HCL TECHNOLOGIES LTD.
Corporate Identity Number: L74140DL1991PLC046369
A 10-11, Sector 3, NOIDA 201 301, UP, India.
T: +91 120 4013000 F: +91 120 2526907
Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.
www.hcltech.com
www.hcl.com

September 13, 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.: Notice of the 24th Annual General Meeting, Book Closure dates and Remote e-voting published in News papers

Dear Sir,

This is in regard to the captioned subject. Enclosed please find herewith copies of the notices of the 24th Annual General Meeting, Book Closure Dates and Remote E-voting, published in the English and Hindi newspapers, namely Mint (All India editions) and Hindustan, respectively.

Thanking you,

Yours faithfully,
For **HCL Technologies Limited**



Manish Anand
Company Secretary

Encl:a/a

HCL TECHNOLOGIES LIMITED
Corporate Identity Number-L74140DL1991PLC046369
Regd. Office: 806, Siddharth, 96, Nehru Place, New Delhi – 110 019
Tel: +91 11 26444812; Fax: +91 11 26436336
Website: www.hcltech.com; E-mail ID: Investors@hcl.com

NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the members of HCL Technologies Limited will be held on Tuesday, the 27th day of September, 2016 at 11.00 A.M. at, 'The Stein Auditorium', Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003, (Entry from gate number 3 on Vardhman Marg) to transact the following business:

ORDINARY BUSINESS

Item No. 1 - Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2 - Re-appointment of Ms. Roshni Nadar Malhotra as Director

To appoint a Director in place of Ms. Roshni Nadar Malhotra (DIN: 02346621), who retires by rotation and, being eligible, offers herself for re-appointment.

Item No. 3 - Ratification of appointment of Statutory Auditors

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 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 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 the remuneration of the Statutory Auditors for the financial year 2016-17 and reimburse their travelling and out of pocket expenses."

SPECIAL BUSINESS:

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

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

By order of the Board
For HCL Technologies Limited

Manish Anand
Company Secretary
FCS-5022

Date: August 26, 2016
Place: New Delhi

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, DULY COMPLETED AND SIGNED, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED WITH THIS NOTICE.

2. PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013 AND THE RULES FRAMED THEREUNDER, A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND MEMBERS HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.

   A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS A PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.

   PROXIES SUBMITTED ON BEHALF OF COMPANIES AND OTHER BODIES CORPORATE, SOCIETIES, TRUST, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION, AS APPLICABLE.

3. The Register of Members and Share Transfer Books of the Company will remain closed from September 20, 2016 to September 23, 2016 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

4. Route Map of the venue of the meeting is given at the end of the Notice.

5. Brief profile of Directors to be appointed/re-appointed including nature of their expertise, names of companies in which they hold directorships and committee memberships, shareholding in the Company and relationships with other directors, is provided under Additional Information Section of this Notice.

6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to the Special Business to be transacted at the AGM forms part of this Notice.

7. The Board has not recommended any final dividend on equity shares for the financial year ended March 31, 2016.

8. Members are advised to update their addresses and NECS details, in respect of shares held in physical form, with the Company's Registrar and Share Transfer Agent, M/s. Alankit Assignments Limited (Unit: HCL Technologies Limited), 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 and in respect of shares held in electronic form, with the respective Depository Participant with whom the demat account is maintained, to get the dividends and other correspondence in the right bank account or at the registered address.

9. The certificate from the Statutory Auditors of the Company certifying that the '2004 Stock Option Plan' of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [erstwhile SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999] and in accordance with the resolutions of the members in the General Meetings, shall be available for inspection by the members at the AGM.

10. Pursuant to Sections 20, 101 and 136 of the Companies Act, 2013 read with the relevant Rules made thereunder, companies can serve the Notice and Annual Reports and other notices and communications through electronic mode to those members who have registered their e-mail IDs either with the Company or with the Depository Participant(s). Members who have not registered their e-mail IDs with the Company can now register the same by submitting a duly filled letter/ communication to M/s. Alankit Assignments Limited or to the Secretarial Department of the Company. Members holding shares in demat form are requested to register their e-mail IDs with their Depository Participant(s) only. Members of the Company, who have registered their e-mail IDs, are entitled to receive such communication in physical form upon request made to the Company.

