CORPORATE GOVERNANCE REPORT

HCL Technologies Limited ("HCLTech" or the "Company") believes that good governance facilitates efficient, effective and entrepreneurial management that can deliver stakeholders' value over long term. The Company's corporate governance reflects its commitment to ethical business conduct and encompasses a robust framework of laws, regulations, processes, and practices that govern the manner in which it is directed, administered, managed, and controlled. Good corporate governance forms the foundation for successful and integral organizations, institutions, and markets. It is based on the principles of integrity, fairness, equity, transparency, accountability, and commitment to values. These practices stem from an organization's culture and mindset, and their effectiveness depends on regular review, preferably by independent parties.

The Company has developed a corporate governance framework which ensures effective board governance procedures, strong internal control systems, robust risk management practices, accountability and transparency. The Company has implemented various codes and policies to ensure best corporate governance practices at all levels. By upholding these practices, the Company aims to create an efficient and sustainable environment that benefits its stakeholders in the long run. The Company remains committed to continuously strengthening its governance practices and proactively seeking opportunities for ongoing improvement.

1. Philosophy on Code of Governance

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 workplace 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 its stakeholders.

The corporate governance philosophy of the Company is based on the following principles:

- Corporate governance standards should go beyond the law. Comply with the laws of all the countries in which the Company operates and follow the spirit, not just the letter of the law.
- Have a simple and transparent corporate structure driven solely by business needs.
- Be transparent and maintain high degree of disclosure levels.
- Communicate externally, in a truthful manner, about how the Company runs internally.
- Make a clear distinction between personal convenience and corporate resources.

2. Board of Directors

The Board of Directors ("Board") determines the purpose and values of the Company. The primary role of the Board is that of trusteeship so as to protect and enhance the stakeholders' value through strategic supervision.

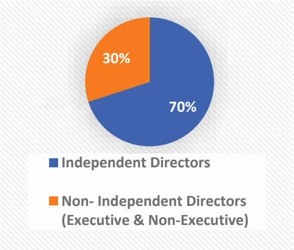
The Board exercises leadership, integrity and judgment in directing so as to achieve continuing prosperity and to act in the best interest of the Company. The Board plays a critical role in overseeing how the management serves the interests of the shareholders and other stakeholders. This is reflected in the Company's governance practices, through which it strives to maintain an active, informed and independent Board. The Board ensures that the Company complies with all relevant laws, regulations, governance practices, secretarial, accounting and auditing standards. It identifies key risk areas and key performance indicators of the Company's business and constantly monitors these factors.

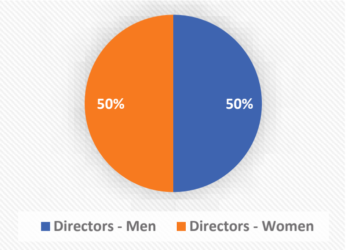
3. Board Size and Composition

The Company believes that an active, well informed and diversified Board is necessary to achieve highest standards of corporate governance.

The Board of Directors ("Board") of the Company has an optimum combination of Executive Director, Non-Executive Non-Independent Directors and Independent Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (the "Listing Regulations"), and Sections 149 & 152 of the Companies Act, 2013, as amended from time to time (the "Act").

As on March 31, 2026, the Board of the Company consists of ten directors of which one is a Managing Director (designated as "CEO & Managing Director"), two are Non-Executive Non-Independent Directors and seven are Independent Directors. In line with the Board's Diversity Policy, the Board consists of five women directors.





Further, the Board has appointed Ms. Kimsuka Narsimhan (DIN - 02102783) as an Additional Director to hold office as an Independent Director of the Company. With her appointment, the Board consist of eleven directors out of which eight directors are Independent Directors.

A brief profile of the Board Members is available on the website of the Company at https://www.hcltech.com/leadership.

Considering the size of the Board and also considering that there is no statutory requirement on the Company, the Board has not appointed a lead Independent Director.

Appointment/Re-appointment of Directors

i) Mr. Amitabh Kant (DIN - 00222708) was appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years, w.e.f. September 8, 2025 to September 7, 2030 (both days inclusive). The appointment was made by the Board in its meeting held on September 8, 2025, after considering the recommendations of the Nomination and Remuneration Committee ("NRC") and the relevant experience, expertise, integrity & proficiency of Mr. Amitabh Kant. The said appointment was approved by the shareholders via special resolution passed through Postal Ballot on October 29, 2025.

ii) Pursuant to the provisions of Section 152 of the Act, Ms. Roshni Nadar Malhotra (DIN - 02346621) who was liable to retire by rotation at the Annual General Meeting ("AGM") of the Company held on August 26, 2025, had offered herself for re-appointment. Based on the recommendations of the NRC, the Board recommended her re-appointment to the shareholders of the Company. The said re-appointment was approved by the shareholders at the AGM of the Company held on August 26, 2025.

iii) Mr. Vijayakumar Chinnaswamy ("C. Vijayakumar") (DIN - 09244485) was re-appointed as the Managing Director of the Company with the designation of "CEO & Managing Director" w.e.f. September 1, 2025. Based on the recommendations of the NRC, the Board recommended his re-appointment as the Managing Director of the Company from September 1, 2025 to March 31, 2030 (both days inclusive) to the shareholders of the Company. The said re-appointment was approved by the shareholders subject to the approval of the Central Government at the AGM of the Company held on August 26, 2025.

iv) Ms. Vanitha Narayanan (DIN - 06488655) was re-appointed as an Independent Director of the Company w.e.f. July 19, 2026. Based on the recommendations of the NRC, performance evaluation and after considering the relevant experience, expertise, integrity & proficiency, the Board recommended her re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, from July 19, 2026 to July 18, 2031 (both days inclusive) to the shareholders of the Company. The said re-appointment was approved by the shareholders at the AGM of the Company held on August 26, 2025.

v) Mr. Thomas Sieber (DIN – 07311191) ceased to be an Independent Director of the Company w.e.f. August 26, 2025, on completion of his tenure. The Board placed on record its appreciation for his services during his tenure. His insights and guidance have helped shape the Company's global growth strategy and laid a strong foundation for the future.

vi) Pursuant to the provisions of Section 152 of the Act, Mr. Shikhar Neelkamal Malhotra ("Shikhar Malhotra") (DIN - 00779720) retires at the forthcoming AGM, and being eligible has offered himself for re-appointment, as the director of the Company liable to retire by rotation. Based on the recommendations of the NRC, the Board has recommended his re-appointment to the shareholders of the Company.

vii) Ms. Kimsuka Narsimhan (DIN - 02102783) was appointed as an Additional Director to serve as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years, w.e.f. April 20, 2026 to April 19, 2031 (both days inclusive). The appointment was made by the Board in its meeting held on April 20, 2026, after considering the recommendations of the NRC and core competencies, skills, integrity and experience of Ms. Kimsuka Narsimhan. The said appointment is subject to approval of the shareholders which shall be taken through Postal Ballot.

4. Composition of the Board, Directorship(s) and Committee Membership(s)/ Chairpersonship(s) Held in Other Public Limited Companies, as on March 31, 2026:

Name of the Director and DIN	Position in the Company	No. of Directorships in other Public Limited Companies	No. of Committee Positions held in other Public Limited Companies [1]		No. of shares held in the Company as on March 31, 2026	Directorship in other listed Companies (category of Directorship)[2]
			Committee Chairpersonship(s)	Committee Membership(s)		
Ms. Roshni Nadar Malhotra[3] (DIN - 02346621)	Chairperson & Non-Executive Non-Independent Director	1	-	-	696	• HDFC Asset Management Company Limited
Mr. C. Vijayakumar (DIN - 09244485)	CEO & Managing Director	-	-	-	15,23,755	-

Name of the Director and DIN	Position in the Company	No. of Directorships in other Public Limited Companies	No. of Committee Positions held in other Public Limited Companies (1)		No. of shares held in the Company as on March 31, 2026	Directorship in other listed Companies (category of Directorship)(2)
			Committee Chairpersonship(s)	Committee Membership(s)		
Mr. Amitabh Kant (DIN - 00222708)	Non-Executive Independent Director	3	-	1	Nil	• InterGlobe Aviation Limited • ITC Limited • L&T Limited
Ms. Bhavani Balasubramanian (DIN – 09194973)	Non-Executive Independent Director	2	2	2	Nil	• Sundaram Finance Limited • Sundaram Home Finance Limited
Mr. Deepak Kapoor (DIN - 00162957)	Non-Executive Independent Director	3	2	4	Nil	• Delhivery Limited • Tata Steel Limited
Ms. Lee Fang Chew (DIN – 02112309)	Non-Executive Independent Director	-	-	-	Nil	-
Ms. Nishi Vasudeva (DIN - 03016991)	Non-Executive Independent Director	6	2	7	50	• CRISIL Limited • L & T Finance Limited • Tata Power Renewable Energy Limited • Tata Projects Limited
Mr. Shikhar Malhotra (3) (DIN - 00779720)	Non-Executive Non-Independent Director	-	-	-	Nil	-
Mr. Simon John England (DIN - 08664595)	Non-Executive Independent Director	-	-	-	Nil	-
Ms. Vanitha Narayanan (DIN - 06488655)	Non-Executive Independent Director	-	-	-	Nil	-

Notes:

1) *In accordance with Regulation 26 of the Listing Regulations, Membership(s)/Chairpersonship(s) of only Audit Committees and Stakeholders' Relationship Committees in all other public limited companies have been considered.*
2) *The category of Directorships of all directors in other listed Companies is Non-Executive Independent Director.*
3) *Ms. Roshni Nadar Malhotra and Mr. Shikhar Malhotra are part of the promoter and promoter group. They are related as Husband and Wife. No other Director is related to any other Director on the Board.*

5. Board Meetings and Attendance

Eight Board Meetings were held during FY 2025-26. These meetings were held on April 21-22, 2025, July 14, 2025, July 24, 2025, September 8, 2025, October 13, 2025, December 10, 2025, January 12, 2026, and March 25, 2026. The maximum interval between any two consecutive meetings did not exceed 120 days, as prescribed under the Act and the Listing Regulations.

