

**HCL TECHNOLOGIES LTD.**

Corporate Identity Number: L74140DL1991PLC046369

Technology Hub, Special Economic Zone

Plot No : 3A, Sector 126, NOIDA 201 304, UP, India.

T +91 120 6125000 F +91 120 4683030

Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.

www.hcltech.com

www.hcl.com

August 21, 2018

**Mr. Girish Joshi** : **BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
**Mumbai 400001**

**Mr. Avinash Kharkar** : **National Stock Exchange of India Ltd.**  
Exchange Plaza, 5th Floor  
Plot No. C/1, G Block  
Bandra Kurla Complex, Bandra (East)  
**Mumbai 400051**

**Sub.: Intimation of 26<sup>th</sup> Annual General Meeting and Book Closure dates**

Dear Sirs,

This is to inform you that the Twenty Sixth Annual General Meeting ('AGM') of the members of HCL Technologies Limited ("Company") will be held on Tuesday, 18th day of September, 2018 at 11:00 A.M. at The Stein Auditorium, Habitat World, at the India Habitat Centre, Lodhi Road, New Delhi-110003.

Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from September 12, 2018 to September 14, 2018 (both days inclusive).

A copy of the Notice of the AGM and Annual Report for the financial year 2017 -18 are enclosed herewith.

This is for your information and records.

Thanking you,

Yours faithfully,  
for **HCL Technologies Limited**



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

Encl. a/a

**HCL TECHNOLOGIES LIMITED**  
**Corporate Identity Number-L74140DL1991PLC046369**  
**Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi – 110 019**  
**Corporate Office: Plot No.: 3A, Sector 126, Noida-201 304, U.P., India**  
**Tele-Fax: +91 11 26436336**  
**Website: [www.hcltech.com](http://www.hcltech.com) ; E-mail ID: [investors@hcl.com](mailto:investors@hcl.com)**

**NOTICE**

NOTICE is hereby given that the Twenty Sixth Annual General Meeting ('AGM') of the members of HCL Technologies Limited ("Company") will be held on Tuesday, 18<sup>th</sup> day of September, 2018 at 11:00 A.M. at The Stein Auditorium, Habitat World, at the India Habitat Centre, Lodhi Road, New Delhi-110 003, (Entry from gate number 3 on Vardhman Marg) to transact the following business:

**ORDINARY BUSINESS:****Item No. 1 - Adoption of Financial Statements along with the Reports of the Board of Directors and of the Auditors thereon**

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and of the Auditors thereon.

**Item No. 2 - Re-appointment of Ms. Roshni Nadar Malhotra as Director liable to retire by rotation**

To appoint a Director in place of Ms. Roshni Nadar Malhotra (DIN-00030840), who retires by rotation and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:****Item No. 3- Appointment of Mr. James Philip Adamczyk as an Independent Director of the Company**

To consider and, if thought fit, to pass 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 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. James Philip Adamczyk (DIN - 08151025) who was appointed as an Additional Director of the Company with effect from July 26, 2018 to hold office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the 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 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 of five years commencing from July 26, 2018 to July 25, 2023."

"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 to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By order of the Board  
For **HCL Technologies Limited**

**Manish Anand**  
Company Secretary  
Membership No.: FCS-5022

Date: August 17, 2018

Place: Noida

**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL 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 AGM. A BLANK PROXY FORM IS ENCLOSED WITH THIS NOTICE.
2. PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013 ("Act") AND THE RULES FRAMED THEREUNDER, A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND MEMBERS HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.

A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS A 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 **September 12, 2018 to September 14, 2018** (both days inclusive) in terms of the provisions of Section 91 of the Act and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.
4. The Statutory Auditors' of the Company were appointed in the AGM of the Company held on December 4, 2014, and their appointment were duly ratified by the members in the AGM's of the Company for the respective financial years ended 2015, 2016 and 2017. Since, the requirement to place the matter relating to ratification of appointment of Statutory Auditors by the members at every AGM is done away vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, accordingly, no resolution has been proposed for their ratification in the ensuing AGM of the Company.
5. Route Map of the venue of the AGM is given at the end of the Notice.
6. Brief profile of Directors to be appointed/re-appointed including nature of their expertise, names of companies in which they hold directorships and committee memberships, shareholding in the Company and relationships with other directors, is provided under Additional Information Section of this Notice.
7. A Statement pursuant to Section 102(1) of the Act, setting out the material facts relating to the Special Business to be transacted at the AGM forms part of this Notice.
8. The Board has not recommended any final dividend on equity shares for the financial year ended March 31, 2018.
9. Members are advised to update their address and NEFT / NACH details, in respect of shares held in physical form, with the Company's Registrar and Share Transfer Agent, M/s. Alankit Assignments Limited (Unit: HCL Technologies Limited), 205- 208, Anarkali Complex, 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 the right bank account or at the registered address.
10. Pursuant to Sections 20, 101 and 136 of the Act read with the relevant Rules made thereunder, Companies can serve the Notice of AGM, Annual Reports, Proxy Form,