    The Notice of the AGM, Annual Report, Proxy Form and Attendance Slip are being sent in electronic mode to those members whose e-mail IDs are registered with the Company or the Depository Participant(s), unless the members have registered their request for a physical copy of the same. Physical copies of the Notice of the AGM, Annual Report, Proxy Form and Attendance Slip are being sent to those members who have not registered their e-mail address with the Company or the Depository Participant(s). Members receiving above documents electronically are requested to print the Attendance Slip and submit it duly filled at the registration counter to attend the meeting.

11. Members may note that the copies of the Notice of the AGM, Annual Report, Proxy Form and Attendance Slip are also available on the website of the Company www.hcltech.com. The physical copies of the same are also available at the registered office of the Company for inspection during normal business hours on all working days.

12. The Register of Directors and Key Managerial Personnel and their share holding maintained under Section 170 of the Companies Act, 2013, and the Register of contracts or arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred in this notice shall remain open for inspection during the meeting.

13. Members are requested to note that as per Section 205A of the erstwhile Companies Act, 1956, dividends that remain unpaid/unclaimed for a period of seven years from the date of declaration will be transferred to the Investor Education and Protection Fund ('IEPF'). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.

14. The status of dividends remaining unpaid/unclaimed with the respective due dates of transfer to IEPF is provided in the Annual Report. Members are requested to contact M/s. Alankit Assignments Limited/Secretarial Department of the Company for claiming the unclaimed dividend standing to the credit of their account.

15. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participant(s) with whom they have their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Alankit Assignments Limited/ Secretarial Department of the Company.

16. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by the Attendance Slip. Members are, therefore, requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter at the venue of the AGM.

17. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members, a facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The Company has entered into an arrangement with National Securities Depository Limited ('NSDL') for facilitating remote e-voting for the AGM.

18. The facility of voting through ballot paper shall be made available at the AGM venue to those members, who have not cast their vote by remote e-voting. Members who have already cast their vote by remote e-voting prior to the meeting may attend the meeting but should not cast their vote again at the meeting. In case members cast their votes through remote e-voting and ballot, voting done by e-voting shall prevail and votes cast through ballot shall be treated as invalid.

19. The members of the Company, whose names appear in the Register of Members / list of Beneficial Owners as on the cut-off date i.e. September 20, 2016 may cast their vote electronically on the Resolutions set forth in this Notice as per the instructions for remote e-voting given hereunder. The remote e-voting commences on September 23, 2016 (9:00 a.m. IST) and ends on September 26, 2016 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

20. Any person, who acquires shares of the Company and becomes a shareholder of the Company after the dispatch of the Notice of the AGM but holds shares as on the cut-off date i.e. September 20, 2016, may obtain a login ID and password by sending a request at evoting@nsdl.co.in.

    However, if the person is already registered with NSDL for remote e-voting, then he/she can use the existing user ID and password for casting his/her vote. In case the person forgets his/her password, it can be reset by using the 'Forgot User Details Password' option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

21. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

22. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained, in case of shares held in physical form, from the Registrar and Transfer Agent or the Secretarial Department of the Company, and in case of shares held in demat form, from their respective Depository Participant(s).

23. **Voting through electronic means -**

    The process and manner for remote e-voting is as under:

    A. In case a Member receives an email from NSDL [for members whose e-mail IDs are registered with the Company/Depository Participants(s)]:

        i. Open the e-mail and open the PDF file named "HCL Technologies e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password provided is only the initial password.

        ii. Launch the internet browser by typing the following URL: https://www.evoting.nsdl.com/

        iii. Click on "Shareholder-Login".

        iv. Enter the user ID and password/PIN noted in step(i) above. Click Login.

        v. Password change menu appears. Change the password/PIN with a new password of your choice having minimum 8 digits/characters or a combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

        vi. Home page of remote e-voting opens. Click on "remote e-voting: Active Voting Cycles".

        vii. Select "E-voting event number" (EVEN) of "HCL Technologies Limited" for casting your vote.

        viii. Now you are ready for remote e-voting as the "Cast Vote" page opens.

        ix. Cast your vote by selecting the appropriate option and click on "Submit". Also "Confirm" when prompted.

        x. Upon confirmation, the message "Vote cast successfully" would be displayed.

        xi. Once you have voted on a resolution, you will not be allowed to modify your vote.

        xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to officenns@gmail.com with a copy marked to evoting@nsdl.co.in

    B. In case a Member receives physical copy of the Notice of the AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

        i. Initial password is provided at the bottom of the Attendance Slip for the AGM:

        Even User Password/PIN
        (Remote E-Voting Event No.)

        ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote

21. In case of any queries, kindly refer the 'Frequently Asked Questions (FAQs) for Members' and remote 'e-voting User Manual for Members' available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990

22. Mobile number and e-mail ID can also be updated in the user profile details of the folio which may be used for sending future communication(s).

23. The poll process shall be conducted and scrutinized and the report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

24. Mr. Nityanand Singh, Practicing Company Secretary, (Membership no. FCS: 2668) has been appointed as the

Scrutinizer to scrutinize the e-voting process (including the ballot to be cast by the members at the meeting) in a fair and transparent manner.

25. The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.

26. The results of remote e-voting and poll on the resolutions shall be aggregated and declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the date of the meeting, subject to the receipt of requisite numbers of votes in favour of the resolutions.

27. The results of the voting along with the Scrutinizer's report shall be placed on the Company's website, www.hcltech.com and on the website of NSDL immediately after their declaration by the Chairman or any person authorized by him. The results shall also be immediately communicated to BSE Limited and National Stock Exchange of India Ltd.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("Act")

Item No. 3

Though not required statutorily, the below statement is provided as additional information to the members.

As per the provisions of Section 139 of the Act, no listed company can appoint or re-appoint an audit firm as an auditor for more than two terms of five consecutive years.

M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E) ('S.R. Batliboi') were appointed as the Statutory Auditors of the Company at the AGM held on December 4, 2014 for a period of five financial years to hold office up to the AGM to be held in 2019, subject to the ratification of their appointment by the members at every AGM.

In view of the above and based on the recommendation of the Audit Committee, S.R. Batliboi, being eligible for re-appointment, the Board of Directors had, in its meeting held on April 27-28, 2016, proposed the ratification of the appointment of S.R. Batliboi as the Statutory Auditors of the Company from the conclusion of this AGM until the conclusion of the next AGM of the Company to be held in the year 2017.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in this resolution. The Board recommends the resolution as set out in Item no. 3 for approval of the Members to be passed as an Ordinary Resolution.

Item No. 4

The Board of Directors of the Company, on the recommendations of the Nomination and Remuneration Committee, has appointed Ms. Nishi Vasudeva as an Additional Director of the Company with effect from August 1, 2016 under the category of Independent Director, pursuant to the provisions of Section 161 of Companies Act, 2013 and Articles of the Association of the Company.

In the opinion of the Board, Ms. Nishi Vasudeva fulfills the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for her appointment as an Independent Director of the Company and is independent of the management. The Board considers that based on her varied experience, her association would be of immense benefit to the Company. It is therefore proposed to appoint Ms. Nishi Vasudeva as an Independent Non-executive Director on the Board of the Company for a term of five years from August 1, 2016 and ending on July 31, 2021.

In accordance with the provisions of Section 149 and Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, an Independent Director shall not be liable to retire by rotation.

As per the provisions of Section 160 of the Companies Act, 2013, the Company has received notice in writing, along with a deposit of Rs.1,00,000/- from a member of the Company proposing the candidature of Ms. Nishi Vasudeva for the office of Independent Director to be appointed under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Ms. Nishi Vasudeva (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies(Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Terms and Conditions of appointment of Ms. Nishi Vasudeva as an Independent Director are open for inspection without any fee by any member at the Registered Office of the Company during normal business hours on all working days.

