

Corporate Governance Report

1. Name of Listed Entity : HCL Technologies Limited
 2. Quarter ending : December 31, 2023

COMPOSITION OF BOARD OF DIRECTORS**Whether the listed entity has a regular Chairperson? – YES****Whether Chairperson is related to Managing Director or CEO? – NO**

Title (Mr. / Ms.)	Name of the Director	DIN \$	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) &	Initial date of Appointment	Date of re-appointment	Date of cessation	Tenure * (In months)	Date of Birth	Whether the director is disqualified ?	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Number of Directorship in listed entities including this listed entity (in reference to Regulation 17A (1))	Number 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) #	Number 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	DIN-02346621	Chairperson related to Promoter, Non-Executive Non-Independent	29-Jul-2013	16-Aug-2022	NA	NA (being a non-Independent Director)	16-Sep-1981	No	NA	NA	2	1	1	-
Mr.	Vijayakumar Chinnaswamy	DIN-09244485	Executive (CEO & MD)	20-Jul-2021	NA	NA	NA (being an Executive Director)	11-May-1968	No	NA	NA	1	-	-	-

Mr.	Deepak Kapoor	DIN-00162957	Non-Executive, Independent	26-Jul-2017	26-Jul-2022	NA	77.05	07-Jan-1959	No	NA	NA	3	3	5	2
Mr.	Subramanian Madhavan	DIN-06451889	Non-Executive, Independent	04-Dec-2014	06-Aug-2019	NA	108.27	27-Oct-1956	No	NA	NA	6	6	9	3
Dr.	Mohan Chellappa	DIN-06657830	Non-Executive, Independent	06-Aug-2019	06-Aug-2019	NA	52.25	01-Jan-1948	No	Yes	29-Sep-2020	1	1	-	-
Ms.	Nishi Vasudeva	DIN-03016991	Non-Executive, Independent	01-Aug-2016	01-Aug-2021	NA	88.30	30-Mar-1956	No	NA	NA	1	1	4	1
Ms.	Robin Ann Abrams	DIN-00030840	Non-Executive, Independent	04-Dec-2014	06-Aug-2019	NA	108.27	12-May-1951	No	NA	NA	1	1	1	-
Dr.	Sastry Sosale Shankara	DIN-05331243	Non-Executive, Independent	04-Dec-2014	06-Aug-2019	NA	108.27	15-May-1956	No	NA	NA	1	1	-	-
Mr.	Shikhar Neelkamal Malhotra	DIN-00779720	Non-Executive Non-Independent	22-Oct-2019	22-Aug-2023	NA	NA (being a non-Independent Director)	05-Feb-1983	No	NA	NA	1	-	1	-
Mr.	Srinivasan Ramanathan	DIN-00575854	Non-Executive, Independent	04-Dec-2014	06-Aug-2019	NA	108.27	28-Jun-1946	No	Yes	06-Aug-19	1	1	-	-

Mr.	Simon John England	DIN-08664595	Non-Executive, Independent	16-Jan-2020	16-Jan-2020	NA	47.15	23-Dec-1965	No	NA	NA	1	1	-	-
Mr.	Thomas Sieber	DIN-07311191	Non-Executive, Independent	22-Dec-2015	29-Sep-2020	NA	96.09	03-Jul-1962	No	NA	NA	1	1	1	-
Ms.	Vanitha Narayanan	DIN-06488655	Non-Executive, Independent	19-Jul-2021	19-Jul-2021	NA	29.12	20-May-1959	No	NA	NA	1	1	-	-

& 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. Subramanian 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	-
Mr. Thomas Sieber	Independent	July 12, 2023	-
2. Nomination & Remuneration Committee			
Whether regular Chairperson appointed? – YES			
Ms. Vanitha Narayanan	Independent (Chairperson)	December 4, 2021	-
Ms. Robin Ann Abrams	Independent	April 15, 2014	-
Dr. Mohan Chellappa	Independent	April 1, 2021	-
Mr. Srinivasan Ramanathan	Independent	April 15, 2014	-
Mr. Simon John England	Independent	July 12, 2023	-

3. Risk Management Committee			
Whether regular Chairperson appointed? – YES			
Mr. Subramanian 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	-
Mr. Thomas Sieber	Independent	July 12, 2023	-

