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 28, 2017

Mr. Girish Joshi : **Bombay Stock Exchange Ltd.**
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001

Mr. Avinash Kharker : **The 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 25th Annual General Meeting and Book Closure

Dear Sirs,

This is to inform you that the Twenty Fifth Annual General Meeting ('AGM') of the members of HCL Technologies Limited (the "Company") will be held on Thursday, the 21st day of September, 2017, at 11:00 A.M. at the Stein Auditorium, Habitat World, at the India Habitat Centre, Lodhi Road, New Delhi - 110 003.

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 14, 2017 to September 17, 2017 (both days inclusive).

A copy of the Notice of the AGM is enclosed herewith.

This is for your information and records.

Thanking you,

Yours faithfully,
for **HCL Technologies Limited**

Manish Anand
Company Secretary

Encl.: As above

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
Tel: +91 11 26444812; Fax: +91 11 26436336
Website: www.hcltech.com ; E-mail ID: investors@hcl.com

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting ('AGM') of the members of HCL Technologies Limited ("Company") will be held on Thursday, 21st day of September, 2017 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

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2 - Re-appointment of Mr. Sudhindar Krishan Khanna as Director

To appoint a Director in place of Mr. Sudhindar Krishan Khanna (DIN- 01529178)**,** who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3 - Ratification of appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (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, the appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005) as the Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the remuneration of the Statutory Auditors for the financial year 2017-18 and reimburse their travelling and out of pocket expenses."

SPECIAL BUSINESS:

Item No. 4 - Re-appointment of Mr. Shiv Nadar as the Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder read with Schedule V of the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Shiv Nadar (DIN-00015850) as the Managing Director of the Company under the designation of Chairman & Chief Strategy Officer for a period of 5 years from February 1, 2017 to January 31, 2022 on the terms and conditions including remuneration as set out below with the authority to the Board of Directors (hereinafter referred to as "the Board" which term shall include a Committee of Directors) to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be decided by the Board from time to time.

A. Salary, perquisites and allowances – ₹ 5 crores per annum to be paid by the Company and/or its subsidiaries.

   The perquisites, as aforesaid, shall include (i) maintenance of residences including provision of furnishings, utilities (including gas, electricity and water), security, and domestic help, (ii) medical facilities (including hospitalization) for self and family as well as coverage under the Company's health insurance plans, (iii) chauffer driven vehicles for personal use, (iv) leave travel assistance as per Company policy, (v) any other 'perquisites' as per the policy / rules of the Company in force and/or as may be approved by the Board and (vi) Retiral benefits as per the policy / rules of the Company in force and/or as may be approved by the Board.

B. In addition to the above, he will also be entitled to the following benefits:

   1. Computer and communication facilities at home at cost to the Company;

   2. Travel as per Company rules;

   3. Chauffer driven cars.

C. The aforesaid perquisites, allowances and other benefits shall be evaluated, wherever applicable, as per the provisions of the Income-Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof.

D. Subject to superintendence, control and directions of the Board, he shall perform such duties and functions as would be commensurate with his position as the Managing Director of the Company and as may be delegated to him by the Board from time to time.

E. The appointment shall not be subject to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to make any alterations, variations and modifications in the terms of appointment including an increase in salary, perquisites and allowances and/or remuneration by way of incentive / bonus / performance linked incentive from time to time, as the Board may in its absolute discretion deem fit, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all necessary acts, deeds and things that may be required to give effect to the above resolution."

Item No. 5- Appointment of Mr. Deepak Kapoor 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 and 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. Deepak Kapoor (DIN - 00162957) who was appointed as an Additional Director of the Company with effect from July 26, 2017 under Section 161 of the Act, to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the 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 Non-executive Director of the Company, not liable to retire by rotation, to hold office for a term of five years commencing from July 26, 2017 and ending on July 25, 2022."