The following table gives the attendance of the Directors at the Board Meetings held during FY 2025-26 and at the last AGM:

Name of the Director	No. of Board meetings held during Director's tenure	No. of Board meetings attended by Director during his/her tenure	Attendance (%)	Whether last AGM attended (AGM held on August 26, 2025)
Ms. Roshni Nadar Malhotra	8	8	100%	Yes
Mr. C. Vijayakumar	8	8	100%	Yes
Mr. Amitabh Kant*	4	4	100%	N.A.
Ms. Bhavani Balasubramanian	8	8	100%	Yes
Mr. Deepak Kapoor	8	8	100%	Yes
Ms. Lee Fang Chew	8	8	100%	Yes
Ms. Nishi Vasudeva	8	7	87.5%	Yes
Mr. Shikhar Malhotra	8	8	100%	Yes
Mr. Simon John England	8	8	100%	Yes
Mr. Thomas Sieber**	3	2	66.66%	Yes
Ms. Vanitha Narayanan	8	8	100%	Yes

**Mr. Amitabh Kant was appointed as an Independent Director of the Company w.e.f. September 8, 2025.*

***Mr. Thomas Sieber ceased to be an Independent Director of the Company w.e.f. August 26, 2025, on completion of his tenure.*

6. Summary of Directors' Skills/Expertise/Competence

In order to effectively discharge their duties and in terms of the Listing Regulations, it is necessary that the Directors collectively hold the appropriate balance of skills, expertise and competence. The Board possesses diverse skills, expertise and competence across its members, that enables the Board to take decisions comprehensively and effectively on all matters.

The Board's current Skills Matrix includes the following attributes:

	Ms. Roshni Nadar Malhotra	Mr. C. Vijaya-kumar	Mr. Amitabh Kant	Ms. Bhavani Balasub-ramanian	Mr. Deepak Kapoor	Ms. Lee Fang Chew	Ms. Nishi Vasudeva	Mr. Shikhar Malhotra	Mr. Simon John England	Ms. Vanitha Narayanan
Leadership Innate leadership skills including the ability to represent the organization and set appropriate Board and organization culture. Demonstrated strengths in talent development, succession planning and bringing change and long-term future growth.	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Strategic Planning and Analysis Ability to critically identify and assess strategic opportunities and threats and develop effective strategies in the context of long-term objectives and the organizations' relevant policies and priorities.	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y

	Ms. Roshni Nadar Malhotra	Mr. C. Vijaya-kumar	Mr. Amitabh Kant	Ms. Bhavani Balasub-ramanian	Mr. Deepak Kapoor	Ms. Lee Fang Chew	Ms. Nishi Vasudeva	Mr. Shikhar Malhotra	Mr. Simon John England	Ms. Vanitha Narayanan
Information Technology Reasonable knowledge and experience in technology with an ability to foresee technological trends and changes, apply new technology and bring about innovations in business strategies.	Y	Y	Y	-	-	Y	Y	Y	Y	Y
Governance Understanding of the various governance and compliance requirements under various applicable laws, supporting a strong Board base and management accountability, transparency, and protection of shareholder interests.	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Financial Wide ranging knowledge and financial skills, oversight for risk management and internal controls and proficiency in financial management and financial reporting processes.	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Diversity An appropriate mix of varied cultures, ethnicity, geography, gender, age, philosophies, life experiences and other diversity perspectives that expand the Board's understanding of the needs of diverse stakeholders and a better ability to respond to changes.	Y	Y	Y	Y	-	Y	Y	Y	Y	Y
Mergers & Acquisitions Significant experience in mergers and acquisitions and other business combinations, with strong insight of risks and opportunities, valuations and diligence processes, structural impact on the organization, and ability to leverage integration planning.	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Global Business Understanding of diversified business environments, economic, political, cultural and regulatory framework across the globe, and a broad perspective on global market opportunities.	Y	Y	Y	Y	Y	Y	-	Y	Y	Y
Marketing and Communications Ability to analyze the market and technological impacts, developing strategies for brand awareness and brand building and enhancing market share.	Y	Y	Y	-	-	Y	Y	Y	Y	Y

7. Membership on other Boards

Executive Director is allowed to serve on other corporate boards or government bodies whose interest is germane to the future of software business or on the board of key economic institutions or those organisations whose primary objective is to benefit the society.

Non-Executive Directors are expected not to serve on the boards of competing companies. Other than this, there is no limitation on the directorships except those imposed by law and good corporate governance practices.

8. Directors' Responsibilities

A. In addition to the duties and responsibilities entrusted on the directors of the Company as per the provisions of the Act and the Listing Regulations, it is the elementary responsibility of the directors to oversee the management of the Company and in doing so, serve the best interests of the Company and its stakeholders. This responsibility *inter alia* shall include:

- Reviewing and approving fundamental operating, financial and other corporate plans, strategies and objectives.
- Establishing a corporate environment that promotes timely & effective disclosures and ensuring compliance with all applicable laws.
- Reviewing adequacy of operational & financial controls including internal financial controls and ensuring that these controls are operating effectively.
- Evaluating the performance of the Company, senior management personnel and corporate officers.
- Ensuring that effective systems are in place for periodic and timely reporting by management to the Board on important matters concerning the Company including material litigation, governmental & regulatory matters, risk & compliance management, company governance practices, etc.
- Evaluating the overall effectiveness of the Board and its Committees.
- Attending the meeting of the Board and its Committees and also attending the Annual General Meeting & other General Meetings of the shareholders.

B. **Exercise business judgement:** In discharging their fiduciary duties of care and loyalty, the directors are expected to exercise their business judgement 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.

9. Board and Committee Meetings - Functioning And Procedure

Calendar	The calendar for the Board/Committee meetings for the forthcoming financial year is decided in advance and published as part of this Report.
Frequency	The Board meets at least once in a quarter to review the financial results and other items of the agenda. Whenever necessary, additional meetings are held. In case of business exigencies or certain operational matters, resolutions are passed by circulation.
Location	The venue for attending the Board/Committee meetings is informed well in advance to all the directors. Every director is expected to attend the meetings in person. The Company effectively uses video conferencing facility to enable the participation of directors who are not able to attend the meetings in person.
Matters	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 and/or its Committee(s). All such matters are communicated to the Company Secretary in advance so that the same can be included in the agenda for the Board/ Committee meetings, after seeking approval of the Chairperson of the Board/respective Committee(s).

Meeting material/agenda distributed in advance	Meetings are governed by the structured agenda. The agenda for each Board/Committee meetings is circulated in advance to the directors. The agenda items are backed by the comprehensive background information. All material information is incorporated in the agenda facilitating meaningful and focused discussions in the meeting. Every director is free to suggest items for inclusion in the agenda. Also, the Company has adopted a web-based application for transmitting Board/Committee Agenda(s).
Presentations by management	The Board is given presentations covering operational performance, financials and major updates on business opportunities, business strategy, risk management practices, treasury & forex update, tax update, litigation update, changes in applicable law(s), etc.
Access to employees	The directors are provided with free access to communicate with the officers and employees of the Company. Management is encouraged to invite the Company personnel to any Board/Committee(s) meeting at which their presence and expertise would help the Board to have a full understanding of the matters being considered.
Availability of information to Board members	The information placed before the Board includes annual operating plans and budgets including operating and capital expenditure budgets, financial results of the Company both consolidated and standalone basis, financials of each of the subsidiaries and investments made by the subsidiaries, risk assessment and minimization procedures, update on the state of the market for the business as well as on the strategy, minutes of subsidiaries, minutes of all the Board Committees, related party transactions, details of the treasury investments, details of foreign exchange exposure, material litigations, material tax updates/exposures, update on statutory and secretarial compliance reports and reports of non-compliances, if any, information on recruitment/remuneration of corporate officers, show cause/demand notices, if any, details of joint ventures or collaboration agreements, significant changes in the accounting policies, significant changes in laws, sale of any material nature, etc.
Post meeting follow-up mechanism	The guidelines for Board/Committee meetings facilitate an effective post meeting follow up review and reporting process for the decisions taken by the Board/Committee(s) thereof. The important decisions taken at the Board/Committee meetings are promptly communicated to the concerned departments/divisions. Action taken report on the decisions of the previous meeting(s) is placed at the subsequent meetings of the Board/ Committee(s) for information and review by the Board/respective Committee(s).

10. Declaration by Independent Directors

The Company has received necessary declaration from each Independent Director that he/she meets the criteria of independence in terms of the Act and the Listing Regulations.

Based on the disclosures received from all the Independent Directors and also in the opinion of the Board, the Independent Directors fulfill the conditions specified in the Act and the Listing Regulations and are independent of the Management of the Company.

