HCL TECHNOLOGIES LTD.
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Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.
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January 29, 2013

Mr. Sanjay Kapur :

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Mr. Hari :

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (East)
Mumbai – 400 051

Sub: Minutes of the Court Convened meetings of the Company held on January 19, 2013

Dear Sir,

This is with reference to the captioned subject. Enclosed please find the certified true copies of the minutes of the Court convened meetings held on January 19, 2013 at FICCI Auditorium, 1 Tansen Marg, New Delhi-110001 unanimously approving the Scheme of Arrangement between HCL Comnet Systems & Services Limited, HCL Technologies Limited and their respective shareholders & creditors.

1) Minutes of the meeting of the Equity shareholders of HCL Technologies Ltd.
2) Minutes of the meeting of the Secured creditors of HCL Technologies Ltd.
3) Minutes of the meeting of the Secured creditors of HCL Comnet Systems & Services Limited.

This is for your information and records.

Thanking you,

Yours faithfully
For **HCL Technologies Limited**

Manish Anand
Company Secretary

Encl.: a/a

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MINUTES OF THE MEETING OF THE EQUITY SHAREHOLDERS OF HCL TECHNOLOGIES LIMITED HELD ON SATURDAY, THE 19TH DAY OF JANUARY, 2013 AT 03.30 P.M. AT FICCI AUDITORIUM, FEDERATION HOUSE, 1, TANSEN MARG, NEW DELHI-110001, PURSUANT TO THE ORDER OF THE HON'BLE HIGH COURT OF DELHI DATED 7TH DAY OF DECEMBER 2012.

Present at the Meeting:

Mr. Kartik Nayar	Advocate, Chairperson appointed by the Hon'ble High Court of Delhi for the meeting of Equity Shareholders.
Mr. Sunil Fernandies	Advocate, Alternate Chairperson appointed by the Hon'ble High Court of Delhi for the meeting of Equity Shareholders.

In Attendance:

Mr. Prem	Scrutineer
Ms. Surender Kumar	Scrutineer

Representatives of M/s. Vaish & Associates, Advocates as special invitees of HCL Technologies Limited (Applicant Company-II)

Representatives of M/s Alankit Assignments Limited, Registrar and Share Transfer Agent of Applicant Company-II who verified the attendance slips, proxies name and address and shareholding of the shareholders who had come to attend the meeting

Chairperson:

Mr. Kartik Nayar, Chairperson took the Chair.

Quorum:

The required quorum fixed by the Hon'ble High Court of Delhi was 5000 Equity Shareholders representing 10% of the total equity share capital of the Applicant Company-II. As informed to the Chairperson by Alankit Assignments Limited, Registrar of Transfer Agent of the Applicant Company-II, at 3:30 P.M. the required quorum was not present. The Hon'ble Court had directed that in case the quorum of the Meeting is not present then the Meeting should be adjoumed for half an hour and thereafter the persons present and voting shall be deemed to constitute the quorum. The reliance is placed on Para 20 of the order dated December 7, 2012 wherein it was directed that:

"It is also directed that if the Quorum is not present in the meetings, the meetings would be adjoumed for 30 minutes and the persons present (either by proxy or in person) in the meetings would be treated as proper quorum."

In view of the aforesaid directions, the said Meeting was adjourned for half an hour and the Meeting actually commenced at 4:00 P.M.

716 Equity Shareholders of the Applicant Company-II were present either in person/ through authorized representative or through proxy representing Rs. 100,30,44,716/- (Rs. One Hundred Crore Thirty Lacs Forty Four Thousand Seven Hundred and Sixteen Only) in value of the equity share capital,

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For HCL TECHNOLOGIES LIMITED

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constituting 72.26% of the total equity share capital of Rs. 138,80,61,768 /- (Rupees One Hundred and Thirty Eight Crore Eighty Lacs Sixty One Thousand Seven Hundred and Sixty Eight Only) of the Applicant Company –II as on 30th September 2012 , which was deemed to be valid quorum for the Meeting.

Proceedings:

In the presence of the requisite quorum the Chairperson, Mr. Kartik Nayar, Advocate called the meeting to order.

Declaration of Proxies:

The Chairperson noted that the Company had received requisite Proxies / Authorisation letters from all the Proxies and Authorised Representatives who were present in the meeting.

Welcome Address:

The Chairperson welcomed the gathering and with the approval of the gathering, took the Notice and Scheme of Arrangement as already read in view of the fact that a copy of the Notice and the Scheme of Arrangement had been individually served on each of the members.

Consideration and Polling on the Scheme of Arrangement:

The Chairperson took up for consideration by the meeting the approval of the Scheme of Arrangement between HCL Technologies Limited, HCL Comnet Systems & Services Limited and their respective shareholders and creditors.'

