HCL TECHNOLOGIES LTD.
Corporate Identity Number: L74140DL1991PLC046369
Technology Hub, Special Economic Zone
Plot No : 3A, Sector 126, NOIDA 201 304, UP, India.
T +91 120 6125000 F +91 120 4683030
Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.
www.hcltech.com
www.hcl.com

April 11, 2017

Mr. Girish Joshi :
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001

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

Sub.: Postal Ballot Notice – Buyback of equity shares

This is further to our letter dated March 20, 2017 informing the Stock Exchange about the approval of the Board of Directors of the Company for Buyback of the equity shares of the Company.

Enclosed please find herewith a copy of the Postal Ballot Notice dated April 6, 2017 and Postal Ballot Form dispatched to the members of the Company on April 10, 2017, who held the equity shares of the Company as on the Cut-off date of April 5, 2017 (as at close of business hours) for seeking their consent on the proposed Buyback of equity shares by the Company.

Further, the Company has engaged the services of National Securities Depository Limited for providing the remote e-voting facility to its members to enable them to cast their votes electronically. The voting thorough Postal Ballot and through remote e-voting will commence from Thursday, April 13, 2017 at 9:00 A.M. (IST) and shall end on Friday, May 12, 2017 at 5:30 P.M. (IST).

This is for your information and records.

Thanking you,
Yours faithfully,
For **HCL Technologies Limited**

Manish Anand
Company Secretary

Encl. a/a

HCL TECHNOLOGIES LIMITED

Corporate Identity Number: L74140DL1991PLC046369
Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi – 110 019
Corporate Office: Plot No. 3A, Sector 126, Noida-201 304, UP, India
Tel: +91 11 26444812; **Fax:** + 91 11 26436336
Website: www.hcltech.com; **E-mail:**Investors@hcl.com

POSTAL BALLOT NOTICE
[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

To,

The Members,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Act**") read with the Companies (Management and Administration) Rules, 2014, as amended (the "**Management Rules**"), and other applicable provisions of the Act and the said rules, the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, and other applicable provisions, seeking the approval of the Members of the Company to the proposed Special Resolution appended below by way of Postal Ballot / Remote e-voting.

The resolution, if approved by the requisite majority, shall be passed on the date on which the results of the Postal Ballot are declared i.e. May 17, 2017.

SPECIAL BUSINESS:

Approval for Buyback of Equity Shares

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("**Act**") and the provisions of the Companies (Share Capital and Debentures) Rules, 2014 ("**Share Capital Rules**") to the extent applicable, Article 4 of the Articles of Association of the Company, and in compliance with the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 ("**Buyback Regulations**"), including any amendments, statutory modifications or re-enactments for the time being in force, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (the "**Board**", which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the approval of the Members be and is hereby accorded for the Buyback by the Company of up to **3,50,00,000** (Three crores fifty lacs) fully paid-up Equity Shares of Rs.2/- each of the Company ("**Equity Shares**") representing upto **2.48 %** of the total paid-up Equity Share capital of the Company as on March 31, 2016, at a price of **Rs. 1,000/-** (Rupees One thousand only) per Equity Share ("**Buyback Price**") payable in cash for an aggregate amount of up to **Rs. 3,500 crores** (Rupees Three thousand five hundred crores only) excluding any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, advisors' fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. ("**Buyback Size**"), which is **16.39%** and **13.62%,** of the fully paid-up Equity Share capital and free reserves (including securities premium) as per the latest audited standalone and consolidated financial statements of the Company, respectively, for the financial year ended March 31, 2016, through the "**Tender Offer**" route as prescribed under the Buyback Regulations ("**Buyback**") using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 or such other mechanism as may be applicable, on a proportionate basis, from the equity shareholders / beneficial owners of the Equity Shares of the Company as on the Record Date."

"RESOLVED FURTHER THAT the Buyback shall be made out of the free reserves based on the audited accounts of the Company for the financial year ended March 31, 2016 and the payments be made out of the Company's current balances of cash and cash equivalents and other current investments and/ or internal accruals of the Company."

"RESOLVED FURTHER THAT all the equity shareholders of the Company as on the Record Date will be eligible to participate in the Buyback including Promoters and Promoter Group of the Company."

"RESOLVED FURTHER THAT the Buyback shall have reservation for small shareholders in accordance with the provisions of the Buyback Regulations."

"RESOLVED FURTHER THAT the Buyback from the shareholders who are residents outside India including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies) and Foreign Institutional Investors, shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, and that such approvals shall be required to be taken by such non-resident shareholders."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any Committee(s) / Director(s) / Officer(s) / Authorised Representative(s) of the Company in order to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buyback like Record Date, timeframe for completion of Buyback; appointing Merchant Bankers, Brokers, Lawyers, Registrars, Scrutinizers, Escrow Agents, and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buyback; finalizing their terms of appointment including the fees payable and executing agreements; initiating all necessary actions for preparation and issue of various documents including Public Announcement, Draft Letter of Offer / Letter of Offer, and all other documents with respect to the Buyback; making all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India; preparing, signing and filing of the Public Announcement, Draft Letter of Offer / Letter of Offer with the Securities and Exchange Board of India, the Stock Exchanges and other appropriate authorities; obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law; entering into escrow arrangements as required in terms of the Buyback Regulations; opening, operating and closing of all necessary accounts including escrow account, special payment account, demat account as required in terms of the Buyback Regulations; extinguishing dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company; and filing such other undertakings, agreements, papers, documents and correspondence, as may be required to be filed in connection with the Buyback with the Securities and Exchange Board of India, the Stock Exchanges, Registrar of Companies, Depositories and / or other regulators and statutory authorities as may be required from time to time."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board
for HCL Technologies Limited

