

**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 : [March 31, 2026](#)

<b>I. COMPOSITION OF BOARD OF DIRECTORS</b>															
<b>Whether Regular Chairperson appointed? – YES</b>															
<b>Whether Chairperson is related to Managing Director or CEO? – NO</b>															
Title (Mr. / Ms.)	Name of the Director	PANŞ & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) &	Initial date of Appointment	Date of re-appointment	Date of cessation	Tenure *	Date of Birth	Whether the director is disqualified?	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Number of Directorship in listed entities including this listed entity (with reference to Regulation 17A (1))	Number of Independent Directorship in listed entities including this listed entity [with reference to regulation 17A (1) & 17A(2)]	Number of Memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of LODR Regulations) #	Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of LODR Regulations) #
Ms.	<a href="#">Roshni Nadar Malhotra</a>	DIN-02346621	Chairperson related to Promoter, Non-Executive Non-Independent	29-Jul-2013	NA	NA	NA (being a non-Independent Director)	16-Sep-1981	No	NA	NA	2	1	1	-

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	6.24	01-Mar-1956	No	NA	NA	4	3	1	-
Ms.	Bhavani Balasubramanian	DIN-09194973	Non-Executive, Independent	12-Jan-2024	12-Jan-2024	NA	26.20	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	104.06	07-Jan-1959	No	NA	NA	3	3	5	3
Ms.	Lee Fang Chew	DIN-02112309	Non-Executive, Independent	25-Apr-2024	25-Apr-2024	NA	23.07	25-Nov-1960	No	NA	NA	1	1	1	-
Ms.	Nishi Vasudeva	DIN-03016991	Non-Executive, Independent	01-Aug-2016	01-Aug-2021	NA	116.00	30-Mar-1956	No	NA	NA	5	5	9	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	-	1	-
Mr.	Simon John England	DIN-08664595	Non-Executive, Independent	16-Jan-2020	16-Jan-2025	NA	74.16	23-Dec-1965	No	NA	NA	1	1	-	-

Ms.	Vanitha Narayanan	DIN-06488655	Non-Executive, Independent	19-Jul-2021	19-Jul-2021	NA	56.13	20-May-1959	No	NA	NA	1	1	-	-
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§ PAN number of any director would not be displayed on the website of the stock exchange.

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

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

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

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

**3. Risk Management Committee****Whether regular Chairperson appointed? – YES**

Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee) &	Date of Appointment	Date of Cessation
Mr. Deepak Kapoor	Independent (Chairperson)	January 19, 2018	-
Ms. Nishi Vasudeva	Independent	January 23, 2017	-
Ms. Lee Fang Chew	Independent	October 14, 2024	-
Ms. Bhavani Balasubramanian	Independent	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	Independent (Chairperson)	August 5, 2024	-
Ms. Roshni Nadar Malhotra	Chairperson of the Board, Non-Independent, Non-Executive	January 14, 2014	-
Mr. Shikhar Neelkamal Malhotra	Non-Independent, Non-Executive	April 1, 2021	-

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

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

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

III. Meeting of Board of Directors					
Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met *	No. of Directors Present*	No. of Independent Directors Present*	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
January 12, 2026	Yes	10	7		
March 25, 2026	Yes	9	6	December 10, 2025 October 13, 2025	71 days
*To be filled in only for current quarter meetings					

IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	No. of Directors Present*	No. of Independent Directors Present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
<b>Audit Committee</b>					
January 12, 2026	Yes	4	4	October 13, 2025	
March 20, 2026	Yes	4	4	December 19, 2025	66 days
<b>Nomination and Remuneration Committee</b>					
January 8, 2026	Yes	3	3	October 6, 2025	93 days
<b>Stakeholders Relationship Committee</b>					

January 12, 2026	Yes	3	1	-	-
<b>Risk Management Committee</b>					
March 20, 2026	Yes	4	4	November 10, 2025	129 Days
<b>Corporate Social Responsibility Committee</b>					
-	-	-	-	October 6, 2025	-
*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	Yes
Other details of cyber security incidence or breaches or loss of data event	As stated below
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	1
Date of the event	Brief details of the event
October 29, 2025	There was a cyber security incident in the IT environment of the Company's Vendor in India providing services for collation of applications submitted by the employees to exercise their stock options. The Vendor informed us of the same on February 14, 2026, and it has engaged an independent agency for forensics & investigation. The impacted IT environment does not have any network connectivity with the IT environment of the Company. There is no material impact, financial or otherwise, on the Company.