None of the Directors or Key Managerial Personnel and their relatives, except Ms. Nishi Vasudeva, are concerned or interested, financially or otherwise in this Resolution. The Board re-commends the Resolution set out at Item No. 4 for approval of the members as an Ordinary Resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

MS. ROSHNI NADAR MALHOTRA

Ms. Roshni Nadar Malhotra, aged 34 years, is the CEO & Executive Director of HCL Corporation Pvt. Ltd. and Trustee of Shiv Nadar Foundation. Ms. Roshni Nadar Malhotra brings a global outlook, strategic vision and passion for business, social enterprise and institution-building to her varied roles at HCL Corporation Pvt. Ltd. and Shiv Nadar Foundation where she is responsible for strategic decisions regarding the overall direction of HCL Corporation including the key

areas of determining its governance structures, treasury, risk and portfolio management. The vision and strategy for the HCL brand and the Shiv Nadar Foundation are strategically driven by her as well.

She is the driving force behind VidyaGyan schools in Uttar Pradesh which provides a radical initiative to induct and transform meritorious rural children from economically challenged backgrounds and create leaders of tomorrow. As a representative of the Shiv Nadar Foundation, she was involved in a joint initiative with the Rajiv Gandhi Foundation to promote the education of Dalit and Muslim girl children in some of the most backward districts in the State of Uttar Pradesh in India.

She is an MBA from the Kellogg Graduate School of Management with a focus on Social Enterprise and Management & Strategy. At Kellogg, she received the Dean's Distinguished Service Award.

Nature of expertise in specific functional area**:** Ms. Roshni Nadar Malhotra has experience in the field of Corporate Social Responsibility (CSR) and Governance Structures, Branding and Strategy.

The names of the Companies in which Ms. Roshni Nadar Malhotra is a Director/Shareholder are as under:

Sl. No.	Name of the Companies / Firms*	Director / Shareholder
1	HCL Corporation Private Limited	Whole-Time Director & CEO and Shareholder
2	Blueberry Investments (Chennai) Private Limited	Director & Shareholder
3	SSN Investments (Delhi) Private Limited	Director & Shareholder
4	Vama Sundari Investments (Delhi) Private Limited	Director & Shareholder
5	Julian Investments (Chennai) Private Limited	Director
6	Guddu Investments (Chennai) Private Limited	Director
7	Vama Sundari Investments (Chennai) Private Limited	Director
8	Slocum Investments (Chennai) Private Limited	Director
9	SKN Investments (Chennai) Private Limited	Director
10	Slocum Investments (Pondi) Private Limited	Director
11	KRN Education Private Limited	Director
12	Slocum Healthcare Private Limited	Director
13	HCL Avitas Private Limited	Director
14	HCL IT City Lucknow Private Limited	Director
15	Shiv Nadar Investments (Pondi) Private Limited	Shareholder
16	Kiranroshni Investments (Chennai) Private Limited	Shareholder
17	Vama Sundari Education	Shareholder
18	Slocum Education	Shareholder
19	VidyaGyan Foundation	Shareholder

** The names of all the Companies in which 2% or more of the paid-up share capital is held / controlled.*

Ms. Roshni Nadar Malhotra is holding memberships/Chairmanships in the following committees:

Sl. No.	Name of the Companies	Name of Committee
1	HCL Corporation Private Limited	Audit Committee Nomination Committee Risk Management Committee Asset Liability Management Committee Corporate Social Responsibility Committee
2	Vama Sundari Investments (Delhi) Private Limited	Corporate Social Responsibility Committee
3	Slocum Investments (Pondi) Private Limited	Corporate Social Responsibility Committee

As on date, her shareholding in the Company is 348 equity shares of ₹ 2/- each.

Ms. Roshni Nadar Malhotra is the daughter of Mr. Shiv Nadar, Chairman & Chief Strategy officer. None of the Directors or Key Managerial Personnel (KMPs) and their relatives except, Ms. Roshni Nadar Malhotra and Mr. Shiv Nadar are concerned or interested (financially or otherwise) in item no 2.

MS. NISHI VASUDEVA

Ms. Nishi Vasudeva, aged 60 years, is the first woman to chair an Oil & Gas company in India, with extensive management and advisory experience.

She has expertise in the areas like Corporate Strategy, Enterprise Resource Management, Retail & Marketing, Information Systems, Business Transformation & Margin Management and Regulatory Management.

She is well known for her courage and dedication to making a difference, both at a company level and in the lives of employees and customers.

