

Corporate Governance Report

1. Name of Listed Entity : HCL Technologies Limited
 2. Quarter ending : September 30, 2024

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	NA	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	86.05	07-Jan-1959	No	NA	NA	3	3	6	3
Ms.	Nishi Vasudeva	DIN-03016991	Non-Executive, Independent	01-Aug-2016	01-Aug-2021	NA	98	30-Mar-1956	No	NA	NA	5^^	5^^	8^^	2^
Mr.	Shikhar Neelkamal Malhotra	DIN-00779720	Non-Executive Non-Independent	22-Oct-2019	NA	NA	NA (being a non-Independent Director)	05-Feb-1983	No	NA	NA	1	-	1	-
Mr.	Simon John England	DIN-08664595	Non-Executive, Independent	16-Jan-2020	16-Jan-2020	NA	56.15	23-Dec-1965	No	NA	NA	1	1	-	-
Mr.	Thomas Sieber	DIN-07311191	Non-Executive, Independent	22-Dec-2015	29-Sep-2020	NA	105.09	03-Jul-1962	No	NA	NA	1	1	1	-
Ms.	Vanitha Narayanan	DIN-06488655	Non-Executive, Independent	19-Jul-2021	19-Jul-2021	NA	38.12	20-May-1959	No	NA	NA	1	1	-	-

Ms.	Bhavani Balasubramanian	DIN-09194973	Non-Executive, Independent	12-Jan-2024	12-Jan-2024	NA	8.19	20-Dec-1959	No	NA	NA	3^	3^	3^	2^
Ms.	Lee Fang Chew	DIN-02112309	Non-Executive, Independent	25-Apr-2024	25-Apr-2024	NA	5.06	25-Nov-1960	No	NA	NA	1	1	-	-
Mr.	Subramanian Madhavan	DIN-06451889	Non-Executive, Independent	04-Dec-2014	06-Aug-2019	05-Aug-2024	116.2 ^{\$}	27-Oct-1956	No	NA	NA	6	6	10	4
Dr.	Mohan Chellappa	DIN-06657830	Non-Executive, Independent	06-Aug-2019	06-Aug-2019	05-Aug-2024	60 ^{\$}	01-Jan-1948	No	Yes	29 Sept 2020	1	1	-	-
Ms.	Robin Ann Abrams	DIN-00030840	Non-Executive, Independent	04-Dec-2014	06-Aug-2019	05-Aug-2024	116.2 ^{\$}	12-May-1951	No	NA	NA	1	1	1	-
Dr.	Sastry Sosale Shankara	DIN-05331243	Non-Executive, Independent	04-Dec-2014	06-Aug-2019	05-Aug-2024	116.2 ^{\$}	15-May-1956	No	NA	NA	1	1	-	-
Mr.	Srinivasan Ramanathan	DIN-00575854	Non-Executive, Independent	04-Dec-2014	06-Aug-2019	05-Aug-2024	116.2 ^{\$}	28-June-1946	No	Yes	06 Aug 2019	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.

\$ These directors retired on completion of their respective tenures as Independent Directors w.e.f. the close of business hours on August 5, 2024. Accordingly, their tenure has been counted till the date of their retirement i.e. August 5, 2024

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.

^ This includes 1 high value debt listed public company.

^^ This includes 2 high value debt listed public companies.

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. Deepak Kapoor *	Independent (Chairperson)	November 1, 2017	-
Ms. Bhavani Balasubramanian	Independent	January 12, 2024	-
Ms. Nishi Vasudeva	Independent	January 3, 2017	-
Mr. Thomas Sieber	Independent	July 12, 2023	-
Mr. Subramanian Madhavan	Independent (Chairperson)	January 19, 2013	August 5, 2024
Ms. Robin Ann Abrams	Independent	April 19, 2001	August 5, 2024
*Appointed Chairperson of the Committee w.e.f. August 5, 2024			
2. Nomination & Remuneration Committee			
Whether regular Chairperson appointed? – YES			
Ms. Vanitha Narayanan	Independent (Chairperson)	December 4, 2021	-
Ms. Nishi Vasudeva	Independent	August 5, 2024	-
Mr. Simon John England	Independent	July 12, 2023	-
Mr. Srinivasan Ramanathan	Independent	April 15, 2014	August 5, 2024
Dr. Mohan Chellappa	Independent	April 1, 2021	August 5, 2024
Ms. Robin Ann Abrams	Independent	April 15, 2014	August 5, 2024

