

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, UP, India****Website: www.hcltech.com ; E-mail ID: investors@hcl.com****Tele-Fax: + 91 11 26436336****NOTICE**

NOTICE is hereby given that the Twenty Seventh Annual General Meeting ('AGM') of the members of HCL Technologies Limited ("Company") will be held on Tuesday, 6th day of August, 2019 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, 2019 together with the Reports of the Board of Directors and of the Auditors thereon.

Item No. 2 - Re-appointment of Mr. Shiv Nadar as Director liable to retire by rotation

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. 3 - Appointment of Statutory Auditors

To appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirty Second Annual General Meeting of the Company and to fix their remuneration.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139,142 and all 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, approval of the members of the Company be and is hereby accorded to appoint B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company, in place of retiring auditors S. R. Batliboi & Co. LLP (Registration No. 301003E /E00005), to hold office for a period of five years from the conclusion of this Annual General Meeting ('AGM') till

the conclusion of the Thirty Second AGM of the Company to be held in the year 2024."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee(s) of the Board) be and is hereby authorized to fix remuneration of the Statutory Auditors during their tenure and reimburse their travelling and out of pocket expenses."

SPECIAL BUSINESS:**Item No. 4 - Re-appointment of Mr. R. Srinivasan as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors), Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. R. Srinivasan (DIN - 00575854), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for re-appointment for a second term under the provisions of the Act and the rules made thereunder and SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member signifying his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for another term effective from August 6, 2019 till the conclusion of AGM to be held in the year ending March 31, 2024."

"RESOLVED FURTHER THAT Mr. R. Srinivasan shall continue to be an Independent Director even after attaining the age of 75 years during his tenure of directorship."

"RESOLVED FURTHER THAT in the event the AGM of the Company for the year ended March 31, 2024 is not held on or before August 5, 2024, the tenure of Mr. R. Srinivasan (DIN - 00575854) as an Independent Director shall end on August 5, 2024."

Item No. 5 - Re-appointment of Mr. S. Madhavan as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors), Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S. Madhavan (DIN - 06451889), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for re-appointment for a second term under the provisions of the Act and the rules made thereunder and SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member signifying his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for another term effective from August 6, 2019 till the conclusion of AGM to be held in the year ending March 31, 2024.”

“RESOLVED FURTHER THAT in the event the AGM of the Company for the year ended March 31, 2024 is not held on or before August 5, 2024, the tenure of Mr. S. Madhavan (DIN - 06451889) as an Independent Director shall end on August 5, 2024.”

Item No. 6 - Re-appointment of Ms. Robin Ann Abrams as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors), Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Robin Abrams (DIN - 00030840), Independent Director of the Company, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for re-appointment for a second term

under the provisions of the Act and the rules made thereunder and SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member signifying her candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for another term effective from August 6, 2019 till the conclusion of AGM to be held in the year ending March 31, 2024.”

“RESOLVED FURTHER THAT in the event the AGM of the Company for the year ended March 31, 2024 is not held on or before August 5, 2024, the tenure of Ms. Robin Abrams (DIN - 00030840) as an Independent Director shall end on August 5, 2024.”

Item No. 7 - Re-appointment of Dr. Sosale Shankara Sastry as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors), Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Sosale Shankara Sastry (DIN - 05331243), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for re-appointment for a second term under the provisions of the Act and the rules made thereunder and SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member signifying his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for another term effective from August 6, 2019 till the conclusion of AGM to be held in the year ending March 31, 2024.”

“RESOLVED FURTHER THAT in the event the AGM of the Company for the year ended March 31, 2024 is not held on or before August 5, 2024, the tenure of Dr. Sosale Shankara Sastry (DIN - 05331243) as an Independent Director shall end on August 5, 2024.”

Item No. 8 - Payment of commission to Non-Executive Directors

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 (‘Act’)(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 Board of Directors for 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 Act, to all the non-executive directors of the Company collectively in each financial year over a period of five years beginning from April 1, 2019 and extending upto and including the financial year of the Company ending on March 31, 2024.

“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 of Directors.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (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.”

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

Manish Anand
Company Secretary
Membership No.: FCS-5022

Date: July 8, 2019

Place: New Delhi

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 THERE UNDER, 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 of the Company will remain closed from **July 31, 2019 to August 2, 2019** (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 (‘SEBI LODR Regulations’).
4. The Board of Directors has not recommended final dividend on equity shares for the year ended March 31, 2019.
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. 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.
9. 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 to 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 to 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.