"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
FCS-5022

Date: August 18, 2017
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 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 14, 2017 to September 17, 2017 (both days inclusive) in terms of the provisions of Section 91 of the Act and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. Route Map of the venue of the AGM is given at the end of the Notice.

5. Brief profile of Directors to be appointed/re-appointed including nature of their expertise, names of the 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.

6. 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.

7. The Board has not recommended any final dividend on equity shares for the financial year ended March 31, 2017.

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. The 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 SEBI (Share Based Employee Benefits) Regulations, 2014 [erstwhile SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999] shall be available for inspection by the members at the AGM.

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 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.

11. 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.

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 and all other documents referred in this notice shall remain open for inspection during the AGM.

13. All relevant documents referred to in the Notice of the AGM shall be open for inspection at the Registered Office and copies of all documents referred will be available at the 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.

14. 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, 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.

15 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 the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

16. The status of dividends remaining unpaid/unclaimed with the respective due dates of transfer to IEPF is provided in the Annual Report. Members are requested to contact M/s. Alankit Assignments Limited/Secretarial Department of the Company for claiming the unclaimed dividend standing to the credit of their account.

17. 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 / Secretarial Department of the Company.

18. 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.

19. 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.

20. 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.

21. 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 14, 2017 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 17, 2017 (9:00 a.m. IST) and ends on September 20, 2017 (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 cast by the member, the member shall not be allowed to change it subsequently.

22. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM but holds shares as on the cut-off date i.e. September 14, 2017, may obtain a login ID and password by sending a request at evoting@nsdl.co.in.

    However, if the person is already registered with NSDL for remote e-voting, then he/she can use the existing user ID and password for casting his/her vote. In case, the person forgets his/her password, it can be reset by using the *"Forgot User Details/ Password"* or *"Physical User Reset Password?"* option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

    - In case Shareholders are holding shares in demat mode, user-ID is the combination of (DP ID + Client ID).
    - In case Shareholders are holding shares in physical mode, user-ID is the combination of (Even No. + Folio No.).

23. 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.

24. 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).

25. **Voting through electronic means**

    The process and manner for remote e-voting is as under:

    A. In case a Member receives an e-mail from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

        I. Open the e-mail and also open the PDF file named; "HCL Technologies e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password provided is only the initial password.

        If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote.

        II. Launch the internet browser by typing the following URL: https://www.evoting.nsdl.com/

        III. Click on "Shareholder - Login".

        IV. Enter the user ID and password/PIN noted in step (i) above. Click Login.

        V. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

        VI. Home page of remote e-voting opens. Click on "remote e-voting: Active Voting Cycles".

        VII. Select "E-voting event number" ('EVEN') of "HCL Technologies Limited" for casting your vote.

        VIII. Now you are ready for remote e-voting as "Cast Vote" page opens.

        IX. Cast your vote by selecting appropriate option and click on "Submit" and confirm when prompted.

        X. Upon confirmation, the message "Vote cast successfully" will be displayed.

        XI. Once you have voted on the resolution, you will not be allowed to modify your vote.

        XII. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to officenns@gmail.com with a copy marked to evoting@nsdl.co.in

    B. In case a Member receives physical copy of the AGM Notice [for members whose e-mail IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

        (i) Initial password is provided at the bottom of the Attendance Slip for the AGM:

EVEN (Remote E-Voting Event No.)	User ID	Password/PIN

        (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

26. In case of any queries, you may refer the Frequently Asked Questions ('FAQs') for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

27. 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 communication(s).

28. 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. September 14, 2017.

29. 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.

30. 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.

31. 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 three days 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 person authorized by him, shall declare the result of the voting forthwith.

32. 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.

33. 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 shall 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

Though not required statutorily, the below statement is provided as an additional information to the members.

As per the provisions of Section 139 of the Act, no listed company can appoint or re-appoint an audit firm as an auditor for more than two terms of five consecutive years.

