

June 24, 2021

The General Manager  
**BSE Limited**  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001

The Manager  
**National Stock Exchange of India Limited**  
Listing Department  
Exchange Plaza  
5th Floor, Plot No. C-1, Block-G  
Bandra-Kurla Complex, Bandra(E)  
Mumbai-400 051

**BSE Scrip Code: 532281**

**NSE Scrip Code: HCLTECH**

**Ref.: Disclosures under Regulations 30 and 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR')**

Sub.: Submission of Postal Ballot Notice and Notice to Members of the Company published in Newspapers, in respect thereof

Dear Sir/Ma'am,

Pursuant to the Regulation 30 of the SEBI LODR, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement for seeking approval of the members for re-appointment of Ms. Nishi Vasudeva (DIN- 03016991) as an Independent Director of the Company for a second consecutive term of five years through Special Resolution. In pursuance of the Circulars issued by the Ministry of Corporate Affairs, the copies of the Postal Ballot Notice has been sent electronically to the members of the Company on June 23, 2021.

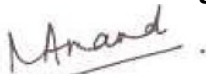
Further, pursuant to Regulation 47 of the SEBI LODR, enclosed please find herewith the copies of the newspaper advertisements published in English and Hindi newspapers, "Mint" (All India editions) and Hindustan (Delhi edition), respectively, on June 24, 2021, in regard to the Postal Ballot Notice sent to the members.

The Postal Ballot Notice and the newspaper advertisements are also available on the website of the Company at [www.hcltech.com/investors](http://www.hcltech.com/investors) as well as on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), engaged for providing remote e-voting facilities to the members of the Company.

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, U.P., India

Website: [www.hcltech.com](http://www.hcltech.com); E-mail ID: [investors@hcl.com](mailto:investors@hcl.com)

Telephone: + 91 11 26436336

## **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 and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force, to the members of HCL Technologies Limited (the “**Company**”) that it is proposed to transact the following business by the members of the Company through Postal Ballot by remote e-voting process only (**‘remote e-voting’**).

### **Special Business**

#### **Re-appointment of Ms. Nishi Vasudeva as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (“**Act**”) and the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), any other applicable laws and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and on the basis of the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Nishi Vasudeva (DIN -03016991), who is currently serving as an Independent Director of the Company up to July 31, 2021, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible for re-appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member of the Company proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from August 1, 2021 to July 31, 2026.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalize and issue the letter of re-appointment to the concerned director and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By Order of the Board  
for HCL Technologies Limited

Place: Noida, (U.P.)  
Date: June 21, 2021

**Manish Anand**  
**Company Secretary**  
**Membership No: FCS 5022**

### **NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts and reasons in respect of the special business under the Resolution as set out above, are annexed hereto and forms part of this Notice.

2. Pursuant to the provisions of Section 110 of the Act read with the Rules and with the MCA Circulars, your Company has an option for the above mentioned resolution, to seek the approval of the members through Postal Ballot (via remote e-voting), instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the members convened in this regard.
3. M/s. Nityanand Singh & Co., Practicing Company Secretaries have been appointed as the Scrutinizer for conducting the postal ballot only through the remote e-voting in a fair and transparent manner.
4. In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appears in the Register of Members / List of Beneficial Owners maintained by the Company/ Depositories respectively as at close of business hours on **Friday, June 18, 2021**, (the '**Cut-off date**') and whose e-mail addresses are registered with the Company / Depositories.

For members who have not registered their e-mail addresses, please follow the instructions given under Note nos. 9 & 10.

Members whose names appears in the Register of Members/ List of Beneficial Owners as on the Cut-off date are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.hcltech.com](http://www.hcltech.com), websites of the Stock Exchanges i.e. BSE Limited ('**BSE**') and National Stock Exchange of India Limited ('**NSE**') at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of National Securities and Depository Limited ('**NSDL**') at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

5. As per the MCA Circulars on account of the COVID-19 pandemic, physical copies of the Notice, are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
6. In compliance with the MCA Circulars, Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44 of the Listing Regulations, the Company is offering remote e-voting facility to seek the approval of members of the Company for the resolution contained in this Notice. For this purpose, the Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the members to cast their votes electronically.
7. **Voting rights of the members shall be reckoned in proportion to the paid-up equity shares registered in the name of the member / beneficial owner as on the Cut-off date.**
8. **Facility to exercise vote through electronic means will be available during the following period:**

**Commencement of e-voting:** From 09:00 a.m. (IST) on Friday, June 25, 2021

**End of e-voting:** At 05:00 p.m. (IST) on Saturday, July 24, 2021

The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.

