

Corporate Governance Report

1. Name of Listed Entity : HCL Technologies Limited
 2. Quarter ending : December 31, 2021

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-9244485	Executive (CEO & MD)	11-May-1968	NA	NA	20-Jul-2021	NA	NA (being an Executive Director)	1	-	-	-
Mr.	Deepak Kapoor	PAN-AAGPK9418C DIN-00162957	Non-Executive, Independent	07-Jan-1959	NA	NA	26-Jul-2017	NA	4 years & 5 months	2	2	5	1
Mr.	S. Madhavan ⁽¹⁾	PAN-AAAPM2924 M	Non-Executive, Independent	27-Oct-1956	NA	NA	15-Jan-2013	06-Aug-2019	2 year & 5 months	6	6	9	4

		DIN-06451889											
Dr.	Mohan Chellappa	PAN-BBEP0957Q DIN-06657830	Non-Executive, Independent	01-Jan-1948	Yes	29-Sep-2020	06-Aug-2019	NA	2 year & 5 months	1	1	-	-
Ms.	Nishi Vasudeva ⁽²⁾	PAN-AACP8566A DIN-03016991	Non-Executive, Independent	30-Mar-1956	NA	NA	01-Aug-2016	01-Aug-2021	5 months	4	4	8	2
Ms.	Robin Ann Abrams	PAN-AHNPA4073H DIN-00030840	Non-Executive, Independent	12-May-1951	NA	NA	13-Sep-1999	06-Aug-2019	2 year & 5 months	1	1	1	-
Dr.	Sosale Shankara Sastry	PAN-BLVPS8193P DIN-05331243	Non-Executive, Independent	15-May-1956	NA	NA	24-Jul-2012	06-Aug-2019	2 year & 5 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	19-Apr-2011	06-Aug-2019	2 year & 5 months	1	1	-	-
Mr.	Simon John England	PAN-AFLPE0692L DIN-08664595	Non-Executive, Independent	23-Dec-1965	NA	NA	16-Jan-2020	NA	2 years	1	1	-	-
Mr.	Thomas Sieber	PAN - JKNPS7176D DIN-07311191	Non-Executive, Independent	03-Jul-1962	NA	NA	17-Oct-2015	29-Sep-2020	1 year & 3 months	1	1	-	-
Ms.	Vanitha Narayanan	PAN-ADSPN9355J DIN-06488655	Non-Executive, Independent	20-May-1959	NA	NA	19-Jul-2021	19-Jul-2021	6 months	1	1	-	-

Notes:

1. Mr. S. Madhavan has been appointed as an Independent Director on the board of Procter and Gamble Health Ltd. w.e.f. November 15, 2021. He has been appointed as a member of the Audit Committee of Procter and Gamble Health Ltd. w.e.f. December 11, 2021.
2. Ms. Nishi Vasudeva has been appointed as a member of the Stakeholders' Relationship Committee in L&T Infra Credit Limited (formerly known as L&T Infra Debt Fund Limited) w.e.f. October 18, 2021.

\$ 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 Malhotra ⁽²⁾	Non-Independent, Non-Executive	May 6, 2020	December 4, 2021
Dr. Mohan Chellappa	Independent	April 1, 2021	-
Ms. Vanitha Narayanan ⁽³⁾	Independent	December 4, 2021	-

Notes:

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".
2. Mr. Shikhar Malhotra ceased to be a member of the Nomination & Remuneration Committee w.e.f. December 4, 2021.
3. Ms. Vanitha Narayanan has been appointed as member of the Nomination & Remuneration Committee w.e.f. December 4, 2021.

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"> July 19, 2021* August 27, 2021* 	<ul style="list-style-type: none"> October 5, 2021* October 14, 2021* 	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>13</p> <p>12</p> <p>13</p> <p>13</p>	<p>10</p> <p>9</p> <p>10</p> <p>10</p>	<p>38 days</p>
<p>Notes - * The meetings were held through 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
Audit Committee					
<ul style="list-style-type: none"> July 19, 2021* August 5, 2021* 	<ul style="list-style-type: none"> October 4, 2021 October 14, 2021 	<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>59 days</p>
<p>Notes - * The meetings were held through video conferencing. ^ In the meetings dated October 4, 2021 and October 14, 2021, 2 Independent Directors attended the meeting via Video Conferencing.</p>					
Nomination and Remuneration Committee					
<ul style="list-style-type: none"> July 18, 2021* July 22, 2021* August 12, 2021* August 18, 2021* 		<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>5</p> <p>5</p> <p>5</p> <p>5</p>	<p>3</p> <p>3</p> <p>3</p> <p>3</p>	

<ul style="list-style-type: none"> September 20, 2021* 	<ul style="list-style-type: none"> December 20, 2021* 	Yes	5	3	90 days
		Yes	5	4	

Notes-
* The meetings were held through video conferencing.

Stakeholders Relationship Committee

-	<ul style="list-style-type: none"> November 12, 2021 	Yes	3	1	NA
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Risk Management Committee

<ul style="list-style-type: none"> August 5, 2021* 	<ul style="list-style-type: none"> October 4, 2021 	Yes	4	4	59 days
		Yes	4^	4^	

Notes –
* The meetings were held through video conferencing.
^ In the meeting dated October 4, 2021, 2 Independent Directors attended the meeting via Video Conferencing.

Corporate Social Responsibility Committee

-	<ul style="list-style-type: none"> October 11, 2021* 	Yes	3	2	NA
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Notes-
* 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	NA
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 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 ("Listing Agreement"), 2015 in regard to rendering / obtaining of services and product sales all aggregating to ₹ 6,924.77 crores for the 9 months period ended December 31, 2021. These transactions along with expected transactions to happen in remaining months of FY'22 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 and 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: January 11, 2022

Place: Noida, (U.P.)