HCL TECHNOLOGIES LTD.
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November 21, 2012

Mr. Sanjiv Kapur : **Bombay Stock Exchange Ltd.**
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001

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

Sub: Minutes of the Annual General Meeting held on October 22, 2012

Dear Sir

Enclosed please find a certified true copy of the minutes of the Annual General Meeting of the Company held on October 22, 2012.

This is for your information and records.

Thanking you,

Yours faithfully,
For **HCL Technologies Limited**

Manish Anand
Company Secretary

Encl:a/a

CERTIFIED TRUE COPY OF THE MINUTES OF THE TWENTIETH ANNUAL GENERAL MEETING OF HCL TECHNOLOGIES LIMITED HELD ON MONDAY, OCTOBER 22, 2012 AT 11.00 A.M. AT FICCI AUDITORIUM, FEDERATION HOUSE, 1, TANSEN MARG, NEW DELHI – 110 001

Present :

Mr. Shiv Nadar	Chairman
Mr. Amal Ganguli	Director
Mr. Sudhindar Krishan Khanna	Director
Mr. Subroto Bhattachaya	Director

In Attendance:

Mr. Manish Anand	Company Secretary

Mr. Shiv Nadar took the chair.

2025 members in person and 394 proxies 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 Chairman called the meeting to order.

In accordance with the SEBI (ESOS and ESPS) Guidelines, 1999 ("SEBI Guidelines"), the Certificates from the Statutory Auditors conforming the compliance of the SEBI Guidelines for 1999 Stock Option Plan, 2000 Stock Option Plan and 2004 Stock Option Plan of the Company, were placed before the members. The Chairman informed the members that these certificates and Register of Directors' Shareholding are open for inspection.

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 Auditors' Report on the Accounts of the Company for the year ended June 30, 2012.

Thereafter the Chairman took up the items of agenda of the meeting.

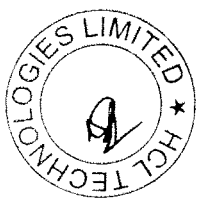
The Shareholders raised various queries on the items of business which were responded to by the Chairman.

Item No. 1

Adoption of the Profit & Loss Account for the year ended June 30, 2012 and the Balance Sheet as on date together with the Reports of the Directors' and Auditors' thereon.

Mr. Parmanand proposed the following resolution as an Ordinary Resolution:

"RESOLVED that the audited Balance Sheet of the Company as at June 30, 2012 and the Profit & Loss Account for the year ended on that date together with the reports of the Directors' and Auditors' thereon, be and are hereby considered and adopted."



Mr. Santosh Bhutani seconded the resolution.

The resolution was thereafter put to vote by show of hands and was passed unanimously.

Since the Chairman was interested in item No.2 of the agenda, he requested Mr. Amal Ganguli, Director to chair the meeting for this item of the agenda.

Mr. Amal Ganguli took the Chair:

Item No. 2

Re-appointment of Mr. Shiv Nadar as Director

Mr. Ravi Shanker Kapoor proposed the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Shiv Nadar, Director of the Company, who retires by rotation be and is hereby re-appointed as Director of the Company."

Mr. Kishore Balani seconded the resolution.

The resolution was thereafter put to vote by show of hands and was passed unanimously.

Thereafter Mr. Amal Ganguli requested Mr. Shiv Nadar to again take the chair.

Mr. Shiv Nadar took the Chair.

Item No. 3

Re-appointment of Ms. Robin Abrams as Director

Mr. Gagan Kumar proposed the following resolution as an Ordinary Resolution:

"RESOLVED that Ms. Robin Abrams, Director of the Company, who retires by rotation be and is hereby re-appointed as Director of the Company."

Mr. Toni Bhatia seconded the resolution.

The resolution was thereafter put to vote by show of hands and was passed unanimously.

Item No. 4

Appointment of Statutory Auditors' of the Company

Mr. Muralidhar Talreja proposed the following resolution as an Ordinary Resolution:

"RESOLVED that M/s. S. R. Batliboi & Co., Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors' of the Company 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 authorised to fix their remuneration and reimburse their travelling and out of pocket expenses."

Mr. Ajay Khurana seconded the resolution.

The resolution was thereafter put to vote by show of hands and was passed unanimously.

Item No. 5

Declaration of Dividend

Mr. Sanjiv Jain proposed the following resolution as an Ordinary Resolution:

"RESOLVED that the final dividend, for the year ended June 30, 2012, at the rate of Rs.4/- per share of Rs.2/- each on the paid-up equity share capital of the Company be and is hereby declared."

"RESOLVED FURTHER that the final dividend be paid to (a) the members holding shares of the Company in physical form and whose names are on the Company's Register of Members on October 24, 2012; and (b) the beneficial owners holding shares of the Company in electronic form at the end of October 22, 2012 as per the details furnished by the Depositories for this purpose."

