

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
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NOTICE

NOTICE is hereby given that the 30th Annual General Meeting ("AGM") of the members of HCL Technologies Limited ("the Company") will be held on Tuesday, 16th day of August 2022 at 11:00 A.M. (IST) through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), as mentioned in the notes to this Notice, to transact the following businesses:

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, 2022, together with the Reports of the Board of Directors and of the Auditors thereon, and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered, and adopted."

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

To re-appoint Ms. Roshni Nadar Malhotra (DIN - 02346621), who retires by rotation and being eligible, offers herself for re-appointment as a Director, liable to retire by rotation, and pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Ms. Roshni Nadar Malhotra (DIN - 02346621), who retires by rotation at this meeting and being eligible, has offered herself for re-appointment as a Director be and is hereby re-appointed as a Director, of the Company, liable to retire by rotation."

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

Manish Anand

Company Secretary
Membership No.: FCS-5022

Date: July 21, 2022
Place: Noida (U.P.)

NOTES:-

1. Pursuant to the General Circular No. 2/2022 dated May 5, 2022 and other circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), companies are allowed to convene their AGMs through VC / OAVM, without the physical presence of the members at a common venue. Hence, in compliance with the MCA Circulars, the AGM of the Company is being held through VC / OAVM.

The MCA Circulars read with the Securities and Exchange Board of India ("SEBI") Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ("SEBI Circular"), has dispensed with the requirement of sending the physical copies of the AGM Notice and Annual Report to the members. Accordingly, the Notice of the AGM and the Annual Report (2021-22) of the Company are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories.

Members may note that the copies of the Notice of the AGM and the Annual Report (2021-22) are also available on the website of the Company at www.hcltech.com, websites of the Stock Exchanges, BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com, respectively, and website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com, the agency appointed for facilitating e-voting (including remote e-voting) for the AGM. Members who wish to obtain physical copies of the AGM Notice and the Annual Report (2021-22), may write to us at investors@hcl.com.

2. In compliance with the provisions of Section 108 of the Companies Act, 2013 ("Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the circulars issued by the MCA, the Company is providing the facility of e-voting (including remote e-voting) to its members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system during the remote e-voting period as well as e-voting during the AGM will be provided by NSDL.
3. In accordance with the SEBI Circular and the MCA Circulars, the facility to appoint a proxy to attend and cast votes for the members is not available for this AGM. However, Institutional / Corporate members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy of its board or governing body resolution / authorization, etc., for authorizing

their representatives to attend the AGM through VC / OAVM on their behalf and to cast vote through e-voting (including remote e-voting). The said resolution/ authorization shall be sent to the Scrutinizer by e-mail at its registered e-mail address at officenns@gmail.com with a copy marked to NSDL at evoting@nsdl.co.in.

4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM.
5. Members can join the AGM through VC / OAVM mode 30 minutes before the scheduled time of the commencement of the meeting by following the procedure mentioned in the AGM Notice. The facility of participation in the AGM through VC / OAVM will be made available for 1,000 members on a first-come first-served basis. This will not include large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee and Auditors, etc. who are allowed to attend the AGM without any restriction.

Members who are entitled to participate in the AGM but cannot join the meeting due to restrictions as above will be able to view the proceedings of the AGM by logging onto the e-voting website of the NSDL using their secure login credentials.

6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The recorded transcript of the AGM shall also be made available on the website of the Company at www.hcltech.com as soon as possible after the conclusion of the AGM.
8. In order to facilitate its members to receive the AGM Notice and the Annual Report (2021-22) electronically and cast their vote through e-voting (including remote e-voting), the Company has made special arrangement with its Registrar and Share Transfer Agent ("RTA") for temporary registration of e-mail addresses. The process for temporary registration of e-mail address is as under:

- Members are required to click the following link: [https:// web.linkintime.co.in/EmailReg/Email_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) and complete the registration process as guided therein.
- Post successful registration of the e-mail, the members would get soft copy of the AGM Notice and the Annual Report (2021-22) and the procedure for e-voting (including remote e-voting) and / or attending virtual AGM, along with the User ID and Password. In case of any queries, members may write to the RTA at rnt.helpdesk@linkintime.co.in.