Place: Noida (U.P.)
Date: April 6, 2017

Manish Anand
Company Secretary

NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out material facts and reasons for the proposed resolution are appended herein below.
2. Pursuant to the provisions of Section 110 of the Act read with the Management Rules, a company is mandatorily required to, in case of certain prescribed items of special business and has an option to in case of other items of special business, seek the approval of the shareholders 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 ("**Postal Ballot Notice**"). The said resolution and the explanatory statement are being sent to you along with a Postal Ballot Form ("**Postal Ballot Form**") for your consideration.
3. Mr. Nityanand Singh, Practicing Company Secretary, FCS No. 2668 has been appointed as Scrutinizer (the "**Scrutinizer**") for conducting the Postal Ballot / remote e-voting process in accordance with the Act and the Management Rules made thereunder in a fair and transparent manner.
4. As per Section 110 of the Act, read with Rule 22 of the Management Rules, the Postal Ballot Notice may be served on the Members through electronic means. Members who have registered their e-mail IDs with the depositories or with the Company are being sent this Postal Ballot Notice by e-mail and the Members who have not registered their e-mail IDs will receive Postal Ballot Notice along with the Postal Ballot Form by post.
5. The Postal Ballot Notice is being sent to all the shareholders whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as at close of business hours on April 5, 2017.
6. A Postal Ballot Form and a 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 should be sent.
7. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Management Rules, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer facility of voting by electronic means ("**remote e-voting**") to its Members to enable them to cast their votes through remote e-voting instead of returning duly filled Postal Ballot Forms. The Company has engaged the services of National Securities Depository Limited ("NSDL") as its agency for providing remote e-voting facility to the Members. It may be noted that remote e-voting is optional. A Member may opt for only one mode of voting and in case the Member has voted through remote e-voting; he/she shall not use the Postal Ballot Form to cast his or her vote. If a Member casts vote through remote e-voting as well as Postal Ballot Form, the vote cast through valid remote e-voting would be considered and votes cast through Postal Ballot Form shall be treated as invalid.
8. The remote e-voting commences on April 13, 2017 at 9.00 A.M. (IST) and ends on May 12, 2017 at 5.30 P.M. (IST). The remote e-voting module shall also be disabled by NSDL for voting thereafter.
9. The shareholders who do not receive the Postal Ballot Form may apply to the Company at investors@hcl.com or write to HCL Technologies Limited, 806, Siddharth, 96, Nehru Place, New Delhi -110019 for receiving the duplicate thereof.
10. The Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and record their assent (For) or dissent (Against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed envelope. Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before the closing of working hours of May 12, 2017, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Shareholder(s). Unsigned Postal Ballot Form(s) will be rejected.
11. The Scrutinizer will submit his final report to the Chairman as soon as possible after the last date of receipt for Postal Ballot Forms but not later than the close of working hours of May 16, 2017.
12. The results of the voting by Postal Ballot will be declared at the registered office of the Company at 806, Siddharth, 96, Nehru Place, New Delhi-110 019 at 5.00 P.M. (IST) on May 17, 2017. The shareholders, who wish to be present at the time of declaration of the results, may do so at the said venue. The results will also be posted on the website of the Company www.hcltech.com, the website of NSDL and intimated to the Stock Exchanges on which the shares of the Company are listed. The results of the Postal Ballot shall be published in the newspapers. The date of declaration of Postal Ballot results will be taken as the date of passing the resolution.
13. All the material documents referred to in the Explanatory Statement are available for inspection by the Members of the Company at its Registered Office on any working day between 10.00 A.M. (IST) and 4.00 P.M. (IST), except Saturday and Sunday, up to the last date of receipt of Postal Ballot Form specified in this Notice.
14. A copy of the Notice is available on the website of the Company, at www.hcltech.com, website of the National Stock Exchange of India Limited, at www.nseindia.com and website of BSE Limited, at www.bseindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Board of Directors (the "**Board**") at its meeting held on March 20, 2017 has approved the Buyback of the Equity Shares of the Company. As per the requirements of Section 102 read with Section 68 and other applicable provisions of the Companies Act, 2013 (the "**Act**") and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (the "**Buyback Regulations**"), the relevant and material information to enable the shareholders to consider and approve the Special Resolution for Buyback of the Company's shares is set out below:

1) Necessity for the Buyback

The Buyback is being proposed by the Company to return surplus funds to the shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, efficient and cost effective manner. Additionally, the Company's management strives to increase shareholder's value and the Buyback would result in the following benefits, amongst other things:

- The Buyback will improve the Earnings Per Share (EPS), Return on Capital Employed (ROCE) and Return on Equity (ROE);
- The Buyback will help in achieving an optimal capital structure;
- The Buyback will help the Company to distribute surplus cash to its Members holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to Members;
- The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of higher number of shares as per their entitlement or 15% of the outlay to small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "**small shareholder**";
- The Buyback gives an option to the Members holding Equity Shares of the Company, to either (i) choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback Offer or (ii) choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buyback Offer, without additional investment.

After considering several factors and benefits to the Members holding Equity Shares of the Company and considering the increase in accumulated free reserves as well as the cash liquidity reflected in the audited accounts for the financial year ended March 31, 2016, the Board decided to recommend the Buyback of up to **3,50,00,000** (Three crores fifty lacs) fully paid-up Equity Shares of Rs. 2/- each (representing up to **2.48 %** of the total number of Equity Shares in the paid-up Equity Share capital of the Company outstanding as on March 31, 2016) at a price of **Rs. 1,000/-** (Rupees One thousand only) per Equity Share of Rs. 2/- each for an aggregate consideration not exceeding **Rs. 3,500 crores** (Rupees Three thousand five hundred crores only).