11. Meeting of the Independent Directors

In terms of the provisions of the Act and the Listing Regulations, the Independent Directors of the Company shall meet at least once in a financial year, without the presence of Executive and Non-Independent Directors and members of the management. The Independent Directors of the Company met on September 9, 2025, and March 23, 2026, *inter alia* discussed and reviewed:

- the performance of Non-Independent Directors and the Board as a whole;
- the performance of the Chairperson of the Company, taking into account the views of the Executive Directors and Non- Executive Directors; and
- the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

12. Board Evaluation

The Board, pursuant to the provisions of the Act and the Listing Regulations has carried out an Annual Evaluation of its own performance, performance of the Board Committees and of the individual directors (including the Independent Directors) on various parameters.

The criteria for the evaluation of the performance of the Board, the Committees of the Company and the individual directors, including the Chairperson of the Board was approved by the Nomination and Remuneration Committee of the Company.

The Board considered the aforesaid evaluation done by the Independent Directors in its meeting and undertook the annual performance evaluation that included review of the Board evaluation framework, performance of the Board as a whole, performance of the Board Committees, performance of individual directors (including Independent Directors) and fulfilment of the independence criteria and their independence from the management.

The Board evaluated the performance of the Board as a whole after seeking inputs from all the directors on the basis of criteria such as Board composition & structure, effectiveness of board processes, information and functioning, etc. The performance of the individual directors (including the Independent Directors) was reviewed by the Board on the basis of certain criteria such as contribution of individual director to the Board & Committee meetings, preparedness on the issue to be discussed, meaningful & constructive contribution and inputs in the meetings, etc. The performance of the Board Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as composition of Committees, effectiveness of Committees, etc. In addition, the Chairperson of the Board was also evaluated on the key aspects of her role.

13. Familiarisation Programme for Independent Directors

All Independent Directors are briefed about their roles, functions and responsibilities in the Company. The appointment letter issued to Independent Directors also sets out detailed terms of employment including their roles, function, responsibilities and their fiduciary duties as a director of the Company. Further, as a process, the Company conducts formal induction programs for the new Independent Director, which includes familiarisation with the following:

- Company's vision, core values, ethics and Corporate Governance practices.
- Company's Business structure, Business operations, Service lines, Financials, Internal control processes, Statutory compliances, Major risks & Risk management strategy.
- Code of Business Ethics and Conduct, Insider Trading Code, Fair Disclosure Code, Anti-bribery and Anti-Corruption Policy and other codes/policies of the Company.

As part of the familiarisation program, Independent Directors are provided with ongoing updates to enable them to familiarise with the Company's procedures and practices. Further, periodic presentations are made at the Board and its Committee Meetings, on Business & Performance updates, Global business environment, Business strategy, Market trends, ESG overview, Internal controls, Risk & Compliance updates, etc. Quarterly updates on relevant statutory changes are also provided to the directors in the Board meetings.

An Annual strategy meet of the Board is organized to deliberate on various topics relating to strategic planning in various Lines of Business & geographies, Human Resource matters, New strategic initiatives including AI disruptors and New Growth Opportunities, etc. During the Strategy sessions, the Board members get a comprehensive overview of the strategy execution, future opportunities & challenges, competitive strengths, etc. The strategy meet enables very close interaction of the senior leadership with the Board members.

The weblinks of the familiarisation programme and of the draft appointment letter have been provided at the end of this Report.

14. Board Diversity

The Company recognizes its obligation to maintain a diverse Board. The Company considers that the concept of diversity incorporates several different aspects, such as professional experiences, business perspectives, skills, knowledge, gender, age, culture, educational background and ethnicity.

The Company believes that Board diversity enhances decision making capability and a diverse Board is more effective in dealing with organizational changes and less likely to suffer from group thinking.

The Board Diversity policy of the Company is available on the website of the Company and the weblink for the same has been provided at the end of this Report.

15. 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. They are set up under the formal approval of the Board to carry out their clearly defined roles. The Board supervises the execution of its responsibilities by its Committees and is responsible for their actions.

Keeping in view the requirements of the Act as well as the Listing Regulations, the Board has approved the terms of reference of its various Committees which set forth the purposes, goals and responsibilities of the Committees. All observations, recommendations and decisions of the Committees are placed before the Board for information and/or for approval.

All decisions/recommendations made by various Board Committees during FY 2025-26 were noted/accepted by the Board.

16. Frequency and Length of Meetings of the Committees of the Board and Agenda

The Chairperson of each Committee of the Board, in consultation with the appropriate members of the management determine the frequency and length of the meetings of the Committees and develop the agenda of the Committees. The agenda of the Committee meetings is shared in advance with all the members of the Committee.

17. Chairpersonship/Membership of Directors in Committees of the Board of Directors of the Company as on March 31, 2026

S. No.	Director	Audit Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Corporate Social Responsibility Committee	Risk Management Committee	ESG & Diversity Equity Inclusion Committee
Executive Director							
1.	Mr. C Vijayakumar	NA	NA	NA	NA	NA	NA
Non- Executive Non- Independent Directors							
2.	Ms. Roshni Nadar Malhotra	NA	NA	Member	Chairperson	NA	Member
3.	Mr. Shikhar Malhotra	NA	NA	Member	NA	NA	NA
Non- Executive Independent Directors							
4.	Mr. Amitabh Kant	NA	NA	NA	NA	NA	NA
5.	Ms. Bhavani Balasubramanian	Member	NA	NA	Member	Member	Member
6.	Mr. Deepak Kapoor	Chairperson	NA	NA	NA	Chairperson	NA
7.	Ms. Lee Fang Chew	Member	NA	NA	NA	Member	NA
8.	Ms. Nishi Vasudeva	Member	Member	Chairperson	NA	Member	NA
9.	Mr. Simon John England	NA	Member	NA	Member	NA	Chairperson
10.	Ms. Vanitha Narayanan	NA	Chairperson	NA	NA	NA	NA

***Note:** Ms. Kimsuka Narsimhan, Independent Director, was co-opted as a Member of the Audit Committee and the Risk Management Committee w.e.f. April 20, 2026.*

18. Details of Board Committees

The details of the Board Committees are as follows:

A. Audit Committee

The Audit Committee ("AC") of the Company meets the criteria laid down under Section 177 of the Act and Regulation 18 of the Listing Regulations.

As on March 31, 2026, the AC comprises four members, all of whom are Independent Directors. The Committee is chaired by Mr. Deepak Kapoor. Ms. Bhavani Balasubramanian, Ms. Lee Fang Chew and Ms. Nishi Vasudeva are the other members of the Committee.

Further, Ms. Kimsuka Narsimhan, Independent Director, was co-opted as a Member of the AC w.e.f. April 20, 2026.

Key Terms of Reference

The key terms of reference of the AC, *inter alia*, includes the following:

a) Recommend to the Board the appointment, re-appointment and if required, the replacement or removal of the statutory auditors and monitor their Independence and Performance.

b) Review and examination with the statutory auditors the proposed report on the annual audit and areas of concern, if any.

c) Review and examination of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are accurate, sufficient and credible.

d) Evaluation of internal financial controls and risk management systems, to obtain reasonable assurance that such systems are adequate and comprehensive and are working effectively.

e) Reviewing with the management, the implementation of the entire risk management process including the process of identifying significance risk exposures and mitigation thereof.

f) Review of Internal Audit function, Internal Audit plans and Internal Audit reports.

g) Review and ensure the existence, adequacy and effective functioning of a Vigil Mechanism/ Whistleblower Policy is appropriate to the size, complexity and geographic spread of the Company.

h) Review and approve the Related Party Transactions.

i) Appointment of Chief Financial Officer and Chief Internal Auditor.

The detailed terms of reference of the AC are available on the website of the Company at https://www.hcltech.com/investor-relations/governance-policies.

Details of AC Meetings:

Eight meetings of the AC were held during FY 2025-26. These meetings were held on April 22, 2025, June 30, 2025, July 13, 2025, September 26, 2025, October 13, 2025, December 19, 2025, January 12, 2026 and March 20, 2026. The necessary quorum was present at all the meetings. The maximum interval between any two consecutive meetings did not exceed 120 days, as prescribed under the Listing Regulations.

The attendance details of the members at the AC meetings held during FY 2025-26 are as follows:

Name of the Committee Member	Position	No. of Committee meetings held during Member's tenure	No. of Committee meetings attended by Member during his/ her tenure	Atten-dance (%)
Mr. Deepak Kapoor	Chairperson	8	8	100%
Ms. Bhavani Balasub-ramanian	Member	8	8	100%
Ms. Lee Fang Chew	Member	8	8	100%
Ms. Nishi Vasudeva	Member	8	8	100%
Mr. Thomas Sieber(1)	Member	3	3	100%

Note:

1) *Mr. Thomas Sieber ceased to be an Independent Director of the Company w.e.f. August 26, 2025, on completion of his tenure. Accordingly, he ceased to be member of the Committee w.e.f. the said date.*

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee ("NRC") of the Company meets the criteria laid down under Section 178 of the Act and Regulation 19 of the Listing Regulations.

The NRC comprises three members, all of whom are Independent Directors. The Committee is chaired by Ms. Vanitha Narayanan. Ms. Nishi Vasudeva and Mr. Simon John England are the other members of the Committee.

Key Terms of Reference

The key terms of reference of the NRC, *inter alia*, includes the following:

a) Succession planning for certain key positions in the Company viz. Directors, Chief Executive Officer (CEO), Chief Operating Officer (COO), Chief Financial Officer (CFO), Senior Management and Corporate Officers.

b) Review and recommend to the Board the appointment/re-appointment, and removal of Directors (including Independent Directors)/ Key Managerial Personnel and persons in Senior Management and approve the appointment of Corporate Officers.

c) Approve/recommend the remuneration and promotions of the Corporate Officers/Senior Management & Key Managerial Personnel.

d) Review criteria to carry out the performance evaluation of the Board as a whole and of individual directors.

e) Devise a Policy on Board Diversity.

f) Approve grant of stock options.

