

Corporate Governance Report

1. Name of Listed Entity : HCL Technologies Limited
 2. Quarter ending : September 30, 2020

COMPOSITION OF BOARD OF DIRECTORS													
Whether regular Chairperson appointed? – YES													
Whether Chairperson is related to Managing Director or CEO? - YES													
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 25(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 ⁽¹⁾	PAN-ABRPN2760L DIN-02346621	Chairperson, Non-Executive Non-Independent	16-Sep-1981	NA	NA	29-Jul-2013	29-Sep-2020 ⁽²⁾	NA (being a non-Independent Director)	2	1	1	-
Mr.	Shiv Nadar ⁽¹⁾	PAN-ACIPN3308A DIN-00015850	Executive (MD)	18-Jul-1945	NA (being an Executive Director)	NA	13-Sep-1999	01-Feb-2017 ⁽³⁾	NA (being an Executive Director)	1	-	1	-
Mr.	Deepak Kapoor	PAN-AAGPK9418C DIN-00162957	Independent	07-Jan-1959	NA	NA	26-Jul-2017	NA	3 years & 2 months	2	2	7	2

Mr.	S. Madhavan	PAN-AAAPM2924 M DIN-06451889	Independent	27-Oct-1956	NA	NA	15-Jan-2013	06-Aug-2019	1 year & 2 months	4	4	6	3
Dr.	Mohan Chellappa	PAN-BBEP0957Q DIN-06657830	Independent	01-Jan-1948	Yes ⁽⁴⁾	29-Sep-2020	06-Aug-2019	NA	1 year & 2 months	1	1	-	-
Ms.	Nishi Vasudeva	PAN-AACP8566A DIN-03016991	Independent	30-Mar-1956	NA	NA	01-Aug-2016	NA	4 year & 2 months	4	4	8	2
Ms.	Robin Ann Abrams	PAN-AHNPA4073H DIN-00030840	Independent	12-May-1951	NA	NA	13-Sep-1999	06-Aug-2019	1 year & 2 months	1	1	1	-
Dr.	Sosale Shankara Sastry	PAN-BLVPS8193P DIN-05331243	Independent	15-May-1956	NA	NA	24-Jul-2012	06-Aug-2019	1 year & 2 months	1	1	-	-
Mr.	Shikhar Neelkamal Malhotra	PAN-AQXPM5131B DIN-00779720	Non-Executive Non-Independent	05-Feb-1983	NA	NA	22-Oct-2019 ⁽⁵⁾	29-Sep-2020 ⁽⁵⁾	NA (being a non-Independent Director)	1	-	-	-
Mr.	R. Srinivasan	PAN-ABTPS6467P DIN-00575854	Independent	28-Jun-1946	Yes ⁽⁶⁾	06-Aug-19	19-Apr-2011	06-Aug-2019	1 year & 2 months	1	1	-	-
Mr.	Simon John England	DIN-08664595	Independent	23-Dec-1965	NA	NA	16-Jan-2020	NA	9 months	1	1	-	-
Mr.	Thomas Sieber	PAN - JKNPS7176D DIN-07311191	Independent	03-Jul-1962	NA	NA	17-Oct-2015	29-Sep-2020 ⁽⁷⁾	4 years & 9 months	1	1	-	-

Notes:

1. Ms. Roshni Nadar Malhotra, Non-Executive Non-Independent Director, was appointed as the Chairperson of the Board of Directors and the Company w.e.f. July 17, 2020, in place of Mr. Shiv Nadar who expressed his desire to step down from position of Chairman. Mr. Shiv Nadar would continue to be the Managing Director of the Company with the designation of Chief Strategy Officer.
2. Ms. Roshni Nadar Malhotra retired by rotation and was re-appointed as a Non-Executive Non-Independent Director of the Company in the Annual General Meeting held on September 29, 2020, liable to retire by rotation.
3. Mr. Shiv Nadar was appointed as the Managing Director of the Company on September 13, 1999. He has been re-appointed as the Managing Director under the designation of Chief Strategy Officer from time to time since that date, and his current term is for a period of 5 years from February 1, 2017 to January 31, 2022.
4. Dr. Mohan Chellappa was appointed as an Independent Director of the Company to hold office for a term of five consecutive years from August 6, 2019 till August 5, 2024 in the Annual General Meeting held on September 29, 2020. He will attain the age of 75 years in the year 2023, i.e. during his tenure of directorship in the Company. Accordingly, the approval of the members by way of Special Resolution was taken for continuation of his directorship even after attaining the age of 75 years.
5. Mr. Shikhar Neelkamal Malhotra was appointed as an Additional Director with effect from October 22, 2019 to hold upto the Annual General Meeting of the Company for the year 2020. He was appointed as a Non-Executive Non-Independent Director in the Annual General Meeting held on September 29, 2020, liable to retire by rotation.
6. Mr. R. Srinivasan was re-appointed as an Independent Director of the Company in the Annual General Meeting held on August 6, 2019. Mr. R. Srinivasan will attain the age of 75 years in the year 2021, i.e. during his tenure of directorship in the Company. Accordingly, the approval of the members by way of Special Resolution was taken for continuation of his directorship even after attaining the age of 75 years.
7. Mr. Thomas Sieber was re-appointed as an Independent Director of the Company in the Annual General Meeting held on September 29, 2020 for another term of five consecutive years effective from September 29, 2020.

