

HCL TECHNOLOGIES LIMITED
Corporate Identity Number-L74140DL1991PLC046369
Regd. Office: 806, Siddharth, 96, Nehru Place, New Delhi – 110 019
Tel: +91 120 4013000; Fax: +91 120 2526907
Website: www.hcltech.com

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the members of HCL Technologies Limited ('the Company') will be held on Thursday, the 4th day of December, 2014 at 11:00 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 Statement of Profit and Loss for the year ended June 30, 2014 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 - Retirement of Mr. Srikant Madhav Datar as Director and not to fill the vacancy so caused

Mr. Srikant Madhav Datar (DIN: 01893883), 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. Srikant Madhav Datar, 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. 3 - Re-appointment of Mr. Shiv Nadar as Director

To appoint a Director in place of Mr. Shiv Nadar (DIN: 00015850), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 4 - Appointment of Statutory Auditors

To re-appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Twenty Seventh Annual General Meeting of the Company 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 pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Board of Directors, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting ('AGM') until the conclusion of the Twenty Seventh AGM of the Company to be held in the year 2019, subject to ratification of their appointment by the members at every AGM held after this AGM."

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

SPECIAL BUSINESS

Item No. 5 - Appointment of Mr. Srinivasan Ramanathan as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Srinivasan Ramanathan (DIN: 00575854), Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and clause 49 of the Listing Agreement(s) entered with the Stock Exchange(s) and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term commencing from December 4, 2014, being the date of this Annual General Meeting and ending on the date of the Annual General Meeting to be held for the year ending March 31, 2019."

"RESOLVED FURTHER THAT in the event the Annual General Meeting of the Company for the year ending March 31, 2019 is not held on or before December 3, 2019, the tenure of Mr. Srinivasan Ramanathan as an Independent Director shall end on December 3, 2019."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalise and issue the letter of appointment to the concerned director and do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Item No. 6 - Appointment of Mr. Amal Ganguli as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amal Ganguli (DIN: 00013808), who was appointed as Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and clause 49 of the Listing Agreement(s) entered with the Stock Exchange(s) and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term commencing from December 4, 2014, being the date of this Annual General Meeting



and ending on the date of the Annual General Meeting to be held for the year ending March 31, 2019.”

“RESOLVED FURTHER THAT in the event the Annual General Meeting of the Company for the year ending March 31, 2019 is not held on or before December 3, 2019, the tenure of Mr. Amal Ganguli as an Independent Director shall end on December 3, 2019.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalise and issue the letter of appointment to the concerned director and do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item No. 7 - Appointment of Ms. Robin Ann Abrams as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Robin Ann Abrams (DIN: 00030840), who was appointed as Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director of the Company and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and clause 49 of the Listing Agreement(s) entered with the Stock Exchange(s) and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term commencing from December 4, 2014, being the date of this Annual General Meeting and ending on the date of the Annual General Meeting to be held for the year ending March 31, 2019.”

“RESOLVED FURTHER THAT in the event the Annual General Meeting of the Company for the year ending March 31, 2019 is not held on or before December 3, 2019, the tenure of Ms. Robin Ann Abrams as an Independent Director shall end on December 3, 2019.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalise and issue the letter of appointment to the concerned director and do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item No. 8 - Appointment of Mr. Keki Mistry as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Keki Mistry (DIN: 00008886), who was appointed as Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and clause 49 of the Listing Agreement(s) entered with the Stock Exchange(s) and who is eligible for appointment, be and is hereby appointed as

an Independent Director of the Company to hold office for a term commencing from December 4, 2014, being the date of this Annual General Meeting and ending on the date of the Annual General Meeting to be held for the year ending March 31, 2019.”

“RESOLVED FURTHER THAT in the event the Annual General Meeting of the Company for the year ending March 31, 2019 is not held on or before December 3, 2019, the tenure of Mr. Keki Mistry as an Independent Director shall end on December 3, 2019.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalise and issue the letter of appointment to the concerned director and do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item No. 9 - Appointment of Dr. Sosale Shankara Sastry as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Sosale Shankara Sastry (DIN: 05331243), who was appointed as Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and clause 49 of the Listing Agreement(s) entered with the Stock Exchange(s) and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term commencing from December 4, 2014, being the date of this Annual General Meeting and ending on the date of the Annual General Meeting to be held for the year ending March 31, 2019.”

