

HCL TECHNOLOGIES LIMITED

Policy on Board Diversity

Effective Date : July 29-31, 2014

Policy on Board Diversity

1. Purpose

1.1 This policy on Board Diversity (Policy) aims to set out the principles of HCL Technologies Limited (HCL) to maintain a board of directors (Board) with a diversity of directors.

2. Background

2.1 HCL has had a longstanding policy of diversity in board appointments as reflected in the current composition of the Board.

2.2 This Policy therefore seeks to record, more formally, the Company's policy on board diversity and to comply with the requirements of Clause 49 of the Equity Listing Agreement with the stock exchanges.

2.3 This policy emphasizes our respect for people and diversity. Our policy on board diversity is just one example of the wider application of our Value Framework.

3. Principles

3.1 We believe that Board diversity enhances decision-making capability and a diverse Board is more effective in dealing with organizational changes and less likely to suffer from group thinking.

3.2 We recognize that Board diversity is an essential element contributing to the sustainable development of the Company.

3.3 In applying this Policy we recognize that directors are appointed by shareholders, not the Board or the Company. The right to appoint directors is one of the most important rights exercisable by shareholders and is not sought to be fettered by this Policy. Merit and competence to serve the Board and shareholders remains the first priority.

3.4 The objectives of this Policy are, with the support of our shareholders, to have a Board which:

a) is characterized by a broad range of views arising from different experiences when discussing business;

b) facilitates the making of informed and critical decisions; and

c) Promoting the interests of all our stakeholders, particularly the long term interests of our shareholders, fairly and effectively.

4. Scope

4.1 For the purpose of this Policy, HCL considers that the concept of diversity incorporates a number of different aspects, such as professional experiences, business perspectives, skills, knowledge, gender, age, cultural and educational background, ethnicity and length of service.

4.1.1 *Independence*

The Board includes a balanced composition of Executive, Non-executive Directors and Independent Non-executive Directors so that there is a strong element of independence in the Board. The Independent Directors shall be of sufficient caliber and stature for their views to carry weight.

4.1.2 *Gender*

HCL is committed to maintaining an environment of respect for people regardless of their gender in all business dealings and achieving a workplace environment free of harassment and discrimination on the basis of gender, physical or mental state, race, nationality, religion, age or family status. The same principle is applied to the selection of potential candidates for appointment to the Board.

4.1.3 *Nationality and ethnicity*

To cope with the global customer base and operations in more than 30 countries, HCL aspires to having a Board of Directors of different nationality or ethnic backgrounds who can contribute their knowledge and understanding of the environment in which HCL operates its business.

4.1.4 *Skills and Experience*

The Board possesses a balance of skills appropriate for the requirements of the business of the Company. The Directors have a mix of finance, academic and management backgrounds that taken together provide the Company with considerable experience in a range of activities including varied industries, education, government, banking, investment and the professions.

5. Measurable Objectives

5.1 The achievement of these objectives will be measurable on an objective review by shareholders of the overall composition of the Board, the diversity of background and experience of individual directors and the effectiveness of the Board in promoting shareholders' interests.

6. Implementation

6.1 This Policy has been approved and adopted by the Board of the Company. The Nomination and Remuneration Committee (Committee) has been delegated with the overall responsibility for implementation, monitoring and periodic review of this Policy.

6.2 In assessing potential candidates for the Board, the Committee will consider the diversity perspectives, as set out in this Policy.

6.3 Notwithstanding the foregoing, all appointments to the Board will be based on merit, having regard to the ability of candidates to complement and expand the skills, knowledge and experience of the Board as a whole.

6.4 The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board as constituted is a reflection of diversity, or a gradual move to increased diversity, on a scale and at a speed that they support. To this end we shall continue to provide sufficient information to shareholders about the size, qualifications, characteristics etc. of each individual Board member and therefore, the Board as a whole so that shareholders are aware of the composition of their Board, including diversity.

7. Revision

7.1 Any revisions to the Policy as recommended by the Committee will be submitted to the Board for consideration and approval.