2) Class of shares, number intended to be purchased, price per share, maximum amount required under the Buyback and basis of determining the price

Class of Shares	:	Equity
Face Value per Share	:	Rs. 2/-
Proposed Buyback Price per Share	:	Rs. 1,000/-
Total (maximum) amount required under the Buyback	:	Rs. 3,500 crores
Number of Equity Shares proposed to be bought back	:	3,50,00,000
As a % of paid-up equity share capital as on March 31, 2016	:	2.48%
As a % of paid-up equity share capital as on March 20, 2017	:	2.45%

Basis of determining the price of the Buyback:

The Equity Shares of the Company are proposed to be bought back at a price of **Rs. 1000/-** per equity share ("the **Offer Price**"). The Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices of the Equity Shares on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per share.

The Offer Price represents:

i. Premium of **19.06%** and **18.64%** over the closing price of the Equity Shares on BSE and on NSE, respectively, as on March 15, 2017, being the date on which the Company intimated the Stock Exchanges of the date of the meeting of the Board of Directors, wherein the proposal of the Buyback was considered.
ii. Premium of **20.17%** and **20.11%** over the volume weighted average market price of the Equity Shares on BSE and on NSE, respectively, during the three months preceding March 15, 2017, being the date on which the Company intimated the Stock Exchanges of the date of the meeting of the Board of Directors, wherein the proposal of the Buyback was considered.

3) Maximum amount required under the Buyback, its percentage of the total paid-up capital and free reserves and the sources of funds from which the Buyback would be financed

The maximum amount required under the Buyback will not exceed **Rs. 3,500 crores** (Rupees Three thousand five hundred crores only) (which is **16.39%** and **13.62%** of the total paid-up equity capital and free reserves, on the basis of the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2016) excluding any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, advisors' fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.

The Buyback would be funded out of the free reserves of the Company. The Company shall transfer a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited Financial Statements.

4) Method to be adopted for Buyback

The Buyback shall be on a proportionate basis from the equity shareholders / beneficial owners of the Equity Shares of the Company through the "**Tender Offer**" route using the Stock Exchange Mechanism, as prescribed under the Buyback Regulations. The Buyback will be implemented in accordance with the Act and the Rules made thereunder to the extent applicable, and on such terms and conditions as may be deemed fit by the Company.

As required under the Buyback Regulations, the Company will announce a record date (the "**Record Date**") for determining the names of the Members holding Equity Shares of the Company who will be eligible to participate in the Buyback Offer. In due course, each shareholder as on the Record Date, will receive a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the shareholder for participating in the Buyback Offer.

The Equity Shares to be bought back as a part of the Buyback are divided in two categories:

(a) Reserved category for small shareholders; and
(b) General category for all other shareholders.

As defined in the Buyback Regulations, a "**small shareholder**" is a shareholder who holds Equity Shares having market value, on the basis of closing price of shares, on the recognized stock exchange in which highest trading volume in respect of Equity Shares as on Record Date is not more than Rs. 2,00,000/- (Rupees Two Lacs).

In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation would benefit a large number of public shareholders, who would get classified as small shareholder.

Basis the holding on the Record Date, the Company will determine the entitlement of each shareholder to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

Shareholders' participation in the Buyback will be voluntary. Members holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Members holding Equity Shares of the Company may also tender a part of their entitlement. Members holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. The Equity Shares tendered as per the entitlement by Members holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the tenders under the Buyback is expected to be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Members holding Equity Shares of the Company as on the Record Date.

The Buyback from shareholders who are residents outside India, including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies) and Foreign Institutional Investors, shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders.

5) Time limit for completion of Buyback

The Buyback, subject to regulatory consents and approvals, if any, is proposed to be completed within one year from the date of the special resolution approving the Buyback.

6) Compliance with Section 68(2)(c) of the Act

The aggregate paid-up share capital and free reserves of the Company as at March 31, 2016 is **Rs. 21,359.55 crores** on a standalone basis. Under the provisions of the Act, the funds deployed for the Buyback cannot exceed 25% of the total paid-up share capital and free reserves of the Company i.e. up to **Rs. 5,339.89 crores** on a standalone basis. The maximum amount proposed to be utilized for the Buyback is up to **Rs. 3,500 crores** (Rupees Three thousand five hundred crores only) and is therefore within the limit of up to 25% of the Company's total paid-up share capital and free reserves as per the audited Financial Statements as at March 31, 2016.

7) The aggregate shareholding of the Promoters / Promoter Group and Persons in Control of the Company, the Directors / Trustees of the Promoters / Promoter Group, where the Promoter is a company / trust, and the Directors and Key Managerial Personnel of the Company as on the date of this Notice:

(a) Shareholding of the Promoters / Promoter Group and Persons in Control:

Sr. No.	Category	No. of Equity Shares	% of shareholding
1	Mr. Shiv Nadar	368	0.00
2	Ms. Kiran Nadar	72	0.00
3	Ms. Roshni Nadar Malhotra	348	0.00
4	HCL Corporation Pvt. Ltd.	1,23,73,680	0.87
5	Vama Sundari Investments (Delhi) Pvt. Ltd.	58,33,47,024	40.89
6	HCL Holdings Pvt. Ltd.	23,90,97,816	16.76
7	HCL Avitas Pvt. Ltd.	75,00,000	0.53
8	Kiran Nadar Museum of Art (a registered public charitable trust)*	40,50,000	0.28
9	Shiv Nadar Foundation (a registered public charitable trust)*	52,00,000	0.36
	Total	**85,15,69,308**	**59.68**