The following resolution was read by the Chairperson for consideration and polling by the members:

"**RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 and subject to approval of the Hon'ble High Court of Delhi at New Delhi, the Scheme of Arrangement ("Scheme") between HCL Comnet Systems & Services Limited (HCLSS/Applicant Company-I) and HCL Technologies Limited (HCLT/Applicant Company-II), and their respective shareholders and creditors as circulated along with the notice of the meeting and the explanatory statement, a copy of which was also placed before the meeting, be and is hereby approved and agreed to."

"**RESOLVED FURTHER THA**T the Board of Directors of the HCL Technologies Limited (HCLT/Applicant Company-II), (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board or any person(s) authorized by the Board in this behalf), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble High Court of Delhi at New Delhi and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."

The Chairperson announced that the voting would be conducted by poll at the same venue. The ballot papers were distributed to the members present in the auditorium. The Chairperson thereafter appointed Mr. Prem and Mr. Surender Kumar (Court officials appointed by the order of the Court dated 7th December 2012), to scrutinize the ballot forms.

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For HCL TECHNOLOGIES LIMITED

ANAND
Company Secretary

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The Chairperson regulated the manner in which the poll was taken. After the poll was taken, the Chairperson declared the meeting to be closed.

The Chairperson gave the ballot boxes to the Scrutineers' who counted the votes and submitted their report on the poll to the Chairperson. The Ballot Papers, Scrutineers' Report, Attendance Slips and Proxies were all handed over to the Chairperson. The Chairperson declared the results of the polling as under:

S. No.	Particulars	Number	Value of shares held
1.	Total number of persons who attended the meeting	716	100,30,44,716
2.	Total number of persons who abstained~~/disallowed from voting~~	490	4,70,21,546
3.	Total number of people who cast the vote at the said meeting	226	95,60,23,170
4.	Votes found invalid	53	0
5.	Number of valid votes casted	173	95,60,23,170
6.	Total votes cast in favour	173	95,60,23,170
7.	Total votes cast against	0	0
Percentage of votes casted in favour out of the total votes casted		100%	95,60,23,170

On the basis of the aforesaid results of the voting, the Chairperson declared that the Resolution adopting the Scheme of Arrangement between HCL Comnet Systems & Services Limited (Applicant Company-I), HCL Technologies Limited (Applicant Company-II) and their respective shareholders and creditors has been approved unanimously by the Equity Shareholders of the (Applicant Company-II)who attended and validly voted at the Meeting.

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

Kath Nayak

(Chairperson appointed for the meeting of the Equity Shareholders of the Applicant Company-II)

Dated this 19th day of January, 2013

Anand

Sanjay

MINUTES OF THE MEETING OF THE SECURED CREDITORS OF HCL TECHNOLOGIES LIMITED HELD ON SATURDAY, THE 19TH DAY OF JANUARY, 2013 AT 01.00 P.M. AT FICCI AUDITORIUM, FEDERATION HOUSE, 1, TANSEN MARG, NEW DELHI-110001, PURSUANT TO THE ORDER OF THE HON'BLE HIGH COURT OF DELHI DATED 7TH DAY OF DECEMBER 2012.

Present at the Meeting:

Ms. Sanjay Sharawat	Advocate, Chairperson appointed by the Hon'ble High Court of Delhi for the meeting of Secured Creditors.
Mr. Apurv Chandola	Advocate, Alternate Chairperson appointed by the Hon'ble High Court of Delhi for the meeting of Secured Creditors.

In Attendance:

Ms. Vandana Chibber	Scrutineer
Mr. Rajender Singh	Scrutineer

Representatives of M/s. Vaish & Associates, Advocates as special invitees of HCL Technologies Limited (Applicant Company-II)

Chairperson:

Ms. Sanjay Sharawat, Chairperson took the Chair.

Quorum:

The required quorum fixed by Hon'ble High Court of Delhi was 1 secured creditor representing 10% in the value of the total secured debt of the HCLT/Applicant Company-II. It was also directed by the Hon'ble Court that if the Quorum is not present in the meeting, the meeting would be adjourned for 30 minutes and the persons present (either by proxy or authorised representative or in person) in the meeting would be treated as proper quorum. Since the required quorum both in number and value were present the meeting was called to be in order. 5 Secured Creditors of Applicant Company-II were present through authorized representative and through proxy entitled, in aggregate, to a debt of Rs. 537,45,42,784/- (Rupees Five Hundred and Thirty Seven Crore Forty Five Lacs Forty Two Thousand Seven Hundred and Eighty Four only) constituting 99.71% of the total debt of Rs. 539,00,28,820/- (Rupees Five Hundred and Thirty Nine Crore Twenty Eight Thousand Eight Hundred and Twenty only) owed by Applicant Company-II to its secured creditors as on 30th September 2012.