10. 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. IST to 1.00 p.m. IST on all working days upto the date of the AGM and shall also remain open for inspection during the AGM.
11. 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 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 IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website 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.

12. 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 or the Secretarial Department of the Company for claiming the unclaimed dividend standing to the credit of their account.
13. 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.
14. With an aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI via its press release no. 51/2018 dated December 2, 2018 circular extended the date of physical transfer of securities by March 31, 2019. Accordingly, with effect from April 1, 2019, except transmission or transposition of securities, requests for effecting transfer of securities in physical mode shall not be processed unless the securities are held in the dematerialized form with a Depository. 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.
15. 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.
16. Member(s) / Proxies / Authorized Representatives are requested to bring the enclosed attendance slip duly filled in and signed for attending the meeting. Member(s) who hold equity shares in electronic mode are requested to write the DP ID and Client ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip.
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 LODR Regulations, 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. July 30, 2019 may cast their vote electronically on the Resolutions set for thin this Notice as per the instructions for remote e-voting given hereunder:

The remote e-voting commences on August 2, 2019 (9:00 a.m. IST) and ends on August 5, 2019 (5:00 p.m. IST).The remote e-voting module shall be disabled by NSDL for voting there after. Once the vote on are solution 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. July 30, 2019, may obtain a login ID and password by sending a request at 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 the Registrar and Share Transfer Agent 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.nsdl.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.nsdl.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.nsdl.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' is communicated to you on your postal address.

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.nsdl.com
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use OTP (One Time Password) based login for casting the votes on the e-voting systems by NSDL.
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.

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 signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to officenns@gmail.com with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
24. Mobile number and e-mail ID can also be updated in the user profile details of the folio which may be used for sending future communications.
25. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. July 30, 2019.
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 there after 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 countersign the same. The Chairman, or any other person authorized by the him, shall declare the result of the voting forthwith.

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 and on the website of NSDL 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.

30. Your Company is pleased to provide the facility of live webcast of the proceedings of the AGM. Members who are entitled to participate in the AGM can view the proceeding of AGM by logging on the e-voting website of NSDL using their secure login credentials. Members who are not able to attend the AGM physically are encouraged to use this facility of webcast.

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

Item No. 2

This explanatory statement for Item No. 2 is provided though strictly not required as per section 102 of the Act.

Mr. Shiv Nadar was appointed as a non-retiring Director. However, due to the resignation of Mr. Sudhinder Krishan Khanna (DIN - 01529178), currently the number of Non-Independent Directors are two viz. Mr. Shiv Nadar and Ms. Roshni Nadar Malhotra.

In accordance with the provisions of the Act, not less than two-third of the Non-Independent Directors (which is 1.34 rounded off to 2 directors) should be liable to retire by rotation. In view of these provisions, both the Non-Independent directors shall be required to retire by rotation.

Mr. Shiv Nadar, being longest in office shall retire at the forthcoming AGM and being eligible, has offered himself for re-appointment as Director of the Company.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors considered and recommended the re-appointment of Mr. Shiv Nadar to the members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in this resolution except Mr. Shiv Nadar and Ms. Roshni Nadar Malhotra being related to Mr. Shiv Nadar.

The Board of Directors recommends the resolution as set out at Item no. 2 for approval of the Members to be passed as an Ordinary Resolution.

Item No. 3

This explanatory statement for Item No. 3 is provided though strictly not required as per section 102 of the Act.

S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E / E00005), have been the Statutory Auditors of the Company since the financial year 2009-10. They were re-appointed as the Statutory Auditors of the Company at the AGM held in the year 2014 for a period of five years to hold office up to the conclusion of the AGM to be held in the year 2019. In terms of Section 139(2) of the Act and Rule 6 of the Companies (Audit & Auditors) Rules, 2014, their term will expire in the ensuing AGM.

Pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Act and the rules made thereunder, approval of the members of the Company be and is hereby sought to appoint B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022) as the Statutory Auditors of the Company, in place of the retiring auditors, to hold office for a period of five years from the conclusion of this AGM till the conclusion of the Thirty Second AGM of the Company to be held in the year 2024.

The Audit Committee proposed the appointment of B S R & Co. LLP as the Statutory Auditors after assessing B S R & Co. LLP and another audit firm based on certain parameters which included past audit experience of the audit firm particularly in auditing large IT companies having overseas subsidiaries, strength & experience of key members proposed in the audit team, independence of the audit firm, etc. The Board of Directors after considering the recommendations of the Audit Committee has recommended the said appointment for approval by the members of the Company.

