

**HCL TECHNOLOGIES LIMITED****Regd. Office: 806, Siddharth, 96, Nehru Place, New Delhi – 110 019****NOTICE**

NOTICE is hereby given that the 21<sup>st</sup> Annual General Meeting of the members of HCL Technologies Limited will be held on Friday, the 27<sup>th</sup> day of December, 2013 at 11 A.M. at FICCI Auditorium, Federation House, 1, Tansen Marg, New Delhi - 110 001 to transact the following businesses:

**ORDINARY BUSINESS****Item No. 1 - Adoption of accounts**

To consider and adopt the Profit and Loss Account for the year ended June 30, 2013 and the Balance Sheet and Cash Flow Statement as on that date together with the Reports of the Directors and Auditors thereon.

**Item No. 2 - Re-appointment of Mr. Amal Ganguli as Director**

To appoint a Director in place of Mr. Amal Ganguli, who retires by rotation and being eligible, offers himself for re-appointment.

**Item No. 3 - Re-appointment of Mr. Vineet Nayar as Director**

To appoint a Director in place of Mr. Vineet Nayar, who retires by rotation and being eligible, offers himself for re-appointment.

**Item No. 4 - Retirement of Mr. Subroto Bhattacharya as Director**

Mr. Subroto Bhattacharya, Director, who retires by rotation, has expressed his desire not to seek re-appointment as Director of the Company.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Subroto Bhattacharya, Director, who retires by rotation and who has expressed his desire not to seek re-appointment as Director of the Company, be not re-appointed as Director and that the vacancy thereby caused be not filled up."

**Item No. 5 - Appointment of Statutory Auditors**

To re-appoint auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix their remuneration and reimburse their travelling and out of pocket expenses."

**Item No. 6 - Declaration of dividend**

To declare a final dividend for the financial year ended June 30, 2013.

**SPECIAL BUSINESS****Item No. 7 - Appointment of Mr. Subramanian Madhavan as a Director**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Subramanian Madhavan who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 15, 2013 and who holds office up to the date

of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member of the Company along with a deposit of ₹ 500/- (Rupees Five Hundred only) as prescribed under Section 257 of the Companies Act, 1956 signifying his intention to propose the name of Mr. Subramanian Madhavan as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**Item No. 8. - Appointment of Mr. Keki Mistry as a Director**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Keki Mistry who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 15, 2013 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member of the Company along with a deposit of ₹ 500/- (Rupees Five Hundred only) as prescribed under Section 257 of the Companies Act, 1956 signifying his intention to propose the name of Mr. Keki Mistry as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**Item No. 9 - Appointment of Ms. Roshni Nadar Malhotra as a Director**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Ms. Roshni Nadar Malhotra who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 29, 2013 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member of the Company along with a deposit of ₹ 500/- (Rupees Five Hundred only) as prescribed under Section 257 of the Companies Act, 1956 signifying his intention to propose the name of Ms. Roshni Nadar Malhotra as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**Item No. 10 - Approval for payment of Commission to Non-Executive Directors**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with articles 94 and 95 of the Articles of Association of the Company and Section 309(4)(b) of the Companies Act, 1956, authority be and is hereby accorded to the payment of commission not exceeding one percent of the net profits of the Company to all the Non-Executive Directors of the Company collectively in each financial year over a period of five years beginning from July 1, 2013 and extending upto and including the financial year of the Company ending on June 30, 2018."

"RESOLVED FURTHER THAT the quantum of commission at the end of each financial year to be paid to the above Directors shall be decided by the Board of Directors ("Board") or by Mr. Shiv Nadar, Chairman & Chief Strategy Officer, in case the requisite quorum to take decision on this item is not available in the Board meeting."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its sole and absolute discretion deem necessary or expedient in this regard."