Mr. Yogesh Kumar Sharma seconded the resolution.

The resolution was thereafter put to vote by show of hands and was passed unanimously.

Item No. 6

Appointment of Mr. Sudhindar Krishan Khanna as Director

Mr. Surinder Nath Vohra proposed the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Sudhindar Krishan Khanna who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 03, 2011 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member of the Company along with a deposit of Rs.500/- (Rupees Five Hundred only) as prescribed under Section 257 of the Companies Act, 1956 signifying his intention to propose the name of Mr. Sudhindar Krishan Khanna as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Mr. Chetan Chadha seconded the resolution.

The resolution was thereafter put to vote by show of hands and was passed unanimously.

Item No. 7

Appointment of Mr. Srikant Madhav Datar as Director

Mr. D. D. Sardana proposed the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Srikant Madhav Datar who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 24, 2012 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member of the Company along with a deposit of Rs.500/- (Rupees Five Hundred only) as prescribed under Section 257 of the Companies Act, 1956 signifying his intention to propose the name of Mr. Srikant Madhav Datar as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Mr. Pradeep Sood seconded the resolution.

The resolution was thereafter put to vote by show of hands and was passed unanimously.

Item No. 8

Appointment of Mr. Sosale Shankara Sastry as Director

Mr. Gurcharan Singh proposed the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Sosale Shankara Sastry who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 24, 2012 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member of the Company along with a deposit of Rs.500/- (Rupees Five Hundred only) as prescribed under Section 257 of the Companies Act, 1956 signifying his intention to propose the name of Mr. Sosale Shankara Sastry as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Mr. Pradeep Kapoor seconded the resolution.

The resolution was thereafter put to vote by show of hands and was passed unanimously.

Item No. 9

Appointment of Mr. Vineet Nayar as Joint Managing Director and terms of his appointment

Mr. S. K. Agarwal proposed the following resolution as a Special Resolution:

"RESOLVED that pursuant to Sections 198, 269, 309, 314 and all other applicable provisions of the Companies Act, 1956 ("the Act"), read with Schedule XIII to the said Act, the approval of the Shareholders of the Company be and is hereby accorded to the appointment of Mr. Vineet Nayar as the Joint Managing Director of the Company for a period of 5 years effective from May 15, 2012 to May 14, 2017 on the terms and conditions including remuneration as set out below with authority to the Board of Directors (hereinafter referred to as "the Board" which term shall include a Committee of Directors) to alter and vary the terms and conditions of the said appointment in such manner as may be decided by

the Board and that Mr. Vineet Nayar would be designated as "Vice-Chairman and CEO" or such other designation as may be decided by the Board.

A. Salary: Rs. 20 lacs per month with the authority granted to the Board to determine and grant increments from time to time.

B. Perquisites: He will be entitled to perquisites, allowances, benefits, facilities and amenities (collectively called "perquisites") including furnished residential accommodation or house rent allowance in lieu thereof, maintenance of such accommodation, furnishings, repairs, utility allowance, management allowance, business promotion allowance, membership fees of clubs, medical reimbursement, hospitalization, term insurance, disability cover, Car under the Company's car scheme, international holidays with family and any other 'perquisites' as per the policy / rules of the Company in force.

C. Retirals: He will be entitled to contribution to Provident Fund & Superannuation Fund. He will also be entitled for Payment of gratuity and other retiral benefits.

   In addition to the above, he will also be entitled to the following benefits as per policy / rules of the Company in force:

   (i) Telephone(s) and fax at his residence;
   (ii) Encashment of leave.

D. The total remuneration that can be paid under `A', `B '& `C' above shall be within the limits as per Schedule XIII of the Companies Act, 1956 and this can be paid by the Company and/or its subsidiaries.

E. He will not be entitled to commission from the Company and / or its subsidiaries.

F. The stock options under the Employees Stock Option Plan(s) of the Company that have been granted or to be granted in future shall not be considered as perquisites and not to be included for the purpose of computation of overall ceiling of the remuneration.

G. Subject to superintendence, control and directions of the Board and or the Chairman and Chief Strategy Officer, he shall perform such duties and functions as would be commensurate with his position as Managing Director of the Company and as may be delegated to him by the Board and or the Chairman and Chief Strategy Officer of the Company from time to time.

H. The appointment shall be subject to retirement by rotation.

"RESOLVED FURTHER that the Board be and is hereby authorized to do all necessary, acts, deeds and things that may be required to give effect to the above resolution.

Mr. Krishan Gopal Sahni seconded the resolution.

The resolution was thereafter put to vote by show of hands and was passed unanimously as special resolution.

There being no other business, the meeting concluded with a vote of thanks to the Chair.

CHAIRMAN