MINUTES OF THE TWENTY SECOND ANNUAL GENERAL MEETING (AGM) OF HCL TECHNOLOGIES LIMITED HELD ON THURSDAY, DECEMBER 4, 2014 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
Ms. Roshni Nadar Malhotra	Director
Mr. Sudhindar Krishan Khanna	Director
Mr. Subramanian Madhavan	Director

In Attendance:

Mr. Manish Anand Company Secretary

Mr. Shiv Nadar being the Chairman of the Board took the chair.

1,920 members in person, 113 proxies and 30 authorized representatives 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 the Chairman called the meeting to order.

The Chairman welcomed the Members, Proxies and Authorized Representatives to the 22nd Annual General Meeting of the Company and addressed the meeting by giving a brief speech on the Company's business and performance.

The Chairman informed the members that the representatives of the statutory auditors namely M/s. S.R. Batliboi & Co. LLP, were present in the meeting.

The Chairman informed the members that the Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which the Directors are interested, Auditors' Certificates on the Employees Stock Option Plans of the Company and the draft letters of appointment of Independent Directors are available for inspection by the members present at the meeting, whether in person or through Proxy.

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, 2014.

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

The Chairman informed that in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided e-voting facility on the Central Depository Services (India) Limited (CDSL) e-voting platform from November 22, 2014 to November 24, 2014 to the members holding shares as on the cut off date of October 31, 2014. In view of the General Circular No. 20/2014 dated June 17, 2014 issued by the Ministry of Corporate Affairs, voting by show of hands is not permissible in case of e-voting.

CERTIFIED TRUE COPY
For HCL TECHNOLOGIES LIMITED

MANISH ANAND
Company Secretary

The Chairman ordered Poll to provide similar rights to the members present, in person and by Proxy, at the AGM to vote in proportion to the equity shares held, on all the resolutions set out from Item Nos. 1 to 12 of the Notice convening the 22nd AGM. He informed that if a member casts votes by both modes, then voting done through e-voting will prevail and the voting done at the AGM will be considered as invalid.

The Chairman informed that Mr. Nityanand Singh, Practicing Company Secretary had been appointed as the Scrutinizer for conducting the e-voting in a fair and transparent manner, in accordance with the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and he has given his report to the Chairman for the e-voting done. The Chairman appointed Mr. Nityanand Singh, who was present at the AGM, as the Scrutinizer to conduct the Poll in a fair and transparent manner at the AGM.

At the request of the Chairman, the empty Ballot Boxes were shown to the Members present and the Scrutinizer locked the Ballot Boxes and the polling papers were distributed to the Shareholders/ Proxies to vote on the Resolutions.

The Scrutinizer requested the members/ proxies to vote on the Items as set out in the Notice of the AGM, on the polling paper and drop it in the Ballot Box.

The Chairman then informed that the combined results of poll conducted at the AGM and e-voting along with the Scrutinizer's report will be displayed in accordance with the provisions of the Companies Act, 2013 and rules framed thereunder on the website of the Company, website of CDSL and shall also be submitted to the Stock Exchanges where the shares of the Company are listed within 48 hours. He then thanked the members for sparing their valuable time and for the continued co-operation and support.

All the resolutions as were set out in the notice of the AGM were duly approved by the members of the Company with requisite majority by e-voting and / through Poll.

The results of e-voting and Poll as per Scrutinizers' report dated December 4, 2014 are recorded hereunder as a part of the proceedings of the Twenty Second Annual General Meeting of the members held on December 4, 2014.

ORDINARY BUSINESS

Item No. 1 – Adoption of Accounts (Ordinary Resolution)

"RESOLVED THAT the Statement of Profit and Loss for the year ended June 30, 2014 and the Balance Sheet and Cash Flow Statement as on that date together with the Reports of the Directors and Auditors thereon be and are hereby considered, approved and adopted."

The combined results of e-voting and Poll on the aforesaid 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		74.45%	0.00%
Public- Institutional holders	228,946,881	147336871	64.35%	144,799,920	2,536,951	24.98%	0.44%
Public- Others	41,104,922	765338	1.86%	765,338	-	0.13%	0.00%
Total	**701,513,857**	**579,564,263**	**82.62%**	**577,027,312**	**2,536,951**	**99.56%**	**0.44%**

CERTIFIED TRUE COPY
For HCL TECHNOLOGIES LIMITED

MANISH ANAND
Company Secretary

The above resolution has been duly approved with requisite majority.