4. Stakeholders' Relationship Committee			
Whether regular Chairperson appointed? – YES			
Mr. Subramanian Madhavan	Independent (Chairperson)	October 15, 2013	-
Ms. Roshni Nadar Malhotra	Chairperson of the Board, Non-Independent, Non-Executive	January 14, 2014	-
Mr. Shikhar Neelkamal Malhotra	Non-Independent, Non-Executive	April 1, 2021	-

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. Subramanian 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	Total Number of Directors as on date of the meeting	No. of Directors Present	No. of Independent Directors Present	Maximum gap between any two consecutive meetings (in number of days)	
<ul style="list-style-type: none"> July 12, 2023 	<ul style="list-style-type: none"> October 12, 2023 	Yes Yes	13 13	13 13	10 10	91 days	
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	Total Number of Directors as on date of the meeting	No. of Directors Present	No. of Independent Directors Present	Maximum gap between any two consecutive meetings in number of days	No. of members attending the meeting (other than Board of Directors)
Audit Committee							
<ul style="list-style-type: none"> July 12, 2023 August 18, 2023 September 26, 2023 	<ul style="list-style-type: none"> October 12, 2023 December 19, 2023 	Yes Yes Yes Yes Yes	4 5 5 5 5	4 5 3 5 5	4 5 3 5 5	67 days	0 0 0 0 0
Nomination and Remuneration Committee							
<ul style="list-style-type: none"> July 6, 2023 	<ul style="list-style-type: none"> October 5, 2023 	Yes Yes	5 5	5 5	4 5	90 days	0 0

Stakeholders Relationship Committee							
• July 19, 2023		Yes	3	3	1		0
• August 16, 2023		Yes	3	3	1	78 days	0
• September 26, 2023		Yes	3	3	1		0
	• December 14, 2023	Yes	3	3	1		0
Risk Management Committee							
• September 26, 2023		Yes	5	3	3		0
	• December 19, 2023	Yes	5	5	5	83 days	0
Corporate Social Responsibility Committee							
	• October 5, 2023	Yes	3	3	2	-	0

Related Party Transactions \$-																							
Subject	Compliance status (Yes/No/NA)																						
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><i>\$ The transactions (rendering / obtaining of services, product sales and other miscellaneous income) with the following wholly owned step-down subsidiaries are given below in terms of Regulation 27(2)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</i></p> <table border="1"> <thead> <tr> <th>Name of the wholly owned step-down subsidiary</th> <th>Place of Incorporation</th> <th>Amount of transaction (Nine months ended December 31, 2023) (₹ crores)</th> </tr> </thead> <tbody> <tr> <td>HCL Technologies UK Limited</td> <td>UK</td> <td>2,292.45</td> </tr> <tr> <td>HCL Technologies Germany GmbH</td> <td>Germany</td> <td>1,035.87</td> </tr> <tr> <td>HCL Technologies Corporate Services Limited</td> <td>UK</td> <td>11,564.26</td> </tr> <tr> <td>HCL America Inc.</td> <td>USA</td> <td>2,439.85</td> </tr> <tr> <td>HCL Software Products Limited</td> <td>India</td> <td>1,575.63</td> </tr> <tr> <td>HCL Technologies Sweden AB</td> <td>Sweden</td> <td>1,316.89</td> </tr> </tbody> </table>			Name of the wholly owned step-down subsidiary	Place of Incorporation	Amount of transaction (Nine months ended December 31, 2023) (₹ crores)	HCL Technologies UK Limited	UK	2,292.45	HCL Technologies Germany GmbH	Germany	1,035.87	HCL Technologies Corporate Services Limited	UK	11,564.26	HCL America Inc.	USA	2,439.85	HCL Software Products Limited	India	1,575.63	HCL Technologies Sweden AB	Sweden	1,316.89
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HCL Technologies Sweden AB	Sweden	1,316.89																					

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 1000 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:

Place: Noida, (U.P.)

Details of Cyber Security Incidence	
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	Yes
Date of the event	Brief details of the event
December 19, 2023	A cyber security incident occurred in an isolated cloud environment for one of the projects. There was no impact observed due to this incident on the overall HCLTech network.