**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	4
No. of investor complaints disposed off during the Quarter	4
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	AMPIN C&I Power Eleven Private Limited	March 20, 2026	Nil	9.18%	9.18%

Remarks: The % shares shown above represent the holding on fully diluted basis.

## 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:

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

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

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

**Half Year ending March 31, 2026**

<b>I. Disclosure of Loans / guarantees / comfort letters / securities etc. (refer note below)</b>			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
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:			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
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
<p><b>II Affirmations:</b>  <del>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.</del> <b>Not Applicable</b></p>			
Sd/-			
<p><b>Shiv Kumar Walia</b>  <b>Chief Financial Officer</b></p>			
<p><b>Note</b></p> <p>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;</p> <ol style="list-style-type: none"> <li>by a government company to/ for the Government or government company</li> <li>by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.</li> <li>by a banking company or an insurance company; and</li> <li>by the listed entity to its employees or directors as a part of the service conditions</li> </ol> <p>2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.</p>			

**H. WEBSITE AFFIRMATIONS (applicable only for Annual Filing i.e., 4th quarter)**

<b>I. Disclosure on website in terms of LODR Regulations</b>		
<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>	<i>If Yes provide link to website. If No / NA provide reasons</i>
<i>As per regulation 46(2) of LODR</i>		
a) Details of business	Yes	<a href="https://www.hcltech.com/about-us">https://www.hcltech.com/about-us</a>
aa) Memorandum of Association and Articles of Association	Yes	<a href="https://www.hcltech.com/corporate/memorandum-and-articles-association">https://www.hcltech.com/corporate/memorandum-and-articles-association</a>
ab) Brief profile of board of directors including directorship and full - time positions in body corporates	Yes	<a href="https://www.hcltech.com/leadership">https://www.hcltech.com/leadership</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="https://www.hcltech.com/corporate/letter-appointment-independent-director">https://www.hcltech.com/corporate/letter-appointment-independent-director</a>
C) Composition of various committees of board of directors	Yes	<a href="https://www.hcltech.com/corporate/chairmanship-membership-directors-committees-board-directors-company">https://www.hcltech.com/corporate/chairmanship-membership-directors-committees-board-directors-company</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.hcltech.com/corporate/code-business-ethics-and-conduct-global">https://www.hcltech.com/corporate/code-business-ethics-and-conduct-global</a>
e) Details of establishment of vigil mechanism/whistle blower policy	Yes	<a href="https://www.hcltech.com/corporate/whistleblower-policy">https://www.hcltech.com/corporate/whistleblower-policy</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="https://www.hcltech.com/corporate/remuneration-policy-and-criteria-making-payments-non-executive-directors">https://www.hcltech.com/corporate/remuneration-policy-and-criteria-making-payments-non-executive-directors</a>
g) Policy on dealing with related party transactions	Yes	<a href="https://www.hcltech.com/corporate/related-party-transaction-policy">https://www.hcltech.com/corporate/related-party-transaction-policy</a>
h) Policy for determining 'material' subsidiaries	Yes	<a href="https://www.hcltech.com/corporate/policy-determining-material-subsiary">https://www.hcltech.com/corporate/policy-determining-material-subsiary</a>
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="https://www.hcltech.com/corporate/familiarization-programme-independent-directors">https://www.hcltech.com/corporate/familiarization-programme-independent-directors</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="https://www.hcltech.com/investor-relations#contact">https://www.hcltech.com/investor-relations#contact</a>