Attendance Slip and other notices and communications through electronic mode to those members who have registered their e-mail IDs either with the Company or with the Depository Participant(s). Physical copies of the Notice of the AGM, Annual Report, Proxy Form and Attendance Slip are being sent at the registered address of those members who have not registered their e-mail IDs with the Company or the Depository Participant(s).

Members who have not registered their e-mail IDs with the Company can now register the same by submitting a duly filled letter/ communication to M/s. Alankit Assignments Limited or the Secretarial Department of the Company. Members holding shares in demat form are requested to register their e-mail IDs with their Depository Participant(s) only. Members of the Company, who have registered their e-mail IDs, are entitled to receive such communication in physical form upon request made to the Company.

Members receiving above documents electronically are requested to print the Attendance Slip and submit it duly filled at the registration counter to attend the AGM.

Members may note that the copies of the Notice of the AGM, Annual Report, Proxy Form and Attendance Slip are also available on the website of the Company [www.hcltech.com](http://www.hcltech.com).

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of contracts or arrangements in which the Directors are interested maintained under Section 189 of the Act and all other documents referred in this notice and explanatory statement including certificate from the Statutory Auditors of the Company certifying that the '2004 Stock Option Plan' of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 are open for inspection at the Registered Office and Corporate Office of the Company during 11.00 A.M. to 1.00 P.M. on all working days (except Saturday and Sunday), upto the date of the AGM and shall also remain open for inspection during the AGM.
12. Members are requested to note that as per Section 124 of the Act, the dividend remaining unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ('IEPF'). In addition, as per the Section 124(6) of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended from time to time, all shares in respect of which dividend has not

- been paid or claimed for seven consecutive years or more shall be transferred by the Company to the IEPF Authority within such period as may be prescribed by the Ministry of Corporate Affairs.
- In the event of transfer of shares and the unclaimed dividend to IEPF, members are entitled to claim the same from the IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
13. The status of dividends remaining unpaid/unclaimed with the respective due dates of transfer to IEPF is provided in the Annual Report and is also available on the website of the Company [www.hcltech.com](http://www.hcltech.com). Members are requested to contact M/s. Alankit Assignments Limited or the Secretarial Department of the Company for claiming the unclaimed dividend 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 the securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participant(s) with whom they have their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Alankit Assignments Limited or the Secretarial Department of the Company.
  15. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form w.e.f. December 5, 2018 with a depository except transmission and transposition of shares. In view of the above and the inherent benefits of holding shares in electronic form, we urge the members holding shares in physical form to opt for dematerialization.
  16. For convenience of the members and proper conduct of the AGM, entry to the AGM venue will be regulated by the Attendance Slip. Members are, therefore, requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter at the venue of the AGM.
  17. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members, a facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The Company has entered into an arrangement with National Securities Depository Limited ('NSDL') for facilitating remote e-voting for the AGM.
  18. The facility of voting through ballot paper shall be made available at the AGM venue to those members, who have not cast their vote by remote e-voting. The members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the AGM. In case members cast their votes through remote e-voting and ballot, voting done by remote e-voting shall prevail and votes cast through ballot shall be treated as invalid.
  19. The members of the Company, whose names appear in the Register of Members / list of Beneficial Owners as on the cut-off date i.e. September 11, 2018 may cast their vote electronically on the Resolutions set forth in this Notice as per the instructions for remote e-voting given hereunder:

The remote e-voting commences on September 14, 2018 (9:00 a.m. IST) and ends on September 17, 2018 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
  20. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of AGM but holds shares as on the cut-off date i.e. September 11, 2018, may obtain a login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  21. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
  22. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained, in case of shares held in physical form, from M/s Alankit Assignments Ltd. or the Secretarial Department of the Company, and in case of shares held in demat form, from their respective Depository Participant(s).