B S R & Co. LLP would audit the financial statements of the Company on a standalone and consolidated basis under Ind AS and would also audit the financial statements of certain subsidiaries. The global network firms of B S R & Co. LLP would audit the consolidated financial statements as per US GAAP and the financial statements of certain overseas

subsidiaries. The aggregate fee proposed to be paid would be around Rs. 22 crores plus expenses and taxes, as applicable for the financial year 2019-20. There is an increase in the fee that is proposed to be paid to the new auditors from the fee that was paid to existing auditors due to increase in the quantum of work including new acquisitions. It is proposed to authorise the Board of Directors, including relevant Committee(s) thereof, to finalise the fee / expenses and to approve incremental fee, from time to time, based on the increase in the quantum of work and vary such other terms in consultation with the Statutory Auditors.

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

The Board of Directors recommends the resolution as set out at Item no. 3 for approval of the members to be passed as an Ordinary Resolution.

Item No. 4

In accordance with the provisions of the Act and SEBI LODR Regulations, an Independent Director can be appointed for a maximum of two terms of five years each. The first term is to be counted w.e.f. the AGM falling after April 1, 2014. Mr. R. Srinivasan was appointed as an Independent Director of the Company for a term of five years up to the date of AGM scheduled in the year 2019.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 9, 2019, have recommended the re-appointment of Mr. R. Srinivasan for the second term as provided in the resolution.

Further, the Securities and Exchange Board of India, vide its Notification dated May 9, 2018 notified that a listed entity shall not appoint a person or continue the directorship of any person as Non-Executive Director who has attained the age of 75 years or more unless a special resolution is passed to that effect.

Members are requested to note that Mr. R. Srinivasan will attain the age of seventy-five years in the year 2021 during his tenure of directorship in the Company. Accordingly, in terms of the new provisions of SEBI LODR Regulations, the approval of the members would also be required for continuation of the directorship after attaining the age of 75 years.

The Company has received a declaration from Mr. R. Srinivasan confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and as per SEBI LODR Regulations. A copy of the draft letter for re-appointment of Mr. R. Srinivasan setting out the terms and conditions is available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. IST to 1.00 p.m. IST upto the date of AGM and will also be available for inspection

at the venue of the AGM and available on the website of the Company.

The Company has received consent in writing and other relevant disclosures from Mr. R. Srinivasan.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member of the Company proposing the candidature of Mr. R. Srinivasan to be re-appointed as an Independent Director.

Brief profile of Mr. R. Srinivasan is enclosed, and detailed profile is available on www.hcltech.com.

In the opinion of the Board of Directors, he fulfils the condition specified in the Act for such re-appointment and such appointment is independent of the management. Accordingly, the Board of Directors recommends the passing of resolution set out in Item No. 4 as a Special Resolution.

Except, Mr. R. Srinivasan and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in item no. 4 of the Notice.

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

Item No. 5

In accordance with the provisions of the Act and SEBI LODR Regulations, an Independent Director can be appointed for a maximum of two terms of five years each. The first term is to be counted w.e.f. the Annual General Meeting falling after April 1, 2014. Mr. S. Madhavan was appointed as an Independent Director of the Company for a term of five years up to the date of AGM scheduled in the year 2019.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 9, 2019, have recommended the re-appointment of Mr. S. Madhavan for the second term as provided in the resolution.

The Company has received a declaration from Mr. S. Madhavan confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and as per SEBI LODR Regulations. In the opinion of the Board of Directors, he fulfils the conditions specified in the said Act and is independent of the management. A copy of the draft letter for re-appointment of Mr. S. Madhavan setting out the terms and conditions is available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. IST to 1.00 p.m. IST upto the date of AGM and will also be available for inspection at the venue of the AGM and available on the website of the Company.

The Company has received consent in writing and other relevant disclosures from Mr. S. Madhavan.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member of the Company proposing the candidature of Mr. S. Madhavan to be re-appointed as an Independent Director.

Brief profile of Mr. S. Madhavan is enclosed and detailed profile is available on www.hcltech.com.

In the opinion of the Board of Directors he fulfils the condition specified in the Act for such re-appointment and such appointment is independent of the management. Accordingly, the Board of Directors recommends the passing of resolution set out in Item No. 5 as a Special Resolution.

Except, Mr. S. Madhavan and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in item no. 5 of the Notice.

