CERTIFIED TRUE COPY OF THE MINUTES OF THE MEETING HELD ON DECEMBER 4, 2014 AT 09 00 HOURS AT A-10/11, SECTOR 3, NOIDA, U.P. INDIA FOR DECLARATION OF THE POSTAL BALLOT RESULTS OF HCL TECHNOLOGIES LIMITED ON THE RESOLUTION SET OUT IN THE NOTICE DATED OCTOBER 25, 2014

Present:

Mr. Shiv Nadar	Chairman & Chief Strategy Officer
Mr. Anil Chanana	Chief Financial Officer
Mr. Manish Anand	Company Secretary
Mr. Nityanand Singh	Scrutinizer

Mr. Shiv Nadar took the Chair.

Mr. Shiv Nadar, Chairman & Chief Strategy Officer stated that the Company had on October 29, 2014, dispatched to its members, a Notice dated October 25, 2014 under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, for obtaining their consent on the following Special Resolution(s) through Postal Ballot:

1) Alteration of the Object clause of the Memorandum of Association of the Company

2) Alteration of the Articles of Association of the Company.

Mr. Shiv Nadar stated that it was mentioned in the aforesaid Postal Ballot Notice that the Postal Ballot Form sent therewith should be returned by the members duly completed so as to reach the Scrutinizer on or before the close of working hours of November 29, 2014 and that the Scrutinizer will submit his report to the Chairman after completion of the scrutiny but not later than December 2, 2014.

Mr. Shiv Nadar, thereafter stated that the Scrutinizer, Mr. Nityanand Singh, Practicing Company Secretary, has carried out the scrutiny of all the Postal Ballot Forms received upto the close of working hours of November 29, 2014 and that Mr. Nityanand Singh has submitted his Report dated December 2, 2014 and that he as the Chairman has accepted the said Report.

Mr. Shiv Nadar then declared the results of the Postal Ballot on the Resolution(s) as set out in the aforesaid Notice and considered by the members of the Company through Postal Ballot.

1. Alteration of the Objects Clause of the Memorandum of Association of the Company – Passed as a Special Resolution

"RESOLVED THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the existing Clause 1 under Part A of the Objects lause of the Memorandum of Association of the Company be replaced with the following Clause 1 and the said Part A of the Objects Clause shall now be titled as `The objects to be pursued by the company on its incorporation':

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For HCL TECHNOLOGIES LIMITED
MANISH ANAND
Company Secretary

Clause 1

To develop, provide, undertake, design, import, export, distribute and deal in systems and application software for microprocessor based information systems, offshore software development projects, software project consultancy, development of computer languages and allied computer services and to own and/or operate data processing and service bureau centres in India and abroad and to perform all types of software-led IT Solutions, remote infrastructure management services, business process outsourcing including, but not limited to digital solutions, software as a service, cloud computing, engineering, research and development services, network and network security, data center management, client server services, IT enabled services, IT help desk services and any and all allied activities and/ or technological evolutions of any of the above.

"RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the following Clause 3 be inserted after Clause 2 under Part A of the Objects Clause of the Memorandum of Association of the Company:

Clause 3

To carry on in India or elsewhere all or any of the business or businesses of designers, assemblers and manufacturers of, dealers in, distributors, representatives, agents, hirers, and leasing and/or under hire purchase of all kinds of information technology assets, hardware, electronic and other devices, computers, accessories thereof and peripherals, any other articles, products, by-products, materials, appliances, apparatus and substitutes thereof.

"RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the following Clause 30 be inserted after Clause 29 under Part B of the Objects Clause of the Memorandum of Association of the Company and the said Part B shall now be titled as `Matters which are necessary for furtherance of the objects specified in Part A':

Clause 30

To undertake Corporate Social Responsibility ("CSR") activities in terms of the provisions of the Companies Act, 2013 and Rules made thereunder or in such other manner as the Company deems fit."

"RESOLVED FURTHER THAT, wherever required, the reference to various sections of the Companies Act, 1956 be replaced with the reference to the corresponding sections of the Companies Act, 2013, in Part B of the Objects Clause of the Memorandum of Association of the Company."

"RESOLVED FURTHER THAT the existing Part C titled `Other Objects' of the Objects Clause in the Memorandum of Association of the Company be deleted."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolutions."

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Company Secretary

The Chairman declared the results of the voting conducted by postal ballot on the above resolution as under:

(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 29.11.2014 in respect of the above Resolution	960	433,415,153
	Less: Postal Ballot Forms found invalid	66	4,078
	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:

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**

The details of the postal ballot results as per the format given in clause 35A of the listing agreement with the Stock Exchanges in respect of t he above resolution are as under:

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
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%**

Result: The above resolution has been duly approved with requisite majority by the members of the Company as a Special Resolution.

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Company Secretary

2. Alteration of the Articles of Association of the Company– Passed as an Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, the set of regulations appended to this Notice be and are hereby adopted as the Articles of Association of the Company in substitution, and to the entire exclusion, of the set of regulations contained in the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution."

The Chairman declared the results of the voting conducted by postal ballot on the above resolution as under:

(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 29.11.2014 in respect of the above Resolution	955	433,414,653
	Less: Postal Ballot Forms found invalid	69	4,298
	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:

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**

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The details of the postal ballot results as per the format given in clause 35A of the listing agreement with the Stock Exchanges in respect of the above resolution are as under:

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
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%**

Result: The above resolution has been duly approved with requisite majority by the members of the Company as an Ordinary Resolution

Mr. Shiv Nadar thereafter authorized Mr. Manish Anand, Company Secretary to display the results of the postal ballot at the registered office of the Company, to provide a copy of the results to the stock exchanges, where the shares of the Company are listed, to issue a public notice in regard to the passing of the above resolutions through postal ballot and to take such other actions as may be necessary in this regard.

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

CHAIRMAN

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MANISH ANAND
Company Secretary