HCL TECHNOLOGIES LIMITED

Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi-110 019
Corporate Identity Number: L74140DL1991PLC046369
Tel: +91 11 26444812; Fax: + 91 11 26436336
Website: www.hcltech.com

POSTAL BALLOT FORM

Serial No.

1. Name(s) of the Shareholder(s) including joint holders, if any

2. Registered address of the Sole/ First named Shareholder

3. Registered Folio No./ *DP ID-Client ID No. (*Applicable to the Shareholders holding shares in dematerialized form)

4. Number of Shares held

5. I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice dated January 30, 2015 of the Company by sending my/our assent/dissent to the said Resolutions by placing the tick (√) mark at the appropriate boxes below:

Sl. No.	Description	Number of Shares for which Vote cast	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special resolution to increase Authorized Share Capital of the Company from ₹ 150,00,00,000 (Rupees One Hundred Fifty Crores only) divided into 75,00,00,000 (Seventy Five Crores) equity shares of ₹ 2 each to ₹ 300,00,00,000 (Rupees Three Hundred Crores only) divided into 150,00,00,000 (One Hundred Fifty Crores) equity shares of ₹ 2 each and the consequent alteration in Clause V of the Memorandum of Association of the Company.			
2.	Ordinary resolution to issue bonus shares in the proportion of one equity share for every one equity share held by the members through capitalization of Securities Premium account.			

Place :

Date :

(Signatures of the Shareholder)

Note : Please read carefully the instructions printed overleaf before completing this Form.

DRMS Ph. : Delhi-46757575 Mumbai-66944090 Chennai- 43542737 Kolkata-32619605 # 63645

INSTRUCTIONS

1. The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the shareholders.
2. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as at close of business hours on January 30, 2015.
3. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
4. Voting period commences on and from February 6, 2015, 9.00 A.M. (IST) and ends on March 7, 2015, 6.30 P.M. (IST).
5. Kindly note that the shareholder(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
7. The Company shall announce the results of the Postal Ballot at its Registered Office situated at 806, Siddharth, 96, Nehru Place, New Delhi-110019 at 5 P.M. on March 10, 2015. The date of declaration of Postal Ballot results will be taken as the date of passing of the resolutions contained in the Notice.
8. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be sent to: The Company Secretary, HCL Technologies Limited, 806, Siddharth, 96, Nehru Place, New Delhi- 110 019; email id : investors@hcl.com

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signatures to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the shareholder will also be accepted. The shareholders are requested to convey their assent or dissent in the enclosed Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed business reply envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
3. The Postal Ballot Form should be signed by the Shareholder as per the specimen signatures registered with the Registrar and Share Transfer Agent/ Depository(ies). In case the Equity Shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/Depository) by the first named shareholder and in his/her absence, by the next named shareholder. Holder(s) of Power of Attorney(s) (POA) on behalf of the Shareholder(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. In case of Equity Shares held by the shareholders other than individual shareholders, the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature is already registered with the Registrar and Share Transfer Agent or it should be accompanied by a certified copy of Board Resolution/authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours of March 7, 2015. Postal Ballot Form received after this date will be treated as if reply from such Shareholder has not been received. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
6. Shareholders are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint shareholders. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investors@hcl.com or write to HCL Technologies Ltd, 806, Siddharth, 96, Nehru Place, New Delhi-110 019. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. The votes should be cast either in favour of or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing (√) in both the columns will render the Form invalid.
9. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected.

INSTRUCTIONS FOR E-VOTING

The instructions for members for voting electronically are as under:-

(i) The voting period begins from February 6, 2015, 9.00 A.M. (IST) and ends on March 7, 2015, 6.30 P.M. (IST). During this period, the shareholders of the Company holding shares either in physical form or in dematerialized form, as on January 30, 2015 (the cut-off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
(ii) The shareholders should log on to the e-voting website www.evotingindia.com
(iii) Click on "Shareholders" tab.
(iv) Now Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
(v) Next enter the Image Verification as displayed and Click on Login.
(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
(vii) If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *(Permanent Account Number) PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The sequence number has been provided in the postal ballot form. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field, as provided in the postal ballot form.
DOB	Enter the Date of Birth (DOB) as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Account Number as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Account Number in order to login. If the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.
(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
(x) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
(xi) Click on the EVSN for "HCL Technologies Limited" on which you choose to vote.
(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
(ivx) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
(xviii) Note for Non-Individual Shareholders & Custodians:
   • Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporates.
   • They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
   • After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
   • The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
   • They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

