HCL TECHNOLOGIES LIMITED

Registered Office : 806, Siddharth, 96, Nehru Place, New Delhi 110 019.

POSTAL BALLOT NOTICE
(Pursuant to Section 192A of the Companies Act, 1956)

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, to the members of HCL Technologies Limited that it is proposed to transact the following special business by the members of the Company by passing the Resolution through Postal Ballot:

To consider and, if thought fit, to pass, the following Resolution as an ORDINARY RESOLUTION for the appointment and terms of Mr. Vineet Nayar as the Vice Chairman, Chief Executive Officer and Whole-time Director of the Company for a period of 5 years w.e.f. November 1, 2010.

"RESOLVED that pursuant to Sections 198, 269, 309, and all other applicable provisions of the Companies Act, 1956 ("the Act"), read with Schedule XIII to the said Act, and in supercession of the resolution passed at the Annual General Meeting of the members of the Company held on October 22, 2008 for the appointment of Mr. Vineet Nayar as the Chief Executive Officer and Whole-time Director, the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Vineet Nayar as Vice-Chairman, Chief Executive Officer and Whole-time Director of the Company for a period of 5 years from November 1, 2010 to October 31, 2015 on the terms and conditions including remuneration as set out below with the 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.

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

B. Performance linked incentive and / or commission as may be decided by the Board from time to time.

C. 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.

D. Retirals: He will be entitled to contribution to the Provident Fund and Superannuation Fund. He will also be entitled for gratuity and other retiral benefits, as may be applicable.

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(s) at his residence;
(ii) Encashment of leave.

E. The total remuneration including salary, performance linked incentive, commission and perquisites shall not exceed the limits specified in Schedule XIII to the Companies Act, 1956.

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 shall not to be included for the purpose of computation of overall ceiling of the remuneration.

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

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

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to take such steps as the Board may consider necessary or expedient to give effect to this resolution."

By Order of the Board
for HCL Technologies Limited

Place : New Delhi
Date : December 6, 2010

Manish Anand
Deputy Company Secretary

NOTES -

1. The relative Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 setting out material facts is annexed hereto.

2. Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, a company has the option to seek the approval of the members to any resolution through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolution contained in this Notice through Postal Ballot.

3. Mr. Nityanand Singh, a Practicing Company Secretary, has been appointed as the Scrutinizer for conducting the postal ballot process. The Postal Ballot Form and 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.

4. A member desiring to exercise vote by Postal Ballot, is requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed Form (no other Form or photocopy thereof is permitted) in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before the close of working hours of January 17, 2011. Please note that the Postal ballot Form (s) received after the said date will be treated as not having been received.

5. The scrutinizer will submit his final report as soon as possible after the last date of receipt for postal ballot forms but not later

UTILITY FORMS © Delhi-46757575 Mumbai-66944090 Chennai-43542737 ₹ 51200

than the close of working hours of January 24, 2011.

6. The Company shall announce the result of postal ballot at the Registered Office of the Company situated at 806, Siddharth, 96, Nehru Place, New Delhi 110 019 at 4.00 PM on January 27, 2011. The members who wish to be present at the time of declaration of the results, may do so at the said venue. The date of declaration of postal ballot result will be taken to be the date of passing the resolutions contained in this Notice.

7. All documents referred to in the accompanying Notice and Explanatory Statement will be available for inspection by the members at the registered office of the Company between 11.00 A.M. to 1.00 P.M. on all working days upto January 17, 2011.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

Appointment and terms of Mr. Vineet Nayar as the Vice Chairman, Chief Executive Officer and Whole-time Director of the Company for a period of 5 years w.e.f. November 1, 2010

The Board of Directors at its meeting held on October 19-20, 2010 promoted Mr. Vineet Nayar, as the Vice-Chairman of the Company w.e.f. November 1, 2010 in addition to his current responsibilities as Chief Executive Officer and the Whole-time Director of the Company. The tenure of Mr. Vineet Nayar, as the Whole-time Director of the Company shall be for a period of 5 years from November 1, 2010 to October 31, 2015, subject to the approval of the shareholders. The terms of his appointment including remuneration have been provided in the resolution. The terms and conditions of the said appointment including remuneration may be revised, enhanced, altered and varied from time to time by the Board in such manner as the Board may deem fit subject that the overall remuneration shall not exceed the limits laid under Schedule XIII of the Companies Act, 1956 as are in force or any amendments made thereto from time to time.