M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005) ('S. R. Batliboi') were appointed as the Statutory Auditors of the Company at the AGM held on December 4, 2014 for a period of five financial years to hold office up to the AGM to be held in 2019, subject to the ratification of their appointment by the members at every AGM.

In view of the above and based on the recommendation of the Audit Committee, S. R. Batliboi, being eligible for re-appointment, the Board of Directors, in its meeting held on May 9-11, 2017, proposed the ratification of the appointment of S. R. Batliboi as the Statutory Auditors of the Company from the conclusion of this AGM until the conclusion of the next AGM of the Company to be held in the year 2018.

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

Item No. 4

In terms of the provisions of Sections 196, 197, Schedule V and all other applicable provisions, if any, of the Act and the rules made thereunder, the re-appointment of the Managing Director of the Company requires approval of the members of the Company.

Mr. Shiv Nadar (DIN - 00015850) has been the Managing Director of the Company since September 13, 1999. The members through postal ballot conducted on May 31, 2012, had re-appointed Mr. Shiv Nadar as the Managing Director of the Company under the designation of Chairman & Chief Strategy Officer of the Company for a period of 5 years from February 1, 2012 to January 31, 2017.

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of Company in its meeting held on January 23-24, 2017 has re-appointed Mr. Shiv Nadar as the Managing Director of the Company under the designation of Chairman & Chief Strategy Officer for a further period of 5 years from February 1, 2017 to January 31, 2022, subject to the approval of the shareholders. Pursuant to the provisions of Section 196 (3) (a) and other applicable provisions of the Act, the approval of the members through a special resolution is required for re-appointing Mr. Nadar as the Managing Director of the Company, since he has attained the age of 70 years. The terms and conditions of the said appointment including remuneration have been provided in the resolution.

Mr. Shiv Nadar who was drawing an aggregate remuneration of ₹ 16.80 crores per annum from the Company and its subsidiaries during his previous tenure, will now be drawing an aggregate remuneration of ₹ 5 crores per annum from the Company and/or its subsidiaries put together.

Further, in accordance with the provisions of the Articles of Association of the Company, the Board has re-appointed Mr. Shiv Nadar as a Non-retiring Director. However, if at any time the number of Retiring Directors fall below one-third of the total number of Directors (excluding Independent Directors), Mr. Nadar shall retire by rotation for the time such number is below one-third.

The terms and conditions of the said appointment including remuneration may be revised, enhanced, altered and varied from time to time by the Board in such manner as the Board may deem fit, subject that the overall remuneration shall not exceed the limits laid under Schedule V of the Act as are in force or any amendments made thereto from time to time.

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

The Board recommends the resolution as set out at item no. 4 for approval of the members as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Shiv Nadar and Ms. Roshni Nadar Malhotra are in any way concerned or interested, financially or otherwise, in the resolution set out at item no. 4.

The terms and conditions as set out in the resolution and explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 196 of the Act.

Item No. 5

The Board of Directors of the Company, on the recommendations of the Nomination and Remuneration Committee, has appointed Mr. Deepak Kapoor (DIN-00162957) as an Additional Director of the Company with effect from July 26, 2017 under the category of Independent Director, pursuant to the provisions of Section 161 of the Act and Articles of the Association of the Company.

In the opinion of the Board, Mr. Deepak Kapoor 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. Deepak Kapoor as an Independent Non-executive Director on the Board of the Company for a term of five years from July 26, 2017 and ending on July 25, 2022.

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.

As per the provisions of Section 160 of the Act, the Company has received notice in writing, along with a deposit of ₹ 1,00,000/- from a member of the Company proposing the candidature of Mr. Deepak Kapoor for the office of Independent Director to be appointed under the provisions of Section 149 of the Act.