The detailed terms of reference of the NRC are available on the website of the Company at https://www.hcltech.com/investor-relations/governance-policies

Details of NRC Meetings:

Six meetings of the NRC were held during FY 2025-26. These meetings were held on April 18, 2025, July 8, 2025, July 24, 2025, August 27, 2025, October 6, 2025 and January 8, 2026. The necessary quorum was present at all the meetings.

The attendance details of the members at the NRC meetings held during FY 2025-26 are as follows:

Name of the Committee Member	Position	No. of Committee meetings held during Member's tenure	No. of Committee meetings attended by Member during his/ her tenure	Atten-dance (%)
Ms. Vanitha Narayanan	Chairperson	6	6	100%
Ms. Nishi Vasudeva	Member	6	6	100%
Mr. Simon John England	Member	6	6	100%

Performance Evaluation Criteria for Independent Directors:

The Performance Evaluation Criteria for the Independent Directors was approved by the NRC. While determining the performance evaluation criteria, the NRC considered various factors including contribution of the individual director, preparedness on the issues to be discussed, meaningful participation & inputs in meetings, etc.

Remuneration Policy for Directors, Key Managerial Personnel and other employees

The Remuneration policy of the Company is available at the website of the Company and weblink for the same is provided at the end of this Report.

C. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee ("SRC") of the Company meets the criteria laid down under Section 178 of the Act and Regulation 20 of the Listing Regulations.

The SRC comprises three members out of which one member is Independent Director. The Committee is chaired by Ms. Nishi Vasudeva, Independent Director. Ms. Roshni Nadar Malhotra and Mr. Shikhar Malhotra are the other members of the Committee.

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

Terms of Reference

The SRC has been formed to undertake the following activities:

a) To review and take all necessary actions for redressal of grievances and complaints of security holders as may be required in the interests of the security holders.

b) To review the measures taken for effective exercise of voting rights by shareholders.

c) To review the adherence to the service standards adopted by the Company in relation to various services provided by the Registrar & Share Transfer Agent.

d) To review the following:

   i) measures and initiatives taken for reducing the quantum of unclaimed dividends; and

   ii) ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders.

e) To approve requests of re-materialisation of shares/securities, issuance of split and duplicate shares/security certificates.

Details of SRC Meetings:

Three meetings of the SRC were held during FY 2025-26. These meetings were held on June 30, 2025, September 26, 2025 and January 12, 2026. The necessary quorum was present at all the meetings.

The attendance details of the members at the SRC meetings held during FY 2025-26 are as follows:

Name of the Committee Member	Position	No. of Committee meetings held during Member's tenure	No. of Committee meetings attended by Member during his/ her tenure	Atten-dance (%)
Ms. Nishi Vasudeva	Chairperson	3	3	100%
Ms. Roshni Nadar Malhotra	Member	3	3	100%
Mr. Shikhar Malhotra	Member	3	2	66.67%

Investors' Grievances

The following table shows the Investors' complaints received and resolved during FY 2025-26:

Particulars	No. of Complaints
Investor complaints pending at the beginning of the year	NIL
Investor complaints received during the year	17
Investor complaints disposed off during the year	17
Investor complaints remaining unresolved at the end of the year	NIL

D. Risk Management Committee

The Risk Management Committee ("RMC") of the Company meets the criteria laid down under Regulation 21 of the Listing Regulations.

As on March 31, 2026, the RMC comprises four members, all of whom are Independent Directors. The Committee is chaired by Mr. Deepak Kapoor. Ms. Bhavani Balasubramanian, Ms. Lee Fang Chew and Ms. Nishi Vasudeva are the other members of the Committee.

Further, Ms. Kimsuka Narsimhan, Independent Director, was co-opted as a Member of the RMC w.e.f. April 20, 2026.

Key Terms of Reference

The key terms of reference of RMC, *inter alia*, includes the following:

a) Overseeing the identification, evaluation, monitoring and mitigation of internal and external risks.

b) Formulate a detailed Risk Management Policy and periodically review the same.

c) Review global privacy compliance program to mitigate significant privacy risks.

d) Maintain an aggregated view on the risk profile of the Company/industry in addition to the profile of individual risks.

e) Advise the Board on acceptable levels of risk appetite, tolerance and strategy appropriate to the size and nature of business and the complexity and geographic spread of the Company's operations.

f) Approve the treasury/investment policy and review the performance thereof.

g) Review strategies for managing the foreign exchange exposure and to approve the forex/ hedging policy.

h) Review and approve the insurance coverage program for the Company.

The detailed terms of reference of the RMC are available on the website of the Company at https://www.hcltech.com/investor-relations/governance-policies.

Details of the RMC Meetings:

Four meetings of the RMC were held during FY 2025-26. These meetings were held on June 30, 2025, September 26, 2025, November 10, 2025, and March 20, 2026. The necessary quorum was present at all the meetings. The maximum interval between any two consecutive meetings did not exceed 210 days, as prescribed under the Listing Regulations.

The attendance details of the members at the RMC meetings held during FY 2025-26 are as follows:

Name of the Committee Member	Position	No. of Committee meetings held during Member's tenure	No. of Committee meetings attended by Member during his/ her tenure	Atten-dance (%)
Mr. Deepak Kapoor	Chairperson	4	4	100%
Ms. Bhavani Balasub-ramanian	Member	4	3	75%
Ms. Lee Fang Chew	Member	4	4	100%
Ms. Nishi Vasudeva	Member	4	4	100%
Mr. Thomas Sieber (1)	Member	1	1	100%

Note:

1) *Mr. Thomas Sieber ceased to be an Independent Director of the Company w.e.f. August 26, 2025, on completion of his tenure. Accordingly, he ceased to be member of the Committee w.e.f. the said date.*

E. Corporate Social Responsibility Committee

The Corporate Social Responsibility ("CSR") Committee of the Company meets the criteria laid down under Section 135 of the Act.

The CSR Committee comprises three members out of which two are Independent Directors. The Committee is chaired by Ms. Roshni Nadar Malhotra. Ms. Bhavani Balasubramanian and Mr. Simon John England, Independent Directors of the Company, are the other members of the Committee.

The CSR Policy of the Company is available on the website of the Company and the weblink for the same has been provided at the end of this Report.

Key Terms of Reference

The key terms of reference of CSR Committee, *inter alia*, includes the following:

a) Formulate and recommend to the Board, a CSR Policy and monitor the CSR policy.

b) Recommend the amount of expenditure to be incurred on CSR activities.

c) Formulate and recommend to the Board the Annual Action Plan and monitor the Annual Action Plan.

d) Institute a transparent monitoring mechanism for implementation of CSR projects or programs or activities undertaken by the Company.

e) Review the need for Impact Assessment, if any, for the projects or programmes.

The detailed terms of reference of the CSR Committee are available on the website of the Company at https://www.hcltech.com/investor-relations/governance-policies.

Details of CSR Committee Meetings:

Two meetings of the CSR committee were held during FY 2025-26. These meetings were held on April 11, 2025 and October 6, 2025. The necessary quorum was present at all the meetings.

The attendance details of the members at the CSR Committee meetings held during FY 2025-26 are as follows:

Name of the Committee Member	Position	No. of Committee meetings held during Member's tenure	No. of Committee meetings attended by Member during his/ her tenure	Atten-dance (%)
Ms. Roshni Nadar Malhotra	Chairperson	2	2	100%
Ms. Bhavani Balasub-ramanian	Member	2	2	100%
Mr. Simon John England	Member	2	2	100%

F. ESG & Diversity Equity Inclusion Committee

In order to affirm, guide and support the commitment of the Company towards ESG and to drive gender diversity, the Company has in place a Committee of the Board named as ESG & Diversity Equity Inclusion ("ESG & DEI") Committee.

The ESG & DEI Committee of the Company comprises of three members, out of which two are Independent Directors. The Committee is chaired by Mr. Simon John England, Independent Director. Ms. Bhavani Balasubramanian and Ms. Roshni Nadar Malhotra are the other members of the Committee.

Key Terms of Reference

The key terms of reference of the ESG & DEI Committee, *inter alia*, includes the following:

a) Review emerging risks and opportunities associated with sustainability/ESG issues relative to the Company that have the potential to impact reputation and business performance.

b) Approve the immediate and long-term plans and strategy for sustainability/ESG and satisfy itself that such strategies are integrated into the Company's strategic plan.

c) Guide the management on the Company's public disclosures with respect to ESG matters.

d) Review Business Responsibility and Sustainability Report.

e) Review the hiring process to ensure that there is fair representation of women.

f) Review that the Company builds leadership pipeline to achieve balanced gender ratio to all the levels of leadership.

g) Review that the Company empowers people of different ethnicity and diverse cultural backgrounds.

h) Review that the Company ensure non-discrimination and recognition of the diversity of people with disabilities.

The detailed terms of reference of the ESG & DEI Committee are available on the website of the Company at https://www.hcltech.com/investor-relations/governance-policies.

Details of ESG & DEI Committee Meetings:

Four meetings of the ESG & DEI Committee were held during FY 2025-26. These meetings were held on May 2, 2025, August 8, 2025, November 13, 2025, and February 9, 2026. The necessary quorum was present at all the meetings.