** Mr. Shiv Nadar and/or his family members do not have any beneficial ownership of shares held by the Trusts.*

(b) Shareholding of the Directors / Trustees of the companies / trusts forming part of Promoters / Promoter Group:

Sr. No.	Name	Director / Trustee	Name of the Company / Trust	No. of Equity Shares	% of shareholding
1	Mr. Shiv Nadar	Director	HCL Corporation Pvt. Ltd	368	0.00
		Director	Vama Sundari Investments (Delhi) Pvt. Ltd		
		Managing Trustee	Shiv Nadar Foundation		
2	Ms. Kiran Nadar	Director	HCL Corporation Pvt. Ltd	72	0.00
		Director	Vama Sundari Investments (Delhi) Pvt. Ltd		
		Managing Trustee	Kiran Nadar Museum of Art		
		Trustee	Shiv Nadar Foundation		
3	Ms. Roshni Nadar Malhotra	Whole time Director & CEO	HCL Corporation Pvt. Ltd	348	0.00
		Director	HCL Avitas Pvt. Ltd		
		Director	Vama Sundari Investments (Delhi) Pvt. Ltd		
		Trustee	Shiv Nadar Foundation		
		Trustee	Kiran Nadar Museum of Art		
			Total	**788**	**0.00**

Apart from the above, no other Director / Trustee of the companies / trusts forming part of Promoter / Promoter Group as disclosed in 7(a) above, hold any shares in the Company.

(c) Shareholding of the Directors and Key Managerial Personnel of the Company:

S. No.	Name	No. of Equity Shares	% of shareholding
1	Mr. Shiv Nadar, Chairman & Chief Strategy Officer	368	0.00
2	Ms. Roshni Nadar Malhotra, Director	72	0.00
3	Mr. Subramanian Madhavan, Director	2,500	0.00
4	Mr. C. Vijayakumar, President & Chief Executive Officer	1,10,200	0.01
5	Mr. Anil Kumar Chanana, Chief Financial Officer	1,39,012	0.01
6	Mr. Manish Anand, Company Secretary	19,204	0.00
	Total	**2,71,356**	**0.02**

Apart from the above, no other Director or Key Managerial Personnel of the Company, holds any shares in the Company.

8) Aggregate number of Equity Shares purchased or sold as well as minimum and maximum price at which such purchases and sales were made along with relevant dates by persons mentioned under (7) above for a period of six months preceding the date of the Board Meeting at which the Buyback was approved till the date of this Notice

(a) Details of transactions by the Promoters / Promoter Group and Persons in Control of the Company:

Name	Aggregate No. of Shares Purchased/ Sold	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
Vama Sundari Investments (Delhi) Pvt. Ltd.	75,00,000	Shares sold under block deal through stock exchange (Promoters' inter-se transfer)	868.68/- (Including STT, Brokerage and other expenses)	23-Mar-2017	868.68/- (Including STT, Brokerage and other expenses)	23-Mar-2017
	40,50,000	Shares transferred by way of Donation	NA	NA	NA	NA
	52,00,000	Shares transferred by way of Donation	NA	NA	NA	NA
HCL Avitas Pvt. Ltd.	75,00,000	Shares purchased under block deal through stock exchange (Promoters' inter-se transfer)	871.50 /- (Including STT, Brokerage and other expenses)	23-Mar-2017	871.50 /- (Including STT, Brokerage and other expenses)	23-Mar-2017
Kiran Nadar Museum of Art (a registered public charitable trust)*	40,50,000	Shares acquired by way of Donation	NA	NA	NA	NA
Shiv Nadar Foundation (a registered public charitable trust)*	52,00,000	Shares acquired by way of Donation	NA	NA	NA	NA

** Mr. Shiv Nadar and/or his family members do not have any beneficial ownership of shares held by the Trusts.*

(b) Details of transactions by the Directors of the companies / Trustees of trusts forming part of Promoters / Promoter Group:

There were no transactions (either purchase / sale / inter-se transfer) undertaken by persons referred to in 7(b) above during the period of six months preceding the date of the Board Meeting at which the Buyback was approved and from the date of the Board Meeting till the date of this Notice.

(c) Details of transactions by the Directors and Key Managerial Personnel of the Company:

Name	Aggregate No. of Shares Purchased/ Sold	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
Anil Kumar Chanana	22,880	Shares of Rs. 2/- each allotted under ESOP	NA	NA	NA	NA
Anil Kumar Chanana	65,940	Shares sold through stock exchange	805.00/- (Including STT, Brokerage and other expenses)	09-Dec-2016	784.00/- (Including STT, Brokerage and other expenses)	07-Dec-2016
Subramanian Madhavan	500	Shares acquired through stock exchange	844.60/- (Including STT, Brokerage and other expenses)	10-Mar-2017	844.00/- (Including STT, Brokerage and other expenses)	10-Mar-2017

9) Intention of the Promoters and Promoter Group and Persons in Control of the Company to tender Equity Shares for Buyback indicating the number of shares, details of acquisition with dates and price

In terms of the Buyback Regulations, under the Tender Offer route, the Promoters and Promoter Group of the Company have an option to participate in the Buyback. In this regard, the Promoters and Promoter Group (the "**Promoter Group**") have expressed their intention to participate in the Buyback and offer upto an aggregate maximum of 2,75,00,000 Equity Shares or such lower number of shares as required in compliance with the Buyback Regulations.

