

CORPORATE GOVERNANCE REPORT 2009-10

Corporate Governance is about commitment to values and ethical business conduct. It is a set of laws, regulations, processes and customs affecting the way a company is directed, administrated, controlled or managed. This includes its corporate and other structures, culture, policies and the manner in which it deals with the various stakeholders.

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. As stakeholders across the globe evince keen interest in the practices and performance of companies, Corporate Governance has emerged on the centre stage. Some of the important best practices of Corporate Governance framework are timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company.

Our Company is in compliance with the requirements of the revised guidelines on Corporate Governance stipulated under Clause 49 of the Listing Agreements with the Stock Exchanges.

The Company believes that good Corporate Governance is critical to enhance and retain investors' trust. The Board of Directors exercises its fiduciary duties in the widest sense of the term. The Company always endeavors to enhance long term shareholder value and respect minority rights in all its business decisions.

Our disclosures always seek to attain the best practices in Corporate Governance. Our actions are governed by our values and principles, which are reinforced at all levels within the Company. We are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in the compliance with the applicable legal requirements. We acknowledge our individual and collective responsibilities to manage our business activities with integrity.

Philosophy on Code of Governance

Our Corporate Governance philosophy is based on the following principals:

- Satisfy the spirit of the law and not just the letter of the law. Corporate Governance standards should go beyond the law.
- Be transparent and maintain a high degree of disclosure levels. When in doubt, disclose it.
- Make a clear distinction between personal convenience and corporate resources.
- Communicate externally, in a truthful manner, about how the Company is run internally.
- Have a simple and transparent corporate structure driven solely by business needs.
- Comply with the laws in all the countries in which we operate.
- Management is the trustee of the shareholders' capital and not the owner.

Corporate Governance is an integral part of the philosophy of the Company in its pursuit of excellence, growth and value creation.

In addition to complying with the statutory requirements, effective governance systems and practices towards improving transparency, disclosures, internal control and promotion of ethics at work place have been institutionalized. The Company recognizes that good governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all its stakeholders.

Role of various entities

Board of Directors ("Board") – The primary role of the Board is that of trusteeship to protect and enhance shareholders value through strategic supervision of the Company and its subsidiaries. The Board plays a critical role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This is reflected in our governance practices, under which we strive to maintain an active, informed and independent Board. The Board is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with the requisite powers, authorities and duties.

Board committees – The Board committees play a crucial role in the governance structure of the Company and are being set out to deal with specific areas /activities which concern the Company and need a closer review. The Board committees are set up under the formal approval of the board, to carry out the clearly defined role which is considered to be performed by members of the Board, as a part of good corporate governance. The Board supervises the execution of its responsibilities by the committee and is responsible for their action.

Executive Directors- The Executive Directors contribute to the strategic management of the Company's businesses within Board approved directions and framework. As directors are accountable to the Board for business/ corporate functions, they assume overall responsibility for strategic management, including governance processes and top management effectiveness.

Independent Directors- Independent Directors play a critical role in imparting balance to the Board processes by bringing independent judgements on issues of strategy, performance, resources, standards of the Company, conduct etc.

In accordance with Clause 49 of the Listing Agreement with the Stock Exchanges in India, the report containing the details of governance systems and processes at HCL Technologies Limited is as under:

Board Size and Composition

The Board of Directors is at the core of our Corporate Governance practices and oversees how the management serves and protects the long term interests of all our stakeholders. We believe that an active, well informed and independent Board is necessary to ensure highest standards of Corporate Governance.

The Board of Directors ("Board") of the Company has an optimum combination of Executive and Independent Non-Executive Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization. The Board provides leadership, strategic guidance and an

independent view to the Company's management. During the year, a majority of the Board comprised of independent Directors. As on June 30, 2010, the Board consisted of eight members, of which, two are executive and the other six are Independent Non-Executive Directors. Out of two Executive Directors, one is Promoter Director who is also the Managing Director of the Company and is designated as Chairman and

Chief Strategy Officer of the Company and the other is Chief Executive Officer ("CEO") of the Company who is designated as CEO and Whole-time Director of the Company. The Non-Executive Directors bring an external and wider perspective in Board deliberations and decisions. The size and composition of the Board conform to the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges.

Composition of the Board and the Directorships held as on June 30, 2010

Name of Director	Position in the Company	Directorships in other Indian public limited companies	Directorships in all other companies (including overseas companies)	Committee memberships in other companies*	Chairmanships in committees of other companies in which they are members#
Mr. Shiv Nadar	Chairman & Chief Strategy Officer	1	3	1	-
Mr. Vineet Nayar	Chief Executive Officer and Whole-time Director	-	-	-	-
Mr. T. S. R. Subramanian	Independent Non Executive Director	1	2	-	-
Mr. Subroto Bhattacharya	Independent Non Executive Director	5	5	6	4
Mr. Ajai Chowdhry	Independent Non Executive Director	4	8	1	-
Ms. Robin Abrams	Independent Non Executive Director	-	3	-	-
Mr. Amal Ganguli	Independent Non Executive Director	12	15	10	5
Mr. P. C. Sen	Independent Non Executive Director	-	-	-	-

Note: None of the Directors of the Company has any relationship with other Directors of the Company.

**represents membership of Audit Committee and Shareholders' Grievance Committee of Indian Public Limited Companies.*

#represents Chairmanship of Audit Committee and Shareholders' Grievance Committee of Indian Public Limited Companies.

Brief Profile of the Board Members

Shiv Nadar

Mr. Shiv Nadar, aged 65 years, is an Electrical Engineer from the PSG College in Coimbatore. Mr. Shiv Nadar established HCL as a startup in 1976. Acknowledged as a visionary by the IT industry and his peers, Shiv Nadar has often made daring forays based on his conviction of the future. Albeit a more recent entrant in the software services space, HCL is already among top Indian IT software majors and a force to reckon with for global technology giants.

Shiv Nadar has been conferred the "Padma Bhushan Award" - the third highest civilian honor conferred by the President of India - in January 2008, in recognition of not just his contribution to trade & industry in India but also his deep commitment to public good. In February 2009, Forbes Magazine featured him in its list of 48 Heroes of Philanthropy in the Asia Pacific region. In September 2009, the UK Trade & Investment India presented Shiv Nadar the 2009 Business Person of the Year Award in acknowledgement of HCL's pioneering investment in the UK. In November 2009, he was conferred in the CNBC Asia Business Leader Award 2009 for Corporate Social Responsibility and the Asia Viewers' Choice Award; as well as the CNBC's 'The India Business Leader Award' for 2009.

Determined to give back to the society that nurtured him, Shiv Nadar has been quietly supporting many critical social

causes through the Shiv Nadar Foundation. The Foundation is committed to provide the means to empower individuals to bridge the socio-economic divide and to contribute to the creation of a more equitable, meritocracy based society, and aims to achieve this primarily through outstanding educational institutions of higher learning. The Foundation has established the not-for-profit SSN College of Engineering in Chennai, India's top ten private engineering college. Shiv Nadar is also running "VidyaGyan" public school in Uttar Pradesh that provides free, world class education to rural toppers from economically disadvantaged backgrounds. Concerned with the public health issues in India, Shiv Nadar is involved with the Public Health Foundation of India (PHFI), working to establish standards in public health education and to create a network of innovative world class India relevant institutes of public health. He is a Global Charter Member of The Indus Entrepreneurs (TIE), which works to promote entrepreneurs and entrepreneurship globally. He also supports initiatives for the girl child and the empowerment of women.

Nature of expertise in specific functional area- Mr. Shiv Nadar has an extensive experience and expertise in the Information Technology sector coupled with strategic planning and management experience.

Mr. Shiv Nadar is a member of Shareholders' Committee and Employees Stock Option Allotment Committee of the Company. He is also the Chairman of the Nominations Committee of the

Company. As on June 30, 2010, he is holding 184 Equity Shares of Rs. 2/- each fully paid-up in his own name.

Mr. Vineet Nayar

Mr. Vineet Nayar, aged 48 years, has a Bachelor's degree in Technology and a Masters degree in Business Administration. Mr. Nayar started his career with HCL group in 1985. After spending about seven years of his career as engineer, product manager, sales and marketing head at HCL, he played a key role in enabling HCL to enter into the business for providing IT infrastructure and networking services and today HCL is highly placed in Remote Infrastructure Management space. He became President of HCL Technologies in April 2005 and Chief Executive Officer in October 2007. In August 2008, he was designated as CEO and Whole-time Director of the Company.

Mr. Vineet Nayar was instrumental in instituting several radical transformational programs across the organization. His mantra of "Employees First" and a strong belief in value-based leadership has been recognized globally as an example of "Organisational Innovation". The Harvard Business School has written a case study on his transformation at HCL, based on his innovation and radical leadership.

He is one of the founding members of the Asia Gender Parity Group at WEF and has also established a non-profit organization called SAMPARK in 2004 which has a vision of "creating a million smiles". The primary focus of SAMPARK is to create smiles through improving the quality, infrastructure and opportunity for education to the underprivileged. With his continued commitment to promoting eco-sustainability, Vineet is also an active member of India Council for Sustainable Development (ICSD) steering committee and one of the CEO's to endorse the Climate Policy Recommendations to G8 Leaders by World Economic Forum.

Nature of expertise in functional area – Mr. Vineet Nayar has an expertise in business management and administration, and in information technologies (IT) sector.

Mr. Vineet Nayar is a member of the Employees Stock Option Allotment Committee and Nominations Committee of the Company. As on June 30, 2010, his shareholding in the Company was 10,00,000 Equity Shares of Rs. 2/- each fully paid-up which are held in the name of family trust.

Ms. Robin Abrams

Ms. Robin Abrams, aged 59 years holds both a Bachelor of Arts and a Juris Doctor degree from the University of Nebraska. Ms. Robin Abrams was the interim CEO at ZiLOG. She had been the President of Palm Computing and Senior Vice President at 3Com Corporation.

Ms. Abrams was formerly the President and CEO at VeriFone. Before joining VeriFone in 1997, Abrams held a variety of senior management positions with Apple Computers. As Vice President and General Manager of the Americas, she oversaw sales and channel management for U.S., Canada and Latin America. Prior to that, she was the Vice President and General Manager of Apple Asia, where she was responsible for sales and marketing in the region.

Ms. Abrams spent eight years with Unisys in several senior-level positions. Her responsibilities included managing the delivery of business solutions focused on banking, airlines,

government and networking. A portion of her tenure at Unisys included a five-year stint in Asia Pacific. The first twelve years of her career were in various management positions at Wells Fargo Bank (formerly known as Norwest Bank).

Ms. Abrams has served several U.S. public company boards including ZiLOG and BEA Systems (until it was acquired by Oracle) and currently serving Sierra Wireless and Openwave Systems. Ms. Abrams also serves on the Anita Borg Institute Board and several academic advisory committees.

Nature of expertise in specific functional area – Ms. Robin Abrams has nearly 36 years of experience in computing and computing services, strategic planning and management.