The attendance details of the members at the ESG & DEI Committee meetings held during FY 2025-26 are as follows:

Name of the Committee Member	Position	No. of Committee meetings held during Member's tenure	No. of Committee meetings attended by Member during his/ her tenure	Atten-dance (%)
Mr. Simon John England	Chairperson	4	4	100%
Ms. Bhavani Balasub-ramanian	Member	4	4	100%
Ms. Roshni Nadar Malhotra	Member	4	3	75%

19. Particulars of Senior Management of the Company

The name and designation of the Senior management persons of the Company as on March 31, 2026, are given below:

S. No.	Name	Designation
1.	Mr. Shiv Kumar Walia	Chief Financial Officer
2.	Mr. Rahul Singh	Chief Operating Officer-Corporate Functions
3.	Mr. Ramachandran Sundararajan	Chief People Officer
4.	Mr. Vijay Anand Guntur	Chief Technology Officer & Head of Ecosystems
5.	Mr. Manish Anand	Company Secretary

20. Criteria for Making Payments to Executive and Non-Executive Directors And Key Managerial Personnel of the Company

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

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

A. <u>Executive Director:</u>

On the recommendations of the Board and the NRC, the shareholders of the Company subject to the approval of the Central Government in the Annual General Meeting of the Company held on August 26, 2025 has approved the re-appointment of Mr. C. Vijayakumar as CEO & Managing Director of the Company effective from September 1, 2025 to March 31, 2030 (both days inclusive) including remuneration effective from April 1, 2025.

In terms of the shareholders' approval for the re-appointment of Mr. C. Vijayakumar as the CEO & Managing Director, the appointment may be terminated by either party by giving to the other party six months' prior notice of such termination. However, the Company will have an option to terminate the services on immediate basis or by shorter notice by paying remuneration in lieu thereof.

The remuneration paid to Mr. C. Vijayakumar during the financial year ended March 31, 2026, is as under:

Particulars	FY 2025-26 (USD Million)
Base Salary	2.48
Performance linked Bonus	2.00
Long-term incentive - cash component	3.94
Long-term incentive – perquisite value of the RSUs exercised during FY'26	9.40
Benefits, Perquisites, Allowances, etc.	0.31
Total	**18.13**

Notes:

1) *Mr. C. Vijayakumar is based in the USA and draws remuneration from HCL America Inc., a step-down wholly owned subsidiary of the Company, incorporated under the laws of California, USA and he did not receive any remuneration from the Company.*

The performance-linked bonus of USD 2 million paid in FY 2025-26 was related to his performance for the previous FY 2024-25.

2) *The Long-term incentive ("LTI") is paid at fixed intervals (at the end of two years) based on the achievement of milestones/parameters decided by the Board. Accordingly, the LTI relating to his performance for FY 2023-24 and FY 2024-25 was paid during FY 2025-26.*

3) *As part of the LTI certain number of RSUs were granted to Mr. C. Vijayakumar, the details of which are given hereunder:*

Particulars	Performance Based RSUs		Tenure Based RSUs		
Financial Year	2021-22	2025-26	2021-22	2023-24	2025-26
No. of RSUs Granted	9,00,060	16,04,849	3,27,295	44,732	14,35,737
Exercise Price per RSU	₹ 2/-	₹ 2/-	₹ 2/-	₹ 2/-	₹ 2/-
RSU Vesting details					
Financial Year	**No. of RSUs**				
2023-24	3,37,523	-	-	-	-
2024-25	-	-	3,27,295	44,732	-
2025-26	5,62,537	-	-	-	-
2026-27	-	1,34,218	-	-	7,45,547
2027-28	-	5,08,036	-	-	1,01,862
2028-29	-	1,33,694	-	-	3,59,139
2029-30	-	5,08,036	-	-	2,29,189
2030-31	-	3,20,865	-	-	-
RSUs Exercise details					
Financial Year	**No. of RSUs**				
2023-24	3,37,523	-	-	-	-
2024-25	-	-	3,27,295	44,732	-
2025-26	5,62,537	-	-	-	-

B. **Non-Executive Directors:**

During the financial year under review, the Company paid sitting fees to its Non-Executive Directors for attending the meetings of the Board and Audit Committee of the Company. The Company also paid commission to its Non-Executive Directors as per the limits approved by the Board and the shareholders of the Company.

The details of sitting fees and commission to the Non-Executive Directors for the year ended March 31, 2026, are as under:

(₹ in crores)

Name of the Director	Sitting fees paid for FY 2025-26	Commission payable for FY 2025-26
Ms. Roshni Nadar Malhotra	0.02	1.48
Mr. Amitabh Kant*	0.01	0.77
Ms. Bhavani Balasubramanian	0.03	1.65
Mr. Deepak Kapoor	0.03	1.63
Ms. Lee Fang Chew	0.03	1.89
Ms. Nishi Vasudeva	0.03	1.61
Mr. Shikhar Malhotra	0.02	1.39
Mr. Simon John England	0.02	1.84
Mr. Thomas Sieber**	0.01	0.84
Ms. Vanitha Narayanan	0.02	2.00

**Mr. Amitabh Kant was appointed as an Independent Director of the Company w.e.f. September 8, 2025.*

***Mr. Thomas Sieber ceased to be an Independent Director of the Company w.e.f. August 26, 2025, on completion of his tenure.*

There are no other pecuniary relationships or transactions in regard to the payment of remuneration of the Non-Executive Directors with the Company.

21. Succession Planning

Succession Planning forms part of the Company's leadership and governance framework and is aimed at ensuring continuity in key positions, including directors, the Chief Executive Officer, Chief Operating Officer – Corporate Functions, Chief Financial Officer, Senior Management and other Corporate Officers. The process focuses on identifying and developing internal talent to maintain a strong pipeline of capable leaders ready to assume higher responsibilities as required.

Succession planning is included in the charter of the Nomination and Remuneration Committee ("NRC"). The NRC is responsible for identifying, screening and reviewing suitable candidates, from within or outside the Company, and makes its recommendations to the Board in respect of appointments to the Board, Key Managerial Personnel and Senior Management. It also approves the appointment of Corporate Officers.

22. Independence of Statutory Auditors

The Board confirms that the Statutory Auditors of the Company are independent and maintain an arm's length relationship with the Company.

Total fees paid to Statutory Auditors

During FY 2025-26, ₹ 13 crores were paid/incurred by the Company and its subsidiaries to the Statutory Auditors in India; and ₹ 12 crores were paid/Incurred by the Company and its overseas subsidiaries to the firms which are member firms and/or licensees of the international organization of which the Statutory Auditors of the Company is a sub-licensee. The fee was paid for audit services related to the Company and some of its subsidiaries and included fee for review/audit of IFRS financial statements on a consolidated basis. No non-audit services were availed, either in India or overseas, from the Statutory Auditors of the Company, their network firms, and the firms which are member firms and/or licensees of the international organization of which the Statutory Auditors of the Company is a sub-licensee.

23. Code of Business Ethics and Conduct Policy

The Board has prescribed a Code of Business Ethics and Conduct ("COBEC") Policy that provides for transparency, ethical conduct, a friendly workplace, legal compliance and protection of Company's property and information. COBEC is a set of principles that guides the directors, officers and employees of the Company in their dealing with third party vendors, consultants and customers across the world. COBEC also includes the duties of Independent Directors as mentioned in Schedule IV of the Act. COBEC Policy is periodically reviewed taking into account the prevailing business and ethical practices. All Board members and Senior Management personnel have confirmed compliance with COBEC Policy for FY 2025-26. A declaration to this effect signed by the Chairperson and CEO & Managing Director of the Company is provided in this Annual Report.

24. Code for Prevention of Insider Trading

The Company has comprehensive codes and policies on prevention of Insider Trading and fair disclosure in line with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time). The Code of Conduct on Prohibition of Insider Trading ("Insider Trading Code") *inter alia* prohibits trading in the shares (including derivatives) of the Company by the Designated Persons (as defined under the Insider Trading Code) and their immediate relatives, while in possession of unpublished price sensitive information.

25. Anti-Bribery and Anti-Corruption Policy

To ensure that the Company is conducting its business activities with honesty, integrity and the highest possible ethical standards and to demonstrate the Company's commitment towards prevention, deterrence and detection of fraud, bribery and other corrupt business practices, the Company has in place an Anti-Bribery and Anti-Corruption ("ABAC") Policy and Program that applies to the directors, employees at all levels, consultants, agents and other persons associated with the Company, its affiliates and subsidiaries. This Policy covers matters relating to hospitality, offset obligations, employment of relatives, guidance on gifts, political/charitable contributions, extortion/blackmail responses etc. ABAC Policy is available on the website of the Company and the weblink for the same has been provided at the end of this Report.

The Company has aligned its ABAC framework with the ISO 37001:2016 Anti-Bribery Management Systems ("ABMS") certification. This has helped strengthen the ABAC framework to encourage all employees and business associates to understand and embrace the ethical standards and make informed and ethical decisions. The certification agency, the British Standards Institution ("BSI"), has issued the ISO 37001:2016 certificate dated December 17, 2023 to the Company re-certifying HCLTech's ABMS as valid for a further period of 3 years till December 16, 2026, and re-certifiable further thereafter.

HCLTech has received the coveted designation of Ethisphere's 2026 World's Most Ethical Companies®, for the third consecutive year. Ethisphere is a global leader in defining and advancing the standards of ethical business practices. HCLTech received this recognition after completing the World's Most Ethical Companies assessment process, which requires companies to provide over 240 different proof points on their culture of ethics; environmental, social, and governance (ESG) practices; ethics and compliance program; and initiatives that support a strong value chain.

