

HCL TECHNOLOGIES LIMITED

RELATED PARTY TRANSACTION POLICY

Effective Date	:	October 17, 2014
Modified on	:	April 14, 2022
Modified on	:	April 22, 2025

I. INTRODUCTION

HCL Technologies Limited (“Company” / “HCL”) recognizes that Related Party Transactions (as defined below) can present potential or actual conflicts of interest and to protect against any such eventuality and to ensure that such transactions are consistent with the Company’s and its shareholders’ best interests, This policy regarding the review and approval of Related Party Transactions (“Policy”) has been recommended by the Audit Committee and adopted by the Company’s Board of Directors (as defined below) in order to set forth the procedures under which certain transactions with Related Parties (as defined below) will be approved.

II. DEFINITIONS

For the purposes of this Policy, the following definitions apply:

- a) **“Act”** means the Companies Act, 2013, for the time being in force and as amended from time to time.
- b) **“Arm’s length transaction”** means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.
- c) **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with applicable law.
- d) **“Board/Board of Directors”** means the board of directors of HCL.
- e) **“Key Managerial Personnel”** mean key managerial personnel as defined under Section 2(51) of the Act.
- f) **“Material Related Party Transaction”** means transaction defined as Material Related Party Transaction under SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015.
- ff) **“Material Modification(s) to Related Party Transaction”** means any modification(s) to the Related Party Transaction, approved by the Audit Committee or the Board of Directors or the Shareholders, that has an adverse financial impact on the Company of 10% or more of the originally approved transaction.
- g) **“Ordinary Course of Business”** - The transactions shall be in the ordinary course of business if -
 - (a) If the transaction is covered in the main objects or objects in furtherance of the main objects or
 - (b) If the transaction is usual as per industry practice or
 - (c) If the transaction is happening frequently over a period of time and is for the business purpose of the Company.
- h) **“Policy”** means this Related Party Transaction Policy.
- i) **“Related Party”** means a related party as defined under the Act and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015.
- j) **“Related Party Transaction”** means a transaction envisaged as a related party transaction defined under the Act and under the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015.

k) **“Relative”**, means a relative as defined under the Act and rules made thereunder and under the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015.

l) **“Rules”** means Rules made by the Central Government pursuant to the provisions of the Act, for the time in force and as amended from time to time.

k) **“SEBI Listing Regulations”** means the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, for the time being in force and as amended from time to time.

All other words and expressions used but not defined in herein but defined in the Act and the Rules and the SEBI Listing Regulations, as amended from time to time shall have the same meaning as respectively assigned to them in such Act or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

III. PROCESS AND PROCEDURE FOR DEALING WITH RELATED PARTY TRANSACTIONS

A. Approval of Audit Committee

- Prior approval of the Audit Committee shall be taken for all related party transactions and subsequent modifications including material modifications, as per the requirements of the Act and the SEBI Listing Regulations.
- The Audit Committee may grant omnibus approval for certain Related Party Transactions subject to the compliance of conditions contained in SEBI Listing Regulations and / or under the Act read with the Rules.
- While granting the omnibus approval, the Committee may prescribe the maximum mark-up to be given to the related parties in transactions involving purchase of goods and services and the minimum mark up to be charged from the related parties involving the sale of goods and services. The Committee may specify the maximum amount for each transaction and for a 12-month period. Where it is not possible to define the nature of the transaction, the Committee may grant approval to the management to enter into transactions with related parties up to a certain defined monetary limit together with the validity period for such approval.

The Audit Committee shall review with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to disclosure of any Related Party Transactions or subsequent modification of the same.

B. Approval of the Board of Directors

Prior approval of the Board of Directors shall be taken for entering into Related Party Transactions or modifications of the same which are not in the ordinary course of business or not on an arm's length basis or Material Related Party Transaction(s) or its subsequent material modifications, as per the requirements of the Act and the SEBI Listing Regulations. Where any director is interested in any contract or arrangement with a Related Party, such director shall not participate in the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement.

C. Approval of Shareholders

Prior approval of the shareholders shall be taken for entering into Related Party Transactions and/or for any subsequent material modifications, if the Related Party Transaction is (i) a material Related Party Transaction as per Regulation 23 of the Listing Regulations, or (ii) not in the ordinary course of business, or not at arm's length basis and exceeds certain thresholds prescribed under the Act, The voting on resolutions pertaining to such transactions shall be in accordance with the provisions of the Act and the SEBI Listing Regulations, as amended, both read with the respective circulars/clarifications or notifications issued in this regard by the Ministry of Corporate Affairs and the SEBI.

If permitted by the Act read with the Rules and the SEBI Listing Regulations, the aforesaid shareholders' approval shall not be required for related party transactions and/or subsequent modifications including material modifications entered into between the Company and its wholly owned subsidiary and/or also between two wholly owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the annual general meeting for approval.

IV. DISCLOSURES

The Company shall disclose the particulars of contracts or arrangements entered into with the Related Parties in such form and manner as may be required under the provisions of the Act and the Rules and the SEBI Listing Regulations.

The Company shall disclose this Policy on its website and also a web link thereto shall be provided in its annual report. The Policy shall also be communicated to all operational employees and other concerned persons of the Company.

V. LIMITATION AND AMENDMENT

In the event of any conflict between the provisions of this Policy and of the Act or SEBI Listing Regulations or any other statutory enactments, rules, the provisions of such Act or SEBI Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the SEBI Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.