

QUARTERLY INTEGRATED FILING (GOVERNANCE)

A. Compliance Report on Corporate Governance to be submitted by a listed entity on a quarterly basis

1. Name of Listed Entity : [HCL Technologies Limited](#)
2. Quarter ending : [June 30, 2026](#)

I. 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) &	Initial date of Appointme nt	Date of re- appoin- tment	Date of cessation	Tenure *	Date of Birth	Whether the director is disqualifi ed?	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulation s]	Date of passing special resolut- ion	Number of Directorship in listed entities including this listed entity (with reference to Regulation 17A (1))	Number of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A (1) & 17A(2)]	Number of Memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of LODR Regulations) #	Number of post of Chairpers on in Audit/ Stakehold er Committe e held in listed entities including this listed entity (Refer Regulatio n 26(1) of LODR Regulatio ns) #
Ms.	Roshni Nadar Malhotra	DIN- 02346621	Chairperson related to Promoter, Non- Executive Non- Independent	29-Jul- 2013	NA	NA	NA (being a non- Indepe ndent Directo r)	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.	Amitabh Kant	DIN-00222708	Non-Executive, Independent	08-Sep-2025	08-Sep-2025	NA	9.23	01-Mar-1956	No	NA	NA	5	4	1	-
Ms.	Bhavani Balasubramanian	DIN-09194973	Non-Executive, Independent	12-Jan-2024	12-Jan-2024	NA	29.19	20-dec-1959	No	NA	NA	3	3	3	2
Mr.	Deepak Kapoor	DIN-00162957	Non-Executive, Independent	26-Jul-2017	26-Jul-2022	NA	107.05	07-Jan-1959	No	No	NA	3	3	5	3
Ms.	Kimsuka Narsimhan	DIN-02102783	Non-Executive, Independent	20-April-2026	20-April-2026	NA	2.11	03-May-1964	No	No	NA	3	3	3	1
Ms.	Lee Fang Chew	DIN-02112309	Non-Executive, Independent	25-Apr-2024	25-Apr-2024	NA	26.06	25-Nov-1960	No	NA	NA	1	1	1	-
Ms.	Nishi Vasudeva	DIN-03016991	Non-Executive, Independent	01-Aug-2016	01-Aug-2021	NA	119.00	30-Mar-1956	No	NA	NA	6	6	10	3
Mr.	Shikhar Neelkamal Malhotra	DIN-00779720	Non-Executive Non-Independent	22-Oct-2019	NA	NA	NA (being a non-Indepen	05-Feb-1983	No	NA	NA	1	-	1	-

							dent Director)								
Mr.	Simon John England	DIN-08664595	Non-Executive, Independent	16-Jan-2020	16-Jan-2025	NA	77.15	23-Dec-1965	No	NA	NA	1	1	-	-
Ms.	Vanitha Narayanan	DIN-06488655	Non-Executive, Independent	19-Jul-2021	19-Jul-2021	NA	59.12	20-May-1959	No	NA	NA	1	1	-	-

\$ PAN number of any director would not be displayed on the website of the 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. 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.

II. COMPOSITION OF COMMITTEES			
1. Audit Committee			
Whether regular Chairperson appointed? – YES			
Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee) &	Date of Appointment	Date of Cessation
Mr. Deepak Kapoor	Non-Executive, Independent Director (Chairperson)	November 1,2017	-
Ms. Kimsuka Narsimhan	Non-Executive, Independent Director	April 20, 2026	-
Ms. Nishi Vasudeva	Non-Executive, Independent Director	January 3,2017	-
Ms. Bhavani Balasubramanian	Non-Executive, Independent Director	January 12, 2024	-
Ms. Lee Fang Chew	Non-Executive, Independent Director	January 13, 2025	-
2. Nomination & Remuneration Committee			
Whether regular Chairperson appointed? – YES			
Name of Committee members	Category	Date of Appointment	Date of Cessation

	(Chairperson/Executive/Non-executive/independent/Nominee) &		
Ms. Vanitha Narayanan	Non-Executive, Independent Director (Chairperson)	December 4, 2021	-
Ms. Nishi Vasudeva	Non-Executive, Independent Director	August 5, 2024	-
Mr. Simon John England	Non-Executive, Independent Director	July 12, 2023	-

