> : 4 Independent Directors  <u>Total members</u> : 5 Independent Directors <u>Present- In Person</u> : 3 Independent Directors	<ul style="list-style-type: none"> <li>October 23, 2017</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	

**§** *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. 8228.27 crores for the Year ended March 31, 2018. 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**

**Manish Anand**  
**Company Secretary**

Date: 14<sup>th</sup> April, 2018

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>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
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	NA
New name and the old name of listed entity	NA

<b>II. Annual Affirmations:</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<i>refer note below</i></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: 14<sup>th</sup> April, 2018  Place: Noida, (U.P.)</p>		