HCL TECHNOLOGIES LIMITED

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Website : www.hcltech.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To,

The Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("**Act**") read with Rule 22 of Companies (Management and Administration) Rules 2014, including any statutory modification or re- enactment thereof for the time being in force, to the shareholders of HCL Technologies Limited that it is proposed to transact the following special businesses by the shareholders of the Company by passing the Resolutions through Postal Ballot or E-Voting:

SPECIAL BUSINESS

RESOLUTION NO. 1

Alteration of the Objects Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

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

Clause 1

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

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

Clause 3

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

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

Clause 30

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

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

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

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

RESOLUTION NO. 2

Alteration of the Articles of Association of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

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

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

By Order of the Board
for HCL Technologies Limited

Place: Noida, (U.P.)
Date: October 25, 2014

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 Special resolutions are appended herein below.

2. Pursuant to the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules 2014, 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 to certain resolution(s) through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolutions contained in this Notice through Postal Ballot.

3. Mr. Nityanand Singh, Practicing Company Secretary, FCS No. 2668 has been appointed as Scrutinizer for conducting the postal ballot process in accordance with the Act and the Rules made thereunder and in a fair and transparent manner.

4. As per section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot 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 on October 24, 2014.

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 is to be sent.

7. In compliance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement with the Stock Exchange, the Company has also extended e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Details of e-voting facility are specified under instructions to the Postal Ballot Form.

8. The shareholders who do not receive the Postal Ballot Form may apply to the Company to receive the duplicate thereof.

9. 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 as sent (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. However, Postal Ballot Form(s), if sent by courier or by registered 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 November 29,2014, 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.

10. 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 December 2, 2014.

11. 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-110019 at 9.00 AM on December 4, 2014. 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 and by way of intimation to the Stock Exchanges on which the Company is listed. The results of the postal ballot shall be published in the newspapers. The date of declaration of postal ballot results will betaken as the date of passing there solution.

12. The amended Memorandum and Articles of Association of the Company are enclosed with this Notice.

13. The Notice of Postal Ballot and the amended Memorandum and Articles of Association of the Company are also placed on the website of the Company www.hcltech.com.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Resolution No. 1

Alteration of Objects Clause of the Memorandum of Association of the Company

The existing Memorandum of Association ("MOA") of the Company was framed pursuant to the provisions of the Companies Act, 1956. The provisions of the Companies Act, 2013 which have come into force with effect from April 1, 2014 require for stating of the Objects Clause of MOA in a different manner. In view of the requirements the Objects Clause is proposed to be amended as under:

1. The Objects Clause will now have 2 parts viz. Part A - 'The Objects to be pursued by the Company on its incorporation' and Part B 'Matters which are necessary for furtherance of the Objects specified in Part A'.

2. The changes to the existing Main Objects Clause are proposed as under-

   (a) Clause 1 of the existing Main Objects has been retained except that the Clause has been explained in more details to give clarity on the objects stated in this clause which are in line with the current business operations of the Company carried out in accordance with the existing MOA.

   (b) Clause 2 of the existing Main Objects is being retained.

   (c) Clause 3 is proposed to be inserted after Clause 2 under Part A of the Objects Clause of MOA as per explanation given hereunder-

   The shareholders of the Company vide special resolution passed on December 14, 2006 allowed the Company to undertake business mentioned in clause 32 of the "Other Objects" Clause of the MOA. As the Companies Act, 2013 does not provide for including "Other Objects" in the MOA, it is therefore proposed that the business carried out by the Company pursuant to the said Clause 32 be stated as Clause 3 under Part A of the Objects Clause of the MOA to the extent applicable to the current business operations of the Company.

3. The existing Part B of the Objects Clause of MOA has been retained except that the reference to various sections of the Companies Act, 1956 are proposed to be replaced with the reference to the corresponding sections of the Companies Act, 2013. In addition a new Clause 30 is proposed to be inserted to enable the Company to spend money on CSR activities as required under the Companies Act, 2013.

4. The existing Part C viz. "Other Objects" is proposed to be deleted in line with the requirements of the Companies Act, 2013.

The revised draft of MOA is enclosed with this Notice.

The alteration of MOA requires the approval of the shareholders by means of a Special Resolution pursuant to Section 13 of the Act. Further, in terms of the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules 2014, the approval of the shareholders shall be taken through Postal Ballot in case of alteration of the main objects of MOA of the Company. Hence the approval of the shareholders is being sought through Postal Ballot.

The Board of Directors in its meeting held on October 16-17, 2014 has accorded its approval for alteration of MOA. Your Directors recommend the same for approval of the shareholders to be passed as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

Resolution No. 2

Alteration of the Articles of Association of the Company

The Ministry of Corporate Affairs has as on date notified substantive sections of the Act which deal with the general functioning of companies [barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, *inter alia*, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247)].

The existing Articles of Association ("AOA") of the Company are as per the requirements of the Companies Act, 1956 and accordingly contain references to the sections of the Companies Act, 1956. Since various sections of the Companies Act, 2013 are in force, the regulations in AOA must contain references to the sections of this Act wherever required in AOA. In addition pursuant to the provisions of the Act, certain other alterations are required to be made in AOA. In view of this it is proposed to wholly replace the existing AOA by a new set of AOA.

Salient alterations in the new draft AOA of the Company include the following:

- Incorporation of references of new provisions/sections of the Act.
- Incorporation of provisions relating to Independent Directors of the Company.
- The Company is now allowed under the Act, to have a maximum of 15 directors on its Board if there is a provision in the AOA of the Company. Hence it is proposed to amend the AOA for allowing the Company to have maximum number of 15 Directors on its Board.
- The books of accounts and statutory registers can also be kept in electronic mode as prescribed by the Act and the rules framed thereunder, subject to compliance of prescribed guidelines. In view of this provisions relating to the same are proposed to be incorporated.
- The Act has defined the term Key Managerial Personnel, the same is proposed to be incorporated.
- The participation of the Directors in meetings can be in person or through video conferencing or other audio-visual means as permitted in the Act. Accordingly, the provisions in this regard are proposed to be incorporated.
- There is reference to Chapter Rules in the Act and accordingly the same is proposed to be incorporated.
- As per the Act, AOA should expressly allow an individual to be appointed or re-appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company at the same time. In order to allow an individual to be appointed or re-appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company at the same time, it is proposed that a new Article (No. 126) be inserted in the AOA of the Company to contain such provisions.

The revised draft of AOA is enclosed with this Notice.

As per the provisions of Section 14 of the Companies Act, 2013, alteration of the Articles of Association of the Company needs to be approved by the shareholders of the Company. Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules 2014, the approval of the shareholders may be taken through Postal Ballot instead of transacting such business at a general meeting.

The Board of Directors in its meeting held on October 16-17, 2014 has accorded its approval for adoption of a new set of regulations as AOA in substitution, and to the entire exclusion, of the set of regulations contained in the existing AOA. The Board of Directors recommends the Special Resolution for approval of the shareholders through Postal Ballot.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except for Mr. Shiv Nadar, Chairperson of the Company who is holding the position of the Managing Director of the Company and Ms. Roshni Nadar Malhotra, relative of Mr. Shiv Nadar. Both of them may be deemed to be interested in the resolution to the extent of the changes proposed to be made for allowing the Chairperson to simultaneously hold the position of Managing Director.

You are requested to communicate your assent or dissent for the aforesaid proposal, in accordance with the instructions set out herein.

By Order of the Board
for HCL Technologies Limited

Place: Noida, (U.P.)
Date: October 25, 2014

Manish Anand
Company Secretary