NITYANAND SINGH & CO.
COMPANY SECRETARIES

Report of Scrutinizer(s)

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
HCL Technologies Limited
806, Siddharth, 96, Nehru Place,
New Delhi – 110 019

Sub : Passing of Resolutions by Postal Ballot - Report of the Scrutinizer

Dear Sirs,

1. The Board of Directors of HCL Technologies Limited had appointed me as Scrutinizer to conduct postal ballot process in a fair and transparent manner for seeking approval of shareholders for certain matters.

2. The Company Secretary has in pursuance to provisions of Section 110 of the Companies Act 2013 read with and Rule 22(9) of the Companies (Management and Administration) Rules, 2014 vide Notice dated 30th January, 2015 circulated to the shareholders the following Resolutions:-

Resolution No.	Type of Resolution	For
1.	Special Resolution	Increase in the Authorized Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company
2.	Ordinary Resolution	Issue of Bonus Shares

In the above matter, I submit my Report as under:

(i) The Company completed dispatch of said Postal Ballot Notice on 5th February, 2015 along with Postal Ballot Form and Postage pre-paid Business Reply Envelope to its members whose names appeared on the Register of members/list of Beneficial

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Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 30th January, 2015.

(ii) The Shareholders of the Company had an option to vote either through the Postal Ballot form or through electronic voting ('e-voting') facility, to cast their votes on the designated website **'www.evotingindia.com'** via Central Depository Services Limited (hereinafter referred to as the " CDSL").

(iii) I had monitored the process of e-voting through Scrutinizer's secured link provided by CDSL on the designated website.

(iv) The e-voting period commenced on February 6, 2015 at 09:00 A.M. (IST) and completed on March 7, 2015 at 06:30 P.M (IST). The Physical Postal Ballot forms received till the close of working hours of March 7, 2015 were considered for this purpose.

(v) Particulars of all the Postal Ballot forms received from the members have been entered in a Register separately maintained for the purpose. Similarly votes casted through e-voting have also been recorded in register maintained for the purpose.

(vi) The Postal ballot forms were kept in my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

(vii) The Ballot Envelopes were opened on 8thMarch, 2015 in my presence.

(viii) The Postal Ballot forms were duly opened in my presence and scrutinized and the shareholding was matched /confirmed with the Register of members of HCL Technologies Limited /list of beneficiaries as on 30th January, 2015.

(ix) All postal ballot forms received up to the close of working hours on 7th March, 2015, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.

(x) I did not find any defaced or mutilated ballot paper.

(xi) No duplicate ballot form was issued by the Company.



(xii) The summary of the Postal Ballot Notices and forms sent via Registered Post and sent via e-mail are is as under:-

S. No.	Particulars	No. of Shareholders	Total No. of Shares
1	Postal Ballot Notices and Forms dispatched to the shareholders of the Company till 5th February, 2015 by Registered Post.	36,047	159,633,388
2	Postal Ballot Notices and Forms sent through Email by CDSL on 5th February, 2015	68,570	542,786,021
	Total	**1,04,617**	**702,419,409**

(xiii) The summary of the results under Postal Ballot forms and e-voting process is as under:-

Resolution No. 1: Increase in the Authorized Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company

(A) Number of Votes cast through Postal Ballot forms and e-voting :

S. No.	Particulars	No. of Postal Ballots	Total No. of Shares
1	Postal Ballot Forms received from the shareholders of the Company till 07.03.2015 in respect of the above Resolution	1,531	312,709,810
	Less: Postal Ballot Forms found invalid	120	24,502
	Net valid Postal Ballot Forms (as per Register)	1,411	312,685,308
2	Valid Votes cast by shareholders through e-voting till 07.03.2015 (as per data received from CDSL).	1,085	279,569,155
	Total valid votes casted through Postal Ballot and e-voting	**2,496**	**592,254,463**



(B) Results of votes cast through Postal Ballot forms and e-voting process:

S. No.	Particulars	No. of shareholders who casted valid votes	Total No. of Shares	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	2,479	590,275,991	99.67%
2	Total number of votes cast against the Resolution	17	1,978,472	0.33%
		Total	**592,254,463**	**100.00%**

Resolution No. 2 : Issue of Bonus shares

(A) Number of votes cast through Postal Ballot forms and e-voting :

S. No.	Particulars	No. of Postal Ballots	Total No. of Shares
1	Postal Ballot Forms received from the shareholders of the Company till 07.03.2015 in respect of the above Resolution	1,531	312,709,805
	Less: Postal Ballot Forms found invalid	164	31,958
	Net valid Postal Ballot Forms (as per Register)	1,367	312,677,847
2	Valid Votes cast by shareholders through e-voting till 07.03.2015 (as per data received from CDSL).	1,085	279,569,155
	Total valid votes casted through Postal Ballot and e-voting	**2,452**	**592,247,002**



(B) Result of votes cast through Postal Ballot and e-voting process:

S. No.	Particulars	No. of shareholders who casted valid votes	Total No. of Shares	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	2,499	592,246,985	100.00%
2	Total number of votes cast against the Resolution	3	17	0.00%
		Total	**592,247,002**	**100.00%**

I have, on the reckoning of voting rights of the shareholders on the basis of the paid up value of the shares registered in their names found that the above Resolutions have been duly passed with requisite majority. You may accordingly declare the result of the voting by postal ballot/ E-voting.

The voting results as per Clause 35A of the Listing Agreement is enclosed at Annexure A.

The postal ballot forms and other related papers/Registers and records are also being handed over for safe custody by the Company.

Thanking you,

Yours truly

For Nityanand Singh & Co.
(Company Secretaries)



Nityanand Singh (Prop.)
C.P. No.: 2388
Membership No.: 2668

Place : New Delhi
Dated : 10th March, 2015

HCL Technologies Limited

Voting Results as per Clause 35A of the Listing agreement

Annexure A

Resolution	Promoter/ Public	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
Resolution No. 1								
Increase in the Authrorized Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company	Promoter and Promoter Group	431,460,454	431,460,454	100.00%	431,460,454	-	72.85%	0.00%
	Public- Institutional holders	229,121,200	159,637,281	69.67%	157,659,946	1,977,335	26.62%	0.33%
	Public- Others	41,837,755	1,156,728	2.76%	1,155,591	1,137	0.20%	0.00%
	Total	**702,419,409**	**592,254,463**	**84.32%**	**590,275,991**	**1,978,472**	**99.67%**	**0.33%**
Resolution No. 2								
Approval of Issue of Bonus shares	Promoter and Promoter Group	431,460,454	431,460,454	100.00%	431,460,454	-	72.85%	0.00%
	Public- Institutional holders	229,121,200	159,637,281	69.67%	159,637,281	-	26.95%	0.00%
	Public- Others	41,837,755	1,149,267	2.75%	1,149,250	17	0.19%	0.00%
	Total	**702,419,409**	**592,247,002**	**84.32%**	**592,246,985**	**17**	**100.00%**	**0.00%**