Ms. Robin Abrams is the Chairperson of the Compensation Committee and member of the Audit Committee and Risk Management Committee of the Board of Directors of the Company. As on June 30, 2010, her shareholding in the Company was 1,37,000 Equity Shares of Rs. 2/- each fully paid-up in her own name.

Mr. T. S. R. Subramanian

Mr. T. S. R. Subramanian, aged 71 years, is an Ex-Cabinet Secretary to the Government of India. He obtained his first degree in Mathematics at St. Xavier's College, Kolkata and thereafter his Master's Degree at Calcutta University. He also studied at Imperial College, London where he obtained his diploma and has a Master's Degree in Public Administration from Harvard University, specializing in economics.

Mr. T. S. R. Subramanian joined the Indian Administrative Service in 1961 and during his career with the Service he held various positions; he rose to the highest post in Indian Administration, that of Cabinet Secretary. As Cabinet Secretary to the Government of India, Mr. Subramanian took a number of initiatives to modernize and develop the Infrastructure Sector in India, especially in the Power, Telecom and Surface Transport Sectors.

Nature of expertise in functional area – Mr. T. S. R. Subramanian has expertise in business administration, and in modernization & development of infrastructure sector.

Mr. T. S. R. Subramanian is the Chairman of the Audit Committee, Risk Management Committee and the Shareholders' Committee of the Company. He is also a member of the Employees Stock Option Allotment Committee and Nominations Committee of the Company. As on June 30, 2010, his shareholding in the Company was 4,600 Equity Shares of Rs.2/- each fully paid-up in his own name.

Mr. Ajai Chowdhry

Mr. Ajai Chowdhry, aged 59 years, has a bachelor's degree in electronics and communication engineering, and has attended the Executive Program at the School of Business Administration at the University of Michigan in the US. Mr. Ajai Chowdhry is the Chairman & CEO of HCL Infosystems Ltd. He is also responsible for the significant international growth of HCL Infosystems Ltd. and brings with him substantial experience of the South East Asian markets including Malaysia, Thailand, Hong Kong, Indonesia, People's Republic of China and Singapore. He was also part of the IT Task Force set up by the Prime Minister of India, to give shape to India's IT strategy.

Nature of expertise in functional area – Mr. Ajai Chowdhry has an expertise in business management and administration, and in information technologies sector.

Mr. Ajai Chowdhry is a member of the Shareholders’ Committee of the Company. As on June 30, 2010, his shareholding in the Company was 19,420 Equity Shares of Rs.2/- each fully paid-up in his own name.

Mr. Subroto Bhattacharya

Mr. Subroto Bhattacharya, aged 69 years, is a Chartered Accountant. He spent his early career with DCM Limited where he rose to the position of a Director on its board. In the late eighties, he joined the HCL Group and subsequently joined the Board of the flagship company HCL Limited.

Nature of expertise in specific functional area: Mr. Bhattacharya has an experience of over 34 years with specialization in Finance and Management Consultancy. He has a vast experience in financial management, accounts and audit.

Mr. Subroto Bhattacharya is a member of the Audit Committee, Shareholders’ Committee, Employee Stock Options Allotment Committee and Risk Management Committee of the Company. As on June 30, 2010, his shareholding in the Company was nil.

Mr. Amal Ganguli

Mr. Amal Ganguli, aged 70 years, is a Chartered Accountant. He was earlier associated with Price Waterhouse Coopers, India as its Senior Partner. In a distinguished career spanning nearly four decades, Mr. Ganguli was involved with the India practice of Price Waterhouse Coopers and has an authority on matters related to audit, taxation, mergers and acquisitions and corporate restructuring.

Nature of expertise in functional area- Mr. Amal Ganguli has expertise in areas relating to financial reporting, audit, taxation, mergers and acquisitions and corporate restructuring.

Mr. Amal Ganguli is a member of the Audit Committee and Risk Management Committee of the Company. As on June 30, 2010, his shareholding in the Company was nil.

Mr. P. C. Sen

Mr. P. C. Sen, aged 66 years, is a graduate of St. Stephens College, Delhi and a post graduation in M.A. (History) and Diploma in Social Anthropology from King’s College, Cambridge U.K. and M.Sc. (Economics) from University of Swansea, U.K. He joined the Indian Administrative Service in Madhya Pradesh Cadre in 1967. He has held a variety of assignments both with the Government of Madhya Pradesh and the Government of India. He was the Director of Archaeology and Museums, M.P., Managing Director of M.P. State Tourism Corporation, Principal Secretary of Housing and Environment, Principal Secretary of Commerce and Industry and IT in the Government of M.P., Director General of Civil Aviation, Chairman and Managing Director of Indian Airlines and Chairman of Air India. He retired as Secretary General, National Human Rights Commission in April 2003. He held the position of Director of India International Centre from May 2003.

Mr. P. C. Sen was conferred the ‘National Citizen’s Award’ presented by the Prime Minister of India, the ‘Shiromani Award’ presented by the Speaker of the Lok Sabha and the ‘Wings of History Award’ for his tenure in Indian Airlines.

Nature of expertise in specific functional area: Mr. P. C. Sen has an expertise in business management and administration.

Mr. P. C. Sen is a member of the Compensation Committee of the Company. As on June 30, 2010, his shareholding in the Company was nil.

The names of the other companies/ entities in which the current directors are interested being a director/committee member(s) as on June 30, 2010 are as under:

1. Mr. Shiv Nadar

S. No.	Name of the Company/ Entity in which interested	Nature of Interest (Directorships/ Committee Memberships)
1.	HCL Corporation Limited	<ul style="list-style-type: none"> • Director • Member of Audit Committee • Member of Selection Committee • Member of Asset Liability Management Committee • Member of Risk Management Committee • Member of Nominations Committee • Chairman of Treasury Committee
2.	Indian School of Business	<ul style="list-style-type: none"> • Director
3.	HCL America Inc.	<ul style="list-style-type: none"> • Director
4.	Guddu Investments (Chennai) Pvt. Limited	<ul style="list-style-type: none"> • Director
5.	Vama Sundari Investments (Chennai) Pvt. Limited	<ul style="list-style-type: none"> • Director
6.	Julian Investments (Chennai) Pvt. Limited	<ul style="list-style-type: none"> • Director
7.	Blueberry Investments (Chennai) Pvt. Limited	<ul style="list-style-type: none"> • Director
8.	SKN Investments (Chennai) Pvt. Limited	<ul style="list-style-type: none"> • Director
9.	Slocum Investments (Pondi) Pvt. Limited	<ul style="list-style-type: none"> • Director

2. Mr. T. S. R. Subramanian

S. No.	Name of the Company/ Entity in which interested	Nature of Interest (Directorships/ Committee Memberships)
1.	Micronutrient Initiative India	• Chairman, Board of Trustees
2.	SKOL Breweries Limited	• Director

3. Mr. Subroto Bhattacharya

S. No.	Name of the Company/ Entity in which interested	Nature of Interest (Directorships/ Committee Memberships)
1.	HCL Corporation Limited	• Director • Chairman of Audit Committee • Member of Asset Liability Management Committee • Member of Treasury Committee • Member of Risk Management Committee
2.	HCL Infosystems Limited	• Director • Member of Accounts & Audit Committee • Member of Shareholders'/ Investor Grievances Committee • Member of Employees Compensation and Employees Satisfaction Committee • Member of Committee of Directors (Share Allotment) • Member of Committee of Directors (New Business)
3.	NIIT Limited	• Director • Chairman of Audit Committee • Chairman of Compensation/ Remuneration Committee • Member of Share Allotment Committee • Member of Debenture Allotment Committee • Member of Borrowing Committee
4.	NIIT Technologies Limited	• Director • Chairman of Audit Committee • Member of Compensation/ Remuneration Committee
5.	HCL Infinet Limited (formerly known as Microcomp Ltd.)	• Director • Chairman of Accounts and Audit Committee

4. Mr. Ajai Chowdhry

S. No.	Name of the Company/ Entity in which interested	Nature of Interest (Directorships/ Committee Memberships)
1.	Appollo Trading and Finance Pvt. Ltd.	• Director
2.	HCL Infosystems Limited	• Chairman & Whole-time Director • Member of Employees Compensation and Employees Satisfaction Committee • Member of Committee of Directors (Share Allotment) • Member of Committee of Directors (Securities) • Chairman of Committee of Directors (Operations) • Chairman of Committee of Directors (Customer Satisfaction)
3.	HCL Infinet Limited (formerly known as Microcomp Ltd.)	• Director • Member of Accounts & Audit Committee
4.	HCL Security Limited	• Director
5.	RMA Software Park Pvt. Ltd.	• Director
6.	HCL Infocom Limited	• Director
7.	BFL Investments and Financials Consultants Pvt. Ltd.	• Director

5. Ms. Robin Abrams

S. No.	Name of the Company/ Entity in which interested	Nature of Interest (Directorships/ Committee Memberships)
1.	HCL Bermuda Limited	• Director
2.	Sierra Wireless	• Director
3.	Openwave Systems	• Director • Member of Audit Committee

6. Mr. Amal Ganguli

S. No.	Name of the Company/ Entity in which interested	Nature of Interest (Directorships/ Committee Memberships)
1.	Hughes Communications India Ltd.	• Director • Chairman of Audit Committee
2.	Aricent Technologies (Holdings) Ltd.	• Director • Chairman of Audit Committee • Member of Remuneration Committee
3.	ML Infomap Private Limited	• Director
4.	Tube Investments of India Limited	• Director • Member of Audit Committee • Member of Remuneration Committee
5.	New Delhi Television Limited	• Director • Chairman of Audit Committee • Member of Remuneration Committee
6.	Tata Communications Limited	• Director • Chairman of Audit Committee
7.	Century Textiles and Industries Ltd.	• Director • Member of Audit Committee
8.	AVTEC Limited	• Director
9.	ICRA Limited	• Director • Member of Audit Committee
10.	Maruti Suzuki India Limited	• Director • Chairman of Audit Committee
11.	AIG Trustees Company (India) Pvt. Ltd.	• Director • Member of Audit Committee
12.	Ascendas Property Fund Trustees Ltd.	• Director • Member of Investment Committee
13.	Aptuit Laurus Private Limited	• Director
14.	Tata Teleservices (Maharashtra) Ltd.	• Director
15.	Triveni Engineering and Industries Ltd.	• Director • Member of Audit Committee

7. Mr. Vineet Nayar— As on June 30, 2010, Mr. Vineet Nayar does not hold directorship in any other Company.

8. Mr. P. C. Sen— As on June 30, 2010, Mr. P. C. Sen does not hold directorship in any other Company.

Independent Directors

As on June 30, 2010, out of eight directors on Board of the Company, six directors are independent non-executive directors.