“RESOLVED FURTHER THAT in the event the Annual General Meeting of the Company for the year ending March 31, 2019 is not held on or before December 3, 2019, the tenure of Dr. Sosale Shankara Sastry as an Independent Director shall end on December 3, 2019.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalise and issue the letter of appointment to the concerned director and do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item No. 10 - Appointment of Mr. Subramanian Madhavan as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Subramanian Madhavan (DIN: 06451889), who was appointed as Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director of the Company and who has submitted a declaration that he meets the

criteria for independence as provided in Section 149(6) of the Act and clause 49 of the Listing Agreement(s) entered with the Stock Exchange(s) and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term commencing from December 4, 2014, being the date of this Annual General Meeting and ending on the date of the Annual General Meeting to be held for the year ending March 31, 2019.”

“RESOLVED FURTHER THAT in the event the Annual General Meeting of the Company for the year ending March 31, 2019 is not held on or before December 3, 2019, the tenure of Mr. Subramanian Madhavan as an Independent Director shall end on December 3, 2019.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalise and issue the letter of appointment to the concerned director and do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item No. 11 - 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 pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, authority be and is hereby accorded to the payment of commission not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, to all the non-executive directors of the Company collectively in each financial year over a period of five years beginning from July 1, 2014 and extending upto and including the financial year of the Company ending on March 31, 2019.

“RESOLVED FURTHER THAT the aforesaid amount to be paid to the above directors at the end of each of the financial years shall be decided by the Board.”

“RESOLVED FURTHER THAT in case the requisite quorum to take decision on this item is not available in the Board meeting, Mr. Shiv Nadar, Chairman and Chief Strategy Officer be and is hereby authorized to take decisions for payment of commission to non-executive directors other than his relative(s) and the decision for payment of commission to non-executive directors who are related to Mr. Shiv Nadar, shall be taken by Mr. Ramanathan Srinivasan, Vice Chairman of the Board.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board (including the Nomination and Remuneration Committee) 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.”

Item No. 12 - Continuation of Mr. Shiv Nadar as Managing Director of the Company beyond the age of 70 years

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

“RESOLVED THAT pursuant to the proviso to Section 196(3)(a) and any other applicable provisions of the Companies Act, 2013, consent of the members be and is hereby accorded for Mr. Shiv Nadar, Managing Director of the Company, to continue as the Managing Director of the Company, beyond the age of 70 years, till the end of his tenure as Managing Director ending on January 31, 2017, as approved by the members through postal ballot on May 31, 2012.”

“RESOLVED FURTHER THAT the terms of appointment including remuneration of Mr. Shiv Nadar as the Managing Director shall remain the same as approved by the members through postal ballot on May 31, 2012.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors 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 03, 2014

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. THE 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. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share capital of the Company carrying voting rights.

Members holding more than ten percent of the total Share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. Proxies submitted on behalf of companies and other bodies corporate, societies, trust, etc., must be supported by an appropriate resolution as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from November 23, 2014 to November 24, 2014 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and clause 49 of the Listing Agreement(s) entered with the Stock Exchange(s).
4. The Board has not recommended final dividend on equity shares for the year ended June 30, 2014.
5. Members holding shares in physical form are advised to update their address and NECS details with the Company's Registrar and 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 to get the dividends and other correspondence in right bank account or registered address.
6. The Certificates from the Statutory 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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and in accordance with the resolutions of the members in the general meetings and shall be available for inspection by the members at the Annual General Meeting.

7. Members/proxies should bring the attendance slips filled in for attending the meeting.
8. Pursuant to Sections 20, 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Notice and Annual Reports and other notices and communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled letter/communication to M/s. Alankit Assignments Limited/Secretarial Department of the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request made to the Company.

The Notice of Annual General Meeting ('AGM'), Annual Report, Proxy form and Attendance Slip are being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report, Proxy form and Attendance Slip are being sent to those members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members holding shares in physical form are being sent the Notice of AGM, Annual Report, Proxy form and Attendance Slip by electronic mode if they have positively consented for the same. Members who have received the Notice of AGM, Annual Report, Proxy form and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

9. Members may note that the copies of the Notice of AGM, Annual Report, Proxy form and Attendance Slip are also available on the website of the Company www.hcltech.com for download. The physical copies of the same are also available at the registered office of the Company for inspection during normal business hours on all working days.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 shall remain open for inspection at the Annual General Meeting.
11. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Alankit Assignments Limited / Secretarial Department of the Company immediately.
12. Members are requested to note that as per Section 205A of the Companies Act, 1956, dividends that remain unpaid / unclaimed for a period of seven years from the date of declaration will be transferred to the Investor Education and Protection Fund ('IEPF'). After transfer of the said amount to

IEPF, no claims in this respect shall lie against IEPF or the Company.