For permanent registration of e-mail address, members are requested to register their e-mail addresses as follows:

For shares held in Physical form	<ol style="list-style-type: none"> 1. Visit the link: https://web.linkintime.co.in/EmailReg/Email_Register.html 2. Select the company name viz. HCL Technologies Limited. 3. Mention Folio No., Name of the Shareholder, Certificate No., PAN, Mobile number, E-mail ID along with a self-attested copy of your PAN Card/ Aadhar/ Valid Passport etc.
For shares held in Dematerialized form	The members holding shares in electronic mode are requested to register / update their e-mail addresses, PAN and Bank Account details with the Depository Participant where their respective demat accounts are maintained.

9. As the AGM will be held through VC / OAVM, the route map, proxy form and attendance slip are not required and accordingly, not attached to this Notice.
10. Brief profile of the Director to be re-appointed including nature of her expertise, names of companies in which she holds directorships and committee memberships, shareholding in the Company and relationships with other directors, etc., are provided in [Annexure A](#) of this Notice.
11. Though not necessary an Explanatory Statement, setting out the material facts relating to the Ordinary Business at Item No. 2, to be transacted at the AGM forms part of this Notice.
12. 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, will be available electronically for inspection during the AGM at NSDL e-voting system at www.evoting.nsdl.com. The members may inspect these records by using their secure login credentials. All other documents referred to in this Notice will also be available for inspection in an electronic mode without any fee by the members from the date of circulation of this Notice till the date of the AGM. Members seeking to inspect such documents can send an e-mail to investors@hcl.com.
13. Members are requested to note that as per Section 124 of the Act, the dividend remaining unclaimed/unpaid 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 the 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 MCA.

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 and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5.

14. The status of dividends remaining unpaid / unclaimed along with the respective due dates of transfer to IEPF is provided in the Annual Report.
15. SEBI has mandated the submission of a 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 demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Link Intime India Private Limited or to the Secretarial Department of the Company.
16. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of requests received for transmission or transposition of securities. 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.
17. The members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as on **Tuesday, August 9, 2022 ("Cut-off date")** and who are otherwise not barred to cast their vote, are entitled to vote electronically either through remote e-voting or e-voting during AGM, on the Resolutions set forth in this Notice. A person who is not a member on the Cut-off date should treat this notice for information purpose only.

Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of e-voting

09:00 a.m. (IST) on Friday, August 12, 2022

End of e-voting

05:00 p.m. (IST) on Monday, August 15, 2022

The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again. However, those members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions during the remote e-voting period and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

18. The voting rights of the members shall be reckoned in proportion to the paid-up equity shares registered in the name of the member / beneficial owner as on the Cut-off date.

19. Any person holding shares in physical form, and non-individual members, who acquire shares of the Company and become member of the Company after the Notice is sent through e-mail and holding shares as on the Cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if the member is already registered with NSDL for remote e-voting, then he/she can use his/her existing User ID and password to cast the vote. In case the password is forgotten, it can be reset by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll-free no. 1800-1020-990 and 1800-224-430.

In case of Individual shareholders holding securities in demat mode who acquire shares of the Company and become a member of the Company after sending of the Notice and holding shares as on the Cut-off date may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-voting system".

20. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names as per the Register of Members of the Company, will be entitled to attend and / or vote at the AGM.
21. Members holding shares in a single name are advised to make nominations 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 RTA or the Secretarial Department of the Company, and in case of shares held in demat form, from their respective Depository Participant(s).

22. INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING AND JOINING THE AGM VIRTUALLY ARE AS UNDER:

The way to vote electronically on NSDL e-Voting system and joining virtual AGM consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Log-in method for remote e-Voting and joining virtual AGM for the Individual Shareholders/ Members holding securities in Demat mode

In terms of the SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Members are advised to update their mobile number and e-mail address in their demat accounts in order to access e-voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of member	Login Method
Individual member holding securities in demat mode with NSDL	<p>A. NSDL IDEAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> Visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on the Company’s name or e-Voting service provider (“ESP”) i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> Option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <p>Please follow steps given in points (i- v) of Point A</p>
	<p>B. e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number held with NSDL), Password / OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.
Individual members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the e-Voting menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual member (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above-mentioned websites.

Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL.

Login Type	Helpdesk details
Individual members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll-free no.: 1800-1020-990 and 1800-224-430
Individual members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542 / 43

B. Log-in method for remote e-Voting and joining virtual AGM for the members other than Individual Members holding securities in Demat mode and Members holding securities in Physical mode

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

- 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.
- Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholder / Member" section.
- A new screen will open. You will have to enter your User ID, your Password / OTP 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 eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
b) 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*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then User ID is 101456001***

- Password details for members other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - If your e-mail address is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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'.
 - If your e-mail address is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail addresses are not registered.**

- If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

- 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of 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.