According to Clause 49 of the Listing Agreement with the Indian Stock Exchanges, an Independent Director means a non executive director of the Company who:

- a. apart from receiving director's remuneration, does not have any material pecuniary relationships or transactions with the company, its promoters, its directors, its senior management or its holding company, its subsidiaries and associates which may affect independence of the director;

- b. is not related to promoters or persons occupying management positions at the board level or at one level below the board;
- c. has not been an executive of the company in the immediately preceding three financial years;
- d. is not a partner or an executive or was not partner or an executive during the preceding three years, of any of the following:
 - i. the statutory audit firm or the internal audit firm that is associated with the company, and
 - ii. the legal firm(s) and consulting firm(s) that have a material association with the company.

- e. is not a material supplier, service provider or customer or a lessor or lessee of the company, which may affect independence of the director;
- f. is not a substantial shareholder of the company i.e. owning two percent or more of the block of voting shares.
- g. is not less than 21 years of age.

The Company has adopted the above mentioned definition of Independent Director as mentioned under clause 49 of the listing agreement and all the independent directors of the Company have certified their independent status to the Board as on June 30, 2010.

The tenure of Independent Directors

The tenure of independent directors on the Board of the Company shall be 9 years. For the current independent directors on Board, the period of 9 years shall be w.e.f. July 1, 2008 and for new appointments, the said term shall be from the date of the appointment.

Retirement Policy of the Board of Directors

The Board has formulated a retirement policy pursuant to which there shall be an age limit of 75 years for all the Directors who shall serve on the Board of the Company.

Succession Planning

Succession planning for certain key positions in the Company viz. Chief Executive Officer (CEO), Chief Operating Officer (COO), Chief Financial Officer (CFO) is part of the charter of the Nominations Committee of the Company. The Committee shall identify, screen and review candidates, inside or outside the Company and provide its recommendations to the Board.

Memberships on other Boards

Executive Directors are also allowed to serve on the Board/ Committee of Corporate(s) or Government bodies whose interest are germane to the future of software business, or on the Board of key economic institutions of the nation or whose primary objective is benefiting society.

Independent Directors are expected not to serve on the Board/ Committees of competing companies. Other than this, there is no limitation on the Directorships /Committee memberships except those imposed by law and good corporate governance.

Directors' Responsibilities

- (a) The principal responsibility of the Board members is to oversee the management of the Company and in doing so, serve the best interests of the Company and its stakeholders. This responsibility shall include:
 - Reviewing and approving fundamental operating, financial and other corporate plans, strategies and objectives.
 - Evaluate whether the corporate resources are being used only for appropriate business purposes.
 - Establishing a corporate environment that promotes timely and effective disclosure (including robust and appropriate controls, procedures and incentives), fiscal responsibility, high ethical standards and compliance with all applicable laws and regulations.
 - Evaluating the performance of the Company and its senior executives and taking appropriate action, including removal, where warranted.

- Evaluating the overall effectiveness of the Board and its Committees.
- To attend the Board, Committee and shareholders meetings.

(b) **Exercise business judgment:** In discharging their fiduciary duties of care and loyalty, the directors are expected to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stakeholders.

(c) **Understand the Company and its business:** The directors have an obligation to remain informed about the Company and its business, including the principal operational and financial objectives, strategies and plans of the Company, relative standing of the business segments within the Company and vis-a-vis the competitors of the Company, factors that determine the Company's success, results of operations and financial condition of the Company and the significant subsidiaries and business segments.

(d) **To establish effective systems:** The directors are responsible for determining that effective systems are in place for periodic and timely reporting to the Board on important matters concerning the Company including the following :

- Current business and financial performance, degree of achievement of approved objectives and the need to address forward-planning issues.
- Compliance programs to assure the company's compliance with laws and corporate policies.
- Material litigation and governmental and regulatory matters.

Board/ Committee meetings functioning and procedure

The Board of Directors is the apex body constituted by the shareholders for overseeing the overall functioning of the Company. The Board provides and evaluates the strategic directions of the Company, management policies and their effectiveness and ensures that the long term interests of the shareholders are being served.

The probable dates of the board meetings for the forthcoming year are decided in advance and published as part of the Annual Report.

The Board meets at least once in a quarter to review the quarterly results and other items of the agenda. Whenever necessary, additional meetings are held. In case of business exigencies or urgency of matters, resolutions are passed by circulations.

The meetings are generally held at the Technology HUB of the Company at Noida. Each director is expected to attend the Board meetings.

The Company effectively uses teleconferencing facility to enable the participation of Directors who could not attend the same due to some urgency.

All divisions/ departments of the Company are advised to schedule their work plans in advance, particularly with regard to matters requiring discussions/ approval/ decision of the Board/ Committee meetings. All such matters are communicated to the Company Secretary in advance so that the same could be included in the Agenda for the Board/ Committee meetings.

The Board is given presentations covering finance, sales, marketing, major business segments and operations of the Company, global

business environment including business opportunities, business strategy and the risk management practices before taking on record the financial results of the Company.

The directors are provided free access to officers and employees of the Company. Management is encouraged to invite the Company personnel to any Board meeting at which their presence and expertise would help the Board to have a full understanding of matters being considered.

The information regularly provided to the Board includes:

- Annual operating plans and budgets including capital budgets and any updates.
- Quarterly results of the Company and its operating divisions or business segments.
- Minutes of meetings of Audit Committee, Compensation Committee, Risk Management Committee and Shareholders Committee of the Board.
- The information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in the financial obligations to and by the Company, or substantial non-payment for goods sold / services provided by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Any significant development in Human Resources / Industrial Relations front.
- Sale of material nature of investments, subsidiaries, assets, which is not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory nature or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
- Statutory compliance report of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, if any.
- Minutes of the board meetings of the subsidiaries along with their financial statements and the investments made by these companies.
- Details of the transactions with the related parties.
- General notices of interest of directors.

Discussion with Independent Directors

Independent Directors are regularly updated on performance of each line of business of the Company, business strategy going forward and new initiatives being taken/ proposed to be taken by the Company.

The independent directors meet periodically without the executive directors and the management. The independent directors also periodically have one on one meetings with the statutory auditors and internal auditors, where neither the executive directors nor any person from the management is present.

Board material distributed in advance

The agenda for each board meeting is circulated in advance to the Board members. All material information is incorporated in the agenda facilitating meaningful and focused discussions in the meeting. Where it is not practicable to attach any document in the agenda, the same is tabled before the meeting. Every board member is free to suggest items for inclusion in the agenda.

Post meeting follow-up mechanism

The guidelines for Board and Committee(s) meetings facilitate an effective post meeting follow up review and reporting process for the decisions taken by the Board and Committee(s) thereof. The important decisions taken at the Board/ Committee(s) meetings are promptly communicated to the concerned departments/ divisions. Action taken report on the decisions of the previous meeting(s) is placed at the immediately succeeding meeting of the Board/ Committee(s) for information and review by the Board/ Committee(s).

Number of Board Meetings held and the dates on which held

There were seven board meetings held during the year ended June 30, 2010. These were held on July 08, 2009, August 10, 2009, August 24-25, 2009, October 27-28, 2009, January 07, 2010, January 24-25, 2010 and April 20-21, 2010. The following table gives the attendance record of the directors in the board meetings and at the last Annual General Meeting.

Name of Director	No. of board meetings held	No. of board meetings attended	Whether attended last AGM
Mr. Shiv Nadar	7	7	Yes
Mr. Vineet Nayar	7	7*	Yes
Mr. T. S. R. Subramanian	7	7*	Yes
Ms. Robin Abrams	7	6**	No
Mr. Ajai Chowdhry	7	4	Yes
Mr. Subroto Bhattacharya	7	7	Yes
Mr. Amal Ganguli	7	6	Yes
Mr. P. C. Sen	7	7	No

* includes one meeting attended through conference call.

**includes two meetings attended through conference call.

Independence of Statutory Auditors

The Board ensures that the statutory auditors of the Company are independent and have arm’s length relationship with the Company.

Rotation of Statutory Auditors

While appointing/ re-appointing the statutory auditors of the Company, the Board ensures that the statutory auditors has a policy in place for rotation of audit partners.

Review of legal compliance reports

The Board periodically reviews the compliance report of the laws applicable to the Company as well as steps taken by the Company to rectify the instances of non-compliances, if any.

Re-appointment of Directors

Mr. Subroto Bhattacharya, Mr. Vineet Nayar and Mr. Amal Ganguli shall retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

The details and profile of the aforesaid directors seeking re-appointment are furnished above in this report.

Materially significant related party transactions

There have been no materially significant related party transactions, monetary transactions or relationships between the Company and its directors, management, subsidiary or relatives, except for those disclosed in the financial statements for the year ended June 30, 2010.

Code of Conduct

The Board has prescribed a Code of Conduct ("Code") for all Board members and senior management and other employees of the Company. The code of conduct covers transparency, behavioral conduct, a gender friendly workplace, legal compliance and protection of Company's property and information. The Code is also posted on the website of the Company.

All Board members and senior management personnel have confirmed compliance with the Code for the year 2009-10. A declaration to this effect signed by the Chairman & Chief Strategy Officer and Chief Executive Officer of the Company is provided elsewhere in the Annual Report.

Board Committees

Currently, the Board has six Committees viz. Audit Committee, Compensation Committee, Nominations Committee, Risk Management Committee, Shareholders' Committee and Employees Stock Options Allotment Committee.

Keeping in view the requirements of the Companies Act, 1956 as well as Clause 49 of the Listing Agreement, the Board decides the terms of reference of various committees and the assignment of members to various committees. The recommendations of the Committees are submitted to the Board for approval.

Audit Committee

The Audit Committee comprises of four Independent Directors, namely:

- a) Mr. T. S. R. Subramanian (Chairman)
- b) Ms. Robin Abrams
- c) Mr. Subroto Bhattacharya
- d) Mr. Amal Ganguli

The Deputy Company Secretary acts as a Secretary to the Committee.

Terms of Reference

The constitution and terms of reference of the Audit Committee meet all the requirements of Section 292A of the Companies Act, 1956 as well as Clause 49 of the Listing Agreement.

The Board of Directors has approved the following terms of reference for the Audit Committee.

a) Statutory auditors

Recommend to the Board the appointment and removal of the statutory auditors, fixation of audit fee and also approve payment for any other services.

b) Review independence of statutory auditors

In connection with recommending the firm to be retained as the Company's statutory auditors, review the information provided by the management relating to the independence of such firm, including, among other things, information relating to the non-audit services provided and expected to be provided by the statutory auditors.