Proceedings:

In the presence of the requisite quorum the Chairperson, Mr. Sanjay Sharawat, Advocate called the meeting to order.

Declaration of Proxies:

The Chairperson noted that the Company had received requisite Proxies / Authorisation letters from all the Proxies and Authorised Representatives who were present in the meeting.

Welcome Address:

The Chairperson welcomed the gathering and with the approval of the gathering, took the Notice, Explanatory Statement and Scheme of Arrangement as already read in view

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Sanjay

of the fact that a copy of the Notice, Explanatory Statement and the Scheme of Arrangement had been individually served on each of the members.

Consideration and Polling on the Scheme of Arrangement:

The Chairperson took up for consideration by the meeting the approval of the Scheme of Arrangement between HCL Technologies Limited, HCL Comnet Systems & Services Limited and their respective shareholders and creditors.

The following resolution was read by the Chairperson for consideration and polling by the members:

"**RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 and subject to approval of the Hon'ble High Court of Delhi at New Delhi, the Scheme of Arrangement ("Scheme") between HCL Comnet Systems & Services Limited (HCLSS/Applicant Company-I) and HCL Technologies Limited (HCLT/Applicant Company-II), and their respective shareholders and creditors as circulated along with the notice of the meeting and the explanatory statement, a copy of which was also placed before the meeting, be and is hereby approved and agreed to."

"**RESOLVED FURTHER THA**T the Board of Directors of the HCL Technologies Limited (HCLSS/Applicant Company-I), (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board or any person(s) authorized by the Board in this behalf), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble High Court of Delhi at New Delhi and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."

The Chairperson announced that the voting would be conducted by poll at the same venue. The ballot papers were distributed to the Secured Creditors present in the auditorium. The Chairperson thereafter appointed Ms. Vandana Chibber and Mr. Rajender Singh (Court officials appointed by the order of the Court dated 7th December 2012), to scrutinize the ballot forms.

The Chairperson regulated the manner in which the poll was taken. After the poll was taken, the Chairperson declared the meeting to be closed.

The Chairperson gave the ballot boxes to the Scrutineers' who counted the votes and submitted their report on the poll to the Chairperson. The Ballot Papers, Scrutineers' Report and Attendance Slips were all handed over to the Chairperson. The Chairperson declared the results of the polling as under:

S. No.	Particulars	Number	Value of debts
1.	Total number of persons who attended the meeting	5	Rs. 537,45,42,784/-
2.	Total number of persons who abstained/~~disallowed~~ from voting	NIL	0
3.	Total number of people who cast the vote at the said meeting	5	Rs. 537,45,42,784/-
4.	Votes found invalid	NIL	0

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For HCL TECHNOLOGIES LIMITED

Anand

MANISH ANAND
Company Secretary

5.	Number of valid votes cast	5	Rs. 537,45,42,784/-
6.	Total votes cast in favour	5	Rs. 537,45,42,784/-
7.	Total votes cast against	NIL	0
Percentage of votes casted in favour out of the total votes casted and Percentage of value of debts in favour out of the total value of debts		100%	Rs. 537,45,42,784/-

On the basis of the aforesaid results of the voting, the Chairperson declared that the Resolution adopting the Scheme of Arrangement between HCL Comnet Systems & Services Limited (Applicant Company-I), HCL Technologies Limited (Applicant Company-II) and their respective shareholders and creditors has been approved unanimously by the Secured Creditors of HCL Technologies Limited (Applicant Company-II) who attended and validly voted at the Meeting.

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

(Chairperson appointed for the meeting of the Secured Creditors of the Applicant Company-II)

Dated this 19th day of January, 2013

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MANISH ANAND
Company Secretary

Saroj

MINUTES OF THE MEETING OF THE SECURED CREDITORS OF HCL COMNET SYSTEMS & SERVICES LIMITED HELD ON SATURDAY, THE 19TH DAY OF JANUARY, 2013 AT 10.30 A.M. AT FICCI AUDITORIUM, FEDERATION HOUSE, 1, TANSEN MARG, NEW DELHI-110001, PURSUANT TO THE ORDER OF THE HON'BLE HIGH COURT OF DELHI DATED 7TH DAY OF DECEMBER 2012.

Present at the Meeting:

Ms. Saroj Kaith	Advocate, Chairperson appointed by the Hon'ble High Court of Delhi for the meeting of Secured Creditors.
Mr. Sanjeev Mahajan	Advocate, Alternate Chairperson appointed by the Hon'ble High Court of Delhi for the meeting of Secured Creditors.

