

Corporate Governance Report

1. Name of Listed Entity : HCL Technologies Limited
 2. Quarter ending : June 30, 2019

I. Composition of Board of Directors											
Title (Mr. / Ms.)	Name of the Director	PAN & DIN \$	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee) &	Date of Birth	Initial date of Appointment	Date of re-appointment /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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) #
Mr.	Shiv Nadar	PAN-ACIPN3308A DIN- 00015850	Chairman, Executive (MD)	18-Jul-1945	13-Sep-1999	01-Feb-17 ⁽¹⁾	NA (being an ED)*	1	0	1	-
Mr.	Deepak Kapoor	PAN-AAGPK9418C DIN- 00162957	Independent	07-Jan-1959	26-Jul-17	26-Jul-17	1 year & 11 months	2	2	5	1
Mr.	James Philip Adamczyk	DIN - 08151025	Independent	14-May-1959	26-Jul-18	26-Jul-18	11 months	1	1	-	-
Mr.	S. Madhavan	PAN-AAAPM2924M DIN-06451889	Independent	27-Oct-1956	15-Jan-13	04-Dec-14	4 years & 7 months	5	5	7	3
Ms.	Nishi Vasudeva	PAN-AACPV8566A DIN-03016991	Independent	30-Mar-1956	01-Aug-16	01-Aug-16	2 years & 11 months	3	3	6	1

Ms.	Robin Ann Abrams	PAN-AHNPA4073H DIN- 00030840	Independent	12-May-1951	13-Sep-99	04-Dec-14	4 years & 7 months	1	1	1	-
Ms.	Roshni Nadar Malhotra	PAN-ABRPN2760L DIN- 02346621	Non-Executive Non-Independent	16-Sep-1981	29-Jul-13	18-Sep-18 ⁽²⁾	NA (being a non-ID)*	2	1	1	-
Dr.	Sosale Shankara Sastry	PAN-BLVPS8193P DIN-05331243	Independent	15-May-1956	24-Jul-12	04-Dec-14	4 years & 7 months	1	1	-	-
Mr.	R. Srinivasan	PAN-ABTPS6467P DIN- 00575854	Independent	28-Jun-1946	19-Apr-11	04-Dec-14	4 years & 7 months	1	1	-	-
Mr.	Thomas Sieber	PAN - JKNPS7176D DIN-07311191	Independent	03-Jul-1962	17-Oct-15	22-Dec-15	3 years & 6 months	1	1	-	-

Note: Mr. Sudhindar Krishan Khanna has resigned as a Non-Executive Non-Independent Director of the Company w.e.f April 8, 2019.

1. Mr. Shiv Nadar was initially appointed as the Managing Director of the Company on September 13, 1999. He has been re-appointed as the Managing Director under the designation of Chairman & Chief Strategy Officer from time to time since that date, and his current term is for period of 5 years from February 2, 2017 to January 31, 2022.
2. Ms. Roshni Nadar Malhotra retired by rotation and was re-appointed as Director of the Company in the Annual General Meeting held on September 18, 2018.

§ 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 hyphe n

* 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.

II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee) &	Date of Appointment / Cessation
1. Audit Committee	Mr. S. Madhavan Mr. Deepak Kapoor Ms. Nishi Vasudeva Ms. Robin Ann Abrams	Independent (Chairperson) Independent Independent Independent	January 19, 2013 November 1, 2017 January 3, 2017 April 19, 2001
2. Nomination & Remuneration Committee ¹	Mr. R. Srinivasan Mr. Shiv Nadar Ms. Robin Ann Abrams Ms. Roshni Nadar Malhotra	Independent (Chairperson) Chairman of the Board, Executive Director Independent Non-Independent, Non-executive	April 15, 2014 April 15, 2014 April 15, 2014 June 24, 2014
3. Risk Management Committee	Mr. S. Madhavan Mr. Deepak Kapoor Ms. Nishi Vasudeva Ms. Robin Ann Abrams	Independent (Chairperson) Independent Independent Independent	July 29, 2014 January 19, 2018 January 23, 2017 July 29, 2014
4. Stakeholders' Relationship Committee ²	Mr. S. Madhavan Mr. Shiv Nadar Ms. Roshni Nadar Malhotra	Independent (Chairperson) Chairman of the Board, Executive Director Non-Independent, Non-executive	October 15, 2013 October 25, 1999 January 14, 2014
5. Corporate Social Responsibility Committee	Ms. Roshni Nadar Malhotra Mr. Shiv Nadar Mr. S. Madhavan	Non-Independent, Non-executive (Chairperson) Chairman of the Board, Executive Director Independent	April 15, 2014 April 15, 2014 April 15, 2014
<p>& 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.</p> <p>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".</p> <p>2 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.</p>			

III. 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"> March 12, 2019 January 28-29, 2019 January 12, 2019 	<ul style="list-style-type: none"> May 7-9, 2019 	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>9</p> <p>4*</p> <p>11</p> <p>4**</p>	<p>7</p> <p>2*</p> <p>8</p> <p>2**</p>	<p>57 days</p>

* In the meeting dated March 12, 2019, in addition to the above, 7 Directors attended the meeting via tele-conference call which included 6 Independent Directors.

** In the meeting dated January 12, 2019, in addition to the above, 6 Directors attended the meeting via tele-conference call which included 5 Independent Directors.

IV. 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*
<p>Audit Committee</p> <ul style="list-style-type: none"> January 29, 2019 January 11, 2019 	<p>Audit Committee</p> <ul style="list-style-type: none"> May 9, 2019 April 22, 2019 	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>4</p> <p>3*</p> <p>4</p> <p>3**</p>	<p>4</p> <p>3*</p> <p>4</p> <p>3**</p>	<p>82 days</p>

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

* In the meeting dated April 22, 2019, in addition to the above, 1 Independent Director attended the meeting via tele-conference call.

** In the meeting dated January 11, 2019, in addition to the above, 1 Independent Director attended the meeting via tele-conference call.

V. 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	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

\$ During the quarter ended June 30, 2019, no transactions have been entered into by the Company which may be regarded as material in terms of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

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 & 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: 15th July, 2019

Place: Noida, (U.P.)