The Committee is also responsible for:

- (i) Actively engaging in dialogue with the statutory auditors with respect to any disclosed relationship or services that may impact the objectivity and independence of the statutory auditors, and
- (ii) Recommending that the Board takes appropriate action in response to the statutory auditors' report to satisfy itself of their independence.

c) Review audit plan

Review with the statutory auditors their plans for, and the scope of, their annual audit and other examinations.

d) Conduct of audit

Discuss with the statutory auditors the matters required to be discussed for the conduct of the audit.

e) Review audit results

Review with the statutory auditors the proposed report on the annual audit, areas of concern, the accompanying management letter, if any, the reports of their reviews of the Company's interim financial statements, and the reports of the results of such other examinations outside of the course of the statutory auditors' normal audit procedures that they may from time to time undertake.

f) Review financial statements

Review the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are accurate, sufficient and credible. The Audit Committee reviews with appropriate officers of the Company and the statutory auditors, the annual and interim financial statements of the Company prior to submission to the Board or public release thereof, focusing primarily on:

- i) Any changes in accounting policies and practices.
- ii) Major accounting entries based on exercise of judgement by management.
- iii) Qualifications in draft audit report.
- iv) Significant adjustments arising out of audit.
- v) The going concern assumption.
- vi) Compliance with accounting standards.
- vii) Compliance with stock exchange and legal requirements concerning financial statements.
- viii) Any related party transactions i.e. transactions of the Company with its subsidiaries, promoters or the

management, or their relatives, etc. that may have conflict with the interest of the Company at large.

- ix) Contingent liabilities.
- x) Status of litigations by or against the Company.
- xi) Claims against the Company and their effect on the accounts.

g) Review policies

Review the Company’s financial and risk management policies.

h) Review internal audit function

Review the adequacy of internal audit function, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

i) Review internal audit plans

Review with the senior internal auditing executive and appropriate members of the staff of the internal auditing department the plans for and the scope of their ongoing audit activities.

j) Review internal audit reports

Review with the senior internal auditing executive and appropriate members of the staff of the internal auditing department the annual report of the audit activities, examinations and results thereof of the internal auditing department, any significant findings and follow up thereon. The Audit Committee also reviews the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matter to the Board.

k) Review systems of internal accounting controls

Review with the statutory auditors, the senior internal auditing executive and, if and to the extent deemed appropriate by the Chairman of the Committee, members of their respective staffs the adequacy of the Company’s internal accounting controls, the Company’s financial, auditing and accounting organizations and personnel and the Company’s policies and compliance procedures with respect to business practices.

l) Review recommendations of auditors

Review with the senior internal auditing executive and the appropriate members of the staff of the internal auditing department, the recommendations made by the statutory auditors and the senior internal auditing executive, as well as such other matters, if any, as such persons or other officers of the Company may desire to bring to the attention of the Committee.

m) Review the functioning of Whistle Blower Policy

Updates are sent to the Audit Committee in case of any instances.

n) Review other matters

Review such other matters in relation to the accounting, auditing and financial reporting practices and procedures of the Company as the Committee may, in its own discretion, deem desirable in connection with the review functions described above.

o) Reporting to Board

Report its activities to the Board in such manner and at such times, as it deems appropriate.

p) Investigation

The Audit Committee has the authority to investigate any matter in relation to the items specified in Section 292A of the Companies Act, 1956 or referred to it by the Board and for this purpose; it has full access to the information contained in the records of the Company. It can also investigate any activity within its term of reference. It has the authority to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (for non payment of declared dividends) and creditors, if any.

q) Seek information / advice

The Audit Committee can seek information from any employee and can obtain from outside any legal or other professional advice. It can also secure attendance of outsiders with relevant experience, if it considers necessary.

r) To attend Annual General Meeting

The Chairman of the Audit Committee attends the Annual General Meetings of the Company to provide any clarification on matters relating to audit sought by the members of the Company.

Statutory Auditors of the Company are special invitees to the Audit Committee meetings, wherein they participate on discussions related to the review of financial statements of the Company and any other matter that in the opinion of the statutory auditors needs to be brought to the notice of the Committee.

Eight meetings of the Audit Committee were held during the year, on the following dates:

- August 10, 2009
- August 23, 2009
- August 24, 2009
- October 27, 2009
- December 08, 2009
- January 24, 2010
- April 20, 2010
- May 19, 2010

Attendance details of each member at the Audit Committee meetings held during the year ended June 30, 2010 are as follows:

Name of the Committee Member	Number of Meetings held	Number of Meetings attended
Mr. T. S. R. Subramanian	8	8
Ms. Robin Abrams	8	7*
Mr. Subroto Bhattacharya	8	8
Mr. Amal Ganguli	8	8

* includes two meetings attended through conference call.

Compensation Committee

The Compensation Committee of the Board consists of following members:

- a) Ms. Robin Abrams (Chairperson)
- b) Mr. P. C. Sen

Note: Mr. Shiv Nadar ceased to be the member of the committee w.e.f. January 24, 2010.

Terms of Reference

The role of the Compensation Committee has been defined as under:

- a) Review and recommend to the Board the remuneration policy for the Company;
- b) Review and approve/recommend the remuneration for the Corporate Officers or Whole-Time Directors of the Company;
- c) Approve inclusion of senior officers of the Company as Corporate Officers.
- d) Approve promotions within the Corporate Officers.
- e) Regularly review the Human Resource function of the Company.
- f) Approve grant of stock options to the employees and / or Directors of the Company and subsidiary companies and perform such other functions and take such decisions as are required under the various Employees Stock Option Plans of the Company;
- g) Discharge such other function(s) or exercise such power(s) as may be delegated to the Committee by the Board from time to time.
- h) Make reports to the Board as appropriate.
- i) Review and reassess the adequacy of this charter periodically and recommend any proposed changes to the Board for approval from time to time.

Four meetings of the Compensation Committee were held during the year, on the following dates:

- August 24, 2009
- October 27, 2009
- January 24, 2010
- April 20, 2010

Attendance details of each member at the Compensation Committee meetings during the year ended June 30, 2010 are as follows:

Name of the Committee Member	Number of Meetings held	Number of Meetings attended
Ms. Robin Abrams	4	4
Mr. Shiv Nadar	2*	2**
Mr. P. C. Sen	4	4

*Number of meetings held till Mr. Shiv Nadar was the member of the committee.

** Number of meetings attended till Mr. Shiv Nadar was the member of the committee.

Remuneration Policy and criteria of making payments to Executive and Non-Executive Directors

The remuneration policy of the Company is aimed at rewarding performance, based on review of achievements on a regular basis and is in consonance with the existing industry practice.

The criteria for making payments to Executive and Non-Executive Directors of the Company are as under:

Executive Directors

The remuneration of the Executive Directors is recommended by the Compensation Committee to the Board and after approval by the Board; the same is put up for the shareholders approval in the Annual General Meeting. Executive Directors do not receive any sitting fees for attending the Board and Committee meetings.

During the year, the composition of the Board consists of only two Executive Directors viz. Mr. Shiv Nadar and Mr. Vineet Nayar. During the year under review no remuneration has been paid to Mr. Shiv Nadar.

The remuneration paid to Mr. Vineet Nayar for the year ended June 30, 2010 is as under:

Particulars	Rs. in crores
Salary	1.20
Allowances and Perquisites	3.20
Contribution to Provident Fund	0.14
Total	4.54

Mr. Vineet Nayar was also granted stock options of the Company. The details of the same as on June 30, 2010 are as under:

Grant Date	Number of Options Granted*	Grant Price Per Option (Rs.)	Vesting Details#		Options Exercised so far
			No. of Options Vested / to be vested	Vesting Dates	
24-10-2005	7,50,000	8.00	2,50,000	01-Jul-08	2,50,000
			2,50,000	01-Jul-09	2,50,000
			2,50,000	01-Jul-10	Nil
24-08-2009	1,75,000	8.00	1,75,000	31-Aug-10	Nil

* Each option entitles 4 equity shares of face vale of Rs. 2/- each.

The options are exercisable within 5 years from the date of vesting.

As on June 30, 2010, Mr. Vineet Nayar held 10,00,000 equity shares of Rs. 2/- each fully paid up of the Company in the name of his family trust.

Non-Executive Directors

During the year, the Company paid sitting fee to its Non-Executive Directors for attending the meetings of the Board of Directors and Audit Committee of the Company. The Company pays commission to its Non-Executive Directors as approved by the Board within the limits approved by the shareholders of the Company. The amount of such commission, taken together for all Non-Executive Directors, does not exceed 1% of the net profits of the Company in a financial year. The said commission is decided each year by the Board of Directors and distributed amongst the Non-Executive Directors based on their attendance and contribution at the Board and certain Committee meetings, as well as the time spent on operational matters other than at meetings.

Remuneration to Directors

The sitting fees and commission paid/ payable to the Non-Executive Directors are as under:

Name of the Director	Sitting Fees for the year ended June 30, 2010 Rs. in lacs	Commission for the year ended June 30, 2010 Rs. in lacs	Shareholding in the Company as on June 30, 2010
Mr. Ajai Chowdhry	0.80	Nil	19,420
Mr. Amal Ganguli	2.80	15	Nil
Mr. P. C. Sen	1.40	15	Nil
Ms. Robin Abrams	1.80	15	1,37,000
Mr. Subroto Bhattacharya	3.00	15	Nil
Mr. T. S. R Subramanian	2.80	55	4,600

During the year, there were no other pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company.

Nominations Committee

The Nominations Committee consists of the following members:

- a) Mr. Shiv Nadar (Chairman)
- b) Mr. Vineet Nayar
- c) Mr. T. S. R. Subramanian

Terms of Reference

The role of Nominations Committee has been defined as under:

- a) Succession planning for certain key positions in the Company viz. Chief Executive Officer (CEO), Chief Operating Officer (COO), Chief Financial Officer (CFO). The Committee to identify, screen and review candidates, inside or outside the Company and provide its recommendations to the Board.
- b) Reviewing the Company's corporate Governance guidelines periodically and recommending such amendments to the Board as it deems necessary.
- c) Review and reassess the adequacy of this charter periodically and recommend any proposed changes to the Board for approval from time to time.

During the year under review, the Committee met 2 times.

Risk Management Committee

The Risk Management Committee consists of the following members:

- a) Mr. T. S. R. Subramanian (Chairman)
- b) Ms. Robin Abrams
- c) Mr. Subroto Bhattacharya
- d) Mr. Amal Ganguli

During the year under review, the Committee met 3 times.

Terms of Reference

The role of Risk Management Committee has been defined as under:

- a) Assist the Board in fulfilling its corporate governance in overseeing the responsibilities with regard to the identification, evaluation and mitigation of operational, strategic and external environmental risks.
- b) Review and approve the Risk management policy and associated framework, processes and practices of the Company.
- c) Assist the Board in taking appropriate measures to achieve prudence balance between risk and reward in both ongoing and new business activities.
- d) Evaluating significant risk exposures of the Company including business continuity planning and disaster recovery planning.
- e) Assessing management's actions in mitigating the risk exposures in a timely manner.
- f) Review and reassess the adequacy of this charter periodically and recommend any proposed changes to the Board for approval from time to time.
- g) The Committee shall have access to any internal information necessary to fulfill its oversight role. As and when required the Committee can assign tasks to the Internal Auditor and Risk management team in the Company who will provide their findings to the Committee.