Her awards and accomplishments include the prestigious Global 'CEO of the Year' award by Platts Global Energy Awards 2015, 'Outstanding Woman Manager Award' by the Standing Committee on Public Sector Enterprises (SCOPE), Government of India, for the year 2010-11, 'Exceptional Woman Achiever Award' from the Federation of Indian Chambers of Commerce and Industry in 2014. She has also been ranked one of the top five 'Most Powerful Women in Asia Pacific' by FORTUNE magazine in the year 2014.

She is an MBA from the Indian Institute of Management, Calcutta, India and B.A. (Economics) from Lady Shri Ram College, University of Delhi, India.

Ms. Nishi Vasudeva does not hold directorships or committee memberships/Chairmanships in any other companies. She is not a member of any of the Board Committees of the Company.

Her shareholding in the Company is Nil. She is also not related to any of the Directors or the Key Managerial Personnel of the Company.

None of the Directors or Key Managerial Personnel (KMPs) and their relatives are in any way concerned or interested (financially or otherwise) in item no. 4.

Route map to the AGM Venue



HCL TECHNOLOGIES LIMITED

Corporate Identity Number : L74140DL1991PLC046369
Registered Office : 806, Siddharth, 96, Nehru Place, New Delhi – 110 019, India
Tel. : +91 011 26444812, **Fax :** + 91 011 26436336
Website : www.hcltech.com

PROXY FORM

I/We being the member(s) of.....shares of the above named Company hereby appoint.

(1) Name:.....Address: .....

E-mail Id: .....Signature:.....or failing him;

(2) Name:.....Address: .....

E-mail Id: .....Signature:.....or failing him;

(3) Name:.....Address: .....

E-mail Id: .....Signature:.....or failing him;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Tuesday, 27th September, 2016 at 11:00 A.M. at the Stein Auditorium, Habitat World, India Habitat Centre, Gate No. 3, Lodhi Road, New Delhi - 110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1.	Adoption of Financial Statements.
2.	Re-appointment of Ms. Roshni Nadar Malhotra as Director.
3.	Ratification of the appointment of Statutory Auditiors.
Special Business	
4.	Appointment of Ms. Nishi Vasudeva as an Independent Director of the Company.

Signed this .....day of.....2016

Affix ₹1/- Revenue Stamp

Signature of Shareholder..... Signature of Proxy holder(s).....

Notes: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. In case of multiple proxies, proxy later in time shall be accepted.

HCL TECHNOLOGIES LIMITED

Corporate Identity Number : L74140DL1991PLC046369
Registered Office : 806, Siddharth, 96, Nehru Place, New Delhi – 110 019, India
Tel. : +91 011 26444812, **Fax :** + 91 011 26436336
Website : www.hcltech.com

ATTENDANCE SLIP

24th Annual General Meeting on Tuesday, 27th September, 2016 at 11:00 A.M. at the Stein Auditorium, Habitat World, India Habitat Centre, Gate No. 3, Lodhi Road, New Delhi - 110003.

I hereby record my presence at the 24th Annual General Meeting of the Company, held on Tuesday, 27th September, 2016 at 11:00 A.M. at the Stein Auditorium, Habitat World, India Habitat Centre, Gate No. 3, Lodhi Road, New Delhi - 110003.

I am a member of the Company / I am a Proxy / Authorised Representative of the member(s)*.

....

Name of the Member/Proxy/Authorised Representative* (in BLOCK LETTERS)

Signatures of the Member/Proxy/Authorised Representative*

*Please Strike off whichever is not applicable

Notes: 1. Please complete the Attendance slip and hand it over at the Registration Counter at the venue.
2. Members are requested to bring their copies of the Annual Report in the meeting.
3. Please read the instructions given in the AGM Notice carefully before voting electronically.

EVEN (E-Voting Sequence Number)	User-ID	Password / PIN

FOR THE ATTENTION OF SHAREHOLDRS
NO GIFTS WOULD BE DISTRIBUTED BY THE COMPANY AT THE AGM

HCL TECHNOLOGIES LIMITED

Corporate Identity Number: L74140DL1991PLC046369
Registered Office : 806, Siddharth, 96, Nehru Place, New Delhi-110019
Website: www.hcltech.com; Tel: +91 11 26444812; Fax: +91 11 26436336

NOTICE

Notice is hereby given that the 24th Annual General Meeting ('AGM') of the members of HCL Technologies Limited will be held on Tuesday, the 27th day of September, 2016 at 11.00 A.M. at, 'The Stein Auditorium', Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003 (Entry from gate number 3 on Vardhman Marg).

