HCL TECHNOLOGIES LTD.
Corporate Identity Number: L74140DL1991PLC046369
A 10-11, Sector 3, NOIDA 201 301, UP, India.
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Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.
www.hcltech.com
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January 15, 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 December 22, 2015

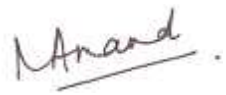
Dear Sirs,

Enclosed please find a certified true copy of the minutes of the Annual General Meeting of the Company held on December 22, 2015.

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 THIRD ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF THE HCL TECHNOLOGIES LIMITED HELD ON TUESDAY, DECEMBER 22, 2015 AT 11.00 A.M. AT FICCI AUDITORIUM, FEDERATION HOUSE, 1, TANSEN MARG, NEW DELHI – 110 001 AND CONCLUDED AT 12:15 P.M.

Present:

Mr. Shiv Nadar	Chairman
Mr. Keki Mistry	Director
Ms. Ramanathan Srinivasan	Director and Chairman of Nomination and Remuneration Committee
Mr. Sudhindar Krishan Khanna	Director
Mr. Subramanian Madhavan	Director and Chairman of Stakeholders' Relationship Committee

In Attendance:

Mr. Tridibes Basu	M/s. S. R. Batliboi & Co. LLP, Statutory Auditors
Mr. Amit Virmani	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 Board took the chair.

1778 members in person, 19 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.

Mr. Manish Anand, Company Secretary 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 23rd Annual General Meeting of the Company. The Chairman informed that due to some exigencies Mr. Amal Ganguli, Chairman of the Audit Committee had expressed his inability to attend the AGM and authorized Mr. Keki Mistry, member of the Audit Committee to attend the meeting and answer any queries on his behalf.

The Chairman also informed that the Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which the Directors are interested, Auditors' Certificates on the Employees Stock Option Plans of the Company, the draft letter of appointment of Mr. Thomas Sieber as the Independent Director, Statutory Auditors' Report and 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.

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For HCL TECHNOLOGIES LIMITED
MANISH ANAND
Company Secretary

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 Company Secretary read the Independent Auditors' Report on the Standalone financial statements of the Company for the year ended June 30, 2015 and confirmed that it does not contain any qualifications, observations, adverse remark or disclaimer. The Secretarial Report also does not contain any qualification, observation, comments.

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 December 18 (9:00 a.m. IST) to December 21, 2015 (5:00 p.m. IST) to the members holding shares either in physical or de-mat form as on the cut-off date of December 15, 2015.

The Chairman then ordered a Poll for voting on all the resolutions set out from Item Nos. 1 to 6 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 casted their votes by remote e-voting during the e-voting period were allowed to cast their votes through poll process. The Chairman explained and provided the justification to the members on each agenda item proposed to be passed at the ensuing AGM.

The Chairman announced that in order to conduct the voting by way of a Poll, the Company had arranged electronic voting platform provided by NSDL and the Note Pads were made available for the voting by NSDL.

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 20 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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For HCL TECHNOLOGIES LIMITED

MANISH ANAND
Company Secretary

On completion of the Poll at the AGM, the votes cast through remote e-voting and at the AGM were Scrutinized by the Scrutinizer and the consolidated results were submitted to the Chairman of the meeting by the Scrutinizer vide his report dated December 23, 2015.

The Chairman noted the Report and authorized Mr. Manish Anand, Company Secretary of the Company to declare the results of the voting 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 Third AGM of the members of the Company held on December 22, 2015.

ORDINARY BUSINESS

Item No. 1 – Adoption of Accounts (Ordinary Resolution)

"RESOLVED THAT the Audited Financial Statements (including audited consolidated financial statements) of the Company for the year ended June 30, 2015 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	851,569,388	851,569,308	100.00%	851,569,308	-	70.65%	0.00%
	Poll (electonically)	851,569,388	80	0.00%	80	-	0.00%	0.00%
	Total	**851,569,388**	**851,569,388**	**100.00%**	**851,569,388**	-	**70.65%**	**0.00%**
Public – Institutional holders	Remote E-voting	465,413,689	345,901,904	74.32%	345,901,904	-	28.70%	0.00%
	Poll (electonically)	465,413,689	-	0.00%	-	-	0.00%	**0.00%**
	Total	**465,413,689**	**345,901,904**	**74.32%**	**345,901,904**	-	**28.70%**	**0.00%**
Public-Others	Remote E-voting	92,136,197	7,873,971	8.55%	7,873,865	106	0.65%	0.00%
	Poll (electonically)	92,136,197	24,040	0.03%	24,040	-	0.00%	0.00%
	Total	**92,136,197**	**7,898,011**	**8.57%**	**7,897,905**	**106**	**0.66%**	**0.00%**
	Grand Total	**1,409,119,274**	**1,205,369,303**	**85.54%**	**1,205,369,197**	**106**	**100.00%**	**0.00%**

The above resolution has been duly approved with requisite majority.