By Order of the Board  
for **HCL Technologies Limited**

Place: New Delhi  
Date: November 28, 2013

Manish Anand  
**Company Secretary**

**NOTES -**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM, DULY COMPLETED AND SIGNED, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING. A BLANK PROXY FORM IS ENCLOSED WITH THIS NOTICE.
2. The Register of Members and Share Transfer Books of the Company will remain closed from December 20, 2013 to December 23, 2013 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
3. The final dividend on equity shares for the year ended June 30, 2013, as recommended by the Board of Directors, if approved in the Annual General Meeting of the Company, shall be paid to those members whose names are on the Company's Register of Members on December 23, 2013. In respect of the shares held in electronic form, the final dividend will be payable to the beneficial owners of shares as at the end of December 19, 2013, as per the details furnished by the Depositories for this purpose.
4. Members holding shares in physical form are advised to update their address and NECS details with the Company's Registrar & Share Transfer Agent, M/s. Alankit Assignments Limited (Unit: HCL Technologies Limited), 205-208, Anarkali Market, Jhandewalan Extension, New Delhi-110055 and in respect of shares held in electronic form, with the respective Depository Participant with whom the demat account is maintained, latest by December 18, 2013.
5. The Certificates from the Auditors of the Company certifying that the '1999 Stock Option Plan', '2000 Stock Option Plan' and '2004 Stock Option Plan' respectively of the Company are being implemented in accordance with the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 and in accordance with the resolutions of the members in the general meetings, shall be available for inspection by the members at the Annual General Meeting.
6. Members/proxies should bring the attendance slips filled in for attending the meeting.
7. The Ministry of Corporate Affairs has vide its Circular No. 17/2011 clarified that a Company would have complied with Section 53 of the Companies Act, 1956 if the service of documents has been made through electronic mode provided that the Company has obtained e-mail addresses of its members for sending the notice/documents through e-mail by giving an advance opportunity to every shareholder to register their e-mail address and changes therein from time to time with the Company. It also provides that where any member has not registered his e-mail address with the company, the service of document etc. will be effected by other modes of service as provided under Section 53 of the Companies Act, 1956. Members are requested to update their e-mail addresses with their Depository Participant and accord their consent for receiving documents through electronic mode.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 7**

As per the provisions of Section 161 of the Companies Act, 2013, Mr. Subramanian Madhavan who was appointed as an Additional Director by the Board of Directors with effect from January 15, 2013 holds office up to the date of this Annual General Meeting of the Company and is eligible for appointment as the Director of the Company. The Company has received a notice in writing, from a member of the Company along with the deposit of ₹ 500/- as prescribed under section 257 of the Companies Act, 1956 signifying his intention to propose Mr. Subramanian Madhavan as a candidate for the office of Director of the Company, liable to retire by rotation.

The Board recommends the Resolution for approval of the Shareholders.

None of the Directors of the Company except Mr. Subramanian Madhavan are in any way concerned or interested in the resolution.

The Board recommends the resolution to be passed as an Ordinary Resolution by the Shareholders.

**Brief Resume of Mr. Subramanian Madhavan is as follows**

Mr. Subramanian Madhavan, aged 57 years was a senior partner and Executive Director in PricewaterhouseCoopers from where he retired. He was responsible for leadership development and coaching through annual performance planning for all leadership positions. His responsibility also included oversight and delivery of sectorally focused firm wide services, from Assurance to Advisory and Tax, being a primary relationship partner for several global clients. He was also a long standing leader of the indirect tax practice in PricewaterhouseCoopers and is nationally and globally recognized as a leading subject matter expert in that area. He is currently the Co-Chairman of the GST Task Force in FICCI, has been the past President Northern Region, Indo American Chamber of Commerce and the past Co-Chairman of the Taxation Committee, Assocham.

Nature of expertise in specific functional area: Mr. Subramanian Madhavan, has an expertise in Advisory and Tax matters and leadership development.

Mr. Subramanian Madhavan is a Director in Shopkhoj Content Private Limited. He does not hold Committee memberships in any other Company.

Mr. Madhavan is a member of the Audit Committee of HCL Technologies Limited. As on date, his shareholding in the Company is Nil.

Mr. Subramanian Madhavan is not related to any of the Directors of the Company.

**Item No. 8**

As per the provisions of Section 161 of the Companies Act, 2013, Mr. Keki Mistry who was appointed as an Additional Director by the Board of Directors with effect from April 15, 2013 holds office up to the date of this Annual General Meeting of the Company and is eligible for appointment as the Director of the Company. The Company has received a notice in writing, from a member of the Company along with the deposit of ₹ 500/- as prescribed under Section 257 of the Companies Act, 1956 signifying his intention to propose Mr. Keki Mistry as a candidate for the office of Director of the Company, liable to retire by rotation.

The Board recommends the Resolution for approval of the Shareholders.

None of the Directors of the Company except Mr. Keki Mistry are in any way concerned or interested in the resolution.

The Board recommends the resolution to be passed as an Ordinary Resolution by the Shareholders.