HCL TECHNOLOGIES LIMITED

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Tel: +91 11 26444812; **Fax:** + 91 11 26436336
Website: www.hcltech.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

To,

The Members,

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 ("**Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Clause 35B of the Equity Listing Agreement and other applicable laws and regulations, to the shareholders of HCL Technologies Limited that it is proposed to transact the following businesses by the shareholders of the Company by passing the resolutions through Postal Ballot or E-Voting:

Resolution No. 1

Increase in the Authorized Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION

"RESOLVED that pursuant to the provisions of Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, the consent of the members of the Company be and is hereby granted for increase in the Authorized Share Capital of the Company from ₹ 150,00,00,000 (Rupees One Hundred Fifty Crores only) divided into 75,00,00,000 (Seventy Five Crores) equity shares of ₹ 2 (Rupees Two only) each to ₹ 300,00,00,000 (Rupees Three Hundred Crores only) divided into 150,00,00,000 (One Hundred Fifty Crores) equity shares of ₹ 2 (Rupees Two only) each and that the existing Clause V of the Memorandum of Association of the Company be replaced with the following new Clause V:

V. The Authorized Share Capital of the Company is ₹ 300,00,00,000 (Rupees Three Hundred Crores only) divided into 150,00,00,000 (One Hundred Fifty Crores) equity shares of ₹ 2 (Rupees Two only) each."

"RESOLVED FURTHER that for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

Resolution No. 2

Approval for the Issue of Bonus Shares

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION

"RESOLVED that pursuant to Article 140 of the Articles of Association of the Company and Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules,

2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Foreign Exchange Management Act, 1999, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, other applicable statutes, the Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and subject to such approvals, consents, permissions and/or sanctions as may be required from the appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "Concerned Authorities") and subject to fulfillment of such conditions, if any, as may be required to be fulfilled in obtaining, or as may be stipulated by the Concerned Authorities from time to time in granting, any such approvals, consents, permissions or sanctions, the consent of the members of the Company be and is hereby accorded for capitalization of such sum standing to the credit of Securities Premium Account of the Company, as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard), for the purpose of issue of fully paid up bonus shares of ₹ 2 (Rupees Two only) each in the proportion of one equity share for eve one equity share held by the members of the Company whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners of the Depository as on the record date to be fixed by the Board in this regard."

"RESOLVED FURTHER that all such new shares as and when issued shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari passu* with the existing Equity Shares of the Company in all respects."

"RESOLVED FURTHER that no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of the bonus shares shall be issued and thereafter dispatched to the allottees thereof within the period prescribed or that may be prescribed in this regard, from time to time, except in respect of those allottees holding shares in dematerialized form whose shares shall be credited to their respective demat accounts."

"RESOLVED FURTHER that the issue and allotment of the said bonus shares to the extent that relate to Non-Resident Indians, Foreign Nationals, Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies) and other foreign investors of the Company, will be subject to the approval of the Reserve Bank of India or any other regulatory authority, as may be required."

"RESOLVED FURTHER that for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of bonus shares, including but without limitation to make appropriate adjustments to the stock options (whether vested, un-vested and yet to be granted) under the Employees Stock Option Plans, filing of any documents with the Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto."

By Order of the Board
for HCL Technologies Limited

Manish Anand
Company Secretary

Place: Noida, (U.P.)
Date: January 30, 2015

NOTES –

1. An explanatory statement pursuant to Section 102 of the Act, setting out material facts and reasons for the proposed resolutions are appended herein below.

2. Pursuant to the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, a company is mandatorily required to, in case of certain prescribed items of special business and has an option to in case of other items of special business, seek the approval of the shareholders through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolutions contained in this Notice through Postal Ballot.