Item No. 2 – Retirement of Mr. Srikant Madhav Datar as Director and not to fill the vacancy so caused (Ordinary Resolution)

"RESOLVED THAT Mr. Srikant Madhav Datar, Director, who retires by rotation and who has expressed his desire not to seek re-appointment as Director of the Company, be not re-appointed as Director and that the vacancy thereby caused be not filled up."

The combined results of the e-voting and Poll on the aforesaid 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		73.97%	0.00%
Public- Institutional holders	228,946,881	151104518	66.00%	147,623,540	3,480,978	25.31%	0.60%
Public- Others	41,104,922	765338	1.86%	765,080	258	0.13%	0.00%
Total	**701,513,857**	**583,331,910**	**83.15%**	**579,850,674**	**3,481,236**	**99.40%**	**0.60%**

The above resolution has been duly approved with requisite majority.

Item No. 3 – Re-appointment of Mr. Shiv Nadar as Director (Ordinary Resolution)

"RESOLVED THAT Mr. Shiv Nadar (DIN: 00015850), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the Company not liable to retire by rotation."

The combined results of e-voting and Poll on the aforesaid 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		73.65%	0.00%
Public- Institutional holders	228,946,881	153579812	67.08%	124,044,144	29,535,668	21.17%	5.04%
Public- Others	41,104,922	765339	1.86%	765,235	104	0.13%	0.00%
Total	**701,513,857**	**585,807,205**	**83.51%**	**556,271,433**	**29,535,772**	**94.96%**	**5.04%**

The above resolution has been duly approved with requisite majority.

Item No. 4 – Appointment of Statutory Auditors (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (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, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting ('AGM') until the conclusion of the Twenty Seventh AGM of the Company to be held in the year 2019, subject to ratification of their appointment by the members at every AGM held after this AGM."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix remuneration of the Statutory Auditors and reimburse their travelling and out of pocket expenses."

CERTIFIED TRUE COPY
For HCL TECHNOLOGIES LIMITED
MANISH ANAND
Company Secretary

The combined results of e-voting and Poll on the aforesaid resolutions 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		74.17%	0.00%
Public- Institutional holders	228,946,881	149466387	65.28%	138,164,005	11,302,382	23.75%	1.94%
Public- Others	41,104,922	765337	1.86%	765,336	1	0.13%	0.00%
Total	701,513,857	581,693,778	82.92%	570,391,395	11,302,383	98.06%	1.94%

The above resolutions have been duly approved with requisite majority.

SPECIAL BUSINESS:

Item No. 5 – Appointment of Mr. Srinivasan Ramanathan as an Independent Director (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Srinivasan Ramanathan (DIN: 00575854), Director of the Company who retires by rotation at 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 Companies Act, 2013, proposing his candidature for the office of a Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and clause 49 of the Listing Agreement(s) entered with the Stock Exchange(s) and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term commencing from December 4, 2014, being the date of this Annual General Meeting and ending on the date of the Annual General Meeting to be held for the year ending March 31, 2019."

"RESOLVED FURTHER THAT in the event the Annual General Meeting of the Company for the year ending March 31, 2019 is not held on or before December 3, 2019, the tenure of Mr. Srinivasan Ramanathan as an Independent Director shall end on December 3, 2019."

"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 do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

The combined results of e-voting and Poll on the aforesaid resolutions 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		73.61%	0.00%
Public- Institutional holders	228,946,881	153942250	67.24%	128,034,662	25,907,588	21.84%	4.42%
Public- Others	41,104,922	765338	1.86%	765,309	29	0.13%	0.00%
Total	701,513,857	586,169,642	83.56%	560,262,025	25,907,617	95.58%	4.42%

CERTIFIED TRUE COPY
For HCL TECHNOLOGIES LIMITED

MANISH ANAND
Company Secretary

The above resolutions have been duly approved with requisite majority.

Item No.6 – Appointment of Mr. Amal Ganguli as an Independent Director (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amal Ganguli (DIN: 00013808), who was appointed as Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and clause 49 of the Listing Agreement(s) entered with the Stock Exchange(s) and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term commencing from December 4, 2014, being the date of this Annual General Meeting and ending on the date of the Annual General Meeting to be held for the year ending March 31, 2019."

"RESOLVED FURTHER THAT in the event the Annual General Meeting of the Company for the year ending March 31, 2019 is not held on or before December 3, 2019, the tenure of Mr. Amal Ganguli as an Independent Director shall end on December 3, 2019."