**Brief Resume of Mr. Keki Mistry is as follows:**

Mr. Keki Mistry, aged 59 years is the Vice Chairman & Chief Executive Officer of HDFC Ltd. He is a Chartered Accountant from the Institute of Chartered Accountants of India (ICAI) and also Certified Public Accountant from Michigan University, USA. Some of Mr. Mistry's recent recognitions include, being awarded the CFO India Hall of Fame by the CFO India magazine in 2012, being honoured with the 'CA Business Achiever of the year' award in the Financial Sector by the ICAI in 2011, declared as the Best CFO in the Financial Services category by the ICAI for 2008, CNBC TV18's Award for the 'Best Performing CFO in the Financial Services Sector' for three consecutive years - 2006, 2007 & 2008 and CFO of the Year for 2008, selection as the 'Best Investor Relations Officer' in the Corporate Governance poll by Asia Money (2008).

Nature of expertise in specific functional area: Mr. Keki Mistry has experience in the field of accounts and finance, business management, strategic planning and areas relating to financial services.

The name of the Companies in which Mr. Keki Mistry is a Shareholder/Director/Committee member are as under:

S. No.	Name of the Company / Firm	Nature of concern or Interest [Director/Shareholder*]	Committee Memberships
1.	HDFC Bank Limited	Director	Credit Approval Committee -Member Customer Services Committee -Member Fraud Monitoring Committee -Member
2.	Housing Development Finance Corporation Limited	Vice-Chairman & CEO	-
3.	HDFC Standard Life Insurance Co. Limited	Director	Audit Committee - Member Investments Committee - Member Executive Committee - Chairman
4.	HDFC ERGO General Insurance Co. Limited	Director	Audit Committee - Member Investment Committee -Member
5.	HDFC Asset Management Co. Limited	Director	Audit Committee - Member Investment Committee - Member Risk Management Committee - Member Indemnity Committee - Member Oversight Committee - Member Share Allotment Committee - Chairman
6.	Gruh Finance Limited	Chairman	Audit Committee - Member Remuneration Committee - Member
7.	Sun Pharmaceuticals Industries Limited	Director	Audit Committee - Chairman
8.	The Great Eastern Shipping Co. Limited	Director	Audit Committee - Chairman
9.	Bombay Stock Exchange Limited	Director	IPO Committee - Member
10.	Torrent Power Limited	Director	Audit Committee - Chairman Selection Committee - Member
11.	Greatship (India) Limited	Director	Audit Committee - Chairman Selection Committee - Chairman Remuneration Committee - Member
12.	Infrastructure Leasing & Financial Services Limited	Director	Audit Committee - Member Remuneration Committee - Member Share Transfer Committee - Member Nomination Committee - Member
13.	Next Generation Publishing Limited	Director	-
14.	Shrenuj & Company Limited	Director	Audit Committee - Member
15.	Griha Investments, Mauritius	Director	-
16.	India Value Fund Advisors Pvt. Limited	Director	-
17.	PricewaterhouseCoopers-India Advisory Board	-	Member
18.	HT Parekh Foundation	Director	-

\* The names of all the Companies in which 2% or more of the paid up share capital is held / controlled.

Mr. Keki Mistry is a member of the Audit Committee of HCL Technologies Limited. As on date, his shareholding in the Company is Nil.

Mr. Keki Mistry is not related to any of the Directors of the Company.



**Item No. 9:**

As per the provisions of Section 161 of the Companies Act, 2013, Ms. Roshni Nadar Malhotra who was appointed as an Additional Director by the Board of Directors with effect from July 29, 2013 holds office up to the date of this Annual General Meeting of the Company and is eligible for appointment as the Director of the Company. The Company has received a notice in writing, from a member of the Company along with the deposit of ₹ 500/- as prescribed under Section 257 of the Companies Act, 1956 signifying his intention to propose Ms. Roshni Nadar Malhotra as a candidate for the office of Director of the Company, liable to retire by rotation.

The Board recommends the Resolution for approval of the Shareholders.

Ms. Roshni Nadar Malhotra is the daughter of Mr. Shiv Nadar, Chairman & Chief Strategy officer of the Company. None of the Directors of the Company except Ms. Roshni Nadar Malhotra and Mr. Shiv Nadar are in any way concerned or interested in the resolution.

The Board recommends the resolution to be passed as an Ordinary Resolution by the Shareholders.

Brief Resume of Ms. Roshni Nadar Malhotra is as follows:

**Roshni Nadar Malhotra**, aged 32 years is the CEO & Executive Director of HCL Corporation Pvt. Ltd. and Trustee of Shiv Nadar Foundation. Roshni Nadar Malhotra brings a global outlook, strategic vision and passion for business, social enterprise and institution-building to her varied roles at HCL Corporation Pvt. Ltd. and the Shiv Nadar Foundation where she is responsible for strategic decisions regarding the overall direction of HCL Corporation including the key areas of determining its governance structures, treasury, risk and portfolio management. The vision and strategy for the HCL brand and the Shiv Nadar Foundation are strategically driven by her as well.

