

**A. COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity : [HCL Technologies Limited](#)  
 2. Quarter ending : [June 30, 2025](#)

<b>I. COMPOSITION OF BOARD OF DIRECTORS</b>															
<b>Whether Regular Chairperson appointed? – YES</b>															
<b>Whether Chairperson is related to Managing Director or CEO? – NO</b>															
Title (Mr. / Ms.)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) &	Initial date of Appointment	Date of re-appointment	Date of cessation	Tenure *	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 (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 Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of LODR Regulations) #
Ms.	<a href="#">Roshni Nadar Malhotra</a>	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	-

Title (Mr. / Ms.)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) &	Initial date of Appointment	Date of re-appointment	Date of cessation	Tenure *	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 (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 Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of LODR Regulations) #
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	95.05	07-Jan-1959	No	NA	NA	3	3	5	3
Ms.	Nishi Vasudeva	DIN-03016991	Non-Executive, Independent	01-Aug-2016	01-Aug-2021	NA	107.00	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	-

Title (Mr. / Ms.)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) &	Initial date of Appointment	Date of re-appointment	Date of cessation	Tenure *	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 (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 Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of LODR Regulations) #
Mr.	Simon John England	DIN-08664595	Non-Executive, Independent	16-Jan-2020	16-Jan-2025	NA	65.15	23-Dec-1965	No	NA	NA	1	1	-	-
Mr.	Thomas Sieber	DIN-07311191	Non-Executive, Independent	22-Dec-2015	29-Sep-2020	NA	114.09	03-Jul-1962	No	NA	NA	1	1	1	-
Ms.	Vanitha Narayanan	DIN-06488655	Non-Executive, Independent	19-Jul-2021	19-Jul-2021	NA	47.12	20-May-1959	No	NA	NA	1	1	-	-
Ms.	Bhavani Balasubramanian	DIN-09194973	Non-Executive, Independent	12-Jan-2024	12-Jan-2024	NA	17.19	20-Dec-1959	No	NA	NA	4	4	5	4

Title (Mr. / Ms.)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) &	Initial date of Appointment	Date of re-appointment	Date of cessation	Tenure *	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 (with reference to Regulation 17A (1))	Number of Independent Directorship in listed entities including this listed entity [with reference 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 Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of LODR Regulations) #
Ms.	Lee Fang Chew	DIN-02112309	Non-Executive, Independent	25-Apr-2024	25-Apr-2024	NA	14.06	25-Nov-1960	No	NA	NA	1	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.

<b>II. COMPOSITION OF COMMITTEES</b>			
<b>1. Audit Committee</b>			
<b>Whether regular Chairperson appointed? – YES</b>			
<b>Name of Committee members</b>	<b>Category</b> (Chairperson/Executive/Non-executive/independent/Nominee) &	<b>Date of Appointment</b>	<b>Date of Cessation</b>
Mr. Deepak Kapoor	Independent (Chairperson)	November 1, 2017	-
Ms. Bhavani Balasubramanian	Independent	January 12, 2024	-
Ms. Lee Fang Chew	Independent	January 13, 2025	-
Ms. Nishi Vasudeva	Independent	January 3, 2017	-
Mr. Thomas Sieber	Independent	July 12, 2023	-
<b>2. Nomination &amp; Remuneration Committee</b>			
<b>Whether regular Chairperson appointed? – YES</b>			
<b>Name of Committee members</b>	<b>Category</b> (Chairperson/Executive/Non-executive/independent/Nominee) &	<b>Date of Appointment</b>	<b>Date of Cessation</b>
Ms. Vanitha Narayanan	Independent (Chairperson)	December 4, 2021	-
Ms. Nishi Vasudeva	Independent	August 5, 2024	-
Mr. Simon John England	Independent	July 12, 2023	-
<b>3. Risk Management Committee</b>			
<b>Whether regular Chairperson appointed? – YES</b>			
<b>Name of Committee members</b>	<b>Category</b> (Chairperson/Executive/Non-executive/independent/Nominee) &	<b>Date of Appointment</b>	<b>Date of Cessation</b>
Mr. Deepak Kapoor	Independent (Chairperson)	January 19, 2018	-
Ms. Bhavani Balasubramanian	Independent	January 12, 2024	-
Ms. Lee Fang Chew	Independent	October 14, 2024	-
Ms. Nishi Vasudeva	Independent	January 23, 2017	-
Mr. Thomas Sieber	Independent	July 12, 2023	-

**4. Stakeholders' Relationship Committee****Whether regular Chairperson appointed? – YES**

<b>Name of Committee members</b>	<b>Category</b> (Chairperson/Executive/Non-executive/independent/Nominee) &	<b>Date of Appointment</b>	<b>Date of Cessation</b>
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	-

**5. Corporate Social Responsibility Committee****Whether regular Chairperson appointed? – YES**

<b>Name of Committee members</b>	<b>Category</b> (Chairperson/Executive/Non-executive/independent/Nominee) &	<b>Date of Appointment</b>	<b>Date of Cessation</b>
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	-

**&** 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 -22, 2025	Yes	10	7	January 13, 2025	97 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
<b>Audit Committee</b>					
April 22, 2025	Yes	5	5		
June 30, 2025	Yes	5	5	January 13, 2025 March 28, 2025	68 days
<b>Nomination and Remuneration Committee</b>					
April 18, 2025	Yes	3	3	January 8, 2025	99 days

Stakeholders Relationship Committee					
June 30, 2025	Yes	2	1		-
Risk Management Committee					
June 30, 2025	Yes	5	5	March 7, 2025 March 28, 2025	93 days
Corporate Social Responsibility Committee					
April 11, 2025	Yes	3	2		-
*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
<b>Date of the event</b>	<b>Brief details of the event</b>
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 and Compliance Officer**

**B. INVESTOR GRIEVANCE REDRESSAL REPORT**

<b>Investor Grievance Redressal Report</b>	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	2
No. of investor complaints disposed off during the Quarter	2
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:

<b>S. No.</b>	<b>Name of the unlisted company in which shares or voting rights have been acquired</b>	<b>Date of acquisition</b>	<b>Aggregate holding (% shares or voting rights) as at the end of the previous quarter</b>	<b>% shares or voting rights acquired during the quarter</b>	<b>Aggregate holding (% shares or voting rights) as at the end of the quarter</b>
<b>Not Applicable*</b>					

\* Not applicable as there was no acquisition of shares or voting rights in unlisted companies during the quarter.

#### **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:

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

\*\* 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:

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

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