13. The status of dividends remaining unpaid / unclaimed with the respective due dates of transfer to IEPF is provided in the Annual Report. Members are requested to contact M/s. Alankit Assignments Limited/Secretarial Department of the Company for claiming the unclaimed dividends standing to the credit of their account.
14. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Alankit Assignments Limited/Secretarial Department of the Company.
15. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
16. In compliance of the provisions of Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement(s) entered into with the Stock Exchange(s), the Company is pleased to provide its members, a facility to exercise their right to vote at the Twenty Second Annual General Meeting by electronic means. The Company has entered into an arrangement with Central Depository Services (India) Limited ('CDSL') for facilitating e-voting for the AGM.
17. The members of the Company, whose names appear in the Register of Members / list of Beneficial Owners as on the cut-off date of October 31, 2014 may cast their vote electronically on the Resolutions set forth in this Notice as per the instructions for e-voting given hereunder:

INSTRUCTIONS FOR E-VOTING

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on November 22, 2014, 9.00 a.m. (IST) and will end on November 24, 2014, 6.30 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of October 31, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on "Login".

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The sequence number has been provided in the attendance slip. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Company's records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank account number as recorded in your demat account or in the Company's records for the said demat account or folio. account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank account number in order to login. If the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for "HCL Technologies Limited" on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xviii) Note for Non-Individual Shareholders & Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney ('POA') which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

18. Please note that the members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off date of October 31, 2014.

19. In case of members who are attending the Annual General Meeting and are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company will order a poll on his own motion for all businesses specified in the accompanying Notice.

20. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

21. Mr. Nityanand Singh, Practicing Company Secretary, (Membership no. FCS: 2668) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot to be cast by the members at the Annual General Meeting) in a fair and transparent manner.

22. The Scrutinizer shall within a period not exceeding three working days from the date of close of e-voting, unlock the votes in the presence of atleast two witnesses, not in the employment of the Company and make Scrutinizer's Report of the votes cast



in favour of or against, if any, forthwith to the Chairman of the Company.

23. The results of e-voting and poll on resolutions shall be aggregated and declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the resolutions.
24. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.hcltech.com and on the website of CDSL viz. www.cdslindia.com within two days of passing of the resolutions at the AGM of the Company and communicated to BSE and NSE.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('Act')

Item No. 4

This explanatory statement for Item No. 4 is provided though strictly not required as per Section 102 of the Act.

M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E), ('S.R. Batliboi') were appointed as the Statutory Auditors of the Company for financial year 2013-14 at the Annual General Meeting ('AGM') of the Company held on December 27, 2013. S.R. Batliboi has been the Statutory Auditors of the Company since 2009-2010 and has completed a term of 5 years. As per the provisions of Section 139 of the Act, no listed company can appoint or re-appoint an audit firm as an auditor for more than two terms of five consecutive years.

In view of the above, S.R. Batliboi, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on July 29-31, 2014, proposed the appointment of S.R. Batliboi as the Statutory Auditors of the Company for a period of 5 years to hold office from the conclusion of this AGM until the conclusion of the Twenty Seventh AGM of the Company to be held in the year 2019, subject to ratification of their appointment by the members at every AGM.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution as set out at Item no. 4 for approval of the members to be passed as an Ordinary Resolution.

Item Nos. 5 to 10

As per the provisions of clause 49 of the Listing Agreement(s) entered with the Stock Exchange(s), Mr. Srinivasan Ramanathan, Mr. Amal Ganguli, Ms. Robin Ann Abrams, Mr. Keki Mistry, Dr. Sosale Shankara Sastry and Mr. Subramanian Madhavan are appointed as Independent Directors. Pursuant to the provisions of Section 149 of the Companies Act, 2013 ('Act'), which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. As per Section 149 of the Act, the Independent Directors shall hold office for a term up to 5 consecutive years on the Board of a company but shall be eligible for re-appointment on passing of a special resolution by the company for another term of 5 years.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Srinivasan Ramanathan, Mr. Amal Ganguli, Ms. Robin Ann Abrams, Mr. Keki Mistry, Dr. Sosale Shankara Sastry and Mr. Subramanian Madhavan as Independent Directors on the Board of the Company for a term commencing from December 4, 2014 being the date of the ensuing Annual General Meeting and