Item No. 2 – Re-appointment of Mr. Sudhindar Krishan Khanna as Director (Ordinary Resolution)

"RESOLVED THAT Mr. Sudhindar Krishan Khanna (DIN: 01529178), who retires by rotation and being eligible, offers himself 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	851,569,388	851,569,308	100.00%	851,569,308	-	70.23%	0.00%
	Poll (electonically)	851,569,388	80	0.00%	80	-	0.00%	0.00%
	Total	**851,569,388**	**851,569,388**	**100.00%**	**851,569,388**	-	**70.23%**	**0.00%**
Public – Institutional holders	Remote E-voting	465,413,689	353,033,170	75.85%	349,690,721	3,342,449	28.84%	0.28%
	Poll (electonically)	465,413,689	-	0.00%	-	-	0.00%	**0.00%**
	Total	**465,413,689**	**353,033,170**	**75.85%**	**349,690,721**	**3,342,449**	**28.84%**	**0.28%**
Public-Others	Remote E-voting	92,136,197	7,874,086	8.55%	7,872,839	1,247	0.65%	0.00%
	Poll (electonically)	92,136,197	24,040	0.03%	24,040	-	0.00%	0.00%
	Total	**92,136,197**	**7,898,126**	**8.57%**	**7,896,879**	**1,247**	**0.65%**	**0.00%**
	Grand Total	**1,409,119,274**	**1,212,500,684**	**86.05%**	**1,209,156,988**	**3,343,696**	**99.72%**	**0.28%**

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 AGM 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 2015-16 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	851,569,388	851,569,308	100.00%	851,569,308	-	70.57%	0.00%
	Poll (electonically)	851,569,388	80	0.00%	80	-	0.00%	0.00%
	Total	**851,569,388**	**851,569,388**	**100.00%**	**851,569,388**	-	**70.57%**	**0.00%**
Public – Institutional holders	Remote E-voting	465,413,689	347,283,928	74.62%	330,092,900	17,191,028	27.35%	1.42%
	Poll (electonically)	465,413,689	-	0.00%	-	-	0.00%	**0.00%**
	Total	**465,413,689**	**347,283,928**	**74.62%**	**330,092,900**	**17,191,028**	**27.35%**	**1.42%**
Public-Others	Remote E-voting	92,136,197	7,873,994	8.55%	7,873,548	446	0.65%	0.00%
	Poll (electonically)	92,136,197	24,038	0.03%	24,038	-	0.00%	0.00%
	Total	**92,136,197**	**7,898,032**	**8.57%**	**7,897,586**	**446**	**0.65%**	**0.00%**
	Grand Total	**1,409,119,274**	**1,206,751,348**	**85.64%**	**1,189,559,874**	**17,191,474**	**98.58%**	**1.42%**

The above resolution has been duly approved with requisite majority.

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For HCL TECHNOLOGIES LIMITED

MANISH ANAND
Company Secretary

SPECIAL BUSINESS:

Item No. 4 – Appointment of Mr. Thomas Sieber as an Independent Director of the Company (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 Clause 49 of the Listing Agreement, Mr. Thomas Sieber (DIN: 07311191) who was appointed as an Additional Director of the Company with effect from October 17, 2015 under Section 161 of the Act and who holds 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 a Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term commencing from December 22, 2015, being the date of this Annual General Meeting and ending on the date of the Annual General Meeting to be held for the year ending March 31, 2020."

"RESOLVED FURTHER THAT in the event the Annual General Meeting of the Company for the year ending March 31, 2020 is not held on or before December 21, 2020, the tenure of Mr. Thomas Sieber as an Independent Director shall end on December 21, 2020."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalise and issue a letter of appointment to the concerned director and 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	851,569,388	851,569,308	100.00%	851,569,308	-	70.26%	0.00%
	Poll (electonically)	851,569,388	80	0.00%	80	-	0.00%	0.00%
	Total	**851,569,388**	**851,569,388**	**100.00%**	**851,569,388**	-	**70.26%**	**0.00%**
Public – Institutional holders	Remote E-voting	465,413,689	353,033,170	75.85%	352,887,639	145,531	29.12%	0.01%
	Poll (electonically)	465,413,689	-	0.00%	-	-	0.00%	**0.00%**
	Total	**465,413,689**	**353,033,170**	**75.85%**	**352,887,639**	**145,531**	**29.12%**	**0.01%**
Public-Others	Remote E-voting	92,136,197	7,392,438	8.02%	7,391,689	749	0.61%	0.00%
	Poll (electonically)	92,136,197	24,040	0.03%	24,040	-	0.00%	0.00%
	Total	**92,136,197**	**7,416,478**	**8.05%**	**7,415,729**	**749**	**0.61%**	**0.00%**
	Grand Total	**1,409,119,274**	**1,212,019,036**	**86.01%**	**1,211,872,756**	**146,280**	**99.99%**	**0.01%**

The above resolutions have been duly approved with requisite majority.

CERTIFIED TRUE COPY
For HCL TECHNOLOGIES LIMITED

MANISH ANAND
Company Secretary

Item No. 5 – Implementation of the 2004 Stock Option Plan ('ESOP Plan') through trust mechanism (Special Resolution)

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 ("Act"), and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("Regulations"), and other laws, rules and regulations, as may be applicable, and subject to such other approvals, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) thereof, including the Nomination and Remuneration Committee), to implement, manage, operate and/ or administer the 2004 Stock Option Plan ("ESOP Plan") of the Company through irrevocable Trust(s) being set up in accordance with the Regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board to secure any further consent or approval of the Members of the Company."