"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 do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

The combined results of the e-voting and Poll on the aforesaid resolutions 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		74.04%	0.00%
Public- Institutional holders	228,946,881	150498064	65.73%	116,076,952	34,421,112	19.92%	5.91%
Public- Others	41,104,922	765338	1.86%	765,332	6	0.13%	0.00%
Total	**701,513,857**	**582,725,456**	**83.07%**	**548,304,338**	**34,421,118**	**94.09%**	**5.91%**

The above resolutions have been duly approved with requisite majority.

CERTIFIED TRUE COPY
For HCL TECHNOLOGIES LIMITED

MANISH ANAND
Company Secretary

Item No. 7 – Appointment of Ms. Robin Ann Abrams as an Independent Director (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Robin Ann Abrams (DIN: 00030840), who was appointed as Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of a 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 clause 49 of the Listing Agreement(s) entered with the Stock Exchange(s) and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term commencing from December 4, 2014, being the date of this Annual General Meeting and ending on the date of the Annual General Meeting to be held for the year ending March 31, 2019."

"RESOLVED FURTHER THAT in the event the Annual General Meeting of the Company for the year ending March 31, 2019 is not held on or before December 3, 2019, the tenure of Ms. Robin Ann Abrams as an Independent Director shall end on December 3, 2019."

"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 do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

The combined results of e-voting and Poll on the aforesaid resolutions 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		74.07%	0.00%
Public- Institutional holders	228,946,881	150298064	65.65%	128,112,155	22,185,909	21.99%	3.81%
Public- Others	41,104,922	765338	1.86%	765,332	6	0.13%	0.00%
Total	701,513,857	582,525,456	83.04%	560,339,541	22,185,915	96.19%	3.81%

The above resolutions have been duly approved with requisite majority.

Item No. 8 – Appointment of Mr. Keki Mistry as an Independent Director (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Keki Mistry (DIN: 00008886), who was appointed as Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and clause 49 of the Listing Agreement(s) entered with the Stock Exchange(s) and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term commencing from December 4, 2014, being the date of this Annual General Meeting and ending on the date of the Annual General Meeting to be held for the year ending March 31, 2019."

CERTIFIED TRUE COPY
For HCL TECHNOLOGIES LIMITED

MANISH ANAND
Company Secretary

"RESOLVED FURTHER THAT in the event the Annual General Meeting of the Company for the year ending March 31, 2019 is not held on or before December 3, 2019, the tenure of Mr. Keki Mistry as an Independent Director shall end on December 3, 2019."

"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 do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

The combined results of e-voting and Poll on the aforesaid resolutions 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		73.63%	0.00%
Public- Institutional holders	228,946,881	153757425	67.16%	127,801,888	25,955,537	21.81%	4.43%
Public- Others	41,104,922	765338	1.86%	765,333	5	0.13%	0.00%
Total	**701,513,857**	**585,984,817**	**83.53%**	**560,029,275**	**25,955,542**	**95.57%**	**4.43%**

The above resolutions have been duly approved with requisite majority.

Item No. 9 – Appointment of Dr. Sosale Shankara Sastry as an Independent Director (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Sosale Shankara Sastry (DIN: 05331243), who was appointed as Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and clause 49 of the Listing Agreement(s) entered with the Stock Exchange(s) and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term commencing from December 4, 2014, being the date of this Annual General Meeting and ending on the date of the Annual General Meeting to be held for the year ending March 31, 2019."

"RESOLVED FURTHER THAT in the event the Annual General Meeting of the Company for the year ending March 31, 2019 is not held on or before December 3, 2019, the tenure of Dr. Sosale Shankara Sastry as an Independent Director shall end on December 3, 2019."

"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 do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

The combined results of e-voting and Poll on the aforesaid resolutions are as under:

CERTIFIED TRUE COPY
For HCL TECHNOLOGIES LIMITED

MANISH ANAND
Company Secretary

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		73.68%	0.00%
Public- Institutional holders	228,946,881	153373796	66.99%	59,220,217	94,153,579	10.11%	16.08%
Public- Others	41,104,922	765338	1.86%	765,309	29	0.13%	0.00%
Total	701,513,857	585,601,188	83.48%	491,447,580	94,153,608	83.92%	16.08%

The above resolutions have been duly approved with requisite majority.