26. Prevention and Redressal of Sexual Harassment at Workplace Policy

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") and Rules made thereunder, in order to provide a safe and healthy work environment free of any hassles and all kinds of harassment including sexual harassment and to prevent and redress such harassment complaints, the Company has in place Prevention and Redressal of Sexual Harassment at Workplace Policy. This policy applies to all employees of the Company, its group companies and joint ventures operating out of India like regular, temporary, ad-hoc, daily wagers, contractual staff, vendors, clients, consultants, trainees, probationers, apprentices, contract labour and all visitors to the Company. Any complaint about harassment is treated under this Policy. This Policy is not confined to the actual working place of the employees in the sense of the physical space in which paid work may be performed as per the prescribed duty hours but also includes any place visited by the employee arising out of or during the course of employment. The Company has constituted a committee for redressal of all sexual harassment complaints. These matters are also being reported to the Audit Committee.

The details regarding the sexual harassment complaints required as per Rule 8 of the Companies (Accounts) Rules, 2014 and the Listing Regulations are as follows:

S. No.	Particulars	No. of Complaints
1.	Number of complaints filed during the financial year	31
2.	Number of complaints disposed of during the financial year	27
3.	Number of complaints pending as on end of the financial year	4
4.	Number of complaints pending for more than ninety days	1

27. Whistleblower Policy/Vigil Mechanism

The principles of trust through transparency and accountability are at the core of the Company's existence. To ensure strict compliance with ethical and legal standards across the Company, a Whistleblower Policy is in place to provide appropriate avenues to the employees, contractors, contractors' employees, clients, vendors, internal or external auditors, consultants, law enforcement/regulatory agencies or other third parties to bring to the attention of the management any issues which are perceived to be of unethical behavior including breach of Company's Code of Conduct to regulate, monitor and report Insider Trading by Designated Persons and their immediate relatives, including any incident involving leak or suspected leak of unpublished price sensitive information, actual or suspected fraud or violation of the Company's Code of Business Ethics and Conduct. All cases registered under the Whistleblower Policy of the Company are reported to the external Ombudsperson who carries out preliminary investigation.

Complaints received against any EX-band (i.e. Executive Vice Presidents) and "C" Level Officers (CEO/CFO/CPO/President/Corporate Officers) or complaints against any Director or Chairperson of the Company are overseen by the Chairperson of the Audit Committee and disciplinary action is decided by the Audit Committee. Complaints against other employees are investigated by an independent team which is overseen by the Ethics Committee. The Whistleblower has direct access to the Chairperson of the Audit Committee, and the Chairperson of the Audit Committee is authorized to prescribe suitable directions in this regard. The identity of the Whistleblower is kept confidential.

The Audit Committee reviews the policy and its implementation on periodic basis and is provided a quarterly update on the status of various complaints received and investigated. The policy is available on the website of the Company and the weblink for the same has been provided at the end of this Report.

28. General Body Meetings

A. Annual General Meeting ("AGM"):

The location and time of the AGMs held and details of special resolutions passed thereat during the preceding 3 years are as follows:

Financial Year	Date	Time (IST)	Venue	Details of Special Resolution passed
2024-25	August 26, 2025	11:00 A.M.	Via Video Conferencing	1. Re-appointment of Ms. Vanitha Narayanan (DIN - 06488655) as an Independent Director of the Company. 2. Variation in the HCL Technologies Limited - Restricted Stock Unit Plan 2024. 3. Authorization for secondary acquisition of equity shares of the Company by HCL Technologies Stock Options Trust for implementation of variation in 'HCL Technologies Limited - Restricted Stock Unit Plan 2024' and providing financial assistance in this regard.
2023- 24	August 13, 2024	11:00 A.M.	Via Video Conferencing	Re-appointment of Mr. Simon John England as an Independent Director of the Company.
2022-23	August 22, 2023	11:00 A.M.	Via Video Conferencing	No special resolution was passed.

B. Extraordinary General Meeting ("EGM"):

No EGM of the Members was held during FY 2025-26.

29. Details of Special Resolutions Passed through Postal Ballot, the Person who conducted the Postal Ballot Exercise, Details of the Voting Pattern and Procedure of Postal Ballot

During the year under review, approval of the shareholders was received on the following matter via special resolution passed on October 29, 2025, through postal ballot/remote e-voting facility:

- Appointment of Mr. Amitabh Kant (DIN - 00222708) as an Independent Director of the Company.

Details of Voting Results

Based on Scrutinizer's Report, the details of voting results in respect of the resolution passed through postal ballot are as under:

Resolution	No. of votes polled	No. of votes - in favour	No. of votes - against	% of votes polled outstanding shares	% of votes in favour on votes polled	% of votes against on votes polled
Appointment of Mr. Amitabh Kant (DIN - 00222708) as an Independent Director of the Company	2,51,30,95,828	2,50,91,87,259	39,08,569	92.61%	99.84%	0.16%

The postal ballot was conducted in accordance with the provisions of Sections 108 & 110 and other applicable provisions of the Act, read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("Management Rules") and Regulation 44 of the Listing Regulations.

M/s. Nityanand Singh & Co., Company Secretaries, (Membership No. FCS 2668; CP No. 2388), was appointed as the Scrutinizer for conducting the postal ballot through remote e-voting process in a fair and transparent manner in accordance with the Act and the Management Rules made thereunder.

Details of special resolution proposed to be conducted through Postal Ballot:

The Board in its meeting held on April 20-21, 2026 has approved for seeking approval of shareholders through postal ballot for voting via remote e-voting process only on the following special business:

- Appointment of Ms. Kimsuka Narsimhan (DIN - 02102783) as an Independent Director of the Company.

30. Means of Communication

A. The quarterly, half-yearly and annual financial results of the Company are published in leading newspapers in India, generally in Mint (all editions) and Hindustan Hindi (Delhi Edition).

B. The Company's website i.e. www.hcltech.com provides comprehensive information on the Company's portfolio of businesses. The website has an exclusive section on 'Investor Relations' on the Company's website https://www.hcltech.com/investor-relations, that enables to access information at convenience. The financial results, Annual Report, details of earnings call, investor presentations, press releases, quarterly reports and other documents are hosted on the website and also communicated to the stock exchanges viz. NSE and BSE.

C. During the financial year under review, the necessary filings and intimations filed by the Company on NSE and BSE were also filed on the dedicated website of Singapore Exchange Limited ("SGX") i.e. SGX Stargate, as the Unsecured Notes of HCL America Inc., a step-down wholly owned subsidiary of the Company, incorporated under the laws of California, USA were listed on the SGX. These notes were fully repaid on March 10, 2026.

31. General Shareholder Information

a)	**Annual General Meeting ("AGM"):** **Date** **Time** **Venue**	The date, time and venue of the AGM shall be provided in the AGM Notice that will be circulated with the Annual Report.
b)	**Financial Year**	April 1, 2025 to March 31, 2026.
c)	**Date of Book Closure**	There is no Book Closure for the AGM to be held for FY 2025-26.
d)	**Dividend Payment Date**	There is no final dividend recommended by the Board.
e)	**Listing of Equity Shares on stock exchanges in India**	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.: +91-22-26598100, Fax: +91-22-26598210
		BSE Limited ("BSE") Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001, India Tel.: +91-22-22721233, Fax: +91-22-22721919
f)	**ISIN for Equity Shares**	INE860A01027
g)	**Listing Fees**	Paid to all Stock Exchanges for the FY 2025-26.
h)	**Registered Office**	806, Siddharth, 96, Nehru Place New Delhi – 110 019, India Tel.: +91-11-26436336
i)	**Registrar to an Issue and Share Transfer Agent**	M/s. MUFG Intime India Private Limited Unit- HCL Technologies Limited C-101, Embassy 247 L.B.S. Marg, Vikhroli (West) Mumbai - 400 083

		SEBI Registration No.: INR000004058 Corporate Identity Number: U67190MH1 999PTC118368 Telephone: +91-8108116767 Fax: +91-22-4918 6060 E-mail: investor.helpdesk@in.mpms.mufg.com Website: https://in.mpms.mufg.com/ **Self-Service Portal for Investors** • iDIA Chatbot to ask shareholders queries can be accessed at https://in.mpms.mufg.com/. • SWAYAM a user-friendly web-based application, for shareholders services can be accessed at https://swayam.in.mpms.mufg.com.
j)	**Share Transfer System**	In accordance with the Listing Regulations transfer, transmission, transposition of securities, and all requests for issue of duplicate share certificates, renewal exchange of securities, sub-division/splitting of securities, consolidation of securities/ folios, claims from the Unclaimed Suspense Account shall be effected only in dematerialized form. With effect from April 2, 2026, SEBI has enabled a mechanism for direct credit of shares into the shareholder's demat accounts against the aforesaid requests. However, to enable this direct credit the shareholders are required to submit the following documents with the Company's RTA: 1. Form ISR-4 2. Demat Conversion Request Form ("DCRF") – NSDL or Demat Request Form ("DRF") - CDSL, as provided by the Depositories. 3. Latest Client Master List ("CML") not older than two months and duly attested by the Depository Participant ("DP") where the demat account is held. 4. Signature of Beneficiary owner(s) of the demat account required to be attested by the DP on DCRF/DRF and CML, as applicable. Further, SEBI vide its circular dated January 30, 2026, has provided a special window for those shareholders who had purchased/sold shares prior to April 1, 2019, and their transfer requests were earlier rejected, returned or left unattended due to deficiencies in documentation or process. This Special Window is open till February 4, 2027 for re-lodgment of requests with the Company. Such transfer will be processed only in dematerialized form. These shares will be under lock-in for one year from the date of registration of transfer and cannot be transferred, pledged, or lien marked.
k)	**Dematerialization of Shares and Liquidity**	As on March 31, 2026, about 99.98% of the equity shares issued by the Company were held in dematerialized form. As 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.
l)	**Reconciliation of Share Capital Audit Report**	As required under Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, the reconciliation of share capital audit report on the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and the total issued and listed capital for each of the quarter in FY 2025-26 was carried out. The audit reports confirm 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.
m)	**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.
n)	**Commodity price risk or foreign exchange risk and hedging activities**	The Company does not deal in commodities and hence the disclosure pursuant to SEBI Master Circular dated January 30, 2026, is not required to be given. For details on foreign exchange risk and hedging activities, please refer to Management Discussion and Analysis Report which forms part of this Annual Report.