9. In order to facilitate its members to receive this Notice electronically and cast their vote, the Company has made special arrangement with its Registrar and Share Transfer Agent ('**RTA**') for temporary registration of e-mail addresses to receive this Postal Ballot Notice via e-mail. The process for temporary registration of e-mail address is as under:

Members are required to click the following link: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) and complete the registration process as guided therein.

Post successful registration of the e-mail, the members would get soft copy of the Notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, members may write to the Registrar and Transfer Agent at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

10. For permanent registration of e-mail address, members are requested to register their e-mail addresses as follows:

<b>For shares held in Physical form</b>	<ol style="list-style-type: none"> <li>1. Visit the link: <a href="https://web.linkintime.co.in/EmailReg/Email_Register.html">https://web.linkintime.co.in/EmailReg/Email_Register.html</a></li> <li>2. Select the company name viz. <b>HCL Technologies Limited</b>.</li> <li>3. Mention Folio No., Name of the Shareholder, Certificate No., PAN, Mobile Number, E-mail-ID along with a self-attested copy of your PAN Card/ Aadhar/ Valid Passport etc.</li> </ol>
<b>For shares held in Dematerialized form</b>	The members holding shares in electronic mode are requested to register / update their e-mail addresses, PAN and Bank Account details with the Depository Participant where their respective dematerialised accounts are maintained.

11. The report of the Scrutinizer shall be submitted to the Chairperson (or to such other person authorized by the Chairperson) after the completion of scrutiny of e-voting. The result of voting will be announced by the Chairperson or any other person duly authorized by Chairperson, on or before Tuesday, July 27, 2021. These results will also be displayed on the notice board of the Company at its Registered Office and its Corporate Office. The results will also be posted on the website of the Company [www.hcltech.com](http://www.hcltech.com), website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and will also be intimated to the NSE and the BSE.
12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for receipt of votes through the remote e-voting process.
13. All material documents referred to in the Explanatory Statement shall be available for inspection electronically from 10 a.m. to 5 p.m. (IST) on all working days till the last date for receipt of votes through the remote e-voting process. Members seeking to inspect such documents can send an e-mail to [investors@hcl.com](mailto:investors@hcl.com).
14. Members of the Company including Institutional Investors are encouraged to vote on the resolution proposed in this Notice.
15. **Voting through electronic means**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A. Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Members are advised to update their mobile number and e-mail address in their demat accounts in order to access e-voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of member	Login Method
Individual member holding securities in demat mode with NSDL	<p><b>A. NSDL IDeAS facility</b></p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>i. Visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>ii. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section.</li> <li>iii. A new screen will open. You will have to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services.</li> <li>iv. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</li> <li>v. Click on company name or e-Voting service provider (‘ESP’) i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>i. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>ii. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol> <p>Please follow steps given in points (i- v) of Point A</p>
	<p><b>B. e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>i. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section.</li> <li>iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number held with NSDL), Password / OTP and a verification code as shown on the screen.</li> <li>iv. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

Individual members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>i. Existing users who have opted for Easi / Easiest, they can login through their user Id and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>ii. After successful login of Easi / Easiest the user will be also able to see the e-Voting menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>iii. If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>iv. Alternatively, the user can directly access e-Voting page by providing Demat account number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile &amp; e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual member (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> <li>i. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility.</li> <li>ii. Upon logging in, you will be able to see e-Voting option. Click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.</li> <li>iii. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> </ol>

**Important Note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned websites.

**Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800-1020-990 and 1800-224-430
Individual members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542 / 43