The Company has received from Mr. Deepak Kapoor (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 under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As an Independent Director, Mr. Deepak Kapoor 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.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Deepak Kapoor, are concerned or interested, financially or otherwise, in this resolution. The Board re-commends the resolution set out at Item No. 5 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

Mr. Sudhindar Krishan Khanna

Mr. Sudhindar Krishan Khanna (DIN-01529178), aged 64 years, has a Bachelor of Arts (Honors) degree in Economics from St. Stephen's College, New Delhi and is a Chartered Accountant. He is the Chairman and Managing Director of IEP Mumbai, a leading control oriented PE Fund and has about 40 years of rich experience. He was one of the founding members of Accenture worldwide and became the Country Managing Partner of Accenture in India & Middle East and a lead member of the Accenture global management team. He was responsible for establishing all major Accenture businesses in India, including ITO, BPO and KPO.

Mr. Sudhindar Krishan Khanna has an expertise in Strategic and Business Management.

The Companies in which Mr. Sudhindar Krishan Khanna holds the Directorship(s) and Committee Chairmanship(s)/ Membership(s) are as under:

S. No.	Name of Companies	Position held
1.	Ashok Leyland Limited	Director
2.	Peninsula Land Limited	Director
3.	Canara HSBC Oriental Bank of Commerce Life Insurance Company Ltd.	• Nominee Director • Chairman of Audit Committee • Chairman of Remuneration Committee • Member of Policy Holder Protection Committee

S. No.	Name of Companies	Position held
4.	IL & FS Education & Technology Services Limited	Nominee Director
5.	Axiss Dental Private Limited	Nominee Director
6.	Spoton Logistics Private Limited	Nominee Director
7.	Splendour Hospitality Private Limited	Director
8.	India Realty Excellence Fund II LLP	Individual Partner
9.	R. G. Scientific Enterprises Private Limited	Nominee Director

Mr. Sudhindar Krishan Khanna joined the Board of the Company on November 3, 2011 and is a member of the Finance Committee of the Company. His shareholding in the Company is Nil.

He is not related to any of the Directors or Key Managerial Personnel of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Sudhindar Krishan Khanna are, in anyway, concerned or interested, financially or otherwise, in the resolution set-out at item no. 2.

Mr. Sudhindar Krishan Khanna apart from sitting fees and commission (details as mentioned in Corporate Governance Report) does not receive any remuneration from the Company.

Mr. Sudhindar Krishan Khanna has attended five Board meetings out of six Board meetings held during the Financial year 2016-17 of the Company.

Mr. Shiv Nadar

Mr. Shiv Nadar (DIN-00015850), aged 72 years, is an Electrical Engineer from Coimbatore in South India and has about 45 years of rich experience. Mr. Nadar established HCL as a start-up in 1976. Acknowledged as a visionary by the IT industry and his peers, Mr. Nadar has often made daring forays based on his conviction of the future. The University of Madras and IIT Kharagpur awarded him an Honorary Doctorate Degree in Science for his outstanding contribution to IT in India. In recognition of his pioneering role in Business and Philanthropy in India and across the globe, Mr. Nadar has received several honours and accolades, notable being the Padma Bhushan from the President of India in 2008 and the BNP Paribas Grand Prize for Individual Philanthropy in 2013, the AIMA Managing India Corporate Citizen Award, the ICSI Lifetime Achievement Award for excellence in Corporate Governance and the Golden Peacock Award for Social Leadership in 2014. He has been named as the Outstanding Philanthropist of the Year in 2015 by Forbes.

Determined to give back to the society that supported him, Mr. Nadar has been quietly supporting many significant social causes through the Shiv Nadar Foundation. The Foundation has established the not-for-profit SSN College of Engineering in Chennai, ranked among India's top ranked private engineering colleges. A young and a unique research-led interdisciplinary Shiv Nadar University has been identified as India's first Ivy League institution. The Foundation is also running "VidyaGyan" schools in Uttar Pradesh that provide free, world class education to rural toppers from economically disadvantaged backgrounds. He also very strongly supports initiatives for the girl child and the empowerment of women. Mr. Nadar has also forayed into Healthcare. With a vision to provide innovative medical services, products and training to meet the growing demand for quality healthcare, HCL Healthcare has been set up to provide integrated care across India.