Shareholders' Committee

The Shareholders' Committee consists of the following members:

- a) Mr. T. S. R. Subramanian (Chairman)
- b) Mr. Shiv Nadar
- c) Mr. Subroto Bhattacharya
- d) Mr. Ajai Chowdhry

Mr. Manish Anand, Deputy Company Secretary is the Compliance Officer of the Company.

Terms of Reference

In view of the SEBI Corporate Governance norms, which have been incorporated in the Listing Agreement, the Shareholders' Committee has been formed to undertake the following activities:

- a) To review and take all necessary actions for redressal of investors' grievances and complaints as may be required in the interests of the investors.
- b) To approve requests of rematerialisation of shares, issuance of split and duplicate share certificates.

The details relating to the number of shareholders' complaints received and resolved and number of pending transfers have been provided in this report under the shareholders information section.

During the year under review, the Committee met 10 times.

Employees Stock Option Allotment Committee

The Employees Stock Option Allotment Committee consists of following members:

- a) Mr. Shiv Nadar, Chairman & Chief Strategy Officer
- b) Mr. Vineet Nayar, CEO & Whole-time Director
- c) Mr. T. S. R. Subramanian, Director
- d) Mr. Subroto Bhattacharya, Director
- e) Mr. Anil Chanana, Chief Financial Officer

This Committee has been formed to allot shares to the employees who have exercised their stock options under the Stock Option Plans of the Company. During the year under review, the Committee met 13 times.

Employees Council, Customers Advisory Council and Corporate Social Responsibility Council

The Company has formed councils to address the concerns of employees and customers of the Company and to enhance the Corporate Social Responsibilities of the Company. The role and work done by these councils during the year are as under:

a) Employees Councils

The Employees Councils have been formed primarily to provide a communication link between employees and the management of the Company. These councils serve as discussion forums for matters of general concern to the employees. The Company has formed few employees councils which take care of the issues relating to (a) improvement at work place; (b) awareness of the community needs; (c) enthusiasm at the work place

by organizing sports events, quizzes and various other competitions; (d) avenues for learning, self expression and display of talents; (e) health and well being of the employees.

During the year, the work done by these councils included various philanthropic initiatives such as “Teach at Office”, Meri Delhi Meri Yamuna (cleaning the Yamuna), Child Rescue & Rehabilitation Efforts etc.

b) Customers Advisory Council

The Company’s Customers Advisory Council is a collaborative forum where some of our key customers, representing a cross section of our customer base, meet on a regular basis to advise us on industry trends, business priorities, and strategic direction. This ‘Voice of the customers’ serves as the basis for business requirements and technology needs and is applied to the creation of our next generation solutions for customers across industries. The Company also works towards creating an exceptional opportunity/platform for customers and its industry peers to exchange ideas, best practices and network among themselves. The discussions are then converted into action plans which make sure that the recommendations are applied and turned into value and innovation for its customers. Currently, we have representations from most of our major customers in North America. The members comprise of key decision makers, primarily CIOs and other senior personnel. The members meet twice in a year with a definitive agenda and conclude with recommendations for directions for service offerings by the Company. This council also ensures that the customers are able to reach out to the Chief Executive Officer (CEO), if required. The said council is headed by the CEO and supported by two corporate officers of the Company.

c) Corporate Social Responsibility Council

The Company understands that for effective corporate social responsibility, it must become an integral part of the Company’s strategy and operations. The Company has become more sensitive about the impact of its business on society and the environment, and understands the concerns of all its key stakeholders. The Company defines Corporate Social Responsibility (“CSR”) as developing socially responsible products and services for customers, ensuring a low carbon footprint through Green data centers and following a robust environmental policy, engaging and empowering employees to become agents of social change, and making a commitment with significant investments into the community around it. An essential component of the Company’s CSR initiatives is to care for the community around it, and education and health have been identified as the primary objectives in the Company’s community development programs. Inspiring the lives of the underprivileged, the Company facilitates programs and gives direct assistance and resources to individuals, families and other charitable organizations. The Company endeavors to make a positive contribution to society supporting a wide range of socio-economic,

educational and health initiatives, and almost all of these projects and programs are driven by active participation from the employees of the Company.

The CSR Council led by the Chief Executive Officer and supported by two corporate officers of the Company focuses on providing leadership and resources to take greater social and environmental responsibilities within our communities while minimizing the global impact of the business of the Company.

Sexual Harassment Policy

In order to ensure an additional available mode for the employees, under the Sexual Harassment Policy, to voice their concern and bring it to the organization’s notice, a mechanism is in place for employees to have a critical direct access to the Chief Executive Officer to report any issues, abuse, etc. under the said policy of the Company.

Whistle Blower Policy

The Company has adopted a Whistle Blower Policy to provide appropriate avenues to the employees, contractors, clients, vendors, internal or external auditors, law enforcement / regulatory agencies or other third parties to bring to the attention of the management any issues which are perceived to be in violation or in conflict with the fundamental business principles of the Company. The employees are encouraged to raise any of their concerns by way of whistle blowing. All cases registered under the Whistle Blower Policy of the Company are reported directly to the CEO.

Corporate Governance Voluntarily Guidelines 2009

During the year, Ministry of Corporate Affairs, Government of India has published the “Corporate Governance Voluntarily Guidelines 2009” which is recommendatory in nature. The Corporate sector has been advised to voluntarily adopt these guidelines with the objective of using better corporate governance practices which the Ministry believes will enable the Indian corporate sector to enhance not only the economic value of the Company but also the value for every shareholder who has contributed in the success of the Company. These guidelines broadly focus on the areas like Board of Directors, responsibilities of the Board, Audit Committee’s functions, roles and responsibilities, appointment of auditors, Compliances and a mechanism for Whistle Blower support. The Company is already majorly in compliance with these guidelines and some other recommendations are being reviewed.

Observance of the Secretarial Standards issued by the Institute of Company Secretaries of India

The Institute of Company Secretaries of India (ICSI), one of the premier professional body in India, has issued secretarial standards on important aspects like board meetings, general meetings, payment of dividend, maintenance of registers and records, minutes of meetings, transmission of shares and debentures, passing of resolution by circulation, affixing of common seal, forfeiture of shares and board’s report. Although these standards are optional in nature, the Company however substantially adheres to the standards voluntarily.

General Body Meetings

The location and time of the General Meetings held during the preceding 3 years are as follows:

Year	Date	Venue	Time	Special Resolution
Annual General Meetings				
2006-2007	December 13, 2007	FICCI Auditorium, Federation House, Tansen Marg, New Delhi.	11.00 A.M.	-
2007-2008	October 22, 2008	FICCI Auditorium, Federation House, Tansen Marg, New Delhi.	11.00 A.M.	<ul style="list-style-type: none"> Approval u/s 309 (4)(b) of the Companies Act, 1956 for payment of commission not exceeding one percent of the net profits of the Company to all the Non-Executive Directors of the Company collectively in each financial year over a period of five years beginning from July 1, 2008 Approval u/s 372A of the Companies Act, 1956 to make investment(s) from time to time by way of subscription, purchase and/or otherwise in the securities of any other body corporate as the Board may in its absolute discretion deem beneficial and in the interest of the Company, upto Rs. 4,000 Crores (Rupees Four Thousand Crores) over and above the limits that are specified under section 372A of the Companies Act, 1956.
2008-2009	December 8, 2009	FICCI Auditorium, Federation House, Tansen Marg, New Delhi.	11.00 A.M.	<ul style="list-style-type: none"> Approval u/s 198, 269, 309, and all other applicable provisions of the Companies Act, 1956, (Act) read with Schedule XIII to the said Act, to re-appoint Mr. Shiv Nadar, Chairman & Chief Strategy Officer as Managing Director of the Company for a period of 5 years w.e.f. September 13, 2009 with the designation of Chairman & Chief Strategy Officer or such other designation as the Board/ Compensation Committee may decide from time to time.

During the last year, no resolution was passed through Postal Ballot and presently, no resolution has been proposed to be passed through postal ballot.

Subsidiary Companies

During the year, none of the subsidiaries was a material non-listed Indian subsidiary Company as per the criteria given in clause 49 of the Listing Agreement. The Audit Committee of the Company reviews the financial statements and investments made by the unlisted subsidiary companies. The minutes of the board meetings as well as the statements of significant transactions and arrangements entered into by the unlisted subsidiary companies, if any, are placed before the Board of Directors of the Company from time to time.

CEO/ CFO Certification

The Certificate as stipulated in clause 49(V) of the Listing Agreement was placed before the Board along with the financial statements for the year ended June 30, 2010 and the Board reviewed the same. The said Certificate is provided elsewhere in the Annual Report.

Disclosures
a) Related party transactions

The details of the transactions with related parties or others, if any, as prescribed in the Listing Agreement, are being placed before the Audit Committee from time to time. During the year under review, the Company has not entered into any transaction of a material nature with its subsidiaries, promoters, directors or the management, their relatives, etc., that may have any potential conflict with the interest of the Company.

b) Compliances by the Company

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three

years. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or any other statutory authorities relating to the above.

c) Material transactions with senior managerial personnel

During the year, no material transaction has been entered into by the Company with the senior management personnel where they had or were deemed to have any personal interest that may have a potential conflict with the interest of the Company. The Company has obtained requisite declarations from all senior management personnel in this regard and the same were placed before the Board of Directors.

d) Other Disclosures

The Company has also laid down the procedures to inform the Board members about the risk assessment and minimization procedures.

During the year, the Company did not raise any money through public issue, right issues or preferential issues and there was no unspent money raised through such issues.

Means of Communication

a) Quarterly Results: Quarterly Results of the Company are generally published inter alia, in Financial Express and Jansatta newspapers.

b) Website: Company's corporate website www.hcltech.com provides comprehensive information on company's portfolio of businesses. The website has entire section dedicated to Company's profile, its core values, corporate governance, business lines and industry sections. An exclusive section on 'Investors' enables them to access information at their convenience. The entire Reports as well as quarterly, half yearly, annual financial statements, releases and

shareholding patterns are available in downloadable format as a measure of added convenience to the investors.

- c) **News Releases, Presentations, etc.:** Official news releases, detailed presentations made to media, analysts, institutional investors, etc. are displayed on the Company’s website www.hcltech.com. Official media releases are also sent to the Stock Exchanges.
- d) **Annual Report:** Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors’ Report, Auditor’s Report and other important information is circulated to members and others entitled thereto. The Annual Report of the Company is available on the Company’s website in a user- friendly and downloadable form.
- e) **Management Discussion and Analysis:** The Management’s Discussion and Analysis (MD & A) Report forms part of the Annual Report.
- f) **Intimation to the Stock Exchanges:** The Company intimates the Stock Exchanges all price sensitive information or such other matters which in its opinion are material and of relevance to the Shareholders.
- g) **Corporate Filing and Dissemination System (CFDS):** Pursuant to clause 52 of the Listing Agreement, the Company during the year has uploaded financial information like annual and quarterly financial statements, segment-wise results and shareholding pattern on the CFDS website www.corpfiling.co.in.
- h) **National ECS facility:** As per RBI notification, with effect from October 1, 2009, the remittance of money through ECS is replaced by National Electronic Clearing Services (NECS) and banks have been instructed to move to the NECS platform.