ending on the date of the Annual General Meeting to be held for the year ending March 31, 2019. In the event the Annual General Meeting of the Company for the year ending March 31, 2019 is not held on or before December 3, 2019, the tenure of the Independent Directors shall end on December 3, 2019. The said recommendations of the Nomination and Remuneration Committee have been considered and approved by the Board.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Srinivasan Ramanathan, Mr. Amal Ganguli, Ms. Robin Ann Abrams, Mr. Keki Mistry, Dr. Sosale Shankara Sastry and Mr. Subramanian Madhavan, being eligible and offered themselves for appointment.

In line with the aforesaid requirements of the Companies Act, 2013 and clause 49 of the Listing Agreement(s), it is therefore proposed to appoint Mr. Srinivasan Ramanathan, Mr. Amal Ganguli, Ms. Robin Ann Abrams, Mr. Keki Mistry, Dr. Sosale Shankara Sastry and Mr. Subramanian Madhavan as Independent Directors on the Board of the Company for the aforesaid term.

In accordance with the provisions of Section 149 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 Independent Directors shall not be liable to retire by rotation.

As per the provisions of Section 160 of the Companies Act, 2013, the Company has received notices in writing, along with deposit of Rs.1,00,000/- per notice from a member of the Company proposing the candidature of Mr. Srinivasan Ramanathan, Mr. Amal Ganguli, Ms. Robin Ann Abrams, Mr. Keki Mistry, Dr. Sosale Shankara Sastry and Mr. Subramanian Madhavan for the office of Independent Director to be appointed under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Srinivasan Ramanathan, Mr. Amal Ganguli, Ms. Robin Ann Abrams, Mr. Keki Mistry, Dr. Sosale Shankara Sastry and Mr. Subramanian Madhavan (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Srinivasan Ramanathan, Mr. Amal Ganguli, Ms. Robin Ann Abrams, Mr. Keki Mistry, Dr. Sosale Shankara Sastry and Mr. Subramanian Madhavan fulfill the conditions specified in Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules and Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement(s) entered with the Stock Exchange(s) for their appointment as Independent Directors. Copies of letters for the appointment of Mr. Srinivasan Ramanathan, Mr. Amal Ganguli, Ms. Robin Ann Abrams, Mr. Keki Mistry, Dr. Sosale Shankara Sastry and Mr. Subramanian Madhavan as Independent Directors, setting out the terms and conditions are open for inspection without any fee by any member at the Registered Office of the Company during normal business hours on all working days.

The Board considers that based on their varied experience, their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Srinivasan Ramanathan, Mr. Amal Ganguli, Ms. Robin Ann Abrams, Mr. Keki Mistry, Dr. Sosale Shankara Sastry and Mr. Subramanian Madhavan as Independent Directors.

Mr. Srinivasan Ramanathan, Mr. Amal Ganguli, Ms. Robin Ann Abrams, Mr. Keki Mistry, Dr. Sosale Shankara Sastry and Mr. Subramanian Madhavan and their relatives are concerned or interested in the resolutions relating to their appointment.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolutions as set out at Item nos. 5 to 10 for approval of the members to be passed as Ordinary Resolutions.

Item No.11

The members of the Company at their Annual General Meeting held on December 27, 2013 approved by way of a Special Resolution under Section 309(4)(b) of the Companies Act, 1956, the payment of remuneration by way of commission to the Non-Executive Directors of the Company, of a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act, 1956, for a period of five years beginning from July 1, 2013 and extending up to and including the financial year of the Company ending on June 30, 2018.

In view of Sections 149, 197 and any other relevant provisions of the Companies Act, 2013 coming into effect from April 1, 2014 and taking into account the roles and responsibilities of the directors, it is proposed that the Non-Executive Directors be paid for each of the five financial years of the Company commencing from July 1, 2014 and extending upto and including the financial year of the Company ending on March 31, 2019, remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013. This remuneration will be distributed amongst all or some of the Non-Executive Directors in accordance with the directions given by the Board of Directors/Managing Director of the Company and subject to any other applicable requirements under the Companies Act, 2013. This remuneration shall be in addition to the fee payable to the Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

Accordingly, a fresh approval of the members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 for payment of remuneration by way of commission to the Non-Executive Directors of the Company, for a period of five financial years commencing from July 1, 2014 and extending upto and including the financial year of the Company ending on March 31, 2019.