**B. Login method for members other than Individual members holding securities in demat mode and members holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical		Your User ID is:
a)	For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b)	For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your User ID is 12*****
c)	For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then User ID is 101456001***

5. Password details for members other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your e-mail address is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your e-mail address is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail addresses are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system**

### **How to cast your vote electronically on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for members**

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signatures of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [officenns@gmail.com](mailto:officenns@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (“FAQs”) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-1020-990 or 1800-224-430 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated e-mail address – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) , who will also address the grievances connected with the voting by electronic means.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

Ms. Nishi Vasudeva was appointed as Additional Director on the Board of the Company in August 2016. Her appointment as an Independent Director of the Company was approved by the members in the Annual General Meeting held on September 27, 2016. Her first term as an Independent Director shall expire on July 31, 2021.

In accordance with the provisions of the Act and the Listing Regulations, an Independent Director can be appointed for a maximum of two terms of five consecutive years each on the Board of a Company and shall be eligible for re-appointment on passing of a special resolution by the members of the Company.

Based on her expertise, integrity, skills, experience, knowledge and positive outcomes of performance evaluation, the Nomination and Remuneration Committee (‘NRC’) recommended the re-appointment of Ms. Nishi Vasudeva as an Independent Director for a second term of five consecutive years effective from August 1, 2021 till July 31, 2026. The Board of Directors in its meeting held on April 21-23, 2021, on the basis of recommendations of the NRC, has recommended the said re-appointment to the members for their approval.

In the opinion of the Board of Directors, Ms. Nishi Vasudeva fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Listing Regulations for her re-appointment as an Independent Director of the Company for a further period of five years and she is independent of the management.

In accordance with the provisions of Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, an Independent Director shall not be liable to retire by rotation.

The Company has received from Ms. Nishi Vasudeva all necessary declarations and confirmations including (i) consent in writing to act as an Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and the Listing Regulations. She has not been debarred or disqualified by SEBI / Ministry of Corporate Affairs or any other statutory authority from being appointed or continuing as director.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member of the Company proposing the candidature of Ms. Nishi Vasudeva for her re-appointment to the office of Independent Director.

### **Brief profile of Ms. Nishi Vasudeva**

Ms. Nishi Vasudeva is an MBA from the Indian Institute of Management, Calcutta, India, and a B. A. (Economics) from Lady Shri Ram College, University of Delhi, India. She is the first woman to chair an Oil & Gas company in India.

She is well known for her courage and dedication to making a difference, both at the company level and in the lives of employees and customers.

Her awards and accomplishments include the prestigious Global 'CEO of the Year' award by Platts Global Energy Awards 2015, Award for 'Excellence & Outstanding contribution to Public Sector Management' under the Individual Leadership category by the Standing Committee on Public Sector Enterprises (SCOPE), Government of India, for the year 2013-14, and 'Exceptional Woman Achiever Award' from the Federation of Indian Chamber of Commerce and Industry in 2014. She has also been ranked one of the top five 'Most Powerful Woman in Asia Pacific' by Fortune magazine in the year 2014.

She has expertise in Corporate Strategy, Enterprise Resource Management, Retail & Marketing, Information Systems, Business Transformation & Margin Management and Regulatory Management.

Ms. Nishi Vasudeva is a member of the Audit Committee and Risk Management Committee of the Company.

Additional information in respect of Ms. Nishi Vasudeva, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at [Annexure A](#) to this Notice.

The draft terms and conditions of her re-appointment are available for inspection by any member electronically and are placed on website of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except Ms. Nishi Vasudeva and her relatives, are in any way concerned or interested, financially or otherwise in this Resolution.

The Board recommends the Resolution set out in this Notice for approval of the members as a Special Resolution.