The Promoter Group vide a jointly issued letter dated April 5, 2017 has stated that in order to augment more funds for advancing the philanthropic objectives of Kiran Nadar Museum of Art ("KNMA") and Shiv Nadar Foundation ("SNF"), it would be preferred to maximize the acceptance of the Equity Shares held by them in the Buyback against the entitlement available to the Promoter Group as on the Record Date. In this regard, the Promoter Group has mutually agreed that in addition to the Equity Shares tendered by KNMA and SNF in the Buyback as part of their entitlement, KNMA and SNF will also tender additional Equity Shares beyond their entitlement. Subject to receipt of regulatory approval, as applicable, such additional Equity Shares tendered by KNMA and SNF will first be accepted against the entitlements of the other Promoter Group entities (i.e. HCL Corporation Private Limited, Vama Sundari Investments (Delhi) Private Limited, HCL Avitas Private Limited and HCL Holdings Private Limited) and then, balance Equity Shares up to the combined total entitlement of the aforementioned members of the Promoter Group (other than SNF and KNMA) shall be accepted from the Equity Shares tendered by them. Any shares tendered by the aforementioned Promoter Group entities which are left to be bought back, may be accepted in the manner specified in Regulation 9(7) of the Buyback Regulations. The other Promoters and Promoter Group entities, i.e. Shiv Nadar, Kiran Nadar, Roshni Nadar Malhotra, HCL Corporation Private Limited, Vama Sundari Investments (Delhi) Private Limited, HCL Avitas Private Limited and HCL Holdings Private Limited have, vide the aforementioned letter, issued their no objection to SNF and KNMA tendering Equity Shares against their entitlement in the Buyback. Further, the Promoter Group has confirmed that KNMA and SNF are registered Public Charitable Trusts in which Mr. Shiv Nadar and/or his family members do not have any beneficial ownership of shares held by the Trusts.

The Promoter Group, vide its aforesaid letter, has stated that in the event that regulatory approval is not received or is not forthcoming within a reasonable period of time, the Promoter Group comprising KNMA, SNF, HCL Corporation Private Limited, Vama Sundari Investments (Delhi) Private Limited, HCL Avitas Private Limited and HCL Holdings Private Limited intend to tender up to such number of Equity Shares which is equal to its respective pro-rata entitlement. In addition, the aforementioned members of the Promoter Group may offer additional shares in the Buyback as per their entitlement in accordance with the Buyback Regulations.

Furtherance to the above intention of Promoter Group, the maximum number of shares that the Promoter Group may tender are given in the table below.

S. No.	Name	No. of Shares held	Maximum number of shares intended to tender
1	Mr. Shiv Nadar	368	NIL
2	Ms. Kiran Nadar	72	NIL
3	Ms. Roshni Nadar Malhotra	348	NIL
4	HCL Corporation Pvt. Ltd.	1,23,73,680	3,00,000
5	Vama Sundari Investments (Delhi) Private Limited	58,33,47,024	1,26,50,000
6	HCL Holdings Private Limited	23,90,97,816	51,00,000
7	HCL Avitas Pvt. Ltd.	75,00,000	2,00,000
8	Kiran Nadar Museum of Art (a registered public charitable trust)*	40,50,000	40,50,000
9	Shiv Nadar Foundation (a registered public charitable trust)*	52,00,000	52,00,000
	Total	**85,15,69,308**	**2,75,00,000**

** Mr. Shiv Nadar and/or his family members do not have any beneficial ownership of shares held by the Trusts.*

In the event that the promoter group make any inter-se transfers of shares prior to the declaration of result of the postal ballot, the total number of shares to be tendered may be adjusted as per the entitlement of the Promoter Group as on the Record Date, subject to the overall maximum number of shares to be tendered by the Promoter Group remaining the same.

Details of the date and price of acquisition of the Equity Shares that the Promoters and Promoter Group intend to tender are set-out below:

a) HCL Corporation Private Limited

S. No.	Date of Acquisition	No. of Shares	Cost of Acquisition per Equity Share (in Rs.)	Mode of Acquisition	Nominal value per Equity Share (in Rs.)	Cumulative No. of Shares
1	25-Mar-2014	3,00,000	1421.90/- (Including STT, Brokerage and other expenses)	Shares acquired through stock exchange under Block deal (Promoters' inter-se transfer)	2/-	3,00,000

b) Vama Sundari Investments (Delhi) Private Limited

S. No.	Date of Acquisition	No. of Shares	Cost of Acquisition per Equity Share (in Rs.)	Mode of Acquisition	Nominal value per Equity Share (in Rs.)	Cumulative No. of Shares
1	01-April-2012 (Appointed date of merger)	1,26,50,000	395/-	Merger *	2/-	1,26,50,000

**Shares were transferred to Vama Sundari Investments (Delhi) Private Limited pursuant to a scheme of amalgamation amongst Slocum Investments (Delhi) Private Limited, Shivkiran Investments (Delhi) Private Limited (i.e. the Transferors) and Vama Sundari Investments (Delhi) Private Limited (Transferee)*

which was approved by the Hon'ble High Court of Punjab & Haryana vide its order dated January 31, 2013. The scheme became effective on March 22, 2013 (i.e. the date on which the order was filed with the Registrar of Companies) and the transfer of assets from Slocum Investments (Delhi) Private Limited and Shivkiran Investments (Delhi) Private Limited (Transferors) to Vama Sundari Investments (Delhi) Private Limited (Transferee) (including the shares above) were deemed to be transferred from the appointed date of the scheme which was April 1, 2012.