**23. Voting through electronic means**

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsd.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

**Details on Step 1 are mentioned below:**

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile phone.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if EVEN is 101456 and folio number is 001*** then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-voting system for the first

time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or Folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, your ‘Initial password’ has been provided in the enclosed attendance slip.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “*Forgot User Details/Password?*” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) “*Physical User Reset Password?*” (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, home page of e-voting will open.

**Details on Step 2 are given below:**

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
  3. Select “e-voting event number” (‘EVEN’) of “HCL Technologies Limited” for casting your vote.
  4. Now you are ready for e-voting as the Voting page opens.
  5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
  6. Upon confirmation, the message “Vote cast successfully” will be displayed.
  7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
26. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Act read with the Companies (Management and Administration) Rules, 2014
  27. The Company has appointed Mr. Nityanand Singh, Practicing Company Secretary, (Membership no. FCS: 2668) as the Scrutinizer to scrutinize the remote e-voting process and the ballot to be cast by the members at the AGM in a fair and transparent manner.
  28. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall not later than 48 hours of conclusion of the AGM submit a consolidated Scrutinizer’s Report of the total votes cast in favor of or against, if any, to the Chairman of the Company or any other Director of the Company authorized by him in writing, who shall counter sign the same. The Chairman, or any other Director of the Company authorized by him, shall declare the result of the voting forthwith.

#### **General Guidelines for Members**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority letter etc. with the attested specimen signatures of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [officenns@gmail.com](mailto:officenns@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. Incaseofanyqueries,youmayrefertheFrequentlyAsked Questions (FAQs) and e-voting user manual available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
29. The results of remote 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 date of the AGM, subject to receipt of the requisite numbers of votes in favour of the resolutions.  
  
The results of the voting along with the Scrutinizer’s report shall be placed on the Company’s website, [www.hcltech.com](http://www.hcltech.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after their declaration . The results shall also be immediately communicated to BSE Limited and National Stock Exchange of India Limited and be displayed at the Registered Office of the Company.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“Act”)**

##### **Item No. 3**

The Board of Directors of the Company, on the recommendations of the Nomination and Remuneration Committee, has appointed Mr. James Philip Adamczyk (DIN 08151025) as an Additional Director of the Company with effect from July 26, 2018 under the category of Independent Director, pursuant to the provisions of Section 161 and 149 of the Act and Articles of the Association of the Company.

In the opinion of the Board, Mr. James Philip Adamczyk fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure

Requirements), Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that based on his varied experience, his association would be of immense benefit to the Company. It is therefore proposed to appoint Mr. James Philip Adamczyk as an Independent Non-Executive Director on the Board of the Company for a term of five years from July 26, 2018 and ending on July 25, 2023.

In accordance with the provisions of Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, an Independent Director shall not be liable to retire by rotation.

The Company has received from Mr. James Philip Adamczyk (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 pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also ensured that he is not debarred from holding the office by virtue of any SEBI order or any other authority.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. James Philip Adamczyk for the appointment as an Independent Director of the Company.

As an Independent Director, Mr. James Philip Adamczyk shall be entitled to sitting fee for attending Board/Committee meetings and commission, if any, paid in terms of the provisions of the Act.

The terms and conditions of his appointment are available for inspection and also place on website of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. James Philip Adamczyk and his relatives, are concerned or interested, financially or otherwise in this Resolution. The Board re-recommends the Resolution set out at Item No. 3 for approval of the members as an Ordinary Resolution.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/  
RE-APPOINTMENT AS REQUIRED UNDER  
REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS  
AND DISCLOSURE REQUIREMENTS) REGULATIONS,  
2015**

**Ms. Roshni Nadar Malhotra**

Ms. Roshni Nadar Malhotra (DIN: 00030840), aged 36 years is the CEO and Executive Director of HCL Corporation Private Limited. She brings a global outlook, strategic vision and passion for business, social enterprise and institution-building to her varied roles at HCL Corporation and the Shiv Nadar Foundation. Roshni is also a Trustee of the Shiv Nadar Foundation, which among its transformational educational initiatives has established the SSN Institutions in Chennai, today among the top private engineering and business schools in India, the interdisciplinary Shiv Nadar University in the National Capital Region, VidyaGyan schools in Uttar Pradesh, the Shiv Nadar Schools, the iconic Kiran Nadar Museum of Art and Shiksha, an innovative technology-led intervention in education envisioned to eradicate illiteracy from India. Ms. Roshni Nadar Malhotra has an expertise in Strategic and Business Management.