By Order of the Board  
**for HCL Technologies Limited**

Place: Noida, (U.P.)  
Date: June 21, 2021

**Manish Anand**  
**Company Secretary**  
**Membership No: FCS 5022**



**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

<b>Name of Director</b>	Ms. Nishi Vasudeva
<b>Date of Birth</b>	30-March-1956
<b>Age</b>	65 Years
<b>Date of first Appointment</b>	01-Aug-2016
<b>Qualifications</b>	MBA, Indian Institute of Management, Calcutta, India B.A. (Economics), Lady Shri Ram College, University of Delhi, India
<b>Nature of expertise in specific functional area</b>	Expertise in Corporate Strategy, Enterprise Resource Management, Retail & Marketing, Information Systems, Business Transformation & Margin Management and Regulatory Management.
<b>Terms and conditions of appointment including Remuneration to be paid</b>	Re-appointment as an Independent Director for a second consecutive term of five years, not liable to retire by rotation. She will be entitled for sitting fee for attending the Board / Committee meetings, as approved by the Board. She would also be entitled for commission, as may be approved by the Board, in terms of the provisions of the Act.
<b>Shareholding in HCL Technologies Limited</b>	50 equity shares of face value of Rs.2/- each
<b>Relationship with other Directors / KMPs</b>	None
<b>Directorships / Committee Membership and Chairmanship held in other Listed Companies</b>	<u>L&amp;T Finance Company</u> <ul style="list-style-type: none"> <li>• Director</li> <li>• Nomination and Remuneration Committee- Member</li> <li>• Corporate Social Responsibility &amp; ESG Committee- Member</li> </ul> <u>L&amp;T Infra Debt Fund Limited</u> <ul style="list-style-type: none"> <li>• Director</li> <li>• Audit Committee- Member</li> <li>• Nomination and Remuneration Committee- Member</li> <li>• Corporate Social Responsibility Committee- Member</li> </ul> <u>L&amp;T Finance Holdings Limited</u> <ul style="list-style-type: none"> <li>• Director</li> <li>• Stakeholders Relationship Committee- Member</li> <li>• Corporate Social Responsibility Committee- Member</li> </ul> <u>Atria Convergence Technologies Limited</u> <ul style="list-style-type: none"> <li>• Director</li> <li>• Stakeholders Relationship Committee- Chairperson</li> <li>• Audit Committee- Member</li> <li>• Corporate Social Responsibility Committee- Member</li> </ul> <u>ABB Power Products and Systems India Limited</u> <ul style="list-style-type: none"> <li>• Director</li> <li>• Audit Committee- Member</li> <li>• Nomination and Remuneration Committee- Chairperson</li> <li>• Risk Management Committee- Member</li> <li>• Corporate Social Responsibility Committee- Chairperson</li> </ul>
<b>No. of Board Meetings attended during the year</b>	8 out of 9 Board Meetings were attended by her during the financial year ended March 31, 2021

By Order of the Board  
for HCL Technologies Limited

Place: Noida, (U.P.)  
Date: June 21, 2021

**Manish Anand**  
**Company Secretary**  
**Membership No: FCS 5022**

**HCL TECHNOLOGIES LIMITED**

Corporate Identity Number: L74140DL1991PLC046369  
 Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi - 110019  
 Corporate Office: Plot No. 3A, Sector 126, Noida - 201 304, U.P., India  
 Website: [www.hcltech.com](http://www.hcltech.com); E-mail ID: [investors@hcl.com](mailto:investors@hcl.com)  
 Telephone: +91 11 26436336

**NOTICE**

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") and all other applicable laws and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), to the Members of HCL Technologies Limited (the "Company") that it is proposed to transact the following special business by the Members of the Company through Postal Ballot by remote e-voting process only ("remote e-voting") as set out in the Postal Ballot Notice dated June 21, 2021 ("Postal Ballot Notice").

**Re-appointment of Ms. Nishi Vasudeva (DIN-03016991) as an Independent Director of the Company through Members' Special Resolution.**

In compliance with the MCA Circulars, the Company has completed the dispatch of the Postal Ballot Notice, by electronic mode only, on Wednesday, June 23, 2021 to those members of the Company whose names appeared in the Register of Members/List of Beneficial Owners as maintained by the Company/ Depositories, respectively, as at close of business hours on Friday, June 18, 2021, (the "Cut-off date") and whose e-mail addresses are registered with the Company / Depositories. The Postal Ballot Notice is also available on the Company's website at [www.hcltech.com](http://www.hcltech.com), websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Members whose names appeared in the Register of Members/ List of Beneficial Owners as on the Cut-off date are entitled to vote on the Resolution as set forth in the Postal Ballot Notice. The voting rights of the members shall be reckoned in proportion to the paid-up equity shares held by them as on the Cut-off date. A person who is not a member as on the Cut-off date shall treat the Postal Ballot Notice for information purpose only.