o)	**Centers' Locations**	The Company does not have any manufacturing plants but have development centers and offices in India and overseas. All the global locations including India locations are available on the website of the Company at https://www.hcltech.com/global-presence
p)	**Address for Shareholders' correspondence**	The Secretarial Department HCL Technologies Limited Plot No. 3A, Sector -126, Noida-201 304, U.P., India Tel.: +91-120-4306000 E-mail ID: investors@hcltech.com M/s. MUFG Intime India Private Limited Unit: HCL Technologies Limited C-101, Embassy 247 L.B.S. Marg, Vikhroli (West) Mumbai - 400 083, India Telephone: +91-8108116767 Fax: +91-22-49186060 Toll Free: 1800-1020-878 E-mail: investor.helpdesk@in.mpms.mufg.com Designated exclusive e-mail ID for investors servicing: investors@hcltech.com
q)	**Credit Ratings**	i. **For Bank Limits:** ICRA Limited has re-affirmed its long-term rating **[ICRA]AAA (Stable)** and short-term rating **[ICRA] A1+** to the Company in respect of its bank limits during the financial year under review. ii. **For Senior Unsecured Notes:** S&P Global Ratings ("S&P") re-affirmed the Company's credit rating of **A-/Stable/--** in its capacity as guarantor of the USD 252.207 million senior unsecured notes ("Notes") issued by HCL America Inc., a step-down wholly owned subsidiary of the Company incorporated under the laws of California, USA. In addition, Fitch Ratings Limited ("Fitch") also re-affirmed the Company's long-term rating of **A-** with a Stable Outlook and assigned a long-term rating of **A-** to the Notes issued by HCL America Inc. HCL America Inc., in March 2021 had issued Notes of USD 500 million. In February 2023, the Notes of USD 247.793 million in aggregate principal amount were bought back & cancelled by HCL America Inc. Further, on March 10, 2026, HCL America Inc. has fully repaid the balance outstanding Notes of USD 252.207 million in aggregate principal amount. As there are no outstanding Notes, the said guarantee has been released by the Trustee of the Notes.

r) Shareholding as on March 31, 2026

i) Distribution of shareholding

Number of Equity Shares held	No. of Shareholders	Shareholders (%)	No. of Shares	Shares (%)
1 – 500	8,84,000	97.31%	3,57,36,910	1.32%
501 – 1,000	12,100	1.33%	89,63,529	0.33%
1,001 – 2,000	5,373	0.59%	77,98,605	0.29%
2,001-3,000	1,746	0.19%	43,23,398	0.16%
3,001-4,000	847	0.09%	30,04,446	0.11%
4,001-5,000	562	0.06%	25,67,657	0.09%
5,001-10,000	1,185	0.13%	85,71,331	0.32%
10,001 and above	2,707	0.30%	2,64,26,99,220	97.38%
Total	**9,08,520**	**100.00%**	**2,71,36,65,096**	**100.00%**

ii) **Categories of equity shareholders**

Category	No. of Shares held	Voting strength (%)
Promoters	1,65,14,16,520	60.86%
Foreign Portfolio Investors/Foreign Institutional Investors/ Foreign Banks/OCB	42,47,72,092	15.64%
Mutual Funds	25,01,86,503	9.22%
Alternate Investment Funds	30,28,084	0.11%
Financial Institutions/Banks/Insurance Companies/Provident or Pension Funds/Sovereign Wealth Funds/NBFCs registered with RBI	26,20,79,308	9.66%
Non Institution (Resident Individuals, HUFs and Trusts)	8,67,62,670	3.20%
Bodies Corporate (Domestic)	89,69,386	0.33%
NRIs/Foreign nationals	1,81,28,024	0.66%
Central Government/State Government(s)/President of India/ Investor Education and Protection Fund	4,14,064	0.02%
Clearing Members	10,040	0%
Employee Trust (HCL Technologies Stock Options Trust)	78,98,382	0.29%
Escrow Demat Account	23	0%
Grand Total	**2,71,36,65,096**	**100%**

s) **Transfer of Unclaimed Dividend to the Investor Education and Protection Fund ("IEPF")**

Pursuant to the provisions of Section 124 of the Act, the dividend amounts which have remained unclaimed for a period of seven years from the date of transfer to the unpaid dividend account have been transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government pursuant to Section 125 of the Act. Shareholders who have not enchased their dividend warrants relating to the dividend specified in table below are requested to immediately send their requests for issue of duplicate warrants. Once the unclaimed dividend is transferred to the IEPF, the same can be claimed from the IEPF Authority after following the procedures prescribed in the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Year	Dividend Type	Date of Declaration	Dividend Amount/ per share (₹)	Last date for claiming unpaid dividend from the Company
2019-2020	Interim	May 9, 2019	2/-	June 8, 2026
	Interim	August 7, 2019	2/-	September 6, 2026
	Interim	October 23, 2019	2/-	November 22, 2026
	Interim	January 17, 2020	2/-	February 16, 2027
	Final	September 29, 2020	2/-	October 29, 2027
2020-2021	Interim	July 17, 2020	2/-	August 16, 2027
	Interim	October 16, 2020	4/-	November 15, 2027
	Interim	January 15, 2021	4/-	February 14, 2028
2021-2022	Interim	April 23, 2021	16/-	May 23, 2028
	Interim	July 19, 2021	6/-	August 18, 2028
	Interim	October 14, 2021	10/-	November 13, 2028
	Interim	January 14, 2022	10/-	February 13, 2029
2022-2023	Interim	April 21, 2022	18/-	May 21, 2029
	Interim	July 12, 2022	10/-	August 11, 2029
	Interim	October 12, 2022	10/-	November 11, 2029
	Interim	January 12, 2023	10/-	February 11, 2030

Year	Dividend Type	Date of Declaration	Dividend Amount/ per share (₹)	Last date for claiming unpaid dividend from the Company
2023-2024	Interim	April 20, 2023	18/-	May 20, 2030
	Interim	July 12, 2023	10/-	August 11, 2030
	Interim	October 12, 2023	12/-	November 11, 2030
	Interim	January 12, 2024	12/-	February 11, 2031
2024-2025	Interim	April 26, 2024	18/-	May 26, 2031
	Interim	July 12, 2024	12/-	August 11, 2031
	Interim	October 14, 2024	12/-	November 13, 2031
	Interim	January 13, 2025	18/-	February 12, 2032
2025-2026	Interim	April 22, 2025	18/-	May 22, 2032
	Interim	July 14, 2025	12/-	August 13, 2032
	Interim	October 13, 2025	12/-	November 12, 2032
	Interim	January 12, 2026	12/-	February 11, 2033
2026-2027	Interim	April 21, 2026	24/-	May 21, 2033

The Company sends regular reminders to the shareholders to claim their dividends in order to avoid the transfer of dividends/shares to the IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shares (along with the name of shareholders) liable to be transferred to the IEPF Authority, are uploaded on the website of the Company and the weblink for the same has been provided at the end of this Report.

t) Financial Calendar (tentative and subject to change)

Financial reporting for the first quarter ending June 30, 2026	2nd/3rd Week of July, 2026
Financial reporting for the second quarter and half year ending September 30, 2026	2nd/3rd Week of October, 2026
Financial reporting for the third quarter ending December 31, 2026	2nd/3rd Week of January, 2027
Financial reporting for the fourth quarter and year ending March 31, 2027	3rd/4th Week of April, 2027
AGM for the year ending March 31, 2027	July/August, 2027

32. Disclosures

A. Related Party Transactions

During FY 2025-26, the Company has not entered into any materially significant related party transactions that may have any potential conflict with the interest of the Company at large.

B. Compliances by the Company

The Company has complied with the applicable 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 during the last three years.

C. Other Disclosures

a) The Company has in place the Whistleblower Policy which provides the Whistleblower, direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. Further, no employee has been denied access to the Audit Committee.

b) During the financial year under review, the Company did not raise any money through public issue, right issues, preferential issue or qualified institutional placement.

c) Maintenance of cost records and requirement of cost audit as prescribed by the Central Government under the provisions of the Section 148(1) of the Act are not applicable to the business activities carried out by the Company. Accordingly, such cost accounts and records are not maintained by the Company.

d) In terms of the provisions of the Listing Regulations, the Company has in place an "Policy for preservation of documents" and a "Policy for Determination of Materiality of Events or Information". Both the policies are available on the website of the Company and the weblinks for the same have been provided at the end of this Report.

e) The Company has not given any loans and advances to the firms/companies in which the Directors are interested.

33. Compliance with Mandatory and Non-Mandatory Requirements

The Listing Regulations provide certain mandatory requirements which have to be fulfilled by the Company. The Company has complied with all the mandatory requirements of the Listing Regulations. Further, the Company confirms compliance with corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the Listing Regulations, as applicable.