She is the driving force behind the VidyaGyan schools in Uttar Pradesh, a radical initiative to induct and transform meritorious rural children from economically underprivileged backgrounds and create leaders of tomorrow. Under her leadership, VidyaGyan has started showing excellence in various fields, creating spirals of inspiration, and delivering on the promise of creating catalytic leaders from rural India. 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 has been inducted into the Forum of Young Global Leaders, for her inspiring work in philanthropy and education in India at a very young age. She was conferred the prestigious 'NDTV - Indian of the year- India's Future' award under the 'Philanthropic' category in 2014. Also, recently She was felicitated at New York with the 'World's Most Innovative People Award' for 'Philanthropic Innovation', given by The World Summit on Innovation & Entrepreneurship (WSIE). In 2017, She was awarded the prestigious Lewis Institute 2017 Community Changemaker Award by Babson College.

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.

Ms. Roshni Nadar Malhotra is a member of the Nomination and Remuneration Committee, the Stakeholders Relationship Committee, the Finance Committee and the Diversity Committee and also a chairperson in the Corporate Social Responsibility Committee of HCL

Technologies Limited. As on date, her shareholding in the Company is 348 equity shares of Rs. 2/- each.

Information pertaining to remuneration payable to Ms. Roshni Nadar Malhotra and the number of Board Meetings attended by her during the year 2017-18 are provided in the Corporate Governance Report forming part of the Annual Report.

The Companies in which Ms. Roshni Nadar Malhotra is a Director and/or Shareholder (holding more than 2% of the paid up share capital) are as under:

S. No.	Name of the Company	Position held
1	HCL Corporation Private Limited	Whole-Time Director & CEO & Shareholder
2	Julian Investments (Chennai) Private Limited	Director
3	Vama Sundari Investments (Chennai) Private Limited	Director
4	Blueberry Investments (Chennai) Private Limited	Director & Shareholder
5	SKN Investments (Chennai) Private Limited	Director
6	Slocum Investments (Chennai) Private Limited	Director
7	Guddu Investments (Chennai) Private Limited	Director
8	KRN Education Private Limited	Director
9	Shiv Nadar Investments (Pondi) Private Limited	Shareholder
10	Slocum Investments (Pondi) Private Limited	Director
11	SSN Investments (Delhi) Private Limited	Director & Shareholder
12	Vama Sundari Investments (Delhi) Private Limited	Director & Shareholder
13	Kiranroshni Investments (Chennai) Private Limited	Director & Shareholder
14	Vama Sundari Education*	Shareholder
15	Slocum Education*	Shareholder
16	HCL Avitas Private Limited	Director
17	Vidya Gyan Foundation*	Shareholder
18	Slocum Healthcare Private Limited	Director
19	HCL IT City Lucknow Private Limited	Director
20	HCL Investment and Finance Private Limited	Director
21	SSN Investments (Chennai) Private Limited	Director
22	SSN Investments (Pondi) Private Limited	Director

\* Companies incorporated under Section 8 of the Act

Ms. Roshni Nadar Malhotra is holding the following memberships/chairmanships in the Board Committees of other companies:

Name of the Company	Name of the Committee	Position held
HCL Corporation Private Limited	Corporate Social Responsibility Committee	Member
	Treasury Committee	Member
Vama Sundari Investments (Delhi) Pvt. Ltd	Corporate Social Responsibility Committee	Member
	Treasury Committee	Member
	Lending Committee	Member
Slocum Investments (Pondi) Pvt. Ltd	Corporate Social Responsibility Committee	Chairperson
SSN Investments (Pondi) Pvt. Ltd	Corporate Social Responsibility Committee	Member

Ms. Roshni Nadar Malhotra is the daughter of Mr. Shiv Nadar, Chairman & Chief Strategy officer. None of the Directors of the Company except Ms. Roshni Nadar Malhotra, Mr. Shiv Nadar and their relatives are in any way concerned or interested financially or otherwise in the resolution set out at item no 2.

#### Mr. James Philip Adamczyk

Mr. James Philip Adamczyk (DIN 08151025), aged 59 years, has a degree of Bachelor of Science in Civil Engineering from Purdue University, Master of Science in Civil Engineering from the Georgia Institute of Technology and MS in Industrial-Organizational Psychology from Capella University as well as certificates in Accounting from Colombia University and a Certificate in Financial Markets and Trading from the Illinois Institute of Technology.