She is the driving force behind the Vidya Gyan schools in Uttar Pradesh which provides, a radical initiative to induct and transform meritorious rural children from economically challenged back grounds and create leaders of tomorrow. As a representative of the Shiv Nadar Foundation, she was involved in a joint initiative with the Rajiv Gandhi Foundation to promote the education of the Dalit and Muslim girl child in some of the most backward districts in the State of Uttar Pradesh in India.

She is an MBA from the Kellogg Graduate School of Management with a focus on Social Enterprise and Management & Strategy. At Kellogg, she received the Dean's Distinguished Service Award.

Nature of expertise in specific functional area: Ms. Roshni Nadar Malhotra has experience in the field of Corporate Social Responsibility (CSR) and governance structures, Branding and Strategy.

The names of the Companies in which Ms. Roshni Nadar Malhotra is a Director/Shareholder are as under:

<b>S. No.</b>	<b>Name of the Company / Firm</b>	<b>Nature of concern or Interest [Director/Shareholder*]</b>
1.	HCL Corporation Private Limited	Director & Shareholder
2.	Julian Investments (Chennai) Private Limited	Director & Shareholder
3.	VamaSundari Investments (Chennai) Private Limited	Director
4.	Blueberry Investments (Chennai) Private Limited	Director & Shareholder
5.	SKN Investments (Chennai) Private Limited	Director
6.	Shivkiran Investments (Chennai) Private Limited	Director & Shareholder
7.	Shiv Nadar Investments (Chennai) Private Limited	Director
8.	Slocum Investments (Chennai) Private Limited	Director & Shareholder
9.	SSN Investments (Chennai) Private Limited	Director & Shareholder
10.	Kiranroshni Investments (Chennai) Private Limited	Director & Shareholder
11.	Guddu Investments (Chennai) Private Limited	Director
12.	KRN Education Private Limited	Director & Shareholder
13.	Shiv Nadar Investments (Pondi) Private Limited	Director & Shareholder
14.	SSN Investments (Pondi) Private Limited	Director

15.	Slocum Investments (Pondi) Private Limited	Director
16.	Shiv Nadar Investments (Delhi) Private Limited	Director
17.	SSN Investments (Delhi) Private Limited	Director
18.	VamaSundari Investments (Pondi) Private Limited	Director
19.	Guddu Investments (Delhi) Private Limited	Director
20.	VamaSundari Investments (Delhi) Private Limited	Director & Shareholder
21.	Slocum Management Consultancy Private Limited	Director & Shareholder
22.	Slocum Education Private Limited	Director & Shareholder
23.	VamaSundari Education Private Limited	Director & Shareholder
24.	Slocum Infrastructure Private Limited	Director
25.	Bharat Family Clinic Private Limited	Director
26.	Slocum Healthcare Private Limited	Director

\* The names of all the Companies in which 2% or more of the paid up share capital is held / controlled. Ms. Roshni Nadar Malhotra is not holding membership in any of the Committee of HCL Technologies Limited or any other Company. As on date, her shareholding in the Company is 174 equity shares of ₹ 2/- each.

Ms. Roshni Nadar Malhotra is the daughter of Mr. Shiv Nadar, Chairman & Chief Strategy officer and hence related to him.

#### **Item No 10:**

Section 309 of the Companies Act, 1956 provides that a Director who is neither in the whole-time employment of the Company nor a Managing Director may be paid remuneration by way of commission, if the Company by a special resolution, authorizes such payment. The said resolution shall remain in force for a period of five years but may be renewed for further period of not more than five years at a time.

A special resolution was passed in the Annual General Meeting held on October 22, 2008 for the payment of remuneration by way of commission for a period of five years commencing from July 1, 2008 and extending upto and including the financial year of the Company ending on June 30, 2013, not exceeding 1% of net profits of the Company for each corresponding year to all the Non-Executive Directors collectively, as determined in accordance with the provisions of Sections 198, 349, 350 and other applicable provisions, if any, of the Companies Act, 1956.

The Non Executive Directors on your Board are eminent people from diverse fields who contribute through their professional and managerial expertise. Considering the valuable services being rendered by the Non-Executive Directors, it is proposed to renew the shareholders approval for a further period of five years commencing from July 1, 2013 and extending upto and including the financial year of the Company ending on June 30, 2018.

The Non-Executive Directors of the Company and their relatives are interested in this resolution to the extent of the remuneration payable to them by way of commission. Mr. Shiv Nadar, Chairman & Chief Strategy Officer, being related to Ms. Roshni Nadar Malhotra, is also interested in this resolution to the extent of commission, if any, paid to Ms. Roshni Nadar Malhotra.

