

Corporate Governance Report

1. Name of Listed Entity : HCL Technologies Limited
 2. Quarter ending : March 31, 2022

COMPOSITION OF BOARD OF DIRECTORS													
Whether regular Chairperson appointed? – YES													
Whether Chairperson is related to Managing Director or CEO? - NO													
Title (Mr. / Ms.)	Name of the Director	PAN & DIN \$	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) &	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial date of Appointment	Date of re-appointment /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 17A (1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	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) #
Ms.	Roshni Nadar Malhotra	PAN-ABRPN2760L DIN-02346621	Chairperson, Non-Executive Non-Independent	16-Sep-1981	NA	NA	29-Jul-2013	29-Sep-2020	NA (being a non-Independent Director)	2	1	1	-
Mr.	C. Vijayakumar	PAN-AFJPC7006G DIN-09244485	Executive (CEO & MD)	11-May-1968	NA	NA	20-Jul-2021	NA	NA (being an Executive Director)	1	-	-	-
Mr.	Deepak Kapoor	PAN-AAGPK9418C	Non-Executive, Independent	07-Jan-1959	NA	NA	26-Jul-2017	26-Jul-2017	4 years & 9 months	2	2	5	1

		DIN-00162957											
Mr.	S. Madhavan	PAN-AAAPM2924 M DIN-06451889	Non-Executive, Independent	27-Oct-1956	NA	NA	04-Dec-2014	06-Aug-2019	7 years & 4 months	6	6	9	4
Dr.	Mohan Chellappa	PAN-BBEP0957Q DIN-06657830	Non-Executive, Independent	01-Jan-1948	Yes	29-Sep-2020	06-Aug-2019	06-Aug-2019	2 years & 8 months	1	1	-	-
Ms.	Nishi Vasudeva	PAN-AACP8566A DIN-03016991	Non-Executive, Independent	30-Mar-1956	NA	NA	01-Aug-2016	01-Aug-2021	5 years & 8 months	4	4	7	1
Ms.	Robin Ann Abrams	PAN-AHNPA4073H DIN-00030840	Non-Executive, Independent	12-May-1951	NA	NA	04-Dec-2014	06-Aug-2019	7 years & 4 months	1	1	1	-
Dr.	Sosale Shankara Sastry	PAN-BLVPS8193P DIN-05331243	Non-Executive, Independent	15-May-1956	NA	NA	04-Dec-2014	06-Aug-2019	7 years & 4 months	1	1	-	-
Mr.	Shikhar Malhotra	PAN-AQXPM5131B DIN-00779720	Non-Executive Non-Independent	05-Feb-1983	NA	NA	22-Oct-2019	27-Aug-2021	NA (being a non-Independent Director)	1	-	1	-
Mr.	R. Srinivasan	PAN-ABTPS6467P DIN-00575854	Non-Executive, Independent	28-Jun-1946	Yes	06-Aug-19	04-Dec-2014	06-Aug-2019	7 years & 4 months	1	1	-	-
Mr.	Simon England	PAN-AFLPE0692L DIN-08664595	Non-Executive, Independent	23-Dec-1965	NA	NA	16-Jan-2020	16-Jan-2020	2 years 3 months	1	1	-	-

Mr.	Thomas Sieber	PAN - JKNPS7176D DIN-07311191	Non-Executive, Independent	03-Jul-1962	NA	NA	22-Dec-2015	29-Sep-2020	6 years & 4 months	1	1	-	-
Ms.	Vanitha Narayanan	PAN-ADSPN9355J DIN-06488655	Non-Executive, Independent	20-May-1959	NA	NA	19-Jul-2021	19-Jul-2021	9 months	1	1	-	-

Notes:

\$ 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.

Tenure has been counted from their appointment as an Independent Director in accordance with Companies Act, 2013.

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.

COMPOSITION OF COMMITTEES

Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee			
Whether regular Chairperson appointed? – YES			
Mr. S. Madhavan	Independent (Chairperson)	January 19, 2013	-
Mr. Deepak Kapoor	Independent	November 1, 2017	-
Ms. Nishi Vasudeva	Independent	January 3, 2017	-
Ms. Robin Ann Abrams	Independent	April 19, 2001	-
2. Nomination & Remuneration Committee ⁽¹⁾			
Whether regular Chairperson appointed? – YES			
Mr. R. Srinivasan	Independent (Chairperson)	April 15, 2014	-
Ms. Robin Ann Abrams	Independent	April 15, 2014	-
Ms. Roshni Nadar Malhotra	Chairperson of the Board, Non-Independent, Non-Executive	June 24, 2014	-
Dr. Mohan Chellappa	Independent	April 1, 2021	-