The Notice setting out the business to be transacted at the meeting together with a copy of the Annual Report of the Company for the financial year 2015-16, Proxy form and Attendance slip has been mailed / dispatched to the members (i) electronically to those members whose e-mail addresses are registered with the Company/ Depository Participant(s); and (ii) physically to all other members at their address registered with the Company/Depository Participant(s). In case the members who have been sent this notice electronically and wish to receive physical copies of the Notice of the AGM, Annual Report, Attendance slip and Proxy form, may send a request to the Company at investors@hcl.com or write to the Company's Registrar & Share Transfer Agent: Alankit Assignments Limited, Unit: HCL Technologies Limited, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055, Tel. No. +91-11-42541234; Fax No. +91-11-41543474; email - rta@alankit.com.

The Annual Report for the year 2015-16 along with the Notice convening the 24th Annual General Meeting, Attendance slip and Proxy form are also available on the Company's website www.hcltech.com and on the website of NSDL - www.nsdl.co.in

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/ her/ its place and a proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office not later than 48 hours before the meeting.

Book Closure

Notice is also hereby given that pursuant to Section 91 of the Companies Act, 2013 ("Act") read with Rule 10 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Register of the Company will remain closed from September 20, 2016 to September 23, 2016, (both days inclusive).

Remote E-voting

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company is pleased to offer remote e-voting facility to enable you to cast your vote electronically on the resolutions set forth in the Notice of the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ('NSDL') for providing remote e-voting services. The members holding shares either in physical or electronic mode as on the cut-off date of September 20, 2016 may cast their vote electronically.

Any person, who acquires shares of the Company and becomes a shareholder of the Company after completion of dispatch of Notice of the AGM and holds shares as of the cut-off date i.e. September 20, 2016, may obtain a login ID and password by sending a request at evoting@nsdl.co.in. The detailed procedure for remote e-voting is given in the Notice of the AGM.

Date of Completion of sending of Notices: September 2, 2016.

Date and Time of commencement of remote e-voting: September 23, 2016 at 9.00 A.M. (IST)

Date and Time end of remote e-voting: September 26, 2016 at 5.00 P.M. (IST)

The remote e-voting module will be disabled and no remote e-voting will be allowed thereafter. In case of any queries or issues regarding remote e-voting, please refer the Frequently Asked Questions ("FAQ") and e-voting manual available at www.evoting.nsdl.com under help section or write an email to evoting@nsdl.co.in or contact NSDL remote e-Voting helpdesk at 1800-222-900.

The facility of voting through ballot shall be made available at the AGM to those members, who have not cast their vote by remote e-voting. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the AGM.

The members holding shares in physical form are requested to send the requests for share transfer, change of address, e-mail ID, NECS mandate, etc. to the Company's Registrar & Share Transfer Agent: Alankit Assignments Limited, Unit: HCL Technologies Limited, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi -110055, Tel. No. +91-11-42541234; Fax No. +91-11-41543474. The members holding shares in electronic form are requested to update such details with the Depository Participant(s) with whom they are maintaining their demat account.

For **HCL Technologies Limited**

Date: September 2, 2016
Place: New Delhi

Manish Anand
Company Secretary

हिन्दुस्तान

शनिवार, 03 सितंबर 2016, नई दिल्ली, पांच प्रदेश, 20 संस्करण

एचसीएल टेक्नोलॉजीज़ लिमिटेड

सीआईएन : L74140DL1991PLC046369
पंजीकृत कार्यालय : ८०६, सिद्धार्थ, ९६, नेहरू प्लेस, नई दिल्ली ११००१९
फोन नं.: +९१ ११ २६४४८१२, फैक्स: +९१ ११ २६४३६३३६, वेबसाइट: www.hcltech.com