§ 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.

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	-
Mr. Shikhar Neelkamal Malhotra ²	Non-Independent, Non-executive	May 06, 2020	-
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 ³			
Whether regular Chairperson appointed? – YES			
Mr. S. Madhavan	Independent (Chairperson)	October 15, 2013	-
Mr. Shiv Nadar	Executive Director	October 25, 1999	-
Ms. Roshni Nadar Malhotra	Chairperson of the Board, Non-Independent, Non-executive	January 14, 2014	-
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. Shiv Nadar	Executive Director	April 15, 2014	-
Mr. S. Madhavan	Independent	April 15, 2014	-
<p>& 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.</p> <p>1. 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".</p> <p>2. Mr. Shikhar Neelkamal Malhotra was co-opted as a member of the Nomination and Remuneration Committee and Mr. Shiv Nadar ceased to be a member of the Nomination and Remuneration Committee w.e.f. May 6, 2020.</p> <p>3. 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.</p>			

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"> May 6-7, 2020 * May 27, 2020 * 	<ul style="list-style-type: none"> July 16-17, 2020* August 31, 2020* September 2-3, 2020 	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>12</p> <p>12</p> <p>12</p> <p>11</p> <p>12[#]</p>	<p>9</p> <p>9</p> <p>9</p> <p>9</p> <p>9[#]</p>	<p>49 days</p>
<p>Notes-</p> <p>*Due to COVID-19 Pandemic, the meetings were held through video conferencing.</p> <p># In the meeting dated September 2-3, 2020, 7 Independent Directors attended the meeting via video conferencing.</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*
<ul style="list-style-type: none"> May 5-6, 2020* 	<ul style="list-style-type: none"> July 2, 2020* July 16, 2020* 	<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>57 days</p>
<p>Notes -</p> <p>* Due to COVID-19 Pandemic, the meeting was held through video conferencing.</p>					

Nomination & Remuneration Committee					
• May 4, 2020*		Yes	4	2	71 days
	• July 15, 2020*	Yes	4	2	
	• August 31, 2020	Yes	4 [#]	2 [#]	
Notes- *Due to COVID-19 Pandemic, the meetings were held through video conferencing. # In the meeting dated August 31, 2020, 2 Independent Directors attended the meeting via video conferencing.					
Stakeholders Relationship Committee					
-	-	-	-	-	NA
Risk Management Committee					
-	July 2, 2020*	Yes	4	4	NA
Notes – *Due to COVID-19 Pandemic, the meeting was held through video conferencing.					
Corporate Social Responsibility Committee					
• April 20, 2020 *	-	Yes	3	1	NA
Notes- * Due to COVID-19 Pandemic, the meeting was held through video conferencing.					
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	
§ During the quarter ended September 30, 2020, no transactions have been entered into by the Company which may be regarded as material in terms of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.					
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: October 12, 2020

Place: Noida, (U.P.)

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I. Affirmations		
Broad Heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <ol style="list-style-type: none"> 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. 3. If the Listed Entity would like to provide any other information the same may be indicated here. <p><i>In view of the massive outbreak of the COVID-19 pandemic and the consequent social distancing norm to be followed, the Annual General Meeting of the Company was held through video conferencing on September 29, 2020 and consequently, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee attended the meeting through video conferencing mode.</i></p>		
<p>For HCL Technologies Limited</p> <p>Manish Anand Company Secretary</p> <p>Date: October 12, 2020 Place: Noida, (U.P.)</p>		