The Board recommends the resolution to be passed as a Special Resolution by the Shareholders.

#### **Brief Resume and other information in respect of the Directors seeking re-appointment at the Annual General Meeting as per clause 49 of the Listing Agreement**

##### **Mr. Amal Ganguli**

Mr. Amal Ganguli, aged 74 years is a fellow member of the Institute of Chartered Accountants of India and the Institute of Chartered Accountants in England and Wales and a member of the New Delhi chapter of the Institute of Internal Auditors, Florida, U.S.A. He was the chairman and senior partner of Pricewaterhouse Coopers, India till his retirement in 2003. Besides his qualification in the area of accounting and auditing, he is alumnus of IMI, Geneva. During his career spanning over 41 years, his range of work included international

tax advice and planning, cross border investments, corporate mergers and re-organization, financial evaluation of projects, management, operational and statutory audit and consulting projects funded by international funding agencies.

He holds Directorship/Committee positions and is a shareholder in the following companies.

S. No.	Name of the Company/ Entity in which interested	Nature of Interest Director/Shareholder*	Committee Memberships
1.	Maruti Suzuki India Limited	Director	Audit Committee - Chairman
2.	Tata Communications Limited	Director	Audit Committee - Chairman
3.	Century Textiles and Industries Ltd.	Director	Audit Committee - Member
4.	ICRA Limited	Director	Audit Committee - Member
5.	New Delhi Television Limited	Director	Audit Committee - Chairman Remuneration Committee - Member
6.	Triveni Turbine Ltd.	Director	Audit Committee - Member Remuneration Committee - Member
7.	AVTEC Limited	Director	-
8.	Hughes Communications India Ltd.	Director	Audit Committee - Member
9.	Aricent Technologies (Holdings) Ltd.	Director	Audit Committee - Member Remuneration Committee - Member
10.	Lauras Labs Private Limited	Director	-
11.	ML Infomap Private Limited	Director and Shareholder	-
12.	Tata Teleservices (Maharashtra) Ltd.	Director	Audit Committee - Member
13.	Veritas Advisors LLP	Partner	-
14.	Mangalam Cement Limited	Director	-

\* The names of all the Companies in which 2% or more of the paid up share capital is held / controlled.

Mr. Amal Ganguli is Chairman of the Audit Committee and Finance Committee of the Company. As on date his shareholding in the Company is Nil.

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

#### Mr. Vineet Nayar

Mr. Vineet Nayar, aged 51 years, has a Bachelor's degree in Technology and a Masters degree in Business Administration. He played a key role in enabling HCL to enter into the business for providing IT infrastructure and networking services and today HCL is highly placed in Remote Infrastructure Management space. He has emerged as a global thought leader and has been lauded by governments, business publications and influencers worldwide for his visionary strategy, ability to create an entrepreneurial culture, and warm-hearted, straight-talking approach; with his book "**Employees First, Customers Second**" receiving rich praise from influencers like the late C.K. Prahalad, Tom Peters, Gary Hamel, Ram Charan and Victor Fung.

This value driven leadership however has not been restricted to the corporate world, with Vineet establishing a non-profit organization called SAMPARK in 2004. SAMPARK, under its vision of "creating a million smiles" is working with ill equipped schools in India to improve the quality of education through the "Teach the Teacher" program; investing in basic infrastructure and creating science labs in schools. SAMPARK also funds engineering education for students by providing scholarships to meritorious students, thereby increasing the opportunity for young and bright minds to further their education. This commitment has seen Vineet being honored with the "**Beacon of Hope**" award by the 2009 Asha for Education, NYC/NJ Chapter.

Mr. Vineet Nayar is a member of the Employees Stock Option Allotment Committee and Shareholders Committee of the Company. As on date, his shareholding in the Company is 10,00,000 shares of ₹ 2/- each. He is not holding any directorships or Committee memberships in any other companies. He is a shareholder in Nasa Finlease Private Limited.

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



**GOOD  
GOVERNANCE:  
THE KEY TO  
SUSTENANCE**

Report  junction.com

HCL TECHNOLOGIES LIMITED  
**ANNUAL REPORT** 2012-2013





## **CONTENTS**

Board of Directors	2
Management's Discussion and Analysis	3
Directors' Report	19
Corporate Governance	31
CEO Declaration on Code of Conduct	52
CEO & CFO Certificate	52
Financial Statements	53
Indian GAAP Standalone	58
Consolidated Statements	103
Statement under Section 212	148
Statement regarding Subsidiary Companies	150