In accordance with the MCA Circulars, the Company has provided the facility to vote on the Resolution by remote e-voting only. For this purpose, the Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the members to cast their votes electronically only.

The detailed procedure and instructions for remote e-voting are enumerated in the Postal Ballot Notice.

Members are requested to note that facility to exercise vote through remote e-voting will be available during the following period:

**Commencement of remote e-voting:** From 09:00 a.m. (IST) on Friday, June 25, 2021

**End of remote e-voting:** At 05:00 p.m. (IST) on Saturday, July 24, 2021

(The facility for remote e-voting will be disabled for voting by NSDL upon expiry of the aforesaid voting period.)

M/s. Nityanand Singh & Co., Practicing Company Secretaries have been appointed as the Scrutinizer for conducting the postal ballot in a fair and transparent manner.

Members who have not registered their e-mail address, in order to receive this Notice, can temporarily register the same by accessing the link: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) and complete the registration process as guided therein. For permanent registration of the e-mail address, members are requested to register the same in respect of shares held in electronic form with the Depository through Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Pvt. Ltd., Unit- HCL Technologies Limited, C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083 or by sending an e-mail at [mt\\_helpdesk@linkintime.co.in](mailto:mt_helpdesk@linkintime.co.in).

The results of the postal ballot will be announced on or before Tuesday, July 27, 2021 and will also be simultaneously displayed on the notice board of the Company at its Registered Office and its Corporate Office. The results will also be uploaded on the website of the Company, website of NSDL and will also be intimated to NSE and BSE.

For any queries relating to remote e-voting process, members may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-1020-990 or 1800-224-430 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated e-mail ID - [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in), who will also address the grievances connected with the remote e-voting.

For HCL Technologies Limited

Date: June 23, 2021  
Place: Noida (U.P.)

Manish Anand  
Company Secretary

## एचसीएल टेक्नोलॉजीज लिमिटेड

कारपोरेट पहचान संख्या: L74140DL1991PLC046369

पंजीकृत कार्यालय: 806, मिनापूर, 96, नेहरू प्लेस, नई दिल्ली - 110019

कारपोरेट कार्यालय: प्लॉट नं. 39, सेक्टर- 126, नोएडा - 201304, उ.प्र., भारत

वेबसाइट: www.hcltech.com; ई-मेल आईडी: investors@hcl.com, टेल्फोन: +91 11 26436336

## सूचना

एचसीएल टेक्नोलॉजीज लिमिटेड ("कम्पनी") के सदस्यों को कम्पनी अधिनियम, 2013 की धारा 110 के प्रावधानों और अन्य लागू प्रावधानों, अगर कोई हो, ("अधिनियम"), कम्पनी (प्रबंधन और प्रशासन) नियमावली, 2014 के नियम 20 एवं 22 ("नियम") और सेबी (सूचीबद्धता बाध्यताएं और प्रकटीकरण अपेक्षाएं) विनियम, 2015 के विनियम 44 ("सूचीबद्धता विनियमों"), साथ में पठित कारपोरेट कार्य मंत्रालय द्वारा जारी किए गए सामान्य परिपत्र सं. 14/2020 दिनांक 8 अप्रैल, 2020, सामान्य परिपत्र सं. 17/2020 दिनांक 13 अप्रैल, 2020, सामान्य परिपत्र सं. 22/2020 दिनांक 15 जून, 2020, सामान्य परिपत्र सं. 33/2020 दिनांक 28 सितम्बर, 2020 और सामान्य परिपत्र सं. 39/2020 दिनांक 31 दिसम्बर, 2020 ("एचसीएल परिपत्रों"), और सभी अन्य लागू कानूनों और विनियमों (उनके कोई वैधानिक परिवर्तन(न)ों) या उस समय लागू उसका पुनःअधिनियम) के अनुपालन और अनुसरण में एतद्वारा सूचना दी जाती है कि डाक मतपत्र सूचना दिनांक 21 जून, 2021 ("डाक मतपत्र सूचना") में निर्धारित किए गए अनुसार निर्मांकित विशेष व्यवसाय को केवल रिमोट ई-वोटिंग प्रक्रिया ("रिमोट ई-वोटिंग") के माध्यम से सदस्यों द्वारा सम्पादित करने का प्रस्ताव है:

सदस्यों के विशेष संकल्प के माध्यम से कम्पनी के स्वतंत्र निदेशक के रूप में सुश्री निशि वासुदेवा (डीआईएन - 03016991) की पुनःनियुक्ति

एचसीएल परिपत्रों के अनुसरण में, कम्पनी ने शुक्रवार, 18 जून, 2021 ("कट-ऑफ तिथि") को व्यवसाय समय बंद होने तक कम्पनी के उन सदस्यों को जिन सदस्यों के नाम सदस्यों के रजिस्टर या कम्पनी/डिपॉजिटरी द्वारा अनुरक्षित लाभार्थी स्वामियों की सूची क्रमशः में दर्ज हैं और जिनके ईमेल पते कम्पनी/डिपॉजिटरी के यहां पंजीकृत हैं उन्हें बुधवार, 23 जून, 2021 को केवल इलेक्ट्रॉनिक विधि द्वारा डाक मतपत्र सूचना प्रेषित कर दिया है। डाक मतपत्र सूचना कम्पनी की वेबसाइट [www.hcltech.com](http://www.hcltech.com) पर, स्टॉक एक्सचेंज यानी बीएसई लिमिटेड ("बीएसई") एवं नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड ("एनएसई") की वेबसाइटों क्रमशः [www.bseindia.com](http://www.bseindia.com) तथा [www.nseindia.com](http://www.nseindia.com) पर, और नेशनल सिक्युरिटीज डिपॉजिटरी लिमिटेड ("एनएसडीएल") की वेबसाइट [www.evoting.nsdl.com](http://www.evoting.nsdl.com) पर भी उपलब्ध है।

जिन सदस्यों के नाम कट-ऑफ तिथि को रजिस्टर/लाभार्थी स्वामियों की सूची में दर्ज हैं वे डाक मतपत्र सूचना में बताए गए अनुसार प्रस्ताव पर मत डालने हेतु योग्य हैं। सदस्यों का मतधिकार कट-ऑफ तिथि को उनके द्वारा धारित प्रदत्त इविटी शेयरों के समानुपात में गिना जाएगा। जो व्यक्ति कट-ऑफ तिथि को सदस्य नहीं हैं वे डाक मतपत्र सूचना को केवल जानकारी के रूप में लें।

एचसीएल परिपत्रों के अनुसरण में, कम्पनी ने केवल रिमोट ई-वोटिंग द्वारा प्रस्तावों पर मत देने की सुविधा प्रदान की है। इस उद्देश्य के लिए, कम्पनी ने केवल इलेक्ट्रॉनिक रूप से अपने मत डालने हेतु सदस्यों को सक्षम बनाने हेतु रिमोट ई-वोटिंग सुविधा प्रदान करने हेतु एनएसडीएल के साथ एक समझौता किया है। रिमोट ई-वोटिंग के लिए विस्तृत प्रक्रिया और अनुदेश डाक मतपत्र सूचना में चर्चित किए गए हैं।

सदस्यों कृपया नोट कर लें कि रिमोट ई-वोटिंग के माध्यम से मत डालने की सुविधा निर्मांकित अवधि के दौरान उपलब्ध होगी:

रिमोट ई-वोटिंग की शुरुआत: शुक्रवार, 25 जून, 2021 को पूर्वा. 09.00 बजे (भा.मा.स.)

रिमोट ई-वोटिंग की समाप्ति: शनिवार, 24 जुलाई, 2021 को सायं 05.00 बजे (भा.मा.स.)