Ms. Vanitha Narayanan	Independent	December 4, 2021	-
Notes:			
1. <i>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".</i>			
3. Risk Management Committee			
Whether regular Chairperson appointed? – YES			
Mr. S. Madhavan	Independent (Chairperson)	July 29, 2014	-
Mr. Deepak Kapoor	Independent	January 19, 2018	-
Ms. Nishi Vasudeva	Independent	January 23, 2017	-
Ms. Robin Ann Abrams	Independent	July 29, 2014	-
4. Stakeholders' Relationship Committee ⁽¹⁾			
Whether regular Chairperson appointed? – YES			
Mr. S. Madhavan	Independent (Chairperson)	October 15, 2013	-
Ms. Roshni Nadar Malhotra	Chairperson of the Board, Non-Independent, Non-Executive	January 14, 2014	-
Mr. Shikhar Malhotra	Non-Independent, Non-Executive	April 1, 2021	-
Notes:			
1. <i>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.</i>			
5. Corporate Social Responsibility Committee			
Whether regular Chairperson appointed? – YES			
Ms. Roshni Nadar Malhotra	Chairperson of the Board, Non-Independent, Non-Executive (Chairperson)	April 15, 2014	-
Mr. S. Madhavan	Independent	April 15, 2014	-
Dr. Mohan Chellappa	Independent	April 10, 2021	-

& 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.					
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	Whether requirement of Quorum met	No. of Directors Present-in-Person	No. of Independent Directors Present-in-Person	Maximum gap between any two consecutive meetings (in number of days)
<ul style="list-style-type: none"> October 5, 2021 October 14, 2021 	<ul style="list-style-type: none"> January 14, 2022 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>13</p> <p>13</p> <p>13</p>	<p>10</p> <p>10</p> <p>10</p>	<p>91 days</p>
Meeting of Committees					
Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	No. of Directors Present-in-Person	No. of Independent Directors Present-in-Person	Maximum gap between any two consecutive meetings in number of days
Audit Committee					
<ul style="list-style-type: none"> October 4, 2021 October 14, 2021 	<ul style="list-style-type: none"> January 3, 2022 January 14, 2022 	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>4</p> <p>4</p> <p>4</p> <p>4</p>	<p>4</p> <p>4</p> <p>4</p> <p>4</p>	<p>80 days</p>
Nomination and Remuneration Committee					
<ul style="list-style-type: none"> December 20, 2021 	<ul style="list-style-type: none"> January 10, 2022 	<p>Yes</p> <p>Yes</p>	<p>5</p> <p>5</p>	<p>4</p> <p>4</p>	<p>20 days</p>
Stakeholders Relationship Committee					
<ul style="list-style-type: none"> November 12, 2021 	-	Yes	3	1	NA

Risk Management Committee					
• October 4, 2021		Yes	4	4	90 days
	• January 3, 2022	Yes	4	4	
Corporate Social Responsibility Committee					
• October 11, 2021	-	Yes	3	2	NA
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				NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee				Yes	
<p>§ The Company has entered into transactions with HCL Technologies Corporate Services Limited (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. 9,686 crores for the financial year ended March 31, 2022. These transactions are regarded as material in terms of the Listing Agreement.</p>					
Notes:					
<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>					
I. Affirmations					
<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> <p>a) Audit Committee</p> <p>b) Nomination and Remuneration Committee</p> <p>c) Stakeholders' Relationship Committee</p> <p>d) Risk Management Committee (applicable to the top 100 listed entities)</p> <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>					

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 19, 2022

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>	<i>Web Address</i>
Details of business	Yes	https://www.hcltech.com
Terms and conditions of appointment of independent directors	Yes	https://www.hcltech.com/investors/governance-policies
Composition of various committees of board of directors	Yes	https://www.hcltech.com/investors/governance-policies
Code of conduct of board of directors and senior management personnel	Yes	https://www.hcltech.com/investors/governance-policies
Details of establishment of vigil mechanism/whistle blower policy	Yes	https://www.hcltech.com/investors/governance-policies
Criteria of making payments to non-executive directors	Yes	https://www.hcltech.com/investors/governance-policies
Policy on dealing with related party transactions	Yes	https://www.hcltech.com/investors/governance-policies
Policy for determining 'material' subsidiaries	Yes	https://www.hcltech.com/investors/governance-policies
Details of familiarization programmes imparted to independent directors	Yes	https://www.hcltech.com/investors/governance-policies
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.hcltech.com/investors#shareholder_services
Email address for grievance redressal and other relevant details	Yes	https://www.hcltech.com/investors#shareholder_services
Financial results	Yes	https://www.hcltech.com/investors/results-reports
Shareholding pattern	Yes	https://www.hcltech.com/investors/results-reports
Details of agreements entered into with the media companies and/or their associates	NA	NA
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.hcltech.com/investors
New name and the old name of listed entity	NA	NA
Advertisements as per regulation 47 (1)	Yes	https://www.hcltech.com/investors
Credit rating or revision in credit rating obtained	Yes	https://www.hcltech.com
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.hcltech.com/investors/subsidiaries-financials
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.hcltech.com/investors

Materiality Policy as per Regulation 30	Yes	https://www.hcltech.com/investors/governance-policies
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.hcltech.com/investors/governance-policies
It is certified that these contents on the website of the listed entity are correct	Yes	
II. Annual Affirmations:		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
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), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	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
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(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)	NA
Disclosure of related party transactions on consolidated basis	23(9)	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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	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 19, 2022

Place: Noida, (U.P.)

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – March 31, 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. (refer note below)			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	-	-	
Promoter group or any other entity controlled by them	-	-	
Directors (including relatives) or any other entity controlled by them	-	-	
KMPs or any other entity controlled by them	-	-	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-

KMPs or any other entity controlled by them	-	-	-
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C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

II Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. **Not Applicable**

Name & Designation

Sd/-

Prateek Aggarwal
Chief Financial Officer

Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.