c) HCL Holdings Private Limited

S. No.	Date of Acquisition	No. of Shares	Cost of Acquisition per Equity Share (in Rs.)	Mode of Acquisition	Nominal value per Equity Share (in Rs.)	Cumulative No. of Shares
1	30-Sep-1998	19,56,804	4.25417/-	Secondary Purchase prior to listing with prior RBI approval	2/-	19,56,804
2	6-June-1999	31,43,196	9.94803/-	Secondary Purchase prior to listing with prior RBI approval	2/-	51,00,000

d) HCL Avitas Private Limited

S. No.	Date of Acquisition	No. of Shares	Cost of Acquisition per Equity Share (in Rs.)	Mode of Acquisition	Nominal value per Equity Share (in Rs.)	Cumulative No. of Shares
1	23-Mar-2017	2,00,000	871.50/- (Including STT, Brokerage and other expenses)	Shares purchased under block deal through stock exchange (Promoters' inter-se transfer)	2/-	2,00,000

e) Kiran Nadar Musuem of Art

S. No.	Date of Acquisition	No. of Shares	Cost of Acquisition per Equity Share (in Rs.)	Mode of Acquisition	Nominal value per Equity Share (in Rs.)	Cumulative No. of Shares
1	23-Mar-2017	40,50,000	NIL*	Shares acquired by way of Donation (off-market)	2/-	40,50,000

**Shares acquired by way of donation therefore, price is taken as Nil.*
Note: *Mr. Shiv Nadar and/or his family members do not have any beneficial ownership of shares held by the Trust.*

f) Shiv Nadar Foundation

S. No.	Date of Acquisition	No. of Shares	Cost of Acquisition per Equity Share (in Rs.)	Mode of Acquisition	Nominal value per Equity Share (in Rs.)	Cumulative No. of Shares
1	23-Mar-2017	52,00,000	NIL*	Shares acquired by way of Donation (off-market)	2/-	52,00,000

**Shares acquired by way of donation therefore, price is taken as Nil.*
Note: *Mr. Shiv Nadar and/or his family members do not have any beneficial ownership of shares held by the Trust.*

10) No defaults

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

11) Confirmation from the Board

The Board of the Directors has confirmed that it has made a full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, the Board has formed an opinion:

i. That immediately following the date of this Board Meeting and the date on which the result of the Postal Ballot approving the proposed Buyback Offer will be announced, there will be no grounds on which the Company could be found unable to pay its debts;

ii. That as regards the Company's prospects for the year immediately following the date of this Board Meeting or the date on which the results of the Postal Ballot approving the proposed Buyback Offer will be declared, having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date.

iii. That in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company is being wound up under the provisions of the Act.

12) Report addressed to the Board of Directors by the Statutory Auditors of the Company on permissible capital payment and opinion formed by directors regarding insolvency

The text of the Report dated March 20, 2017 received from S.R. Batliboi & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Independent Auditor's Report on buy back of shares pursuant to the requirement of Schedule II to the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended

The Board of Directors
HCL Technologies Limited
806, Siddharth
96, Nehru Place
New Delhi 110019

1. This Report, read along with Annexure A and B attached herewith, is issued in accordance with the term of our service scope letter dated 10 March 2017 and the master engagement agreement dated 12 January 2016 with HCL Technologies Limited (hereinafter the "Company").

2. In connection with the proposal of HCL Technologies Limited ("the Company") to buy back its equity shares in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended ('the Regulations'), and in terms of the resolution passed by the directors of the Company in their meeting held on 20 March 2017, which is subject to the approval of the shareholders of the Company, we have been engaged by the Company to perform a reasonable assurance engagement on the Statement of Determination of the Amount of Permissible Capital Payment (the "Statement"), which we have initialed for identification purposes only.

Board of Directors' Responsibility

3. The preparation of the Statement is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents as well as compliance with the provisions of the Act and the Regulations. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Board of Directors is responsible to make a full inquiry into the affairs and prospectus of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date on which the results of the postal ballot will be declared.

Auditor's Responsibility

5. Pursuant to the requirements of the Regulations, it is our responsibility to provide reasonable assurance on the following "Reporting Criteria":
   (i) whether the amount of capital payment for the buyback is within the permissible limit and computed in accordance with the provisions of Section 68 of the Act;
   (ii) whether the Board of Directors has formed the opinion, as specified in Clause (X) of Part A of Schedule II to the Regulations, on a reasonable ground that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date on which the results of the postal ballot will be declared; and
   (iii) whether we are aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned therein is unreasonable in the circumstances as at the date of declaration.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.
8. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including an assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement:
   (i) we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2016 and unaudited standalone and consolidated financial results for the nine months period April 1, 2016 to December 31, 2016.
   (ii) examined the authorization for buyback as per the Articles of Association of the Company;
   (iii) examined that the amount of capital payment for the buy-back, as detailed in Annexure A, is within the permissible limits computed in accordance with Section 68 of the Act;
   (iv) examined that the ratio of debt owned by the Company, if any, is not more than twice the capital and its free reserve after such buy-back;
   (v) examined that all shares for buy-back are fully paid-up;
   (vi) examined resolutions passed in the meetings of the Board of Directors in this regard and enquired about the projections for the years ended March 31, 2018 and March 31, 2019 that have been approved by the Board of Directors. We have not carried out any procedures as regards the projections approved by the Board of Directors and accordingly do not certify the same;
   (vii) examined the Director's declarations for the purpose of buy back and solvency of the Company;
   (viii) obtained necessary representations from the management of the Company.
9. The financial statements for the year ended March 31, 2016, referred to in paragraph 8 (i) above, have been audited by us, on which we issued an unmodified audit report vide our report dated April 28, 2016. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

10. The financial results for the nine months' period April 1, 2016 to December 31, 2016 referred to in paragraph 8 (i) above, have been reviewed by us, on which we issued an unmodified review report vide our report dated January 24, 2017. Our review was conducted in accordance with the Standards on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and, accordingly, we have not expressed an audit opinion.