Step 2: Cast your vote electronically and Join virtual AGM on NSDL e-Voting system

How to cast your vote electronically and join virtual meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period or at during the AGM. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message **"Vote cast successfully"** will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members:

- a) Institutional / Corporate members (*i.e.* other than individuals / HUF, NRI, etc.) are required to send a scanned copy of its board or governing body resolution / authorization, etc., for authorizing their representatives

to attend the AGM through VC / OAVM on their behalf and to cast vote through e-voting (including remote e-voting). The said resolution/ authorization shall be sent to the Scrutinizer by e-mail at its registered e-mail address at officenns@gmail.com with a copy marked to evoting@nsdl.co.in.

- b) 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.
- c) In case of any queries, you may refer to 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.: 1800-1020-990 or 1800-224-430 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated e-mail address – evoting@nsdl.co.in, who will also address the grievances connected with the voting by electronic means.

23. The Company has appointed M/s. Nityanand Singh & Co., Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM, in a fair and transparent manner.
24. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast during the AGM, 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 after the conclusion of the AGM submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against the resolutions, to the Chairperson of the Company (or to such other person authorized by the Chairperson in writing) on or before Thursday, August 18, 2022.
25. The results of remote e-voting and e-voting during the AGM, on the resolutions shall be aggregated and declared after the receipt of scrutinizer's report by the Chairperson or any director or any other person authorised by the Chairperson and the resolutions will be deemed to be passed on the date of the AGM, subject to receipt of the requisite number 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 at www.hcltech.com and on the website of the NSDL at www.evoting.nsdl.com immediately after their declaration. The results shall also be immediately communicated to BSE and NSE. The results of the voting will also be displayed on the notice board of the Company at its Registered Office and its Corporate Office.

I. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

The procedure for e-voting on the day of the AGM is the same as the instructions mentioned at point no. 22 above for remote e-voting. Only those members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The Members who have 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

The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

II. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER -

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see "VC / OAVM link" placed under **"Join General meeting"** menu against the Company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute

rush. Further, members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Members are encouraged to join the AGM through laptops / desktops with high-speed internet connectivity for better experience. Participants connecting from mobile devices or tablets or through laptops via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
3. Members will be required to turn-on their camera while speaking at the AGM.
4. Members who would like to express their views /ask questions as a speaker during the AGM may pre-register themselves by sending their questions in advance along with their name, demat account number/folio number, e-mail ID and mobile number, from their registered e-mail address, at investors@hcl.com before Wednesday, August 10, 2022 (5:00 p.m. IST).
5. **Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time during the AGM.

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

Date: July 21, 2022
Place: Noida (U.P.)

Manish Anand
Company Secretary
Membership No.: FCS-5022

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT**Item No. 2**

Though not statutorily required, the following is being provided as an additional information to the members.

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 & the Rules made thereunder and in terms of the Articles of Association of the Company, not less than two-third of the total number of directors (excluding independent directors) of the Company shall be liable to retire by rotation. One-third of these retiring directors must retire from the office at each Annual General Meeting ("AGM") but such retiring director shall be eligible for re-election at such meeting.

Ms. Roshni Nadar Malhotra, Non-Executive Non-Independent Director, retires by rotation at the ensuing AGM and being eligible has offered herself for re-appointment.

Ms. Roshni Nadar Malhotra is the Chairperson of the Board and the Company. She also chairs the Corporate Social Responsibility Committee of the Company. She is a member of the Nomination and Remuneration Committee, the Stakeholders' Relationship Committee, the ESG & Diversity Equity Inclusion Committee, and the Finance Committee of the Company.

Ms. Roshni Nadar Malhotra brings a global outlook, strategic vision, passion for business, social enterprise, and institution-building to her varied roles at the Company. She has expertise in management, strategy and social enterprise.

In recognition of her outstanding work in business and in philanthropy, Ms. Roshni Nadar Malhotra has received several honors and accolades. Some of these include, being featured in '*The World's 100 Most Powerful Women*' list compiled and released by Forbes in 2021, for the fifth consecutive year. In 2020, Forbes also featured her among the '*25 Most Powerful Businesswomen in Asia*.' She was conferred with the Lewis Institute Community Changemaker Award by Babson College in 2017 and was recognized by Horasis, an internationally renowned think tank, as the Indian Business Leader of the Year 2019. She is an alumnus of the Forum of Young Global Leaders (YGL, 2014-19), a unique and diverse community of the world's most outstanding, next-generation leaders, an initiative of the World Economic Forum.