Further as per the provisions of Section 197 of the Companies Act, 2013, the approval of the members is required for payment of the aforesaid remuneration by way of commission.

All Non-executive directors and their relatives may be deemed to be concerned or interested in the resolution set out at Item No. 11 of the Notice to the extent of the remuneration by way of commission that may be received by them.

Mr. Shiv Nadar, Chairman and 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.

None of the Key Managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends the resolution as set out at Item no. 11 for approval of the members to be passed as a Special Resolution.

Item No. 12

Mr. Shiv Nadar has been the Managing Director of the Company since September 1999. Pursuant to the approval of the Shareholders through postal ballot on May 31, 2012, Mr. Shiv Nadar's current term as Managing Director is up to January 31, 2017.

Mr. Shiv Nadar will attain the age of 70 years on July 18, 2015. Pursuant to the proviso to Section 196(3)(a) of the Companies Act, 2013, which has come into force with effect from April 1, 2014, the Company shall not continue the employment of any person as the Managing Director of the Company, who has attained the age of 70 years, without the approval of the members of the Company by passing a special resolution.

Mr. Shiv Nadar has an extensive experience and expertise in the Information Technology sector coupled with strategic planning and management experience. Under his guidance, the Company has grown manifold. The Company has become a leading global IT services company working with clients in the areas that impact and redefines the core of their businesses. Since its emergence on global landscape after its IPO in 1999, the Company has focused on transformational outsourcing, underlined by innovation and value creation, offering an integrated portfolio of services including software-led IT solutions, remote infrastructure management, engineering and R&D services and Business services. The Company leverages its extensive global offshore infrastructure and network of offices in various countries to provide holistic, multi-service delivery in key industry verticals including Financial Services, Manufacturing, Consumer Services, Public Services and Healthcare and Life sciences. The Company, along with its subsidiaries, had consolidated revenues of US\$ 5.4 billion, as on June 30, 2014. It is in the best interest of the Company that Mr. Shiv Nadar continues as the Managing Director of the Company.

The Board of Directors in its meeting held on October 16-17, 2014 has accorded its approval, subject to the approval of the members, for continuation of Mr. Shiv Nadar as the Managing Director of the Company, beyond the age of 70 years, till the end of his tenure ending on January 31, 2017 on the same terms of appointment including remuneration as were approved by the members through postal ballot on May 31, 2012.

In view of the above, the approval of the members is required by way of a Special Resolution.

Mr. Shiv Nadar is the Managing Director of the Company. Ms. Roshni Nadar Malhotra, Director of the Company, is the daughter of Mr. Shiv Nadar. Accordingly they are interested in the resolution at Item No. 12.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution as set out at Item no. 12 for approval of the members as a Special Resolution.

Additional Information on Directors recommended for appointment/ re-appointment as per clause 49 of the Listing Agreement(s) with the Stock Exchange(s)

Mr. Shiv Nadar

Mr. Shiv Nadar, aged 69 years, is an Electrical Engineer from Coimbatore in South India. Mr. Shiv Nadar established the Company as a startup in 1976. Acknowledged as a visionary by the IT industry and his peers, Mr. Shiv Nadar has often made daring forays based on his conviction of the future. The University of Madras and IIT Kharagpur awarded him an Honorary Doctorate



Degree in Science for his outstanding contribution to IT in India. In recognition of his pioneering role in business and philanthropy in India and across the globe, Mr. Nadar received several honours and accolades, notable being the Padma Bhushan from the President of India in 2008, the BNP Paribas Grand Prize for Individual Philanthropy in 2013 and ICSI Life Time Achievement Award for Translating Excellence in Corporate Governance into Reality for the year 2013 by the Institute of Companies Secretaries of India in August 2014.

Determined to give back to the society that supported him, Mr. Nadar has been quietly supporting many significant social causes through the Shiv Nadar Foundation. The Foundation has established the not-for-profit SSN College of Engineering in Chennai, ranked among India's top ranked private engineering colleges. A young and a unique research-led interdisciplinary Shiv Nadar University has been identified as India's first Ivy League institution. The Foundation is also running "Vidya Gyan" schools in Uttar Pradesh that provide free, world class education to rural toppers from economically disadvantaged backgrounds. He also very strongly supports initiatives for the girl child and the empowerment of women.