NECS essentially operates on the new and unique bank account number, allotted by banks post implementation of Core Banking Solutions (CBS) for centralized processes of inward instructions and efficiency in handling bulk transactions.

The Company is using NECS mandate for remittance of dividend either through NECS or other electronic modes failing which the bank details available with Depository

Participants are printed on the dividend warrant. All the arrangements are subject to RBI guidelines, issued from time to time.

- i) **Designated Exclusive email- id:** The Company has the following designated email-id investors@hcl.com exclusively for investors servicing.

Code for Prevention of Insider Trading

The Company has comprehensive guidelines on prevention of insider trading in line with the SEBI (Prohibition of Insider Trading) Regulations, 1992. The Code for prevention of Insider Trading inter-alia prohibits purchase/sale of shares of the Company by employees/directors while in possession of unpublished price sensitive information in relation to the Company.

Investor Relations-Boosting Investor Confidence

In today’s challenging and competitive business environment, corporates recognize the necessity and responsibility to develop direct contact with market participants as the operating economic environment has become more reliant on global private capital flows.

We understand that global investors are concerned about geopolitics, global business environment, micro aspects of our performance, both business and financials and also our governance structure. They need timely, accurate and relevant information that helps them in making informed investment decisions.

We have put in place a consistent, visible and proactive Investor Relations programme that helps to build a fabric of familiarity and trust between us and the global investment community that can contribute to stability during the periods of stress. Investors Relations (“IR”) helps in creating two way active interactive forums with all the market participants across the world that enables better understanding of the Company’s objectives, business strategies and overall performance.

To deliver effective financial communication, our IR uses effective tools like the Annual Report; Quarterly Earnings Investor Release; Conference Calls, Investor Meets, Annual General Meetings and Internet (Web Investor Page). In addition, press releases, frequent conversation with investors, etc. are also part of the communication link and are used effectively to stay in touch with the investors.

Shareholders’ Information

a) General Information

Dates of book closure	October 26, 2010 to October 28, 2010 (both days inclusive)
Date, time and venue of the ensuing Annual General Meeting	October 28, 2010, 11.00 A.M. FICCI Auditorium, Federation House, 1, Tansen Marg, New Delhi 110 001
Dividend Payment Date (subject to the approval of the shareholders)	On or before November 27, 2010
Listing of Equity Shares on stock exchanges in India at	The National Stock Exchange of India Ltd. (NSE) Exchange Plaza, 5th Floor, Plot No. C/1 G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051, India. Tel.: +91-22-26598236, Fax: +91-22-26598237

Listing of Non-Convertible Debentures on stock exchanges in India at	The Bombay Stock Exchange Ltd. (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, India Tel.: +91-22-22721233, Fax: +91-22-22723121
Listing fees	The Wholesale Debt Market Segment of NSE.
Stock Code	Paid to all the above stock exchanges for the Year 2010-2011.
Registered Office	National Stock Exchange – “HCLTECH” Bombay Stock Exchange – “532281”
Registrar & Shares Transfer Agent	806, Siddharth, 96, Nehru Place, New Delhi – 110 019, India Tel.: +91-11-26444812, Fax: +91-11-26436336 Homepage: www.hcltech.com
Debenture Trustee	Alankit Assignments Limited 205-208, Anarkali Market, Jhandewalan Extension, New Delhi – 110 055, India. Tel.: +91-11-42541234, 23541234 Fax: +91-11-42541967 E-mail: rta@alankit.com
	IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17, R Kamani Marg, Ballard Estate Mumbai 400 023

b) Share Transfer System

The Company’s share transfer authority has been delegated to the Company’s officials who generally consider and approve the share transfer requests on a fortnightly basis.

The shares sent for physical transfer are generally registered and returned within a period of 15-20 days from the date of receipt of request, if the documents are complete in all respects. As per the requirements of clause 47(c) of the Listing Agreement with the Stock Exchanges, the Company has obtained half-yearly certificates from Practising Company Secretary for due compliance of share transfer formalities.

c) Secretarial Audit

As required under Regulation 55A of SEBI (Depositories and Participants), Regulations, 1996, the secretarial audit for reconciling the total admitted capital with National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Ltd. (“CDSL”) and the total issued and listed capital for each of the quarter in the financial year ended June 30, 2010 was carried out. The audit report confirms that the total issued/ paid-up share capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

d) Dematerialization of Shares

Effective July 24, 2000, the shares of the Company have been placed by SEBI under compulsory dematerialization (“Demat”) category and consequently, shares of the Company can be traded only in electronic form.

The system for getting the shares dematerialized is as under:

- Share certificate(s) along with Demat Requisition Form (DRF) is to be submitted by the shareholder to the Depository Participant (DP) with whom he/she has opened a Depository Account.
- DP processes the DRF and generates a unique number viz. DRN.
- DP forwards the DRF and share certificates to the Company’s Registrar & Shares Transfer Agent.
- The Company’s Registrar & Shares Transfer Agent after processing the DRF confirm or reject the request to the Depositories.
- Upon confirmation, the Depository gives the credit to shareholder in his/her depository account maintained with DP.

The process of dematerialization takes approx. 15 days from the date of receipt of DRF by the Registrar & Shares Transfer Agent of the Company.

As on June 30, 2010, about 99.93% of the equity shares issued by the Company are held in dematerialized form.

Company’s ISIN in NSDL & CDSL for Equity Shares: INE860A01027.

Company’s ISIN in NSDL & CDSL for Debentures: INE860A07016, INE860A07024 and INE860A07032.

Since the trading in the shares of the Company can be done only in electronic form, it is advisable that the shareholders who have the shares in physical form get their shares dematerialized.

Dividend

The Board of Directors at their meeting held on July 27-29, 2010 recommended a final dividend of Re. 1/- each on equity

shares of face value of Rs. 2/- each, for approval of the shareholders at the Annual General Meeting. Together with the 3 interim dividends of Re. 1 per share each time on equity shares of face value of Rs. 2/- each, the total dividend for the year works out to Rs. 4/-. The final dividend, if approved by the shareholders, will be paid on or before November 27, 2010.

Dates of transfer of Unclaimed Dividend to Investor Education and Protection Fund (IEPF)

Pursuant to section 205A of the Companies Act, 1956, unclaimed balance of the dividends lying in the dividend

accounts till April, 2003 have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The dividends for the following years, which remain unclaimed for seven years, will be transferred to the IEPF in accordance with the schedule given below. Shareholders who have not encashed their dividend warrants relating to the dividend specified in table below are requested to immediately send their request for issue of duplicate warrants. Once unclaimed dividend is transferred to the IEPF, no claim shall lie in respect thereof either with the Company or IEPF.

Financial Year	Type of Dividend	Date of Declaration	Due Date for transfer to IEPF
2002-03	Final	December 20, 2003	January 19, 2011
2003-04	1 st Interim	October 31, 2003	November 30, 2010
	2 nd Interim	January 29, 2004	February 28, 2011
	3 rd Interim	April 26, 2004	May 26, 2011
	Final	December 17, 2004	January 16, 2012
2004-05	1 st Interim	October 25, 2004	November 24, 2011
	2 nd Interim	January 25, 2005	February 24, 2012
	3 rd Interim	April 25, 2005	May 25, 2012
	Final	December 16, 2005	January 15, 2013
2005-06	1 st Interim	October 25, 2005	November 24, 2012
	2 nd Interim	January 18, 2006	February 17, 2013
	3 rd Interim	April 19, 2006	May 19, 2013
	Final	December 14, 2006	January 13, 2014
2006-07	1 st Interim	October 16, 2006	November 15, 2013
	2 nd Interim	January 15, 2007	February 14, 2014
	3 rd Interim	April 17, 2007	May 17, 2014
	Final	December 13, 2007	January 12, 2015
2007-08	1 st Interim	October 16, 2007	November 15, 2014
	2 nd Interim	January 17, 2008	February 16, 2015
	3 rd Interim	April 15, 2008	May 15, 2015
	Final	October 22, 2008	November 21, 2015
2008-09	1 st Interim	October 15, 2008	November 14, 2015
	2 nd Interim	January 23, 2009	February 22, 2016
	3 rd Interim	April 22, 2009	May 22, 2016
	Final	December 08, 2009	January 07, 2017
2009-10	1 st Interim	October 28, 2009	November 27, 2016
	2 nd Interim	January 25, 2010	February 24, 2017
	3 rd Interim	April 21, 2010	May 21, 2017

e) Distribution of shareholding as on June 30, 2010

Number of Equity Shares held	No. of Shareholders	Shareholders (%)	No. of Shares	Shares (%)
1 – 100	59,382	74.88	2,117,155	0.31
101 – 200	9,479	11.95	1,676,705	0.25
201 – 500	4,882	6.16	1,715,246	0.25
501 – 1000	1,770	2.23	1,353,983	0.20
1001 – 5000	2,435	3.07	5,947,423	0.88
5001 – 10000	576	0.73	4,127,889	0.61
10001 and above	774	0.98	661,845,411	97.50
Total	79,298	100.00	670,256,600	100.00

f) Categories of shareholders as on June 30, 2010

Category	Number of shares held	Voting Strength (%)
Promoters	443,356,864	65.32
Mutual Funds/ UTI	19,358,047	2.85
Financial Institutions/ Banks	446,254	0.07
Insurance Companies	15,784,045	2.33
Foreign Institutional Investors	144,355,150	21.27
Foreign Banks	1,244	0.00
Bodies Corporate	19,911,475	2.93
Individuals	23,001,210	3.39
NRIs / OCBs	11,096,534	1.63
Foreign Nationals	229,088	0.03
Trusts	35,783	0.01
HUF	180,644	0.03
Clearing Members	1,027,474	0.15
Grand Total	678,783,812	100.00

g) Stock market data

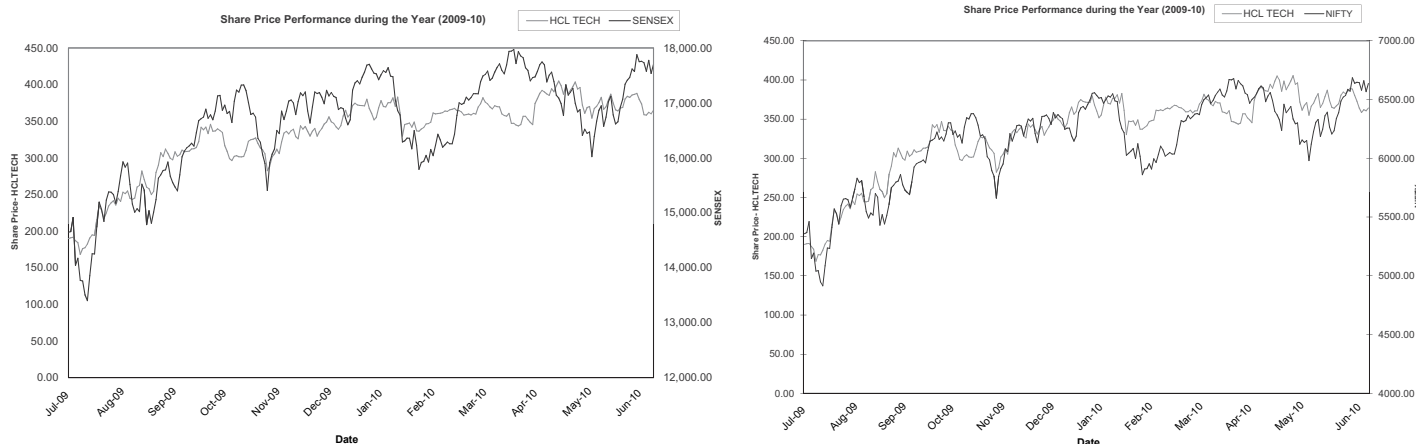
Monthly high and low quotations, as well as the volume of shares traded at the National Stock Exchange of India Limited (“NSE”) and the Bombay Stock Exchange Limited (“BSE”), for fiscal year are as follows:

Month	NSE			BSE		
	High (Rs.)	Low (Rs.)	Volume (Number)	High (Rs.)	Low (Rs.)	Volume (Number)
July 2009	257.00	162.25	29,209,769	257.00	163.50	4,354,410
August 2009	319.90	239.10	41,866,187	315.40	240.00	7,137,306
September 2009	352.20	290.00	28,966,318	350.50	290.00	5,540,279
October 2009	345.80	290.05	27,036,892	347.00	294.15	4,100,862
November 2009	355.95	275.00	21,656,671	350.00	276.50	3,488,735
December 2009	388.00	323.30	25,727,432	377.45	327.90	4,552,885
January 2010	388.90	318.90	28,868,801	388.00	318.30	3,916,804
February 2010	371.75	317.55	16,259,060	371.70	324.50	1,597,174
March 2010	385.00	351.30	12,747,306	383.25	350.10	1,214,319
April 2010	398.00	340.00	29,755,296	398.55	338.00	3,690,327
May 2010	410.00	349.10	18,231,118	448.80	349.50	2,225,480
June 2010	398.00	353.00	23,161,325	396.75	347.00	32,143,499

h) Liquidity

The Company’s shares are among the most liquid and actively traded shares on NSE and BSE. The monthly trading volumes of the Company’s shares on these exchanges are given in the table above in the Paragraph (g) titled ‘Stock Market Data’.

i) Share price performance in comparison to broad based Indices



j) Shareholders Services

(i) Complaints received during the year 2009-2010

The Company gives utmost priority to the interests of the shareholders. All the requests / complaints of the shareholders have been resolved to the satisfaction of the shareholders within the statutory time limits. The status of shareholders' complaints received during the financial year is as follows:

Source of Complaint	Received	Resolved
Directly from the Investors	58	58
Through SEBI, Stock Exchanges, etc.	8	8
Total	66	66

(ii) Share Transfers – As on June 30, 2010, No equity share was pending for transfer.

(iii) Electronic Clearing Services (ECS)/ National Electronic Clearing Services (NECS) facility

The divided remittances to shareholders happen predominantly through ECS/NECS as per the locations approved by RBI from time to time. If you are located at any of the ECS/ NECS centers and have not registered your ECS/NECS, please arrange to forward your ECS/NECS mandate to your depository participant if the shares are held in demat form, or to the Company/Registrars, if the shares are held in physical form, immediately.

k) Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ ADRs/ Warrants or other instruments, which are pending for conversion.

l) Financial Calendar (tentative and subject to change)

Financial reporting for the first quarter ending September 30, 2010	October 19-20, 2010
Financial reporting for the second quarter ending December 31, 2010	January 18-19, 2011
Financial reporting for the third quarter ending March 31, 2011	April 19-20, 2011
Financial reporting for the year ending June 30, 2011	July 29, 2011
Annual General Meeting for the year ending June 30, 2011	October / November 2011

m) Address for Shareholders' correspondence

The Secretarial Department
HCL Technologies Limited
A-10 & 11, Sector - 3,
Noida – 201 301 U.P., India
Tel. +91-120-2520917 / 937
Fax: +91-120-2526907
E-mail: investors@hcl.com

n) Compliance Certificate on the Corporate Governance from the Auditors

The certificate dated July 29, 2010 obtained from Statutory Auditors of the Company, M/s. S.R. Batliboi & Co., confirming compliance with the Corporate Governance requirements as stipulated under clause 49 of the Listing Agreement, is annexed hereto.

o) Centers' Locations

Chennai – Centers

50-53, Greams Road
Chennai- 600 006, India
Tel. : +(91) 44 2829 3298
Fax :+(91) 44 2829 4969

PM Tower, 37
Greams Road
Chennai- 600 006, India
Tel. : +(91) 44 2829 1735
Fax :+(91) 44 2829 1738

Raheja Towers facility
Module 812, 8th Floor
Mount Road
Chennai- 600 002, India
Tel: +(91) 44 2860 3091
Fax: +(91) 44 2860 3087

34 & 35 Haddows Road
Chennai- 600 034, India
Tel. : +(91) 44 4220 9999
Fax :+(91) 44 4213 2749

Thapar House
43 / 44, Montieth Road, Egmore
Chennai- 600 008, India
Tel. : +(91) 44 2851 1293
Fax :+(91) 44 2851 1986

No.184-188, 190,192 & 196
Arcot Road, Vadapalani
Chennai- 600 026, India
Tel. : +(91) 44 2372 8366
Fax :+(91) 44 24806640

158, Arcot Road Vadapalani
Chennai- 600 026, India
Tel. : +(91) 44 2375 0171
Fax :+(91) 44 2375 0185

64 & 65, Second Main Road
Ambattur Industrial Estate
Ambattur (AMB-3)
Chennai- 600 058, India
Tel. : +(91) 44 2652 1077
Fax :+(91) 44 4206 0485

8, South Phase, MTH Road
Ambattur Industrial Estate
Ambattur (AMB-6)
Chennai- 600 058, India
Tel: +(91) 44 4396 8000
Fax:+(91) 44 4396 7004

No. 51, J.N. Road,
Guindy (GUINDY-1)
Chennai- 600 097, India
Tel. : +(91) 44 2231 960/65
Fax :+(91) 44 2234 4256

601-602, 604 Tidel Park
4 Canal Road, Taramani
Chennai- 600 113, India
Tel. : +(91) 44 2254 0473
Fax :+(91) 44 2254 0308

HCL Technologies Ltd, (C-2)
Unit-2, Block-1, No. 84
Greems Road
Thousand Lights
Chennai- 600 006, India
Tel : (91) 44 6622 5522

Chennai SEZ

HCL Technologies Ltd.
ETA- Techno Park Block I
SPECIAL ECONOMIC ZONE
33, Rajiv Gandhi Salai, Navallur Village
and Panchayat
Thiruporur Panchayat Union,
Chengalpet Taluk
Kanchipuram Distt.
Chennai- 603 103
Tel : +(91) 44 4746 1000

HCL Technologies Limited
ELCOT – SEZ Unit -I
Special Economic Zone
602/3, 138, Shollinganallur Village
Shollinganallur - Medavakkam High Road
Tambaram Taluk,
Kancheepuram (Dist)
Chennai- 600 119
Tamilnadu, India
Tel : +(91) 44 6105 0000

D-12, 12B, Ambattur Industrial Estate
Ambattur (AMB-1)
Chennai- 600 058, India
Tel. : +(91) 44 2623 0711
Fax :+(91) 44 2624 4213

94, South Phase
Ambattur Industrial Estate
Ambattur (AMB-4)
Chennai- 600 058, India
Tel: +(91) 44 4226 2222
Fax:+ (91) 444215 3333

Sapna Trade Centre
109/110 P H Road
Chennai- 600 084, India
Tel. : +(91) 44 2822 1129
Fax :+(91) 44 2821 4278

35, South Phase
Guindy Industrial Estate
Ekkaduthangal, Guindy (GUINDY-2)
Chennai- 600 097, India
Tel : + (91) 44 2231 8321
Tel : + (91) 44 2231 8320

HCL Technologies Ltd. (C-5)
Module 1, Tower 1
Floor Nos. 1 & 6
"Chennai One" SEZ Unit
ETL Infrastructure Services Ltd.
200 Ft., Thoraipakkam
Pallavaram Ring Road
Thoraipakkam, Chennai- 600 096
Tel : +(91) 044 6630 1000

HCL Technologies Ltd.(C-3)
Unit-2, Block-1, No. 84
Greems Road
Thousand Lights
Chennai - 600 006, India
Tel : +(91) 44 6622 5522

HCL Technologies Ltd.
ETA- Techno Park Block IV
SPECIAL ECONOMIC ZONE
33, Rajiv Gandhi Salai, Navallur Village and Panchayat
Thiruporur Panchayat Union, Chengalpet Taluk
Kanchipuram Dist, Chennai- 603 103
Tel : +(91) 44 4746 4000

HCL Technologies Limited
ELCOT – SEZ Unit -II
Special Economic Zone
602/3, 138, Shollinganallur Village
Shollinganallur - Medavakkam High Road
Kancheepuram (Dist)
Chennai- 600 119
Tamilnadu, India
Tel : +(91) 44 6105 0000

78- Ambattur industrial Estate
Ambattur (AMB-2)
Chennai- 600 058, India
Tel. : +(91) 44 2623 2318
Fax :+(91) 44 2625 9476

73-74, South Phase
Ambattur Industrial Estate
Ambattur (AMB-5)
Chennai- 600 058, India
Tel:+(91) 44 4393 5000
Fax:+(91) 44 4206 0441

49-50, Nelson
Manickam Road
Chennai- 600 029, India
Tel. : +(91) 44 2374 1939
Fax :+(91) 44 2374 103

Sterling Technopolis
4/293, Old Mahabalipuram Road
Kandanchavadi
Chennai- 600 096, India
Tel. : +(91) 44 4395 7777

HCL Technologies Ltd. (C-1)
#30, Ethiraj Salai Egmore
Chennai- 600105, India
Tel : +(91) 44 2828 9200

HCL Technologies Ltd.(C-4)
Unit-2, Block-1, No.84
Greems Road
Thousand Lights
Chennai- 600 006, India
Tel : +(91) 44 6622 5522

Mumbai Center

Unit No.181 B,
SDF 6, First Floor
SEEPZ, Andheri (East)
Mumbai- 400 096, India
Tel:+(91) 22 2829 1440
Tel:+(91) 22 2829 2665
Fax:+(91) 22 2829 2373

Gurgaon – Centers

3, Udyog Vihar Phase 1
Gurgaon, 122 016
Haryana, India
Tel. : +(91) 124 4346400
Fax :+(91) 124 2439910