3. Mr. Nityanand Singh, Practicing Company Secretary, FCS No. 2668 has been appointed as Scrutinizer for conducting the postal ballot / e-voting process in accordance with the Act and the Rules made thereunder and in a fair and transparent manner.

4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with the depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form by post.

5. The Postal Ballot Notice is being sent to all the shareholders whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as at close of business hours on January 30, 2015.

6. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.

7. In compliance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement(s) entered into by the Company with the Stock Exchange(s), the Company has also extended e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Details of e-voting facility are specified under instructions to the Postal Ballot Form.

8. The shareholders who do not receive the Postal Ballot Form may apply to the Company at investors@hcl.com or write to HCL Technologies Limited, 806, Siddharth, 96, Nehru Place, New Delhi – 110 019 for receiving the duplicate thereof.

9. The members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and record their assent (for) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed envelope. Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before the closing of working hours of March 7, 2015, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Shareholder(s). Unsigned Postal Ballot Form(s) will be rejected.

10. The Scrutinizer will submit his final report to the Chairman as soon as possible after the last date of receipt for Postal Ballot Forms but not later than the close of working hours of March 10, 2015.

11. The results of the voting by Postal Ballot will be declared at the registered office of the Company at 806, Siddharth, 96, Nehru Place, New Delhi-110 019 at 5.00 P.M. (IST) on March 10, 2015. The shareholders, who wish to be present at the time of declaration of the results, may do so at the said venue. The results will also be posted on the website of the Company www.hcltech.com and intimated to the Stock Exchanges on which the shares of the Company are listed. The results of the Postal Ballot shall be published in the newspapers. The date of declaration of postal ballot results will be taken as the date of passing the resolutions.

12. The Notice of Postal Ballot is also placed on the website of the Company www.hcltech.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 and 2

The equity shares of your Company are listed and actively traded on National Stock Exchange of India Limited and BSE Limited. With a view to encouraging the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholders' base, the Board of Directors in its meeting held on January 28-30, 2015 considered, approved and recommended a bonus issue of one equity share for every one equity share held as on the 'record date' to be determined by the Board by capitalizing a part of the amount standing to the credit of Securities Premium Account of the Company.

The current Authorized Share Capital of your Company is ₹ 150,00,00,000 (Rupees One Hundred Fifty Crores only) divided into 75,00,00,000 (Seventy Five Crores) equity shares of ₹ 2 (Rupees Two only) each. The issue of bonus shares as aforesaid would require increase in the Authorized Share Capital of the Company and consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The Board of Directors in its meeting held on January 28-30, 2015 has proposed to increase the Authorized Share Capital to ₹ 300,00,00,000 (Rupees Three Hundred Crores only) divided into 150,00,00,000 (One Hundred Fifty Crores) equity shares of ₹ 2 (Rupees Two only) each.

The issue of bonus shares would, inter alia, require appropriate adjustments to the stock options (whether vested, unvested or yet to be granted) under the Employees Stock Option Plans of the Company implemented pursuant to the SEBI (Employee Stock Options Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and any amendments thereto from time to time such that all the options outstanding as on record date (vested and unvested options including lapsed and forfeited options available for reissue) as well as stock options which are available for grant and those already granted but not exercised as on record date shall be proportionately adjusted.

It is proposed to authorize the Board to take all necessary actions and to complete all the regulatory formalities in this regard.

Pursuant to the provisions of Sections 13, 61, 63 and other applicable provisions of the Companies Act, 2013, the increase in the Authorized Share Capital, alteration of the Capital Clause of the Memorandum of Association and issue of bonus shares of the Company require approval of the members. Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the approval of the members may be taken through Postal Ballot instead of transacting such businesses at a General Meeting.

Accordingly, the Board recommends the resolution set forth in Item No.1 to be passed as a Special Resolution and Item No. 2 to be passed as an Ordinary Resolution by the members through Postal Ballot.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 1 and 2 of this Notice except to the extent of their shareholding and outstanding Stock Options held by them in the Company.

By Order of the Board
for HCL Technologies Limited

Place: Noida, (U.P.)
Date: January 30, 2015

Manish Anand
Company Secretary