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	851,569,388	851,569,308	100.00%	851,569,308	-	70.14%	0.00%
	Poll (electonically)	851,569,388	80	0.00%	80	-	0.00%	0.00%
	Total	**851,569,388**	**851,569,388**	**100.00%**	**851,569,388**	-	**70.14%**	**0.00%**
Public – Institutional holders	Remote E-voting	465,413,689	354,693,712	76.21%	347,304,431	7,389,281	28.60%	0.61%
	Poll (electonically)	465,413,689	-	0.00%	-	-	0.00%	**0.00%**
	Total	**465,413,689**	**354,693,712**	**76.21%**	**347,304,431**	**7,389,281**	**28.60%**	**0.61%**
Public-Others	Remote E-voting	92,136,197	7,864,805	8.54%	7,861,064	3,741	0.65%	0.00%
	Poll (electonically)	92,136,197	24,015	0.03%	24,015	-	0.00%	0.00%
	Total	**92,136,197**	**7,888,820**	**8.56%**	**7,885,079**	**3,741**	**0.65%**	**0.00%**
	Grand Total	**1,409,119,274**	**1,214,151,920**	**86.16%**	**1,206,758,898**	**7,393,022**	**99.39%**	**0.61%**

The above resolutions have been duly approved with requisite majority as a Special Resolution.

Item No.6 – Authorization for secondary acquisition of shares under 2004 Stock Option Plan (Special Resolution)

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 ("Act"), and the Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 ("Regulations"), approval of the Members is granted to the Trust, being set up, to implement, manage, operate and/ or administer 2004 Stock Option Plan ("ESOP Plan") of the Company, to, *inter alia*, acquire for the purpose of implementation of ESOP Plan, in one or more tranches, such number of shares of the Company from the secondary market, not exceeding 1% of the paid-up equity share capital of the Company as at June 30, 2015 and the said share capital shall include the expanded capital of the Company where such expansion takes place on account of Bonus Issue, Split or Rights Issue."

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For HCL TECHNOLOGIES LIMITED

MANISH ANAND
Company Secretary

"RESOLVED FURTHER THAT subject to the decision of the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) thereof, including the Nomination and Remuneration Committee) the shares of the Company may be transferred in accordance with the ESOP Plan through the Trust, and that the Company may provide necessary financial assistance on such terms as may be approved by the Board to the Trust, to acquire, purchase, buy, subscribe to, or receive as gift, the shares of the Company, subject to the compliance with the applicable provisions of the Act, the Companies (Share Capital and Debenture) Rules, 2014, the Regulations and other applicable laws, including any amendment(s) or modification(s) thereof, and these shares be utilised by the Trust against exercise of stock options, granted/ to be granted under the ESOP Plan, as modified from time to time, and that the Trust may implement such mechanism as permitted under law to facilitate / administer exercise of options, including cashless exercise of options as per the applicable laws, rules and regulations and any unutilized shares be disposed-off by the Trust in such manner as may be permitted in accordance with the Act, applicable laws and regulations for the time being in force."

"RESOLVED FURTHER THAT in case of ESOP Plan involving cashless exercise, the Company may itself fund or permit such stock brokers, as the Board may decide, to fund the payment of exercise price which shall be adjusted against the sale proceeds of some or all the shares, subject to the provisions of the applicable laws, rules and regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board to secure any further consent or approval of the Members of the Company."

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	851,569,388	851,569,308	100.00%	851,569,308	-	70.14%	0.00%
	Poll (electonically)	851,569,388	80	0.00%	80	-	0.00%	0.00%
	Total	**851,569,388**	**851,569,388**	**100.00%**	**851,569,388**	-	**70.14%**	**0.00%**
Public – Institutional holders	Remote E-voting	465,413,689	354,693,712	76.21%	346,702,430	7,991,282	28.55%	0.66%
	Poll (electonically)	465,413,689	-	0.00%	-	-	0.00%	**0.00%**
	Total	**465,413,689**	**354,693,712**	**76.21%**	**346,702,430**	**7,991,282**	**28.55%**	**0.66%**
Public-Others	Remote E-voting	92,136,197	7,874,004	8.55%	7,871,187	2,817	0.65%	0.00%
	Poll (electonically)	92,136,197	24,040	0.03%	24,040	-	0.00%	0.00%
	Total	**92,136,197**	**7,898,044**	**8.57%**	**7,895,227**	**2,817**	**0.65%**	**0.00%**
	Grand Total	**1,409,119,274**	**1,214,161,144**	**86.16%**	**1,206,167,045**	**7,994,099**	**99.34%**	**0.66%**

The above resolutions have been duly approved with requisite majority as a Special Resolution.

CERTIFIED TRUE COPY
For HCL TECHNOLOGIES LIMITED

MANISH ANAND
Company Secretary