HCL TECHNOLOGIES LTD.
Corporate Identity Number: L74140DL1991PLC046369
Technology Hub, Special Economic Zone
Plot No : 3A, Sector 126, NOIDA 201 304, UP, India.
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Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.
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October 26, 2016

Mr. Girish Joshi

BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai – 400 001

Mr. Avinash Kharkar

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051

Sub: Minutes of the Annual General Meeting held on September 27, 2016

Dear Sirs,

Enclosed please find a certified true copy of the minutes of the Annual General Meeting of the Company held on September 27, 2016.

This is for your information and records.

Thanking you,

Yours faithfully,
For **HCL Technologies Limited**

Manish Anand
Company Secretary

Encl:a/a

MINUTES OF THE TWENTY FOURTH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF THE HCL TECHNOLOGIES LIMITED HELD ON TUESDAY, SEPTEMBER 27, 2016 AT 11.00 A.M. AT 'THE STEIN AUDITORIUM', HABITAT WORLD, AT INDIA HABITAT CENTRE, LODHI ROAD, NEW DELHI-110003 AND CONCLUDED AT 12:15 P.M.

Present-In-Person:

Mr. Shiv Nadar	Chairman and Authorized representative of the Nomination and Remuneration Committee
Mr. Amal Ganguli	Director and Chairman of Audit Committee
Mr. Sudhindar Krishan Khanna	Director
Mr. S. Madhavan	Director and Chairman of Stakeholders' Relationship Committee

In Attendance:

Mr. Tridibes Basu	M/s. S. R. Batliboi & Co. LLP, Statutory Auditors
Mr. Yogeshwar Mathur	M/s. S. R. Batliboi & Co. LLP, Statutory Auditors
Dr. S. Chandrasekaran	M/s. Chandrasekaran Associates, Secretarial Auditor
Mr. Nityanand Singh	M/s. Nityanand Singh & Co., Scrutinizer
Mr. Manish Anand	Company Secretary

Mr. Shiv Nadar being the Chairman of the Company took the chair.

1,625 members in person, 32 proxies and 6 authorized representatives were present.

The Register of Proxies was placed before the meeting and was made available for inspection by the members.

The Chairman confirmed that the quorum was present. Thereafter, the Chairman called the meeting to order.

The Chairman welcomed the Members, Proxies and Authorized Representatives to the 24th Annual General Meeting ('AGM') of the Company.

The Chairman informed that Mr. R. Srinivasan, Chairman of the Nomination and Remuneration Committee had expressed his inability to attend the AGM and authorized Mr. Shiv Nadar member of the Nomination and Remuneration Committee to attend the meeting and answer any queries on his behalf.

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For HCL TECHNOLOGIES LIMITED

MANISH ANAND
Company Secretary

The Chairman also informed that the Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangements in which the Directors are interested, the Auditors' Certificate on the Employees Stock Option Plan of the Company, the Statutory Auditors' Report and the Secretarial Audit Report and all other documents / papers referred in the Notice and Explanatory Statement were available for inspection by the members present at the meeting, whether in person or through Proxy.

The Chairman addressed the meeting by giving a brief speech on the Company's business and performance.

With the permission of the members, the notice for the meeting was taken as read.

The Chairman informed that there were are no qualifications, observations or comments in the Statutory Auditors' Report on the Financial Statements as well as in the Secretarial Audit Report. The said reports were taken as read.

The Shareholders raised queries on the items of business which were responded to by the Chairman.

The Chairman informed that in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided e-voting facility through the National Securities Depository Limited (NSDL) remote e-voting platform from September 23, 2016 (9:00 a.m. IST) to September 26, 2016 (5:00 p.m. IST) to the members holding shares either in physical or de-mat form as on the cut-off date of September 20, 2016.

The Chairman then ordered a Poll for voting on all the resolutions set out from Item Nos. 1 to 4 of the Notice convening the AGM by the members, present at the meeting, in person and by Proxy, entitled to vote at the AGM. Only those members who have not cast their votes by remote e-voting during the e-voting period were allowed to cast their votes through poll process.