Nature of expertise in specific functional area: Mr. Shiv Nadar has extensive experience and expertise in the Information Technology sector coupled with strategic planning and management experience.

The Companies in which Mr. Shiv Nadar holds the Directorship(s) and Committee chairmanship(s)/ membership(s) are as under:

Sl. No.	Names of the Companies	Directorship(s) and Committee chairmanship(s) / membership(s)
1.	HCL Corporation Private Limited	● Director
2.	HCL America Inc.	● Director
3.	Guddu Investments (Chennai) Pvt. Ltd.	● Director
4.	Vama Sundari Investments (Chennai) Pvt. Ltd.	● Director
5.	Julian Investments (Chennai) Pvt. Ltd.	● Director
6.	Blueberry Investments (Chennai) Pvt. Ltd.	● Director
7.	Slocum Investments (Pondi) Pvt. Ltd.	● Director
8.	SSN Investments (Pondi) Pvt. Ltd.	● Director
9.	Vama Sundari Investments (Delhi) Pvt. Ltd.	● Director
10.	Slocum Education	● Director
11.	Vama Sundari Education	● Director
12.	HCL Healthcare Pvt. Ltd.	● Director
13.	VidyaGyan Foundaiton	● Director

Mr. Shiv Nadar is a member of Stakeholder's Relationship Committee, Finance Committee, Nomination and Remuneration Committee and Employees' Stock Option Allotment Committee and Chairman of Corporate Social Responsibility Committee of the Company. He currently holds 184 equity shares of the Company in his own name.

Mr. Shiv Nadar is Father of Ms. Roshni Nadar Malhotra, Director of the Company. Mr. Shiv Nadar is not related to any other Director of the Company.

Mr. Srinivasan Ramanathan

Mr. Srinivasan Ramanathan, aged 68 years, has an Electrical Engineering Degree from Madras University and MBA Degree from the Indian Institute of Management, Ahmedabad. He is the Founder, Managing Director of Redington (India) Limited, a 4.6 billion dollar Technology Products Supply Chain Solution Company operating in India, Middle East, Africa and Turkey. Prior to starting Redington in Singapore, he spent three years in Indonesia with a leading Textile Company. His experience also includes a number of years with Readers Digest and the Coca-Cola Corporation in India.

Nature of expertise in specific functional area: Mr. Srinivasan Ramanathan has an expertise in Strategic and Business Management.

The Companies in which Mr. Srinivasan Ramanathan holds the Directorship(s) and Committee chairmanship(s)/ membership(s) are as under:

SI. No.	Names of the Companies	Directorship(s) and Committee chairmanship(s) / membership(s)
1.	Redington (India) Limited	<ul style="list-style-type: none"> ● Managing Director ● Member of Investor/ Shareholder's Grievance Committee ● Member of Remuneration Committee ● Member of Share Transfer Committee
2.	Easyaccess Financial Services Limited	<ul style="list-style-type: none"> ● Director ● Member of Audit Committee ● Member of Nomination Committee ● Member of Remuneration/ Compensation Committee
3.	Harrow Investment Holding Limited	<ul style="list-style-type: none"> ● Director
4.	Redington Gulf FZE	<ul style="list-style-type: none"> ● Director
5.	Redington Distribution Pte. Limited	<ul style="list-style-type: none"> ● Director
6.	Redington Bangladesh Limited	<ul style="list-style-type: none"> ● Director
7.	Cadensworth FZE	<ul style="list-style-type: none"> ● Director
8.	Redington Africa Distribution FZE	<ul style="list-style-type: none"> ● Director
9.	Redington Egypt Limited	<ul style="list-style-type: none"> ● Director
10.	Redington Nigeria Limited	<ul style="list-style-type: none"> ● Director
11.	Redington International Mauritius Limited	<ul style="list-style-type: none"> ● Director
12.	Redington Turkey Holdings S.A.R.L.	<ul style="list-style-type: none"> ● Director
13.	Arena Bilgisayar Sanayi Ticaret AnonimSirketi	<ul style="list-style-type: none"> ● Director
14.	Arena International FZE	<ul style="list-style-type: none"> ● Director
15.	Board of Management of the SSN Institutions	<ul style="list-style-type: none"> ● Chairman
16.	Ensure Gulf FZE	<ul style="list-style-type: none"> ● Director
17.	HCL Singapore Pte. Ltd	<ul style="list-style-type: none"> ● Director

Mr. Srinivasan Ramanathan is the member of the Finance Committee and Chairman of the Nomination and Remuneration Committee of the Company. His shareholding in the Company is Nil. Mr. Srinivasan Ramanathan is not related to any of the Directors of the Company.

