HCL TECHNOLOGIES LTD.
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Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.
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June 5, 2015

Mr. Girish Joshi :
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001

Mr. Avinash Kharker :
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400051

Subject: 'Fair Disclosure Code'

Dear Sir,

We would like to inform you that the Company has formulated a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code") as required by the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015.

A copy of the said code is enclosed herewith for your information and records.

Thanking you,

Yours faithfully,
For **HCL Technologies Ltd.**

Manish Anand
Company Secretary

Encl: a/a

HCL Technologies Limited

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

("FAIR DISCLOSURE CODE")

Revision History

Version	Description	Effective date	Approved by
1.0	This `Fair Disclosure Code' replaces the earlier `Code for Corporate Disclosures.'	May 30, 2015	Board of Directors vide Circular Resolution dated May 30, 2015

1. Background

The Securities and Exchange Board of India ("SEBI") has formulated the new SEBI (Prohibition of Insider Trading) Regulations 2015 on 15th January 2015 and these regulations will come into force on the 120th day from the publication in the official gazette i.e. on May 15, 2015. As per these Regulations, a company listed on any Indian Stock Exchange shall initiate and implement a code of practices and procedures for fair disclosure of unpublished price sensitive information ("the Code") for prevention of insider trading.

In pursuance of the above, the existing `Code for Corporate Disclosures' is being replaced by this new Code which is titled as `Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information' hereinafter referred to as the "Fair Disclosure Code".

This Fair Disclosure Code has been approved by the Board of Directors of the Company and shall be effective from the date written herein above.

2. Definitions

2.1 "Act" means the Securities Exchange Board of India Act, 1992 (15 of 1992).

2.2 "Board" means Board of Directors of the Company.

2.3 "Chief Investor Relations Officer" or "CIO" means the Head of Investor Relations function.

2.4 "Company" means HCL Technologies Limited.

2.5 "Company Secretary" means the company secretary of the Company appointed in terms of the resolution passed by the Board of the Company in compliance of the provisions of the Companies Act, 1956 / Companies Act, 2013.

2.6 "Compliance Officer" means Company Secretary of HCL Technologies Limited or any other senior officer, designated so from time to time, appointed in compliance with the provisions of SEBI Insider Trading Regulations.

2.7 "SEBI" means the Securities and Exchange Board of India.

2.8 "SEBI Insider Trading Regulations" shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto from time to time.

2.9 "Unpublished Price sensitive information" means any information relating to the Company or its securities, directly or indirectly that is not generally available, but which upon becoming generally available, is likely to affect the price of the securities of the Company and shall, ordinarily including but not restricted to, information relating to the following :

i) Periodical audited or un-audited financial results of the Company;
ii) Intended declaration of dividends (both interim and final) by the Company;
iii) Change in capital structure including buy-back of securities;
iv) Any amalgamation, mergers, de-mergers, acquisitions/takeovers, delisting proceedings and such other transactions involving the Company;
v) Change in Key Managerial Personnel;
vi) Material events in accordance with the Listing Agreement.
vii) Any other event as may be notified by the Company from time to time

Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

3. Procedure for dissemination of Unpublished Price Sensitive Information

3.1 All unpublished price sensitive information shall be handled on a need-to-know basis.

3.2 The Company will make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

3.3 The Company will make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure. In order to ensure universal dissemination, all unpublished price sensitive information will first be communicated to the Stock Exchanges where the securities of the Company are listed before this information is released to the investors, research analysts, media or any section of the public.

3.4 The text of all communications covering unpublished price sensitive information to the Stock Exchanges shall be approved by the Chief Executive Officer or Chief Financial Officer before release.

4. Chief Investors Relation Officer ("CIO") and other Spokes persons

4.1 The CIO will deal with the dissemination and disclosure of Unpublished Price Sensitive Information. In addition to CIO, the following persons ("**Authorised Spokespersons**") are also authorized to communicate with the Investors/media in co-ordination with the CIO:

i) Chairman & Chief Strategy Officer
ii) Chief Executive Officer ("CEO")
iii) Chief Financial Officer ("CFO")
iv) Head – External Communications

For any specific event or occasion one or more Company officials (including Vertical Heads, Delivery Heads and Business Heads) may be invited to interact with investors, research analysts and representatives of the media.

4.2 The Company Secretary in coordination with the CIO shall disseminate / disclose the information to the stock exchanges where the Securities of the Company are listed.

5. Guidelines while dealing with Analysts (financial as well as industry), Investors, Customers and Media

5.1 All Company spokespersons shall ensure that information shared with Analysts (financial as well as industry), Investors, Customers and Media is not unpublished price sensitive information. Only information in the public domain (i.e. information which is already provided by the Company through published financials statements, press releases or is available on the Company's web site) shall be provided. Discussion on any topic or issue or any data, which cannot be made public, shall be avoided.

5.2 Unanticipated questions raised by analysts, Investors and Media may be taken on record and a response given later. If the answer includes price sensitive information, a public announcement should be made before responding.

5.3 In case some unpublished price sensitive information gets disclosed selectively, inadvertently or otherwise, the same shall be brought to the notice of the CIO to enable him to make such information public at the earliest.

5.4 No Company Official will interact with analysts, financial market participants, Investors or any media representatives unless CIO (or his authorised representative) or any other Authorised Spokesperson of the Company is also present during such interaction.

5.5 Inquiries received from analysts, financial market participants, Investors or any media representatives in any department (other than the Investor Relations Department and the offices of any of the Authorized Spokespersons) must be forwarded to the CIO. Under no circumstances should any attempt be made to handle these inquiries without prior authorization from the CIO or an Authorized Spokesperson.

6. Silent Period

6.1 During the period when the Trading Window is closed before the announcement of quarterly or annual financial results, any officer of the Company shall not discuss or comment on any aspect of financial performance of the Company to any member of the media in order to avoid any inadvertent disclosure of unpublished price sensitive information on selective basis.

The Trading Window shall generally be close from a date that is 15 days prior to the end of the financial period for which results are required to be announced by the Company and shall reopen 48 (Forty-Eight) hours after the announcement of financial results by the Company.

7. Procedure for Conference calls and analyst meets

7.1 Whenever, the company calls for a conference call, the CIO shall ensure adequate publicity of the event. A press release would be sent at least two days prior to the conference call to the stock exchanges and hosted on the Company's website covering the relevant details of the call (including Duration of the call, Number of ports, Access numbers, Reply number, Registration procedure, Contact person (for pass code), Web casting details).

7.2 Transcripts, Earnings presentation, Investors' presentation and the web cast with analysts and investors shall be made available on the Company's official website.

8. Responding to market rumours

8.1 The CEO and/or the CFO shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure. He shall give appropriate and fair response to the queries on news reports and requests for verification of market rumours by regulatory authorities.

8.2 As a policy, the company will consistently ignore speculative reports that appear in the press or in the electronic media. In order to protect the standing of the company, the response of the CIO, in each instance of a market rumour will be to neither affirm nor deny the rumour till such

time an official position on the subject is developed in consultation with the CEO and / or the CFO. However, if a rumour or a press report is likely to impact the business of the Company in a significant manner a suitable communication responding to market rumours shall be finalised in consultation with the CEO and / or the CFO before dissemination to the Stock Exchanges and external agencies.

10. Miscellaneous

10.1 This Fair Disclosure Code supersedes the earlier `Code for Corporate Disclosures' and shall remain in force until withdrawn by the Board of Directors.

10.2 The Company reserves all right to modify and/or amend this Code at any time. This Code and subsequent amendment(s) thereto, shall be published on the web-site of the Company.

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