Opinion

11. Based on our examination as above, the information and explanations given to us, and based on representation provided to us, in our opinion,
   (i) the Statement of Permissible Capital Payment towards Buyback of Equity Shares, as contained in Annexure A, is in our view properly determined in accordance with Section 68 of the Act; and
   (ii) the Board of Directors, in their meeting held on 20 March 2017, have formed the opinion, as specified in clause (x) of Part A of Schedule II of the Regulations (Refer Annexure B attached), on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date on which the results of the postal ballot will be declared; and
   (iii) we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned therein is unreasonable in the circumstances as at the date of declaration.

Restriction on Use

12. This certificate is addressed to and provided to the Board of Directors of the Company, pursuant to the requirements of the Regulations solely, to enable them to include it (a) in the Explanatory Statement to be included in the postal ballot notice to be circulated to the shareholders, (b) in the public announcement to be made to the Shareholders of the Company, (c) in the draft letter of offer and the letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies, as required by the Regulations, the National Securities Depository Limited and the Central Depository Securities (India) Limited, and should not be used by any other person, or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come, without our prior consent in writing.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Rajeev Sawhney
Partner
Membership Number: 096333
Place of Signature: Gurgaon, India
Date: March 20, 2017

Annexure A

Statement of determination of the maximum amount of permissible capital payment for buyback of Equity Shares in accordance with the provisions of the Act and the Regulations (the "Statement")

(Amount in Rs.)

Particulars	Standalone (In crores)	Consolidated (In crores)
(A) Paid-up capital as at March 31, 2016*		
(1,410,381,314 Equity Shares of Rs. 2 each fully paid-up)	282.08	282.08
(B) Free Reserves as on March 31, 2016		
Securities Premium Account	1,963.01	1,963.01
Surplus in Statement of Profit and Loss	16,475.26	20,588.70
General Reserve	2,639.20	2,859.15
Total (A+B)	**21,359.55**	**25,692.94**
Maximum amount permissible for the Buy-back i.e. 25% of total paid-up equity capital and free reserves #	5,339.89	6,423.24

**Calculation in respect to buyback is done on the basis of Standalone and Consolidated Audited Financial Statements of the Company for the year ended March 31, 2016.*

 # It may be noted that as per the provision to Section 68 (2)(c) of the Act, in respect of buyback of Equity Shares in any financial year, the reference to twenty-five percent shall be construed with respect to total paid-up equity capital in that financial year.

For and on behalf of the Board of Directors of
HCL Technologies Limited

S. Madhavan
Director

Place: New Delhi
Date: March 20, 2017

Annexure- B

Declaration of the Board of Directors

It is hereby declared that the Board of Directors has made a full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, the Board has formed an opinion:

1. That immediately following the date of this Board Meeting and the date on which the result of the Postal Ballot approving the proposed Buyback Offer will be announced, there will be no grounds on which the Company could be found unable to pay its debts;
2. That as regards the Company's prospects for the year immediately following the date of this Board Meeting or the date on which the results of the Postal Ballot approving the proposed Buyback Offer will be declared, having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
3. That in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act.

For and on behalf of the Board of Directors of
HCL Technologies Limited

S. Madhavan
Director

Place: New Delhi
Date: March 20, 2017

13) Confirmation from the Company as per the provisions of the Buyback Regulations and the Act:

(a) The Company shall not issue any Equity Shares or other securities (including by way of bonus) till the date of closure of the Buyback;
(b) The Company shall not raise further capital for a period of one year from the closure of Buyback offer except in discharge of its subsisting obligations;
(c) The special resolution approving the Buyback will be valid for a maximum period of one year from the date of passing the said special resolution (or such extended period as may be permitted under the Act or the Buyback Regulations or by the appropriate authorities). The exact time table for the Buyback shall be decided by the Board (or its duly constituted Committee) within the above time limits;
(d) The Equity Shares bought back by the Company will be compulsorily cancelled and will not be held for re-issuance;
(e) The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet;
(f) The Company shall not withdraw the Buyback after the public announcement of the offer to Buyback is made;
(g) The Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable; and
(h) The Company confirms that as required under Section 68(2)(d) of the Act, the Company is a debt free company and the debt equity ratio of aggregate of secured and unsecured debts owed by the Company shall not be more than twice the equity share capital and free reserves after the Buyback.

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its Members holding Equity Shares of the Company. The Board recommends the resolution as set in this Notice for approval of the Members as a Special Resolution.

None of the Directors or any Key Managerial Personnel of the Company including their relatives are, in anyway, concerned or interested, financially or otherwise, in passing of the proposed special resolution, save and except to the extent of their shareholding in the Company, if any.

By Order of the Board
for HCL Technologies Limited

Place: Noida (U.P.)
Date: April 6, 2017

Manish Anand
Company Secretary

HCL TECHNOLOGIES LIMITED

Corporate Identity Number: L74140DL1991PLC046369
Regd. Office: 806, Siddharth, 96, Nehru Place, New Delhi-110019
Corporate Office: Plot No. 3A, Sector 126, Noida-201 304, UP, India
Tel: +91 11 26444812; **Fax:** + 91 11 26436336
Website: www.hcltech.com; **E-mail:** Investors@hcl.com

POSTAL BALLOT FORM

Serial No.

