QUARTERLY INTEGRATED FILING (GOVERNANCE)

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

1. Name of Listed Entity : HCL Technologies Limited
2. Quarter ending : September 30, 2026

I. COMPOSITION OF BOARD OF DIRECTORS

Whether Regular Chairperson appointed? – YES
Whether Chairperson is related to Managing Director or CEO? – NO

Title (Mr. / Ms.)	Name of the Director	PAN$ & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) &	Initial date of Appointment	Date of re-appoin-tment	Date of cessation	Tenure *	Date of Birth	Whether the director is disqualified?	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolut-ion	Number of **Directorship** in listed entities including this listed entity (with reference to Regulation 17A (1))	Number of **Independent Directorship** in listed entities including this listed entity [with reference to proviso to regulation 17A (1) & 17A(2)]	Number of **Membership-s** in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of LODR Regulations) **#**	Number of post of **Chairperson** in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of LODR Regulations) #
Ms.	Roshni Nadar Malhotra	DIN-02346621	Chairperson related to Promoter, Non-Executive Non-Independent	29-Jul-2013	NA	NA	NA (being a non-Independent Director)	16-Sep-1981	No	NA	NA	2	1	1	-

Mr.	Vijayakumar Chinnaswamy	DIN-09244485	Executive (CEO & MD)	20-Jul-2021	NA	NA	NA (being an Executive Director)	11-May-1968	No	NA	NA	1	-	-	-
Mr.	Amitabh Kant	DIN-00222708	Non-Executive, Independent	08-Sep-2025	08-Sep-2025	NA	12.23	01-Mar-1956	No	NA	NA	5	4	1	-
Ms.	Bhavani Balasubramanian	DIN-09194973	Non-Executive, Independent	12-Jan-2024	12-Jan-2024	NA	32.19	20-dec-1959	No	NA	NA	3	3	3	2
Mr.	Deepak Kapoor	DIN-00162957	Non-Executive, Independent	26-Jul-2017	26-Jul-2022	NA	110.05	07-Jan-1959	No	No	NA	3	3	5	3
Mr.	Jacob Christian Dahl	DIN-11758422	Non-Executive, Independent	13-Jul-26	13-Jul-26	NA	2.18	22-feb-1964	No	No	NA	1	1	-	-
Ms.	Kimsuka Narsimhan	DIN-02102783	Non-Executive, Independent	20-April-2026	20-April-2026	NA	5.11	03-May-1964	No	No	NA	3	3	3	1
Ms.	Lee Fang Chew	DIN-02112309	Non-Executive, Independent	25-Apr-2024	25-Apr-2024	NA	29.06	25-Nov-1960	No	NA	NA	1	1	1	-
Ms.	Nishi Vasudeva ^	DIN-03016991	Non-Executive, Independent	01-Aug-2016	01-Aug-2021	31-Jul-26	120.00	30-Mar-1956	No	NA	NA	6	6	10	3

Mr.	Shikhar Neelkamal Malhotra	DIN-00779720	Non-Executive Non-Independent	22-Oct-2019	NA	NA	NA (being a non-Independent Director)	05-Feb-1983	No	NA	NA	1	-	2	-
Mr.	Simon John England	DIN-08664595	Non-Executive, Independent	16-Jan-2020	16-Jan-2025	NA	80.15	23-Dec-1965	No	NA	NA	1	1	-	-
Ms.	Vanitha Narayanan	DIN-06488655	Non-Executive, Independent	19-Jul-2021	19-Jul-2026	NA	62.12	20-May-1959	No	NA	NA	1	1	-	-

$ PAN number of any director would not be displayed on the website of the stock exchange**.**

& *Category of directors means Executive / Non-Executive / Independent / Nominee. if a director fits into more than one category write all categories separating them with hyphen.*

***** *To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of directors of the listed entity in continuity without any cooling off period. Tenure has been counted from their appointment as an Independent Director in accordance with Companies Act, 2013.*

*As provided in Regulation 26(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the number of memberships and chairmanships in Audit and Stakeholders' Relationship Committee(s) have been stated for all public limited companies, whether listed or not.*

^ *Ms. Nishi Vasudeva retired on completion of her tenure as Independent Director w.e.f. the close of business hours on July 31, 2026. Accordingly, her tenure has been counted till the date of her retirement i.e. July 31, 2026*

II. **COMPOSITION OF COMMITTEES**

1. Audit Committee

Whether regular Chairperson appointed? – YES

Name of Committee members	**Category** (Chairperson/Executive/Non-executive/independent/Nominee) **&**	**Date of Appointment**	**Date of Cessation**
Mr. Deepak Kapoor	Non-Executive, Independent Director (Chairperson)	November 1,2017	-
Ms. Kimsuka Narsimhan	Non-Executive, Independent Director	April 20, 2026	-
Ms. Nishi Vasudeva	Non-Executive, Independent Director	January 3,2017	July 31, 2026
Ms. Bhavani Balasubramanian	Non-Executive, Independent Director	January 12, 2024	-
Ms. Lee Fang Chew	Non-Executive, Independent Director	January 13, 2025	-

2. Nomination & Remuneration Committee

Whether regular Chairperson appointed? – YES

Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee) &	Date of Appointment	Date of Cessation
Ms. Vanitha Narayanan	Non-Executive, Independent Director (Chairperson)	December 4, 2021	-
Ms. Nishi Vasudeva	Non-Executive, Independent Director	August 5, 2024	July 31, 2026
Mr. Simon John England	Non-Executive, Independent Director	July 12, 2023	-
Mr. Jacob Christian Dahl	Non-Executive, Independent Director	July 31, 2026	-