Mr. Shiv Nadar has an extensive experience and expertise in the Information Technology sector coupled with strategic planning and management experience.

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

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Shiv Nadar and Ms. Roshni Nadar Malhotra are, in anyway, concerned or interested, financially or otherwise, in the resolution set-out at item no. 4.

Mr. Shiv Nadar holds Directorship(s) / Designated Partnership(s) in the following entities:

S. No.	Name of Companies	Position held
1.	Vama Sundari Investments (Chennai) Pvt. Ltd.	Director
2.	Blueberry Investments (Chennai) Pvt. Ltd.	Director
3.	Guddu Investments (Chennai) Pvt. Ltd.	Director
4.	Slocum Investments (Chennai) Pvt. Ltd.	Director
5.	Julian Investments (Chennai) Pvt. Ltd.	Director
6.	SSN Investments (Pondi) Pvt. Ltd.	Director
7.	HCL Corporation Pvt. Ltd.	Director
8.	Slocum Investments (Pondi) Pvt. Ltd.	Director
9.	Vama Sundari Investments (Delhi) Pvt. Ltd.	Director
10.	Vama Sundari Education	Director
11.	Slocum Education	Director
12.	HCL Healthcare Pvt. Ltd.	Director
13.	VidyaGyan Foundation	Director
14.	Shiv Nadar & Sanjay Kalra Associates, LLP	Designated Partner

Mr. Shiv Nadar is a member of the Nomination and Remuneration Committee, the Finance Committee, the Stakeholders' Relationship Committee, the Corporate Social Responsibility Committee, the Diversity Committee and the Employees' Stock Option Allotment Committee of the Company. As on the date of this Notice, he is holding 368 equity shares of ₹ 2/- each fully paid-up in his own name.

He does not hold committee membership of any other Company.

During the Financial year 2016-17, six Board meetings were held

in the Company and Mr. Shiv Nadar has attended all six Board meetings (including one attended through teleconferencing).

Mr. Deepak Kapoor

Mr. Deepak Kapoor (DIN-01529178), aged 58 years, is a Commerce Graduate from Delhi University. He is a Fellow member of The Institute of Chartered Accountants of India, a Fellow member of The Institute of Company Secretaries of India and a member of The Certified Fraud Examiners, USA.

Mr. Deepak Kapoor is the former Chairman & CEO of PwC India and has about 40 years of rich experience. He took retirement from PwC in March 2017.

During his illustrious career with PwC, he served in various leadership and client service roles in India and overseas. He was also a member of the PwC global Strategy council, led the Deals practice for PwC India and was also the leader of Telecom, Entertainment and Media practice. His experience in India and overseas encompasses multiple sectors including Consumer products, Manufacturing, Telecom, Technology, Healthcare and Entertainment & Media.

In 2016, he was conferred upon the degree of Doctor of Philosophy (Honoris Causa) by Amity University for his exceptional strategic vision, deep commitment to propagation of knowledge, professionalism and direction in pursuit of excellence and his inspirational leadership dedicated to the good of humanity.

Mr. Deepak Kapoor has expertise in areas relating to financial reporting, audit, crisis management and corporate advisory work.

Mr. Deepak Kapoor holds Directorship(s) / Committee Membership(s) in the following entities:

S. No.	Name of Companies	Position held
1.	Tata Steel Limited	• Director • Member of Safety Committee • Member of Risk Committee

Mr. Deepak Kapoor is not related to any of the Directors or the Key Managerial Personnel of the Company. His shareholding in the Company is Nil.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Deepak Kapoor are, in anyway, concerned or interested, financially or otherwise, in the resolution set-out at item no. 5.

Mr. Deepak Kapoor was appointed effective July 26, 2017, as an additional Director, hence the disclosures related to Board meeting attendance and remuneration details for the financial year 2016-17 are not applicable.

Route map to the AGM Venue