Mr. Adamczyk has 36 years of experience in information technology, software engineering and technology consulting. He joined Accenture in 1982 and became a Partner in 1992. He led Accenture's strong technology practice in the central United States. In the late 1990's, he left Accenture to start a web-based food distribution business, which he sold in 2001 and returned to Accenture. In the second part of his career at Accenture he led the technology architecture practice in the Financial Services consulting vertical, spearheaded Accenture's creation of a Business Process Management Automation consulting capability and most recently was the Chief Technology Officer of Accenture's software business and led due diligence and post-merger integration of 14 different software and services companies. Since leaving Accenture in 2014, he served as an investor and adviser to a number of software and technology consulting startups.



Mr. Adamczyk has expertise in areas relating to software engineering for corporate systems, consulting and software company management, large scale systems integration, professional services company management and mergers and acquisitions.

Mr. Adamczyk was appointed with effect from July 26, 2018, as an Additional Director. Accordingly information pertaining to remuneration payable to Mr. Adamczyk and the number of Board Meetings attended by him during the year 2017-18 is not applicable.

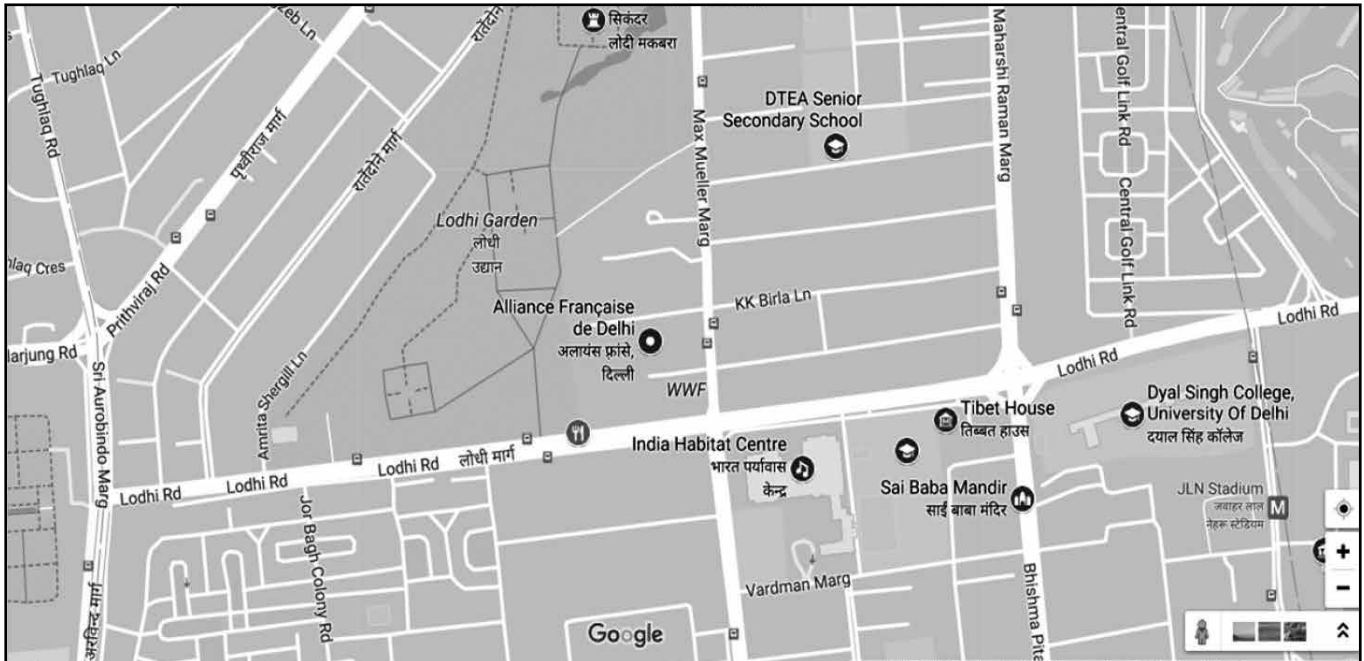
Mr. Adamczyk and his relatives are not related to any of the Directors or the Key Managerial Personnel of the Company. His shareholding in the Company is Nil.

Mr. Adamczyk holds Directorship(s) and Committee Membership(s) / Chairmanship(s) in the following entities:

Name of the Company	Name of the Committee / Board	Position held
Charleston Angel Partners, LLC	Executive Committee (Board)	Member
Raisal, Inc.	Advisory Board	Member

None of the Directors or Key Managerial Personnel and their relatives except Mr. Adamczyk and his relatives are concerned or interested financially or otherwise in the resolution set out at item No. 3.

### Route map to the AGM Venue





**BUILDING ENTERPRISES FOR  
THE DIGITAL AGE WITH  
MODE 1-2-3 STRATEGY**

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