Ms. Roshni Nadar Malhotra is a member of the Dean's Advisory Council at the MIT School of Engineering, USA, and is also a member of the Kellogg School of Management Executive Board for

Asia. She serves on the Board of Directors of the US-India Strategic Partnership Forum ("USISPF") and is also an independent director on the Board of HDFC Asset Management Company.

Ms. Roshni Nadar Malhotra is a Trustee of the *Shiv Nadar Foundation*. Since its inception, the Shiv Nadar Foundation has invested \$988 million in nation-building institutions and in driving transformational leadership. She is also the Chairperson and driving force behind *VidyaGyan*, a leadership academy for the economically underprivileged, meritorious, rural students of Uttar Pradesh, and has been working toward nurturing future leaders from rural India who can be catalysts of change for their communities, villages, and the nation at large. Passionate about wildlife and conservation, she established The Habitats Trust in 2018. The Foundation aims to work towards protecting India's natural habitats and its indigenous species with the core mission of creating and conserving sustainable ecosystems through strategic partnerships and collaborations with all stakeholders, at every level.

Keeping in view her rich and varied experience in the Industry, her involvement in the Company's strategy, and the success achieved by the Company during her tenure, the Board of Directors is of the opinion that it would be in the interest of the Company to re-appoint her as a Non-Executive Non-Independent Director of the Company.

In view of the above, the Board of Directors, based on positive outcome of performance evaluation and after considering the recommendations of the Nomination and Remuneration Committee, has recommended the re-appointment of Ms. Roshni Nadar Malhotra as a Non-Executive Non-Independent Director, liable to retire by rotation.

Additional information in respect of Ms. Roshni Nadar Malhotra, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is given in [Annexure A](#) to this Notice.

None of the Directors or Key Managerial Personnel or their relatives, except Ms. Roshni Nadar Malhotra herself and Mr. Shikhar Malhotra, her husband, and their respective relatives, are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the resolution in relation to the re-appointment of Ms. Roshni Nadar Malhotra as set out in Item No. 2 for approval of the members by way of an Ordinary Resolution.

Annexure A

ADDITIONAL DETAILS OF DIRECTOR RECOMMENDED FOR RE-APPOINTMENT AS REQUIRED UNDER THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	Ms. Roshni Nadar Malhotra
Date of Birth	16-Sep-1981
Age	40 Years
Date of first Appointment on the Board	29-July-2013
Qualifications	Undergraduate Degree in Communications from Northwestern University and MBA from the Kellogg School of Management.
Nature of expertise in specific functional area	Ms. Roshni Nadar Malhotra has expertise in Management, Strategy & Social Enterprise.
Past Remuneration	<p>Being a Non-Executive Director, Ms. Roshni Nadar Malhotra does not receive any fixed remuneration. She has received sitting fees for attending the Board / its Committee meetings, and the Commission as approved by the Board within the limits approved by the members of the Company.</p> <p>The details of the sitting fees and commission paid to her during the financial year ended March 31, 2022, have been provided in the Corporate Governance Report which forms part of the Annual Report.</p>
Terms and conditions of appointment / re-appointment including Remuneration to be paid	<p>Re-appointment as a Non-Executive Non-Independent Director, liable to retire by rotation. Ms. Roshni Nadar Malhotra would not be paid any fixed remuneration.</p> <p>Ms. Roshni Nadar Malhotra would be entitled to the sitting fee for attending the Board / Committee meetings. She would also be entitled to the commission, as may be approved by the Board, in terms of the provisions of the Companies Act, 2013.</p>
Shareholding in HCL Technologies Limited as on March 31, 2022	696 equity shares of ₹ 2/- each
Relationship with other Directors / KMPs	Ms. Roshni Nadar Malhotra is the wife of Mr. Shikhar Malhotra, Non-Executive Non- Independent Director of the Company.
Directorships / Committee Membership and Chairpersonship held in other Listed Companies	Ms. Roshni Nadar Malhotra is a Director on the Board of HDFC Asset Management Company Limited. She does not hold any committee membership in this company.
Resignation from Listed entities in the past three years	None
No. of Board Meetings attended during the Financial year ended March 31, 2022	6 Board Meetings were held during the Financial Year 2021 - 22. All these meetings were attended by her.

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

Date: July 21, 2022
Place: Noida (U.P.)

Manish Anand
Company Secretary
Membership No.: FCS-5022

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