The Board of Directors recommends the resolution as set out at Item no. 5 for approval of the members to be passed as a Special Resolution.

Item No. 6

In accordance with the provisions of the Act and SEBI LODR Regulations, an Independent Director can be appointed for a maximum of two terms of five years each. The first term is to be counted w.e.f. the Annual General Meeting falling after April 1, 2014. Ms. Robin Ann Abrams was appointed as an Independent Director of the Company for a term of five years up to the date of AGM scheduled in the year 2019.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 9, 2019, have recommended the re-appointment of Ms. Robin Ann Abrams for the second term as provided in the resolution.

The Company has received a declaration from Ms. Robin Ann Abrams confirming that she meets the criteria of Independence as prescribed under Section 149(6) of the Act and as per SEBI LODR Regulations. In the opinion of the Board of Directors, she fulfils the conditions specified in the said Act and is independent of the management. A copy of the draft letter for re-appointment of Ms. Robin Ann Abrams setting out the terms and conditions is available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. IST to 1.00 p.m. IST upto the date of AGM and will also be available for inspection at the venue of the AGM and available on the website of the Company.

The Company has received consent in writing and other relevant disclosures from Ms. Robin Ann Abrams.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member of the Company proposing the candidature of Ms. Robin Ann Abrams to be re-appointed as an Independent Director.

Brief profile of Ms. Robin Ann Abrams is enclosed, and detailed profile is available on www.hcltech.com.

In the opinion of the Board of Directors she fulfils the condition specified in the Act for such re-appointment and such appointment is independent of the management. Accordingly, the Board of Directors recommends the passing of resolution set out in Item No. 6 as a Special Resolution.

Except, Ms. Robin Ann Abrams and her relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in item no. 6 of the Notice.

The Board of Directors recommends the resolution as set out at Item no. 6 for approval of the members to be passed as a Special Resolution.

Item No. 7

In accordance with the provisions of the Act and SEBI LODR Regulations, an Independent Director can be appointed for a maximum of two terms of five years each. The first term is to be counted w.e.f. the Annual General Meeting falling after April 1, 2014. Dr. Sosale Shankara Sastry was appointed as an Independent Director of the Company for a term of five years up to the date of AGM scheduled in the year 2019.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 9, 2019, have recommended the re-appointment of Dr. Sosale Shankara Sastry for the second term as provided in the resolution.

The Company has received a declaration from Dr. Sosale Shankara Sastry confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and as per SEBI LODR Regulations. In the opinion of the Board of Directors, he fulfils the conditions specified in the said Act and is independent of the management. A copy of the draft letter for re-appointment of Dr. Sosale Shankara Sastry setting out the terms and conditions is available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. IST to 1.00 p.m. IST upto the date of AGM and will also be available for inspection at the venue of the AGM and available on the website of the Company.

The Company has received consent in writing and other relevant disclosures from Dr. Sosale Shankara Sastry.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member of the Company proposing the

candidature of Dr. Sosale Shankara Sastry to be re-appointed as an Independent Director.

Brief profile of Dr. Sosale Shankara Sastry is enclosed and detailed profile is available on www.hcltech.com.

In the opinion of the Board of Directors he fulfils the condition specified in the Act for such re-appointment and such appointment is independent of the management. Accordingly, the Board of Directors recommends the passing of resolution set out in Item No. 7 as a Special Resolution.

Except, Dr. Sosale Shankara Sastry and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in item no. 7 of the Notice.

The Board of Directors recommends the resolution as set out at Item no. 7 for approval of the members to be passed as a Special Resolution.

Item No. 8

The Non-Executive Directors can be paid remuneration only by way of commission. The aggregate commission to all the Non-Executive Directors cannot exceed one percent per annum of the net profits of the Company.

The approval to pay commission to the Non-Executive Directors is granted by the members of the Company and the maximum

period for which members can authorise the Board of Directors at a time is five years.

Accordingly, the members of the Company in the Annual General Meeting held in the year 2014 had granted authority to the Board of Directors to pay the aforesaid commission to the Non-Executive Directors upto the financial year 2019.

It is now proposed to seek fresh approval of the members to authorise the Board of Directors for a period of five financial years commencing from April 1, 2019 and extending upto and including the financial year of the Company ending on March 31, 2024.

All Non-executive directors may be deemed to be concerned or interested in the resolution set out at Item No. 8 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 of Directors recommends the resolution as set out at Item no. 8 for approval of the members to be passed as a Special Resolution.