In Attendance:

Mr. Heera Lal	Scrutineer
Mr. Phool Chand Gupta	Scrutineer

Representatives of M/s. Vaish & Associates, Advocates as special invitees of HCL Comnet Systems & Services Limited (Applicant Company-I)

Chairperson:

Ms. Saroj Kaith, Chairperson took the Chair.

Quorum:

The required quorum fixed by Hon'ble High Court of Delhi was 1 secured creditor representing 10% in the value of the total secured debt of the Applicant Company-I. Since the required quorum both in terms of number and value were duly present at the said meeting the same was called to be in order. 2 Secured Creditors of the Applicant Company-I were present through authorized representative entitled, in aggregate, to a debt of Rs. 1,66,68,983/- (Rupees One Crore Sixty Six Lacs Sixty Eight Thousand Nine Hundred and Eighty Three only) constituting 100% of the total debt of Rs. 1,66,68,983/- (Rupees One Crore Sixty Six Lacs Sixty Eight Thousand Nine Hundred and Eighty Three only) owed by Applicant Company-I to its secured creditors as on 30th September 2012.

Proceedings:

In the presence of the requisite quorum the Chairperson, Ms. Saroj Kaith, Advocate called the meeting to order.

Declaration of Proxies:

Applicant Company-I did not receive any proxies for the Meeting.

Welcome Address:

The Chairperson welcomed the gathering and with the approval of the gathering, took the Notice, Explanatory Statement and Scheme of Arrangement as already read in view of the fact that a copy of the Notice, Explanatory Statement and the Scheme of Arrangement had been individually served on each of the members.

Consideration and Polling on the Scheme of Arrangement:

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The Chairperson took up for consideration by the meeting the approval of the Scheme of Arrangement between HCL Technologies Limited, HCL Comnet Systems & Services Limited and their respective shareholders and creditors.

The following resolution was read by the Chairperson for consideration and polling by the members:

"**RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 and subject to approval of the Hon'ble High Court of Delhi at New Delhi, the Scheme of Arrangement ("Scheme") between HCL Comnet Systems & Services Limited (HCLSS/Applicant Company-I) and HCL Technologies Limited (HCLT/Applicant Company-II), and their respective shareholders and creditors as circulated along with the notice of the meeting and the explanatory statement, a copy of which was also placed before the meeting, be and is hereby approved and agreed to."

"**RESOLVED FURTHER THAT** the Board of Directors of the HCL Comnet Systems & Services Limited (HCLSS/Applicant Company-I), (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board or any person(s) authorized by the Board in this behalf), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble High Court of Delhi at New Delhi and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."

The Chairperson announced that the voting would be conducted by poll at the same venue. The ballot papers were distributed to the Secured Creditors present in the auditorium. The Chairperson thereafter appointed Mr. Heera Lal and Mr. Phool Chand Gupta (Court officials appointed by the order of the Court dated 7th December 2012), to scrutinize the ballot forms.

The Chairperson regulated the manner in which the poll was taken. After the poll was taken, the Chairperson declared the meeting to be closed.

The Chairperson gave the ballot boxes to the Scrutineers' who counted the votes and submitted their report on the poll to the Chairperson. The Ballot Papers, Scrutineers' Report and Attendance Slips were all handed over to the Chairperson. The Chairperson declared the results of the polling as under:

S. No.	Particulars	Number	Value of debts
1.	Total number of persons who attended the meeting	2	Rs. 1,16,68,983/-
2.	Total number of persons who abstained/~~disallowed~~ from voting	NIL	0
3.	Total number of people who cast the vote at the said meeting	2	Rs. 1,16,68,983/-
4.	Votes found invalid	NIL	0
5.	Number of valid votes cast	2	Rs. 1,16,68,983/-
6.	Total votes cast in favour	2	Rs. 1,16,68,983/-

7.	Total votes cast against	NIL	0
Percentage of votes casted in favour out of the total votes casted and Percentage of value of debts in favour out of the total value of debts		100%	Rs. 1,16,68,983/-

On the basis of the aforesaid results of the voting, the Chairperson declared that the Resolution adopting the Scheme of Arrangement between HCL Comnet Systems & Services Limited (Applicant Company-I), HCL Technologies Limited (Applicant Company-II) and their respective shareholders and creditors has been approved unanimously by the Secured Creditors of HCL Comnet Systems & Services Limited (Applicant Company-I) who attended and validly voted at the Meeting.

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

(Chairperson appointed for the meeting of the Secured Creditors of the Applicant Company-I)

Dated this 19th day of January, 2013

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For