The Listing Regulations further state certain non-mandatory requirements which may be implemented as per the discretion of the Company. The Company complies with the following non-mandatory requirements:

a) **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. The Company communicates with investors regularly through e-mails, conference calls, and face to face meetings either in investor's conferences or on one-on-one basis.

The Company leverages the internet in communicating with its investors. After the announcement of the quarterly results, a business television channel in India generally telecasts discussions with the management. This enables a large number of retail investors to understand the Company's operations and performance. The announcement of quarterly results is followed by media briefing in press conferences and earnings conference calls. The earnings calls are also webcast live on the internet. Further, transcripts of the earnings calls are hosted on the website of the Company and the weblink for the same has been provided at the end of this Report.

The quarterly financial results are also published in English and Hindi daily newspapers

b) **Audit Qualifications**

It is always the Company's endeavor to present unqualified financial statements. There are no qualifications, reservations, adverse remarks or disclaimer by the Statutory Auditors in their Report on the financial statements of the Company for the financial year ended March 31, 2026.

Further, there are no qualifications, reservations, adverse remarks or disclaimers by the Secretarial Auditor in their report on compliance with the applicable statutory provisions and adherence to good corporate practices for the financial year ended March 31, 2026.

c) **Separate posts of Chairperson and CEO**

The positions of the Chairperson and the CEO are held by separate individuals. Ms. Roshni Nadar Malhotra, Non-Executive Director is the Chairperson of the Company and Mr. C. Vijayakumar is the CEO & Managing Director of the Company. The Chairperson and the CEO are not related to each other.

d) **Reporting of Internal Auditor**

The internal auditor reports directly to the Audit Committee of the Company.

34. Subsidiary Companies and Policy on Material Subsidiary

a) **Subsidiary Company**

The Audit Committee of the Company reviews the financial statements in particular the inter-corporate loans and investments made by or in the subsidiary companies. The minutes of the Board meetings as well as the statement 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.

b) **Policy for Material Subsidiary**

The Company has formulated and adopted a Policy for determining Material Subsidiary in line with the requirements of the Listing Regulations. The Policy aims to set out the principles for determining a material subsidiary. The said policy is available on the website of the Company and the web link for the same has been provided at the end of this Report.

c) **Details of material subsidiary**

During FY 2025-26, the following was the material subsidiary of the Company as per the criteria given in Regulation 16 (1)(c) of the Listing Regulations:

Name of the Company	Date of Incorporation	Place of Incorporation	Name of the Statutory Auditor	Date of Appointment of Statutory Auditor
HCL America Inc.	November 7, 1988	United States of America	M/s. B S R & Co. LLP (ICAI Number 101248W/W-100022), Chartered Accountants	June 25, 2025

35. Certificate from Practicing Company Secretary on Non-Disqualification of Directors

As required under Regulation 34(3) and Schedule V of the Listing Regulations, certificate dated April 21, 2026, obtained from M/s. Makarand M. Joshi & Co., Company Secretaries, (Firm Registration No.: P2009MH007000) confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority, is enclosed as Annexure 1 to this Report.

36. Compliance Certificate on the Corporate Governance from the Auditors

The certificate dated April 21, 2026 obtained from M/s. BSR & Co. LLP, the Statutory Auditors of the Company confirming compliance with the Corporate Governance requirements as stipulated under Schedule V read with Regulation 34(3) of the Listing Regulations, is enclosed as Annexure 2 to this Report.

37. CEO/CFO Certification

The Certificate by the CEO & Managing Director and the Chief Financial Officer of the Company on the financial statements for FY 2025-26 as stipulated in Regulation 17(8) of the Listing Regulations read with Part B of Schedule II was placed before the Board. The said Certificate forms part of this Report.

38. Annual Secretarial Compliance Report

As required under Regulation 24A of the Listing Regulations, the Annual Secretarial Compliance Report dated April 21, 2026 issued by M/s. Makarand M. Joshi & Co., Company Secretaries, (Firm Registration No.: P2009MH007000) is available on the website of the Company at https://www.hcltech.com/investor-relations/secretarial-compliance-report.

39. Investor Relations – Enhancing Investor Dialogue

As a listed entity and a responsible corporate citizen, the Company recognizes the imperative need to maintain continuous dialogue with the investor community. The objective of Investor Relations is to keep investors abreast of significant developments that determine Company's overall performance while at the same time addressing investor concerns. This translates into disseminating timely, accurate and relevant information that helps investors in making informed investment decisions.

To ensure effective communication Conference Calls, Management Interviews and Face to Face Investor Meetings are conducted for a direct interaction of market participants with the management team.

The management is committed to build investor relations on the pillars of trust, consistency and transparency. Its proactive approach has enabled the investor community to better understand the nature of the Company's business, management strategies and operational performance over a period of time.

40. List of Weblinks referred to in Directors' Report and Corporate Governance Report

Particulars	Website Link
Annual Return	https://www.hcltech.com/investor-relations/annual-return
Anti-Bribery and Anti-Corruption Policy	https://www.hcltech.com/investors/governance-policies/abacpdf
Policy for Preservation of Documents	https://www.hcltech.com/investors/governance-policies/preservationofdocspolicypdf
Board Diversity Policy	https://www.hcltech.com/investors/governance-policies/diversitypolicy
Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information ('Fair Disclosure Code')	https://www.hcltech.com/investors/governance-policies/fair-disclosure-codepdf
Corporate Social Responsibility Policy	https://www.hcltech.com/investors/governance-policies/csrpolicypdf
Code of Business Ethics and conduct	https://www.hcltech.com/investor-relations/governance-policies/cobec
Details of unclaimed dividends and shares liable to be transferred to IEPF	https://www.hcltech.com/investors/iepf-details.
Dividend Distribution Policy	https://www.hcltech.com/investors/governance-policies/ddppdf
Financial Results	https://www.hcltech.com/investors/results-reports
Financial Statements of Subsidiaries	https://www.hcltech.com/investors/subsidiaries-financials

Particulars	Website Link
Familiarisation Programme for Independent Director	https://www.hcltech.com/investors/governance-policies/familarizationprogidpdf
Investors' Section	https://www.hcltech.com/investors
Letter of Appointment of Independent Director	https://www.hcltech.com/investors/governance-policies/loaidspdf
Policy on Related Party Transactions	https://www.hcltech.com/investors/governance-policies/rptpolicypdf
Policy for determining Material Subsidiary	https://www.hcltech.com/investors/governance-policies/materialsubsidiarypolicypdf
Policy for Determination of Materiality of Events or Information	https://www.hcltech.com/corporate/policy-determining-materiality-events-or-information
Remuneration Policy	https://www.hcltech.com/investors/governance-policies/rempolicypdf
Transcripts of Earnings Calls	https://www.hcltech.com/investors/results-reports
Whistleblower Policy	https://www.hcltech.com/investors/governance-policies/whistleblowerpolicypdf
Disclosure under clause 5A of paragraph A of Part A of Schedule III of Listing Regulations	https://www.hcltech.com/investor-relations/disclosures-under-regulation-30-8.

ANNEXURE - 1

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
HCL Technologies Limited
806, Siddharth, 96, Nehru Place,
New Delhi-110019.

We have examined the relevant disclosures provided by the Directors (as enlisted in Table A) to **HCL Technologies Limited** having **CIN: L74140DL1991PLC046369** and having registered office at 806, Siddharth 96, Nehru Place, New Delhi, India (hereinafter referred to as '**the Company**') for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para C clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information, based on (i) Documents available on the website of the Ministry of Corporate Affairs (MCA) (ii) Verification of Directors Identification Number (DIN) status on the website of the MCA, and (iii) disclosures provided by the Directors to the Company, we hereby certify that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other statutory authority as on 31st March 2026.

Table A

Sr. No.	Name of the Directors	DIN	Date of appointment in Company
1.	Amitabh Kant	00222708	08-09-2025
2.	Bhavani Balasubramanian	09194973	12-01-2024
3.	Deepak Kapoor	00162957	26-07-2017
4.	Lee Fang Chew	02112309	25-04-2024
5.	Nishi Vasudeva	03016991	01-08-2016
6.	Roshni Nadar Malhotra	02346621	29-07-2013
7.	Shikhar Neelkamal Malhotra	00779720	22-10-2019
8.	Simon John England	08664595	16-01-2020
9.	Vanitha Narayanan	06488655	19-07-2021
10.	Vijayakumar Chinnaswamy	09244485	20-07-2021

General Disclaimer: Our Analysis for this certificate does not cover the verification of criteria pertaining to appointment as independent director under Section 149 and criteria pertaining to appointment as Managing Director under Section 196 and Schedule V of the Companies Act, 2013.

For Makarand M. Joshi & Co.
Company Secretaries
ICSI UIN: P2009MH007000
Peer Review Cert. No.: 6832/2025

Makarand Joshi
Partner
FCS No.: 5533
CP No.: 3662
UDIN: F005533H000163053

Date: April 21, 2026
Place: Mumbai

ANNEXURE – 2

INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (Listing Obligations and Disclosure Requirements) REGULATIONS, 2015.

TO THE MEMBERS OF HCL Technologies Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 29 August 2024.
2. We have examined the compliance of conditions of Corporate Governance by HCL Technologies Limited ("the Company"), for the year ended 31 March 2026, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Auditors' Responsibility

4. 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.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2026.
6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance, both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. 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 Regulations.
9. We 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.

Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Rakesh Dewan
Partner
Membership No:092212
UDIN: 26092212OPQBJY2868

Place: Gurugram
Date: 21 April 2026