सूचना

एतद्द्वारा सूचित किया जाता है कि एचसीएल टेक्नोलॉजीज़ लिमिटेड के सदस्यों की २४वीं वार्षिक आम बैठक ('एजीएम') मंगलवार, २७ सितम्बर, २०१६ प्रात: ११.०० बजे, 'स्टेन ऑडीटोरियम', हेबिटेट प्लाई, हेबिटेट सेन्टर, लोधी रोड, नई दिल्ली-११०००३ (वर्धमान मार्ग से गेट नं. ३ से प्रवेश) में होगी।

बैठक में होने वाले कार्यों की सूचना के साथ वित्त वर्ष २०१५-१६ की कंपनी की सालाना रिपोर्ट, प्रॉक्सी फॉर्म और उपस्थिति परची (क) उन शेयरधारकों को जिनके ई-मेल आईडी कंपनी/डिपॉज़िटरी पार्टिसिपेंट (पार्टिसिपेंट्स) के रिकॉर्ड में पंजीकृत हैं इलेक्ट्रॉनिक माध्यम से मेल किए जा चुके हैं और; (ख) अन्य सभी शेयरधारकों को कंपनी/डिपॉज़िटरी पार्टिसिपेंट (पार्टिसिपेंट्स) के रिकॉर्ड में पंजीकृत उनके पते पर भौतिक रूप में भेजे जा चुके हैं। यदि किसी सदस्य को इलेक्ट्रॉनिक माध्यम से यह सूचना दी गई है, जबकि वह सूचना, वार्षिक रिपोर्ट, प्रॉक्सी फॉर्म और उपस्थिति परची भौतिक रूप में चाहता है तो वह investors@hcl.com पर कंपनी को आवेदन कर सकता है या कंपनी के रजिस्ट्रार एवं शेयर अंतरण एजेंट : अलंकित असाइनमेंट्स लिमिटेड, यूनिट : एचसीएल टेक्नोलॉजीज़ लिमिटेड, २०५-२०८, अनारकली कॉम्पलेक्स, झंडेवालान एक्सटेंशन, नई दिल्ली-११००५५, फोन नं. +९१-११-४२५४१२३४; फैक्स नं. +९१-११-४१५४३४७४; ई-मेल rta@alankit.com पर लिख सकता है।

वर्ष २०१५-१६ की वार्षिक रिपोर्ट के साथ २४वीं सालाना आम बैठक आहूत करने की सूचना, उपस्थिति पर्ची और प्रॉक्सी फॉर्म कंपनी की वेबसाइट www.hcltech.com एवं एनएसडीएल की वेबसाइट www.nsdl.co.in पर भी उपलब्ध है।

बैठक में उपस्थिति दर्ज और मतदान करने का अधिकारी कोई सदस्य अपने स्थान पर इस बैठक में उपस्थिति दर्ज और मतदान करने के लिए प्रतिनिधि (प्रॉक्सी) नियुक्त कर सकता है और इसके लिए ज़रूरी नहीं कि प्रॉक्सी कंपनी का सदस्य हो। प्रतिनिधि के प्रभावी होने के लिए ज़रूरी है कि बैठक से कम से कम ४८ घंटे पहले कंपनी के पंजीकृत कार्यालय को इसकी सूचना मिल जाए।

बुक क्लोज़र

यह भी सूचित किया जाता है कि कंपनी अधिनियम, २०१३ ('अधिनियम') की धारा ९१, कंपनी (प्रबंधन एवं प्रशासन) विनियम, २०१४ के नियम १० और अधिनियम के अन्य लागू प्रावधानों, यदि हों, और भारतीय प्रतिभूति और विनिमय बोर्ड [सूचीबद्धता (लिस्टिंग) बाध्यताएँ और प्रकटीकरण अपेक्षाएँ] विनिमय, २०१५ के अनुसार कंपनी की सदस्य पंजी और शेयर अंतरण पंजी २० सितंबर, २०१६ से २३ सितंबर, २०१६ तक (दोनों दिन शामिल) बंद रहेगी।