3. Risk Management Committee			
Whether regular Chairperson appointed? – YES			
Mr. Deepak Kapoor *	Independent (Chairperson)	January 19, 2018	-
Ms. Bhavani Balasubramanian	Independent	January 12, 2024	-
Ms. Nishi Vasudeva	Independent	January 23, 2017	-
Mr. Thomas Sieber	Independent	July 12, 2023	-
Mr. Subramanian Madhavan	Independent (Chairperson)	July 29, 2014	August 5, 2024
Ms. Robin Ann Abrams	Independent	July 29, 2014	August 5, 2024

* Appointed Chairperson of the Committee w.e.f. August 5, 2024

4. Stakeholders' Relationship Committee			
Whether regular Chairperson appointed? – YES			
Ms. Nishi Vasudeva *	Independent (Chairperson)	August 5, 2024	-
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	-
Mr. Subramanian Madhavan	Independent (Chairperson)	October 15, 2013	August 5, 2024

* Appointed as a member and Chairperson of the Committee w.e.f. August 5, 2024

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	-
Ms. Bhavani Balasubramanian	Independent	August 5, 2024	-
Mr. Simon John England	Independent	August 5, 2024	-
Mr. Subramanian Madhavan	Independent	April 15, 2024	August 5, 2024
Dr. Mohan Chellappa	Independent	April 10, 2021	August 5, 2024

& 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)	
April 25-26, 2024 May 22, 2024	July 12, 2024 August 8, 2024 August 18, 2024	Yes Yes Yes	15 10 10	15 9 10	12 6 7	50 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							
April 26, 2024 June 24, 2024	July 12, 2024 August 18, 2024 September 26, 2024	Yes Yes Yes	6 4 4	6 4 4	6 4 4	58 days	0 0 0

Nomination and Remuneration Committee							
April 24, 2024	July 11, 2024	Yes	5	5	5	77 days	0
	August 18, 2024	Yes	3	3	3		
Stakeholders' Relationship Committee							
April 23, 2024	July 24, 2024	Yes	3	3	1	91 days	0
Risk Management Committee							
June 24, 2024	September 26, 2024	Yes	4	4	4	93 days	0
Corporate Social Responsibility Committee							
April 11, 2024	-	-	-	-	-	-	-

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
Other details of cyber security incidence or breaches or loss of data event	<p>There was a cyber security incident in the IT environment of one of the Company's Vendors in Austria who provides taxation services to the Company's subsidiary in Austria and therefore the subsidiary data was impacted.</p> <p>The Vendor informed that the incident occurred in the Vendor's IT environment on September 8, 2024. The Vendor has engaged an independent investigation agency for forensics.</p> <p>The Vendor's IT environment does not have any network connectivity with the IT environment of the Company or any of its subsidiaries. There is no material impact, financial or otherwise, on the Company or any of its subsidiaries.</p>
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	1
Date of the event	Brief details of the event
September 8, 2024	As stated above

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

§ 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.

Name of the wholly owned step-down subsidiary	Place of Incorporation	Amount of transaction (April- September 2024) (₹ crores)
HCL Technologies Corporate Services Limited	UK	11,879.40
HCL America Inc.	USA	1,476.70
HCL Software Products Limited	India	1,088.81

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: October 21, 2024

Place: Noida, (U.P.)

Format to be submitted by listed entity at the end of 6 months from the close of financial year

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
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>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.</p> <p>2 If status is “No” details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>Name & Designation</p> <p>Manish Anand Company Secretary</p>		

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – September 30, 2024

I. Disclosure of Loans / guarantees / comfort letters / securities etc. (refer note below)			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	Nil	Nil	
Promoter group or any other entity controlled by them	Nil	Nil	
Directors (including relatives) or any other entity controlled by them	Nil	Nil	
KMPs or any other entity controlled by them	Nil	Nil	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil

KMPs or any other entity controlled by them	Nil	Nil	Nil
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil
<p>II Affirmations: All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. Not Applicable</p> <p>Name & Designation</p> <p>Shiv Kumar Walia Chief Financial Officer</p>			
<p>Note</p> <p>1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;</p> <p>a) <i>by a government company to/ for the Government or government company</i></p> <p>b) <i>by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.</i></p> <p>c) <i>by a banking company or an insurance company; and</i></p> <p>d) <i>by the listed entity to its employees or directors as a part of the service conditions</i></p> <p>2. <i>If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.</i></p>			