Mr. Vineet Nayar was appointed as the Chief Executive Officer and Whole-time Director of the Company for a period of 5 years w.e.f. August 1, 2008 and the said appointment was approved by the members of the Company at their Annual General Meeting held on October 22, 2008. The fresh appointment shall be in supercession of the resolution passed by the members in their Annual General Meeting held on October 22, 2008.

A fresh approval of the members is being sought on the revised terms as provided in the resolution for the appointment of Mr. Vineet Nayar as the Vice-Chairman, Chief Executive Officer and Whole-time Director of the Company for a period of 5 years from November 1, 2010 to October 31, 2015.

The Board recommends the Resolution for approval of the Shareholders. Your approval is sought by voting by postal ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

None of the directors of the Company except Mr. Vineet Nayar is in any way concerned or interested in the resolution.

The Notice and Explanatory Statement may be treated as an abstract of the terms of appointment, memorandum of interest and payment of remuneration to Mr. Vineet Nayar as required to be circulated under Section 302 of the Companies Act, 1956.

You are requested to communicate your assent or dissent to the proposal for appointment of Mr. Vineet Nayar as the Vice Chairman, Chief Executive Officer & Whole-time Director of the Company as mentioned in the resolution, in writing, in the postal ballot form sent herewith in accordance with the instructions set out therein.

Brief resume of Mr. Vineet Nayar is as follows:

Mr. Vineet Nayar, aged 48 years, has a Bachelor's degree in Technology and a Masters degree in Business Administration. Mr. Nayar started his career with HCL group in 1985. After spending about seven years of his career as an Engineer, Product Manager, Sales and Marketing Head at HCL, he played a key role in enabling HCL to enter into the business for providing IT infrastructure and networking services and today HCL is highly placed in Remote Infrastructure Management space. He became President of HCL Technologies in April 2005 and Chief Executive Officer in October 2007.

In August 2008 he was designated as the CEO and Whole-time Director of the Company. Mr. Vineet Nayar was instrumental in instituting several radical transformational programs across the organization. His mantra of "Employees First" and a strong belief in value-based leadership has been recognized globally as an example of "Organisational Innovation". The Harvard Business School has written a case study on his transformation at HCL, based on his innovation and radical leadership.

Mr. Vineet Nayar is one of the founding members of the Asia Gender Parity Group at WEF and has also established a non-profit organization called SAMPARK in 2004 which has a vision of "creating a million smiles". The primary focus of SAMPARK is to create smiles through improving the quality, infrastructure and opportunity for education to the underprivileged. With his continued commitment for promoting eco-sustainability, he is also an active member of the Indian Council for Sustainable development (ICSD) steering committee and one of the CEO's to endorse the Climate Policy Recommendations to G8 Leaders by World Economic Forum.

Mr. Vineet Nayar is a member of the Employees Stock Option Allotment Committee and Nominations Committee of the Company. As on date, his shareholding in the Company is 27,00,000 equity shares of Rs.2/- each (including shares held in the name of his family trust). He is not holding any directorships or Committee memberships in any other companies.

Nature of expertise in functional area - Mr. Vineet Nayar has an expertise in business management and administration, and in information technologies (IT) sector.

By Order of the Board
for HCL Technologies Limited

Place : New Delhi
Date : December 6, 2010

Manish Anand
Deputy Company Secretary