1. Name(s) of the Shareholder(s) including joint holders, if any
2. Registered address of the Sole/ First named Shareholder
3. Registered Folio No./ *DP ID-Client ID No. (*Applicable to the shareholders holding shares in dematerialized form)
4. Number of Shares held
5. I/We hereby exercise my/our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated April 6, 2017 of the Company by sending my/our assent/dissent to the said Resolution by placing the tick (✓) mark at the appropriate boxes below:

Sr. No.	Description	Number of Shares for which Vote cast	FOR I/We assent to the Resolution	AGAINST I/We dissent to the Resolution
1	Special Resolution to consider and approve buyback of up to 3,50,00,000 (Three crores fifty lacs) fully paid-up Equity Shares of Rs. 2/- each of the Company at a price of Rs. 1,000/- (Rupees One thousand only) per Equity Share payable in cash for an aggregate amount of up to Rs. 3,500 crores (Rupees Three thousand five hundred crores only), on a proportionate basis from the equity shareholders / beneficial owners of the Equity Shares of the Company, through the "Tender Offer" route as prescribed under the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, and in accordance with the Companies Act, 2013 and the Rules made thereunder.			

Place :

Date :

(Signatures of the Shareholder)

Note: Please read carefully the instructions printed overleaf before exercising your vote.

INSTRUCTIONS

1. The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the shareholders.
2. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the shareholder(s) as at close of business hours on April 5, 2017.
3. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
4. Voting period commences from April 13, 2017 at 9.00 A.M. (IST) and ends on May 12, 2017 at 5.30 P.M. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on April 5, 2017 (the cut-off date), may cast their vote.
5. Kindly note that the shareholder(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
6. The Scrutinizer's decision on the validity of the votes cast shall be final.
7. The Scrutinizer, after completion of the scrutiny of the Postal Ballots (including remote e-voting), will submit his report to the Chairman or a person authorized by him, who shall countersign the same and declare the results of voting. The Company shall announce the results of the Postal Ballot at its Registered Office situated at 806, Siddharth, 96, Nehru Place, New Delhi – 110019 at 5.00 P.M. (IST) on May 17, 2017. The results of the Postal Ballot (including remote e-voting) alongwith the Report of the Scrutinizer shall be placed on the Company's website viz. www.hcltech.com and on the website of NSDL and also forwarded to BSE Limited and National Stock Exchange of India Limited where equity shares of the Company are listed. The date of declaration of Postal Ballot results will be taken as the date of passing of the resolution contained in this Notice.
8. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be sent to: The Company Secretary, HCL Technologies Limited, 806, Siddharth, 96, Nehru Place, New Delhi – 110019; e-mail id : Investors@hcl.com.
9. The Postal Ballot process shall be conducted and scrutinized and the report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
10. Mr. Nityanand Singh, Practicing Company Secretary, (Membership no. FCS: 2668) has been appointed as the Scrutinizer for conducting the Postal Ballot / e-voting process in accordance with the Companies Act, 2013 and the Rules made thereunder, in a fair and transparent manner.

I. INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signatures to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the shareholder will also be accepted. The shareholders are requested to convey their assent or dissent in the enclosed Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed business reply envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
3. The Postal Ballot Form should be signed by the shareholder as per the specimen signatures registered with the Registrar/ Depository. In case the Equity Shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/Depository) by the first named shareholder and in his/her absence, by the next named shareholder. Holder(s) of Power of Attorney(s) (POA) on behalf of the shareholder(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. In case of Equity Shares held by the shareholders other than individual shareholders, the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature is already registered with the Registrar and Share Transfer Agent or it should be accompanied by a certified copy of Board Resolution/authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours of May 12, 2017. Postal Ballot Form received after this date will be treated as if reply from such shareholder has not been received. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
6. Shareholders are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self- addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint shareholders. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to Investors@hcl.com or HCL Technologies Limited, 806, Siddharth, 96, Nehru Place, New Delhi – 110019. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
9. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected.

II. INSTRUCTIONS FOR E-VOTING

1. The instructions for members for voting electronically are as under:-

A. In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company/Depository Participants(s)]:

   i. Open the e-mail and open the PDF file named "HCL Technologies e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password provided is only the initial password.
   (NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "HCL Technologies e-voting.pdf").
   ii. Launch the internet browser by typing the following URL: https://www.evoting.nsdl.com.
   iii. Click on "Shareholder-Login".
   iv. Enter the user ID and password/PIN noted in step (i) above. Click Login.
   v. Password change menu appears. Change the password/PIN with a new password of your choice having minimum 8 digits/characters or a combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
   vi. Home page of remote e-voting opens. Click on"remote e-voting: Active Voting Cycles".
   vii. Select "E-voting event number" (EVEN) of "HCL Technologies Limited" for casting your vote.
   viii. Now you are ready for remote e-voting as the "Cast Vote" page opens.
   ix. Cast your vote by selecting the appropriate option and click on "Submit". Also "Confirm" when prompted.
   x. Upon confirmation, the message "Vote cast successfully" would be displayed.
   xi. Once you have voted on a resolution, you will not be allowed to modify your vote.
   xii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send a scanned copy(PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to officenns@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of the ballot [for members whose e-mail IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

   i. Initial password is provided at the bottom of the Postal Ballot Form:

EVEN	User ID	Password/ PIN
(Remote E-voting No.)		

   ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote

2. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
   NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
   In case shareholders are holding shares in demat mode, user ID is the combination of DPID+Client ID.
   In case shareholders are holding shares in physical mode, user ID is the combination of EVEN No. + Folio No.
3. In case of any queries, kindly refer the 'Frequently Asked Questions (FAQs) for Members' and remote 'e-voting User Manual for Members' available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990. Mobile number and e-mail ID can also be updated in the user profile details of the folio which may be used for sending future communication(s).