Mr. Amal Ganguli

Mr. Amal Ganguli has been serving as Director of your Company since May 2003. 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 PricewaterhouseCoopers, 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 42 years, his range of work included international tax advice and planning, cross border investments, corporate mergers and reorganization, financial evaluation of projects, management, operational and statutory audit and consulting projects funded by international funding agencies.

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

The Companies in which Mr. Amal Ganguli holds Directorship(s) and Committee chairmanship(s)/ membership(s) are as under:

SI. No.	Names of the Companies	Directorship(s) and Committee chairmanship(s) / membership(s)
1.	Hughes Communications India Limited	<ul style="list-style-type: none"> ● Director ● Member of Audit Committee
2.	Aricent Technologies (Holdings) Limited	<ul style="list-style-type: none"> ● Director ● Member of Audit Committee ● Member of Remuneration Committee
3.	ML Infomap Private Limited	<ul style="list-style-type: none"> ● Director/Shareholder



4.	New Delhi Television Limited	<ul style="list-style-type: none"> ● Director ● Chairman of Audit Committee ● Member of Remuneration Committee ● Chairman of Restructuring Committee
5.	Century Textiles and Industries Limited	<ul style="list-style-type: none"> ● Director ● Member of Audit Committee
6.	AVTEC Limited	<ul style="list-style-type: none"> ● Director
7.	Maruti Suzuki India Limited	<ul style="list-style-type: none"> ● Director ● Chairman of Audit Committee
8.	Tata Communications Limited	<ul style="list-style-type: none"> ● Director ● Chairman of Audit Committee
9.	Laurus Labs Private Limited	<ul style="list-style-type: none"> ● Director
10.	Triveni Turbine Ltd.	<ul style="list-style-type: none"> ● Director ● Member of Audit Committee ● Member of Remuneration Committee
11.	Mangalam Cement Ltd	<ul style="list-style-type: none"> ● Director
12.	Thought Arbitrage Research Institute	<ul style="list-style-type: none"> ● Member of the Advisory Board
13.	Greenfuel Energy Private Limited	<ul style="list-style-type: none"> ● Member of the Advisory Board

Mr. Amal Ganguli is the Chairman of the Audit Committee, Finance Committee and Risk Management Committee of the Company. His shareholding in the Company is Nil.

Mr. Amal Ganguli is not related to any of the Directors of the Company.

Ms. Robin Ann Abrams

Ms. Robin Ann Abrams, aged 63 years, holds both a Bachelor of Arts and a Juris Doctor degree from the University of Nebraska. She was the interim CEO at ZiLOG. She had been the President of Palm Computing and Senior Vice President at 3Com Corporation. She was formerly the President and CEO at VeriFone and also held a variety of senior management positions with Apple Computers. As a Vice President and General Manager of the Americas, she oversaw sales and channel management for U.S., Canada and Latin America. Ms. Abrams spent eight years with Unisys in several senior-level positions and also served several U.S. public company Boards and several academic advisory committees.

Nature of expertise in specific functional area: Ms. Robin Ann Abrams has nearly 36 years of experience in computing and computing services, strategic planning and management.

The names of the Companies in which Ms. Robin Ann Abrams holds Directorship(s) and Committee chairmanship(s)/ membership(s) are as under:

Sl. No.	Names of the Companies	Directorship(s) and Committee chairmanship(s) / membership(s)
1.	HCL Bermuda Limited	<ul style="list-style-type: none"> ● Director
2.	Sierra Wireless	<ul style="list-style-type: none"> ● Director ● Chairman of Audit Committee
3.	Lattice Semiconductor Corporation	<ul style="list-style-type: none"> ● Director ● Member of Audit Committee ● Chairman of Nominating and Governance Committee
4.	Factset Research Systems, Inc.	<ul style="list-style-type: none"> ● Director ● Member of Nominating and Governance Committee

Ms. Robin Ann Abrams is the member of the Audit Committee, Nomination and Remuneration Committee and Risk Management Committee of the Board of Directors of the Company. Her shareholding in the Company is Nil.

Ms. Robin Ann Abrams is not related to any of the Directors of the Company.

Mr. Keki Mistry

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 and a Certified Public Accountant from the Michigan Institute, U.S.A. Besides being on the board of several