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 25th October, 2014 circulated to the shareholders the following Resolutions:-

Resolution No.	Type of Resolution	For
1.	Special Resolution	Alteration of the Objects Clause of the Memorandum of Association of the Company
2.	Special Resolution	Alteration of the Articles of Association of the Company

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

(i) The Company completed dispatch of said Notice along with Postal Ballot Forms and Postage pre-paid business Reply Envelopes to Members whose names appeared on the Register of members/list of Beneficial Owners, as received from

National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 24th October, 2014. The process was started on 31st October 2014 and completed on 29th November, 2014.

(ii) The Shareholders of the Company had option to vote either through the Postal Ballot forms or through e-voting facility, casted 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 electronic voting through scrutinizer's secured link provided by CDSL on the designated website.

(iv) The e-voting period commenced on 31st October 2014 and completed on 29th November, 2014.

(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 1st December, 2014 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 24th October, 2014.

(ix) All postal ballot forms received up to the close of working hours on 29th November, 2014, 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 forms were issued by the Company.



(xii) The summary of the Postal Ballot forms and E-voting process 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 29th October, 2014 by Registered Post.	34,642	151,925,057
2	Postal Ballot Notices sent through Email by CDSL on 29th October, 2014	62,954	549,407,876
	Total	**97,596**	**701,332,933**

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

Resolution No. 1: Alteration of the Objects Clause of the Memorandum of Association of the Company

(A) Number of Votes cast through Postal Ballot forms /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 29.11.2014 in respect of the above Resolution	960	433,415,153
	Less: Postal Ballot Forms found invalid	66	4078
	Net valid Postal Ballot Forms (as per Register)	894	433,411,075
2	Valid Votes cast by shareholders through E-voting till 29.11.2014 (as per data received from CDSL).	864	154,338,894



(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	1744	586,467,792	99.78
2	Total number of votes cast against the Resolution	14	12,82,177	0.22
Total valid votes cast			**587,749,969**	**100.00**

Resolution No. 2: Alteration of the Articles of Association of the Company

(A) Number of votes cast through Postal Ballot forms/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 29.11.2014 in respect of the above Resolution	955	433,414,653
	Less: Postal Ballot Forms found invalid	69	4298
	Net valid Postal Ballot Forms (as per Register)	886	433,410,355
2	Valid Votes cast by shareholders through E-voting till 29.11.2014 (as per data received from CDSL).	841	151,330,057

(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	1163	469,517,504	80.30
2	Total number of votes cast against the Resolution	564	115,222,908	19.70
Total valid votes cast			**584,740,412**	**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 Special Resolutions has been duly passed with requisite majority. You may accordingly declare the result of the voting by postal ballot.

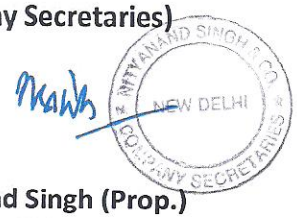
The voting results as per Clause 35A of the Listing Agreement is enclosed at Annexure A.

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 : 2nd December, 2014

Annexure A

HCL Technologies Limited

Voting Results as per Clause 35A of the Listing agreement

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
Alteration of the Object Clause of the Memorandum of Association of the Company - (Special Resolution)	Promoter and Promoter Group	431,462,054	431,462,054	100.00%	431,462,054	-	73.41%	0.00%
	Public- Institutional holders	228,946,881	150,415,326	65.70%	149,133,664	1,281,662	25.37%	0.22%
	Public- Others	40,923,998	5,872,589	14.35%	5,872,074	515	1.00%	0.00%
	Total	**701,332,933**	**587,749,969**	**83.80%**	**586,467,792**	**1,282,177**	**99.78%**	**0.22%**
Alteration of Articles of Association of the Company- (Special Resolution)	Promoter and Promoter Group	431,462,054	431,462,054	100.00%	431,462,054	-	73.79%	0.00%
	Public- Institutional holders	228,946,881	151,274,124	66.07%	36,051,761	115,222,363	6.17%	19.70%
	Public- Others	40,923,998	2,004,234	4.90%	2,003,689	545	0.34%	0.00%
	Total	**701,332,933**	**584,740,412**	**83.38%**	**469,517,504**	**115,222,908**	**80.30%**	**19.70%**