The poll at the Annual General Meeting was conducted from 11: 15 AM to 12:15 PM.

Mr. Nityanand Singh, Practicing Company Secretary who was appointed as the Scrutinizer for scrutinizing the voting done through remote e-voting was appointed as Scrutinizer at the AGM for conducting the Poll in a fair and transparent manner, in accordance with the provisions of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014.

The Chairman informed that the consolidated results of the Poll conducted at the AGM and remote e-voting, along with the Scrutinizer's Report will be displayed in accordance with the provisions of the Companies Act, 2013 and Rules framed thereunder on the website of the Company, website of NSDL and shall also be submitted to the Stock Exchanges.

The Chairman then thanked the members for sparing their valuable time and for the continued co-operation and support to the Company.

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Company Secretary

The Scrutinizer scrutinized the votes cast through remote e-voting and the votes cast through ballot at the AGM. The consolidated results were submitted to the Chairman of the meeting by the Scrutinizer vide his report dated September 27, 2016.

The Chairman noted the Report and declared that all the resolutions have been duly approved with the requisite majority. Thereafter, the Chairman authorized Mr. Manish Anand, Company Secretary of the Company to announce the results to the Stock Exchanges and NSDL and to host the same on the website of the Company.

The results, as declared, are recorded hereunder as a part of the proceedings of the Twenty Fourth AGM of the members of the Company held on September 27, 2016.

ORDINARY BUSINESS

Item No. 1 – Adoption of Financial Statements (Ordinary Resolution)

"RESOLVED THAT the Audited Financial Statements (including audited consolidated financial statements) of the Company for the year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon be and are hereby considered, approved and adopted."

The consolidated results of remote e-voting and electronic Poll on the aforesaid resolution are as under:

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- In favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3=(2/1)*100)	4	5	6=(4/2)*100	7=(5/2)*100
Promoter and Promoter Group	Remote e-voting	851,569,308	851,569,308	100.00	851,569,308	-	100.00	-
	Poll (Electronically)	851,569,308	-	-	-	-	-	-
	Total	851,569,308	851,569,308	100.00	851,569,308	-	100.00	-
Public- Institutional holders	Remote e-voting	457,929,671	342,022,146	74.69	342,022,146	-	100.00	-
	Poll (Electronically)	457,929,671	-	-	-	-	-	-
	Total	457,929,671	342,022,146	74.69	342,022,146	-	100.00	-
Public- Others	Remote e-voting	101,412,615	13,116,349	12.93	13,115,609	740	99.99	0.01
	Poll (Electronically)	101,412,615	1,721	0.00	1,721	-	100.00	-
	Total	101,412,615	13,118,070	12.94	13,117,330	740	99.99	0.01
Grand Total		1,410,911,594	1,206,709,524	85.53	1,206,708,784	740	99.99	0.01

The above resolution has been duly approved with requisite majority.

Item No. 2 – Re-appointment of Ms. Roshni Nadar Malhotra as Director (Ordinary Resolution)

"RESOLVED THAT Ms. Roshni Nadar Malhotra (DIN: 02346621), who retires by rotation and being eligible, offers herself for re-appointment be and is hereby re-appointed as Director of the Company liable to retire by rotation."

The consolidated results of remote e-voting and electronic Poll on the aforesaid resolution are as under:

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For HCL TECHNOLOGIES LIMITED

MANISH ANAND
Company Secretary

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- In favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
Promoter and Promoter Group	Remote e-voting	851,569,308	851,569,308	100.00	851,569,308	-	100.00	-
	Poll (Electronically)	851,569,308	-	-	-	-	-	-
	Total	851,569,308	851,569,308	100.00	851,569,308	-	100.00	-
Public- Institutional holders	Remote e-voting	457,929,671	348,878,997	76.19	304,165,203	44,713,794	87.18	12.82
	Poll (Electronically)	457,929,671	-	-	-	-	-	-
	Total	457,929,671	348,878,997	76.19	304,165,203	44,713,794	87.18	12.82
Public- Others	Remote e-voting	101,412,615	13,115,928	12.93	13,113,930	1,998	99.98	0.02
	Poll (Electronically)	101,412,615	1,721	0.00	1,721	-	100.00	-
	Total	101,412,615	13,117,649	12.93	13,115,651	1,998	99.98	0.02
Grand Total		1,410,911,594	1,213,565,954	86.01	1,168,850,162	44,715,792	96.32	3.68

The above resolution has been duly approved with requisite majority.