Item No. 10 – Appointment of Mr. Subramanian Madhavan as an Independent Director (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Subramanian Madhavan (DIN: 06451889), who was appointed as Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and clause 49 of the Listing Agreement(s) entered with the Stock Exchange(s) and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term commencing from December 4, 2014, being the date of this Annual General Meeting and ending on the date of the Annual General Meeting to be held for the year ending March 31, 2019."

"RESOLVED FURTHER THAT in the event the Annual General Meeting of the Company for the year ending March 31, 2019 is not held on or before December 3, 2019, the tenure of Mr. Subramanian Madhavan as an Independent Director shall end on December 3, 2019."

"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 do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

The combined results of e-voting and Poll on the aforesaid resolutions 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		73.97%	0.00%
Public- Institutional holders	228,946,881	151104518	66.00%	146,557,111	4,547,407	25.12%	0.78%
Public- Others	41,104,922	765338	1.86%	765,309	29	0.13%	0.00%
Total	701,513,857	583,331,910	83.15%	578,784,474	4,547,436	99.22%	0.78%

The above resolutions have been duly approved with requisite majority.

CERTIFIED TRUE COPY
For HCL TECHNOLOGIES LIMITED

MANISH ANAND
Company Secretary

Item No. 11 – Payment of commission to Non-executive Directors (Special Resolution)

"RESOLVED THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, authority be and is hereby accorded to the payment of commission not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, to all the non-executive directors of the Company collectively in each financial year over a period of five years beginning from July 1, 2014 and extending upto and including the financial year of the Company ending on March 31, 2019.

"RESOLVED FURTHER THAT the aforesaid amount to be paid to the above directors at the end of each of the financial years shall be decided by the Board."

"RESOLVED FURTHER THAT in case the requisite quorum to take decision on this item is not available in the Board meeting, Mr. Shiv Nadar, Chairman and Chief Strategy Officer be and is hereby authorized to take decisions for payment of commission to non-executive directors other than his relative(s) and the decision for payment of commission to non-executive directors who are related to Mr. Shiv Nadar, shall be taken by Mr. Ramanathan Srinivasan, Vice Chairman of the Board."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board (including the Nomination and Remuneration Committee) be and is hereby authorized to do all such acts, deeds, matters and things as it may in its sole and absolute discretion deem necessary or expedient in this regard."

The combined results of e-voting and Poll on the aforesaid resolutions 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		73.58%	0.00%
Public- Institutional holders	228,946,881	154180250	67.34%	151,643,299	2,536,951	25.86%	0.43%
Public- Others	41,104,922	765338	1.86%	765,052	286	0.13%	0.00%
Total	701,513,857	586,407,642	83.59%	583,870,405	2,537,237	99.57%	0.43%

The above resolutions have been duly approved with requisite majority.

Item No. 12 – Continuation of Mr. Shiv Nadar as Managing Director of the Company beyond the age of 70 years (Special Resolution)

"RESOLVED THAT pursuant to the proviso to Section 196(3)(a) and any other applicable provisions of the Companies Act, 2013, consent of the members be and is hereby accorded for Mr. Shiv Nadar, Managing Director of the Company, to continue as the Managing Director of the Company, beyond the age of 70 years, till the end of his tenure as Managing Director ending on January 31, 2017, as approved by the members through postal ballot on May 31, 2012."

"RESOLVED FURTHER THAT the terms of appointment including remuneration of Mr. Shiv Nadar as the Managing Director shall remain the same as approved by the members through postal ballot on May 31, 2012."

CERTIFIED TRUE COPY
For HCL TECHNOLOGIES LIMITED

MANISH ANAND
Company Secretary

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its sole and absolute discretion deem necessary or expedient in this regard."

The combined results of e-voting and Poll on the aforesaid resolutions 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		73.58%	0.00%
Public- Institutional holders	228,946,881	154186266	67.35%	143,449,612	10,736,654	24.46%	1.83%
Public- Others	41,104,922	765339	1.86%	765,189	150	0.13%	0.00%
Total	**701,513,857**	**586,413,659**	**83.59%**	**575,676,855**	**10,736,804**	**98.17%**	**1.83%**

The above resolutions have been duly approved with requisite majority.

Vote of Thanks

The meeting then ended with the vote of thanks to the chair.

CHAIRMAN

CERTIFIED TRUE COPY
For HCL TECHNOLOGIES LIMITED

MANISH ANAND
Company Secretary