

Quarterly Compliance Report on Corporate Governance

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

Quarter ending on : September 30, 2015

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

Particulars	Clause of Listing Agreement	Compliance Status (Yes / No)	Remarks
(1)	(2)	(3)	(4)
VIII. Disclosures	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.	-
IX. CEO/CFO Certification	49(IX)	Yes	<i>Refer Note. 1</i>
X. Report on Corporate Governance	49(X)	Yes	<i>Refer Note. 1</i>
VII. Compliance	49(XI)	Yes	<i>Refer Note. 1</i>

Note:1 *The Annual Report disclosure requirements have been 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.1,815.16 crores for quarter ended September 30, 2015. These transactions may be regarded as material in terms of the Listing Agreement.*