3. Risk Management Committee

Whether regular Chairperson appointed? – YES

Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee) &	Date of Appointment	Date of Cessation
Mr. Deepak Kapoor	Non-Executive, Independent Director (Chairperson)	January 19, 2018	-
Ms. Kimsuka Narsimhan	Non-Executive, Independent Director	April 20, 2026	-
Ms. Nishi Vasudeva	Non-Executive, Independent Director	January 23, 2017	July 31, 2026
Ms. Lee Fang Chew	Non-Executive, Independent Director	October 14, 2024	-
Ms. Bhavani Balasubramanian	Non-Executive, Independent Director	January 12,2024	-

4. Stakeholders' Relationship Committee

Whether regular Chairperson appointed? – YES

Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee) &	Date of Appointment	Date of Cessation
Ms. Nishi Vasudeva	Non-Executive, Independent Director	August 5, 2024	July 31, 2026
Ms. Roshni Nadar Malhotra	Non-Executive, Non- Independent Director	January 14, 2014	-
Mr. Shikhar Neelkamal Malhotra	Non-Executive, Non- Independent Director	April 1, 2021	-
Ms. Bhavani Balasubramanian	Non-Executive, Independent Director (Chairperson)	July 31, 2026	

5. Corporate Social Responsibility Committee

Whether regular Chairperson appointed? – YES

Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee) **&**	Date of Appointment	Date of Cessation
Ms. Roshni Nadar Malhotra	Non-Executive, Non-Independent Director (Chairperson)	April 15, 2014	-
Ms. Bhavani Balasubramanian	Non-Executive, Independent Director	August 5, 2024	-
Mr. Simon John England	Non-Executive, Independent Director	August 5, 2024	-

& *Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.*

III. **Meeting of Board of Directors**

Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met *	No. of Directors Present*	No. of Independent Directors Present*	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
July 13, 2026	Yes	12	9	April 20-21, 2026 May 19, 2026	54 days

*To be filled in only for current quarter meetings

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	No. of Directors Present*	No. of Independent Directors Present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee					
July 13, 2026 September 25, 2026	Yes Yes	5 4	5 4	April 21, 2026 June 25, 2026	73 days

Nomination and Remuneration Committee					
July 9, 2026	Yes	3	3	April 15, 2026	84
Stakeholders Relationship Committee					
-	NA	-	-	-	-
Risk Management Committee					
September 25, 2026	Yes	4	4	June 25, 2026	91 Days
Corporate Social Responsibility Committee					
-	NA	-	-	April 10, 2026	-

*To be filled in only for current quarter meetings

Details of Cyber Security Incidence	
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	**NO**
Other details of cyber security incidence or breaches or loss of data event	NA
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	NA

Date of the event	**Brief details of the event**
NA	NA

V. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
    a) Audit Committee
    b) Nomination and Remuneration Committee
    c) Stakeholders' Relationship Committee
    d) Risk Management Committee (applicable to the top 1000 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.

Sd/-

Manish Anand
Company Secretary

B. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	7
No. of investor complaints disposed off during the Quarter	7
No. of investor complaints those remaining unresolved at the end of the Quarter	0

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

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

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	HCLTech Engineering and AI Solutions Private Limited (formerly Guardian India Operations Private Limited) [1]	July 31, 2026	-	100.00%	100.00%
2	HCLTech AI Platforms Limited [2]	September 25, 2026	-	100.00%	100.00%

Notes:

1. *The Company has acquired 100% stake in HCLTech Engineering and AI Solutions Private Limited (formerly known as Guardian India Operations Private Limited) from The Guardian Life Insurance Company of America for cash consideration of US$ 10,500,00. The said acquisition was completed on July 31, 2026. The disclosure for the said acquisition under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was made to the Stock Exchanges on July 16, 2026, and disclosure on completion of the transaction was made on August 1, 2026.*

2. *The Company has incorporated its wholly owned subsidiary ("WOS"), HCLTech AI Platforms Limited ('HCLTech AI') on July 31, 2026 and invested an initial amount of Rs. 15 lakhs in the said WOS on September 25, 2026. The disclosure for the proposed incorporation, overall investment and initial investment was made under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the Stock Exchanges on July 13, 2026.*

D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

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

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

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

E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

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

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

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

F. DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC. (applicable only for half-yearly filings i.e., 2nd and 4th quarter)

Half Year ending September 30, 2026

I. Disclosure of Loans / guarantees / comfort letters / securities etc. (refer note below)

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter group or any other entity controlled by them	Nil	Nil	Nil

Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

II Affirmations:

~~All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company~~. **Not Applicable**

Sd/-

Shiv Kumar Walia
Chief Financial Officer

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
   a. *by a government company to/ for the Government or government company*
   b. *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
   c. *by a banking company or an insurance company; and*
   d. *by the listed entity to its employees or directors as a part of the service conditions*

2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

G. AFFIRMATIONS ON COMPLIANCE REQUIREMENTS FOR AGM (applicable only for the first half-year filing i.e., 2nd quarter)

I Affirmations		
	Regulation Number	**Compliance status (Yes/No/NA)** refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, BRSR&BRSR core, if applicable, displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note 1 In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of LODR Regulations, "Yes" may be indicated. 2 If status is “No” details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
Sd/- **Manish Anand** **Company Secretary**		