(उपरोक्त मतदान अवधि के समाप्त हो जाने पर एनएसडीएल द्वारा मतदान के लिए रिमोट ई-वोटिंग सुविधा निरोग्य कर दी जाएगी।)

मैसर्स नित्यानंद सिंह एण्ड कम्पनी, अभ्यासरत कम्पनी सचिव को निष्पक्ष और पारदर्शी तरीके से डाक मतपत्र के संचालन हेतु संवीक्षक के रूप में नियुक्ति किया गया है।

जिन सदस्यों ने अपने ई-मेल पते का पंजीकरण नहीं कराया है, वे इस सूचना को प्राप्त करने के लिए, लिंक: <https://web.linkintime.co.in/EmailReg/EmailRegister.html> पर पहुंच कर अस्थायी रूप से पंजीकरण और यहां बताए गए दिशा-निर्देशों के अनुसार पंजीकरण पूरा कर सकते हैं। ई-मेल पते के स्थायी पंजीकरण के लिए, सदस्यों से निवेदन है कि वे इसे डिपॉजिटरी के यहां इलेक्ट्रॉनिक रूप में धारित शेयरों के संबंध में डिपॉजिटरी पार्टिसिपेंट्स के माध्यम से और भौतिक रूप से धारित शेयरों के संबंध में, कम्पनी के रजिस्ट्रार एवं शेयर ट्रांसफर एजेंट, मैसर्स लिंक इनटाइम इंडिया प्रा. लि., वूनिट- एचसीएल टेक्नोलॉजीज लिमिटेड, सी 101, 247 पार्क, एल.बी.एस. मार्ग, विखरोली (वेस्ट), मुंबई - 400083 को लिखित में या [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in) पर ई-मेल भेजकर पंजीकरण करवाएं।

डाक मतपत्र के परिणामों को मंगलवार, 27 जुलाई, 2021 को या उससे पहले घोषित किया जाएगा और उसी के साथ ही कम्पनी के पंजीकृत कार्यालय तथा उसके मुख्य व्यावसायिक कार्यालय के सूचना पट्ट पर भी प्रदर्शित किया जाएगा। परिणामों को कम्पनी की वेबसाइट, एनएसडीएल की वेबसाइट पर भी प्रदर्शित किया जाएगा और एनएसई और बीएसई को भी सूचित किया जाएगा।

ई-वोटिंग प्रक्रिया से सम्बन्धित किसी भी पूछताछ हेतु, सदस्य [www.evoting.nsdl.com](http://www.evoting.nsdl.com) के डाउनलोड अनुभाग पर उपलब्ध शेयरधारकों हेतु प्रीक्वेंटली आस्कड क्वेस्चन्स ("एफएक्यू") और शेयरधारकों हेतु ई-वोटिंग यूजर मैनुअल देखें अथवा टॉल फ्री नं. 1800-1020-990 या 1800-224-430 पर कॉल करें या [evoting@nsdl.co](mailto:evoting@nsdl.co) पर एक अनुरोध भेजें या सुश्री पल्लवी म्हात्रे, प्रबंधक या सुश्री सोनी सिंह, सहायक प्रबंधक, नेशनल सिक्युरिटीज डिपॉजिटरी लिमिटेड, ट्रेड वर्ल्ड 'ए' बिल्डिंग, चतुर्थ तल, कमला मिल्स कम्पाउण्ड, सेनापति बापत मार्ग, लोअर परेल, मुंबई-400013 से निर्दिष्ट ई-मेल आईडी- [evoting@nsdl.co](mailto:evoting@nsdl.co) या [pallavid@nsdl.co](mailto:pallavid@nsdl.co) या [SoniS@nsdl.co](mailto:SoniS@nsdl.co) पर सम्पर्क करें, जो रिमोट ई-वोटिंग से जुड़ी शिकायतों को सम्बोधित भी करेगी।

कृते एचसीएल टेक्नोलॉजीज लिमिटेड

दिनांक: 23 जून, 2021

स्थान: नोएडा (उ.प्र.)

मनीष आनन्द

कम्पनी सचिव