Plot No. 244, Udyog Vihar Phase 1
Gurgaon, 122 016
Haryana, India
Tel. : +(91) 124 4346200
Fax :+(91) 124 2349020

Plot No C-1, Sector-34
Gurgaon, 122 016
Haryana, India
Tel : +(91) 124 6616565, 4656565
Fax :+(91) 124 2212381

Kolkata Centers

HCL Technologies Limited
SDF Building, 1st & 3rd floors
Module Nos. 212-214, 228-230 &413
Block – GP, Sector – V
Salt Lake, Kolkata- 700 091, India
Tel : +(91) 33 2357 3024/3025
Fax :+(91) 33 2357 3027

HCL Technologies Limited
INFINITY Building, Tower – II
13th, 14th & 15th Floors
Plot No. 3A, Block GP, Sector-V
Salt Lake, Kolkata- 700 091, India
Tel : +(91) 33 2357 2487-90
Fax :+(91) 33 2357 2491

HCL Technologies Ltd. - SEZ Unit
M/s. Unitech Hi-Tech Structures Ltd.
Special Economic Zone – IT/ITES
Plot No.1, Block No. A2, 3rd & 4th Floor
DH Street, 316 New Town
Rajarhat, Distt. North 24 Parganas
Kolkata- 700 156, India
Tel : +(91) 33 3027 2350

Noida Centers

A 9, 10 & 11, Sector 3
Noida- 201 301
U.P., India
Tel. : +(91) 120 2520917
Fax :+(91) 120 2526907

A- 5, Sector 24
Noida- 201 301
U.P., India
Tel. : +(91) 120 4382020
Fax :+(91) 120 2411005

A11, Sector 16
Noida- 201 301
U.P., India
Tel. : +(91) 120 4383000
Fax :+(91) 120 2510713

Plot No 1 & 2
Noida Express Highway
Sector-125,
Noida- 201301
U.P., India
Tel: +(91) 120 4046000

A 91, Sector 2
Noida- 201 301
U.P., India
Tel. : +(91) 120 4502700
Fax :+(91) 120 2529000

Fax :+(91) 120 4258946
A- 8 & 9, Sector 60
Noida- 201 301,
U.P., India
Tel. : +(91) 120 4384000
Fax :+(91) 120 2582915

C – 22 A, Sector 57
Noida- 201 301
U.P., India,
Tel. : +(91) 120 4385000
Fax :+(91) 120 2586420

C-39, Sector 59
Noida- 201301
U.P., India
Tel: +(91) 120 2589690
Fax: +(91) 120 2589688

A-104, Sector 58
Noida- 201301
U.P., India
Tel: +(91) 120 4364200
Fax:+(91) 120 2589688

A - 22, Sector 60
Noida- 201301
U.P., India
Tel: +(91) 120 2589690
Fax:+(91) 120 4347485

C-23, Sector 58
Noida 201301
U.P., India
Tel: +(91) 120 4364500
Fax :+(91) 120 2490428

B-34 / 3, Sector 59
Noida 201301
U.P., India
Tel: +(91) 120 4364488
Fax: +(91) 120 2589688

Noida SEZ

HCL Technologies Ltd.
Noida Technology Hub (SEZ)
Plot No: 3A, Sector-126
Noida- 201303
U.P., India
Ph: +(91) 120 4683000
Fax:+(91) 120 4683030

Hyderabad Centers

Ground & First Floor
Jayabheri Silicon Towers
Madhapur Road, Kondapur
Hyderabad- 500 032, India
Tel :+(91) 40 4430 2222
Fax +(91) 40 4430 1500

Ascendas IT park
The V, First Floor, Auriga Block
Plot No.17, Software Units Layout
Madhapur
Hyderabad- 5000 081, India
Tel: +(91) 40 4461 3557
Fax: +(91) 40 4461 3567

Tower: H08, Phoenix Infocity Pvt. Ltd.
(SEZ)
HITEC CITY 2 -Survey No.30, 34, 35 &
38
Hyderabad- 500 081, India
Tel: +(91) 40 3094 1000
Fax: +(91) 40 4027 3333

Bangalore – Centers

Vertex Tech Park
#564, Pattandur Agrahara Road
Off Whitefield Road , Next to ITPL
Bangalore- 560066, India
Tel : +(91) 80 4187 3000
Fax : +(91) 80 4115 7474

The Senate
33/1, Ulsoor Road
Bangalore- 560 042, India
Tel : +(91) 80 4190 6000
Fax : +(91) 80 4124 6888

8 & 9, G.B. Palya
Off. Hosur Road
Bangalore- 560 068, India
Ph: +(91) 80 4158 4000
Fax:+(91) 80 2573 5516

#690, 5& 6th Floor
Gold Hill Square (GHS)
Bommanahalli
Hosur Main Road
Bangalore- 560 068, India
Ph: +(91) 80 4141 5000
Fax:+(91) 80 2572 7989

Surya Sappihre, Plot No:3
1st Phase Electronic city
Hosur Road
Bangalore- 560 100, India
Ph: + (91) 80 6626 7000
Fax: +(91) 80 2852 9100

HCL EAI Services Ltd.
#6, A.S. Chambers
80 Feet Road
6th Block, Koramangala
Bangalore- 560095, India
Ph: +(91) 80 6644 1000
Fax: +(91) 80 6644 1117

Bangalore SEZ

HCL Technologies Limited (SEZ)
No. 129, Jigani Bommasandra
Link Road , Jigani Industrial Area
Bangalore- 562106, India
Ph: +(91) 80 6781 0000
Fax: + (91) 80 6631 1111

Compliance with non-mandatory requirements of Clause 49 of the Listing Agreement

Clause 49 of the Listing Agreement mandates us to obtain a certificate either from the auditors or from the practicing company secretary regarding the compliance of conditions of corporate governance as stipulated in clause 49 of the listing agreement and annex the certificate with the director's report, which is sent annually to the shareholders. We have obtained a certificate from our statutory auditors to this effect and the same is annexed.

The clause further states that the non-mandatory requirements may be implemented as per the discretion of the Company. We comply with the following non-mandatory requirements:

1. The tenor of Independent Directors

The Board has decided that Independent Directors shall have tenure, in the aggregate, a period of 9 years on the Board of the Company. The said tenure shall begin from July 1, 2008 for the current Independent Directors on the Board and for the new appointments the tenure shall begin from the date of the appointment of the Independent Director on the Board.

2. Compensation Committee

The Compensation Committee of the Company is in existence from September, 1999. Ms. Robin Abrams, an independent non-executive director of the Company is the Chairperson of the Compensation Committee. The details of the Compensation Committee are provided in the Annual Report.

3. Shareholders Rights

The Clause states that half- yearly declaration of financial performance including summary of the significant events in the last six months, may be sent to each shareholder.

We communicate with investors regularly through e-mail, telephone and face to face meetings either in investors' conferences, company visits or on road shows.

We also leverage the internet in communicating with our investors' base. After the announcement of the quarterly results, a business television channel in India telecasts discussions with our Management. This enables a large number of retail investors in India to understand our operations better. The announcement of quarterly results is followed by media briefing in press

conferences and earning conference calls. The earning calls are also webcast live on the internet. Further, transcripts of the earnings calls are posted on the website www.hcltech.com. We also publish our quarterly results in English and Hindi daily newspapers.

4. Audit Qualifications

It is always the Company's endeavor to present unqualified financial statements. There is no audit qualification in the Company's financial statements for the year ended June 30, 2010.

5. Training to Board Members

The Board has adopted a policy for training of new non-executive directors which shall inter-alia provide (a) orientation and presentations to the non-executive directors to enable them to get familiarize with the operations of the Company; (b) orientation on group structure, subsidiaries, constitution, Board procedures and matters reserved for the Board, major risks and risk management strategies, etc. and (c) training on corporate excellence.

The non-executive directors are also provided with reports issued by the Company from time to time and internal policies to enable them to familiarize with the Company's procedures and practices. The non-executive directors are regularly updated on performance of each line of business of the Company, business strategy going forward and new initiatives being taken/ proposed to be taken by the Company.

6. Whistle Blower mechanism

A mechanism for the employees to have direct one on one access to the Chief Executive Officer (CEO) has been put in place. This mechanism focuses on reporting by the employees, any concerns on unethical behavior, actual/ suspected fraud, violation of the code of conduct or any such issue to the CEO.

AUDITORS' CERTIFICATE**REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE****To the Members of HCL Technologies Limited**

We have examined the compliance of conditions of corporate governance by HCL Technologies Limited (the 'Company'), for the year ended on June 30, 2010, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S.R. BATLIBOI & CO.

Firm registration number: 301003E

Chartered Accountants

per Tridibes Basu

Partner

Membership No.: 17401

Gurgaon (Haryana)

July 29, 2010

**DECLARATION BY CHIEF EXECUTIVE OFFICER PURSUANT TO
CLAUSE 49(I)(D)(ii) OF THE LISTING AGREEMENT OF THE INDIAN STOCK EXCHANGES**

We, Shiv Nadar, Chairman & Chief Strategy Officer and Vineet Nayar, Chief Executive Officer & Whole-time Director of HCL Technologies Limited (“the Company”) confirm that the Company has adopted a Code of Conduct (“Code”) for its Board members and senior management personnel and the Code is available on the Company’s web site.

We, further confirm that the Company has in respect of the financial year ended June 30, 2010, received from its Board members as well as senior management personnel affirmation as to compliance with the Code of Conduct.

Noida (U.P.), India
July 29, 2010

Vineet Nayar
CEO & Whole-time Director

Shiv Nadar
Chairman and Chief Strategy Officer

**CERTIFICATE BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)
PURSUANT TO CLAUSE 49(V) OF THE LISTING AGREEMENT OF THE INDIAN STOCK EXCHANGES**

We, Shiv Nadar, Chairman & Chief Strategy Officer, Vineet Nayar, Chief Executive Officer & Whole-time Director, Anil Chanana, Chief Financial Officer, Sandip Gupta, Deputy Chief Financial Officer, Prahlad Rai Bansal, Corporate Vice President- Finance and Mr. Raj Kumar Walia, Senior Vice President- Finance & Accounts of HCL Technologies Limited (“the Company”) certify that:

1. We have reviewed the financial statements and the Cash Flow Statement of the Company for the year ended June 30, 2010 and that to the best of our knowledge and belief -
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company’s affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company’s code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee –
 - (i) significant changes, if any, in internal control over financial reporting during the year.
 - (ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over financial reporting.

Vineet Nayar
CEO & Whole-time Director

Shiv Nadar
Chairman and Chief Strategy Officer

Anil Chanana
Chief Financial Officer

Sandip Gupta
Deputy Chief Financial Officer

Noida (U.P.), India
July 29, 2010

Prahlad Rai Bansal
Corporate Vice President- Finance

Raj Kumar Walia
Senior Vice President- Finance & Accounts