k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.hcltech.com/investor-relations#contact">https://www.hcltech.com/investor-relations#contact</a>
l) Financial results	Yes	<a href="https://www.hcltech.com/investor-relations/financial-results">https://www.hcltech.com/investor-relations/financial-results</a>
m) Shareholding pattern	Yes	<a href="https://www.hcltech.com/investor-relations/statutory-reporting">https://www.hcltech.com/investor-relations/statutory-reporting</a>
n) Details of agreements entered into with the media companies and/or their associates	NA	NA
o) (i) Schedule of analyst or institutional investor meet  (ii) presentations prepared by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	<a href="https://www.hcltech.com/investor-relations/schedule-of-analyst-institutional-investors-meet">https://www.hcltech.com/investor-relations/schedule-of-analyst-institutional-investors-meet</a>
Oa) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes	<a href="https://www.hcltech.com/investor-relations/call-transcripts-audio">https://www.hcltech.com/investor-relations/call-transcripts-audio</a>
p) New name and the old name of listed entity	NA	NA
q) Advertisements as per regulation 47 (1)	Yes	<a href="https://www.hcltech.com/investor-relations/financial-results-published">https://www.hcltech.com/investor-relations/financial-results-published</a> <a href="https://www.hcltech.com/investor-relations/notices-to-shareholders">https://www.hcltech.com/investor-relations/notices-to-shareholders</a>
r) Credit rating or revision in credit rating obtained	Yes	<a href="https://www.hcltech.com/investor-relations/credit-rating">https://www.hcltech.com/investor-relations/credit-rating</a>
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.hcltech.com/investor-relations/subsidiaries-financials">https://www.hcltech.com/investor-relations/subsidiaries-financials</a>
t) Secretarial Compliance Report	Yes	<a href="https://www.hcltech.com/investor-relations/secretarial-compliance-report">https://www.hcltech.com/investor-relations/secretarial-compliance-report</a>
u) Materiality Policy as per Regulation 30(4)	Yes	<a href="https://www.hcltech.com/corporate/policy-determining-materiality-events-or-information">https://www.hcltech.com/corporate/policy-determining-materiality-events-or-information</a>
v) Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	<a href="https://www.hcltech.com/corporate/person-authorized-policy-determination-materiality-event-or-information">https://www.hcltech.com/corporate/person-authorized-policy-determination-materiality-event-or-information</a>

w) Disclosures under regulation 30(8)	Yes	<a href="https://www.hcltech.com/investor-relations/disclosures-under-regulation-30-8">https://www.hcltech.com/investor-relations/disclosures-under-regulation-30-8</a>
x) Statements of deviation(s) or variations(s) as specified in regulation 32	NA	NA
y) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://www.hcltech.com/corporate/dividend-distribution-policy">https://www.hcltech.com/corporate/dividend-distribution-policy</a>
z) Annual return as provided under section 92 of the Companies Act, 2013	Yes	<a href="https://www.hcltech.com/investor-relations/annual-return">https://www.hcltech.com/investor-relations/annual-return</a>
Za) Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes	<a href="https://www.hcltech.com/corporate/restricted-stock-unit-plan-2021">https://www.hcltech.com/corporate/restricted-stock-unit-plan-2021</a> <a href="https://www.hcltech.com/corporate/resolution-stock-unit-plan-2024">https://www.hcltech.com/corporate/resolution-stock-unit-plan-2024</a>
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	<a href="https://www.hcltech.com/investor-relations/disclosures-under-sebi-regulations-2015">https://www.hcltech.com/investor-relations/disclosures-under-sebi-regulations-2015</a>
It is certified that these contents on the website of the listed entity are correct	Yes	
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://www.hcltech.com/investor-relations/disclosures-under-sebi-regulations-2015">https://www.hcltech.com/investor-relations/disclosures-under-sebi-regulations-2015</a>

**I. AFFIRMATIONS W.R.T. COMPLIANCE WITH CORPORATE GOVERNANCE PROVISIONS (applicable only for Annual Filing i.e., 4th quarter)**

<b>II. Annual Affirmations:</b>		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes
Board composition	17(1), 17(1A),17(1C), 17(1D) & 17(1E)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
Composition of Nomination & Remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee meeting	21(3B)	Yes
Gap between the meetings of the Risk Management Committee	21(3C)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes

Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Director & Officers Insurance for Independent Directors	25(10)	Yes
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management personnel	26(3)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	NA

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III. Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For **HCL Technologies Limited**

Sd/-

**Manish Anand**  
**Company Secretary**

Date: April 27, 2026

Place: Noida, (U.P.)