3. Risk Management Committee

Whether regular Chairperson appointed? – YES

Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee) &	Date of Appointment	Date of Cessation
Mr. Deepak Kapoor	Non-Executive, Independent Director (Chairperson)	January 19, 2018	-
Ms. Kimsuka Narsimhan	Non-Executive, Independent Director	April 20, 2026	
Ms. Nishi Vasudeva	Non-Executive, Independent Director	January 23, 2017	-
Ms. Lee Fang Chew	Non-Executive, Independent Director	October 14, 2024	
Ms. Bhavani Balasubramanian	Non-Executive, Independent Director	January 12, 2024	-

4. Stakeholders' Relationship Committee

Whether regular Chairperson appointed? – YES

Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee) &	Date of Appointment	Date of Cessation
Ms. Nishi Vasudeva	Non-Executive, Independent Director (Chairperson)	August 5, 2024	-
Ms. Roshni Nadar Malhotra	Non-Executive, Non- Independent Director	January 14, 2014	-
Mr. Shikhar Neelkamal Malhotra	Non-Executive, Non- Independent Director	April 1, 2021	-

5. Corporate Social Responsibility Committee

Whether regular Chairperson appointed? – YES

Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee) &	Date of Appointment	Date of Cessation
Ms. Roshni Nadar Malhotra	Non-Executive, Non- Independent Director (Chairperson)	April 15, 2014	-

Ms. Bhavani Balasubramanian	Non-Executive, Independent Director	August 5, 2024	-
Mr. Simon John England	Non-Executive, Independent Director	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.			

III. Meeting of Board of Directors					
Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met *	No. of Directors Present*	No. of Independent Directors Present*	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
April 21, 2026	Yes	11	8		
May 19, 2026	Yes	11	7	January 12, 2026 March 25, 2026	71 days
*To be filled in only for current quarter meetings					

IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	No. of Directors Present*	No. of Independent Directors Present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee					
April 21, 2026	Yes	5	5		
June 25, 2026	Yes	5	5	January 12, 2026 March 20, 2026	66 days

Nomination and Remuneration Committee					
April 15, 2026	Yes	3	3	January 8, 2026	96
Stakeholders Relationship Committee					
-	NA	3	1	January 12, 2026	-
Risk Management Committee					
June 25, 2026	Yes	5	5	March 20, 2026	96 Days
Corporate Social Responsibility Committee					
April 10, 2026	Yes	3	3	-	-
*To be filled in only for current quarter meetings					

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	NO
Other details of cyber security incidence or breaches or loss of data event	NA
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	NA
Date of the event	Brief details of the event
NA	NA

V. 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.

Manish Anand
Company Secretary

B. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	9
No. of investor complaints disposed off during the Quarter	9
No. of investor complaints those remaining unresolved at the end of the Quarter	0

C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RESULTS IN UNLISTED COMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	Axonwise Private Limited ("Sarvam AI")	June 25, 2026	Nil	10.46%	10.46%

Note: The Company has acquired 10.46% stake in Axonwise Private Limited ("Sarvam AI") by subscribing to 41,421 Series B2 Compulsory Convertible Preference Shares for cash consideration of Rs. 1,427.25 crores. The said shares were allotted to the Company on June 25, 2026, and will be converted into equity shares at a later date.

The disclosure for the aforesaid acquisition under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was made to the Stock Exchanges on June 15, 2026, and disclosure on completion of the transaction was made on June 25, 2026.

Sarvam AI, headquartered in Bengaluru is India's full-stack sovereign AI company, building frontier models across text and other modalities, and AI products for enterprises, developers, and government, with focus verticals in banking, insurance, government technology, and defence. Its models span language, speech, vision, and documents, all trained from scratch in India.

D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entities, quantifiable in monetary terms to the extent possible
Not Applicable**					

** Not applicable as no fines or penalties were imposed that require disclosure.

E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S No.	Name of the opposing party	Date of initiation of the litigation/ dispute	Status of the litigations/ dispute As per last disclosure	Current status of the litigation/ dispute
Not Applicable#				

Not applicable as there are no material ongoing tax litigations or disputes that require disclosure/update.