रिमोट ई-मतदान

कथित अधिनियम की धारा १०८ के प्रावधानों और कम्पनी (प्रबंधन और प्रशासन) नियम, २०१४ के नियम २० और कम्पनी (प्रबंधन और प्रशासन) संशोधन नियम, २०१५ और भारतीय प्रतिभूति और विनिमय बोर्ड [सूचीबद्धता (लिस्टिंग) बाध्यताएँ और प्रकटीकरण अपेक्षाएँ] विनिमय, २०१५ के अधिनियम ४४ के अनुसार आपको कंपनी सहर्ष रिमोट ई-मतदान की सुविधा देती है ताकि आप एजीएम की सूचना में उल्लिखित प्रस्तावों पर इलेक्ट्रॉनिक माध्यम से मतदान कर सकें। इस उद्देश्य से कंपनी ने अपने सभी सदस्यों को रिमोट ई-मतदान की सुविधा देने हेतु नेशनल सिक्योरिटीज़ डिपॉज़िटरी लिमिटेड ("एनएसडीएल") के साथ एक व्यवस्था की है। निर्दिष्ट तारीख २० सितंबर, २०१६ में भौतिक या इलेक्ट्रॉनिक माध्यम से शेयर रखने वाले सदस्य ही इलेक्ट्रॉनिक माध्यम से मतदान कर सकते हैं।

कोई व्यक्ति, जो कंपनी के शेयर का अधिग्रहण करता है, एजीएम की सूचना के प्रेषण के पूरा होने के बाद वह कंपनी का शेयरधारक बन जाता है और २० सितंबर, २०१६ यानी कट ऑफ तारीख के दिन शेयर रखते है, वह evoting@nsdl.co.in पर एक अनुरोध भेजकर लॉगइन आईडी और पासवर्ड प्राप्त कर सकते हैं। रिमोट ई-मतदान की पूरी प्रक्रिया एजीएम की सूचना में वर्णित है।

सूचनाएँ भेजने का काम पूरा करने की तिथि : सितंबर २, २०१६

रिमोट ई-मतदान आरंभ करने की तिथि एवं समय : सितंबर २३, २०१६, प्रात: ९.०० बजे (भा.मा.स.)

रिमोट ई-मतदान समापन की तिथि एवं समय : सितंबर २६, २०१६, शाम ५.०० बजे (भा.मा.स.)

रिमोट ई-मतदान मॉड्यूल निष्क्रिय होने के बाद रिमोट ई-मतदान की अनुमति नहीं दी जाएगी। यदि रिमोट ई-मतदान संबंधी कोई प्रश्न या समस्या हो तो कृपया www.evoting.nsdl.com के सहायता अनुभाग में अक्सर पूछे जाने वाले प्रश्न ('एफएक्यू') और रिमोट ई-मतदान निर्देश पुस्तिका देखें या evoting@nsdl.co.in पर ई-मेल लिखें या एनएसडीएल ई-मतदान सहायता पटल से १८००-२२२-९०० पर संपर्क करें।

जिन सदस्यों ने रिमोट ई-वोटिंग द्वारा वोट ना किया हो, उन सदस्यों को मतदान की सुविधा एजीएम में दी जायेगी। जिन सदस्यों ने एजीम के पूर्व रिमोट ई-वोटिंग द्वारा वोट किया हो वे भी एजीएम में शामिल हो सकते है परन्तु वे वोट करने के हकदार नहीं होंगे।

भौतिक रूप में शेयर रखने वाले सदस्यों से आग्रह है कि शेयर अंतरण, पता परिवर्तन, ई-मेल आईडी, एनईसीएस जनादेश आदि के आवेदन कंपनी के रजिस्ट्रार या शेयर अंतरण एजेंट के पास करें जिसका पता है : अलंकित असाइनमेंट्स लिमिटेड, यूनिट : एचसीएल टेक्नोलॉजीज़ लिमिटेड, २०५-२०८, अनारकली मार्केट, झंडेवालान एक्सटेंशन, नई दिल्ली-११००५५, फोन नं. +९१-११-४२५४१२३४; फैक्स नं. +९१-११-४१५४३४७४ इलेक्ट्रॉनिक रूप में शेयर रखने वाले सदस्यों से आग्रह है कि अपने सारे नवीनतम विवरण डिपॉज़िटरी पार्टिसिपेंट (पार्टिसिपेंट्स) को दें जिसके पास उनका डीमैट अकाउंट है।

कृते एचसीएल टेक्नोलॉजीज़ लिमिटेड,

दिनांक : सितंबर २, २०१६
स्थान : नई दिल्ली

मनीष आनंद
कंपनी सचिव

HCL