Item No. 3 – Ratification of appointment of the Statutory Auditors (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Section 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) as the Statutory Auditors of the Company be and is hereby ratified to hold the 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 are hereby authorized to fix remuneration of the Statutory Auditors for the financial year 2016-17 and reimburse their travelling and out of pocket expenses."

The consolidated results of remote e-voting and electronic Poll on the aforesaid resolution are as under:

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- In favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3=(2/1)*100)	4	5	6=(4/2)*100	7=(5/2)*100
Promoter and Promoter Group	Remote e-voting	851,569,308	851,569,308	100.00	851,569,308	-	100.00	-
	Poll (Electronically)	851,569,308	-	-	-	-	-	-
	Total	851,569,308	851,569,308	100.00	851,569,308	-	100.00	-
Public- Institutional holders	Remote e-voting	457,929,671	351,378,295	76.73	324,121,636	27,256,659	92.24	7.76
	Poll (Electronically)	457,929,671	-	-	-	-	-	-
	Total	457,929,671	351,378,295	76.73	324,121,636	27,256,659	92.24	7.76
Public- Others	Remote e-voting	101,412,615	13,115,962	12.93	13,093,831	22,131	99.83	0.17
	Poll (Electronically)	101,412,615	1,721	0.00	1,721	-	100.00	-
	Total	101,412,615	13,117,683	12.93	13,095,552	22,131	99.83	0.17
Grand Total		1,410,911,594	1,216,065,286	86.19	1,188,786,496	27,278,790	97.76	2.24

The above resolution has been duly approved with requisite majority.

SPECIAL BUSINESS:

Item No. 4 – Appointment of Ms. Nishi Vasudeva as an Independent Director of the Company (Ordinary Resolution)

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For HCL TECHNOLOGIES LIMITED

MANISH ANAND
Company Secretary

"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, Ms. Nishi Vasudeva (DIN: 03016991) who was appointed as an Additional Director of the Company with effect from August 1, 2016 under Section 161 of the Act, holding 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 her candidature for the office of the Director of the Company and who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and 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 August 1, 2016 and ending on July 31, 2021."

"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."

The consolidated results of remote e-voting and electronic Poll on the aforesaid resolution are as under:

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- In favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3=(2/1)*100)	4	5	6=(4/2)*100	7=(5/2)*100
Promoter and Promoter Group	Remote e-voting	851,569,308	851,569,308	100.00	851,569,308	-	100.00	-
	Poll (Electronically)	851,569,308	-	-	-	-	-	-
	Total	851,569,308	851,569,308	100.00	851,569,308	-	100.00	-
Public- Institutional holders	Remote e-voting	457,929,671	349,988,238	76.43	345,832,039	4,156,199	98.81	1.19
	Poll (Electronically)	457,929,671	-	-	-	-	-	-
	Total	457,929,671	349,988,238	76.43	345,832,039	4,156,199	98.81	1.19
Public- Others	Remote e-voting	101,412,615	13,116,354	12.93	13,113,832	2,522	99.98	0.02
	Poll (Electronically)	101,412,615	1,721	0.00	1,721	-	100.00	-
	Total	101,412,615	13,118,075	12.94	13,115,553	2,522	99.98	0.02
Grand Total		1,410,911,594	1,214,675,621	86.09	1,210,516,900	4,158,721	99.66	0.34

The above resolution has been duly approved with requisite majority.

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For HCL TECHNOLOGIES LIMITED

MANISH ANAND
Company Secretary