

**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](http://www.hcltech.com)

[www.hcl.com](http://www.hcl.com)

October 31, 2019

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**

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

Dear Sir/Ma'am,

This is further to our letter dated October 23, 2019, wherein we had informed that the Board of Directors of the Company has considered, approved and recommended issuance of Bonus Shares, subject to the approval of Members of the Company.

In this regard, we wish to inform you that the Company has completed the dispatch of the Postal Ballot Notice along with the required documents, through physical mode and e-mails, on October 30, 2019.

Copies of said Postal Ballot Notice along with the required documents and Notice to Members of the Company published in Newspaper on October 31, 2019, in respect thereof, are attached.

You are requested to note that the above mentioned documents are also available on the websites of the Company i.e. <https://www.hcltech.com/investors> and NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and records.

Thanking you,  
Yours faithfully,

For **HCL Technologies Limited**



**Manish Anand**  
Company Secretary

Encl. a/a

**HCL**

# HCL TECHNOLOGIES LIMITED



Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi – 110 019

Corporate Identity Number: L74140DL1991PLC046369

Telefax: + 91 11 26436336 : Website: [www.hcltech.com](http://www.hcltech.com)

E-mail: [investors@hcl.com](mailto: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 the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the “Rules”) and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and 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 Businesses by the Members of the Company by passing Ordinary Resolution(s) through Postal Ballot:

### Special Businesses

#### Resolution No. 1

#### Increase in Authorized Share Capital and consequent alteration of the Memorandum of Association of the Company

To consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of Article 6 of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹ 300,00,00,000 (Rupees Three Hundred Crores only) divided into 150,00,00,000 (One Hundred Fifty Crores) equity shares of ₹ 2 (Rupees Two only) each to ₹ 600,00,00,000 (Rupees Six Hundred Crores only) divided into 300,00,00,000 (Three Hundred Crores) equity shares of ₹ 2 (Rupees Two only) each by creation of additional 150,00,00,000 (One Hundred Fifty Crores) equity shares of ₹ 2 (Rupees Two only) each ranking pari passu in all respects with the existing equity shares of the Company and consequently, the existing Clause V of the Memorandum of Association of the Company, be and is hereby replaced with the following new Clause V:

**V. The Authorized Share Capital of the Company is ₹ 600,00,00,000 (Rupees Six Hundred Crores only) divided into 300,00,00,000 (Three Hundred Crores) equity shares of ₹ 2 (Rupees Two only) each.”**

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

#### Resolution No. 2

#### Issue of Bonus Shares

To consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT in accordance with Article 140 of the Articles of Association of the Company and pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable Regulations and Guidelines issued by the Securities and Exchange Board of India (the “SEBI”) and Reserve Bank of India (the “RBI”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and the terms and conditions, if any, as may be specified while according such approvals and subject to acceptance of such terms and conditions by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) and pursuant to the recommendation of the Board, the consent of the members of the Company be and is hereby accorded for such sums as may be determined to be required by the Board, from and out of the amount standing to the credit of the Retained Earnings of the Company as at March 31, 2019, to capitalize and transfer

to the Share Capital Account, for the purpose of allotment of new equity shares of the Company of ₹ 2 (Rupees Two only) each as fully paid-up Bonus Shares, to be allotted as fully paid-up equity shares to the existing equity shareholders of the Company, in the proportion of one new equity share for every one existing equity share, held by the Members of the Company, whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the Depositories, as on the record date to be fixed by the Board in this regard.”

“**RESOLVED FURTHER THAT** the new equity shares of ₹ 2 (Rupees Two only) each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank *pari passu* with the existing fully paid-up equity shares of the Company in all respects and shall be entitled to participate in full in any dividends and any other corporate action declared after the new equity shares are allotted.”

“**RESOLVED FURTHER THAT** no allotment letters shall be issued to the allottees of the bonus shares.”

“**RESOLVED FURTHER THAT** the bonus shares shall be issued to the allottees in the same mode as existing shares are held by them on the record date and the bonus equity shares in physical form shall thereafter be dispatched to the allottees, except in respect of those allottees who hold existing equity shares in dematerialized form, within the period prescribed or that may be prescribed in this behalf, from time to time.”

“**RESOLVED FURTHER THAT** the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians, Foreign Portfolio Investors, Foreign Nationals, Foreign Corporate Bodies (including Overseas Corporate Bodies), Persons of Indian Origin and other Foreign Investors of the Company, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to file any documents with the Securities and Exchange Board of India, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto.”

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

Place: Noida, (U.P.)  
Date: October 26, 2019

**Manish Anand  
Company Secretary**

**NOTES:**

1. The Company is providing the facility for voting by electronic means and the special businesses may be transacted through such Remote e-voting.
2. The Explanatory Statement pursuant to Sections 102 and 110 of the Act and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, setting out material facts and the reasons for the proposed Ordinary Resolutions, in respect of the Special Businesses under Resolution No. 1 and 2 as set out above, is annexed hereto and forms part of the Notice.
3. Pursuant to the provisions of Section 110 of the Act read with the Rules, your Company has an option for the above-mentioned resolutions, to seek the approval of the Members through Postal Ballot, instead of getting these passed at a General Meeting. Accordingly, your approval is sought for the resolutions contained in this Notice through Postal Ballot.
4. M/s. Nityanand Singh & Co., Company Secretaries has been appointed as Scrutinizer for conducting the Postal Ballot / Remote e-voting process in accordance with the Act and the Rules made thereunder and in a fair and transparent manner.
5. The Postal Ballot Notice along with the Postal Ballot Form is being sent to Members in electronic form at the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) or the Company's Registrar and Share Transfer Agent (in case of physical shareholding) unless the Member has requested for a physical copy of documents. For Members whose e-mail addresses are not registered or in case of a Member having requested for physical copy of documents, physical copies of the Postal Ballot Notice along with the Postal Ballot Form are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope. Members may note that the Postal Ballot Notice and Form will be available on the website on the Company [www.hcltech.com](http://www.hcltech.com) and on the website of National Securities Depository Limited (“NSDL”).
6. **Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.**
7. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form may download the same from the website of the Company/NSDL, where the Postal Ballot Notice along with Postal Ballot Form is displayed. Duly completed and signed Postal Ballot Form along with necessary documents, if any, should reach the Scrutinizer before 05:00 P.M. (IST) on November 29, 2019.

8. The Postal Ballot Notice, the Postal Ballot Form along with postage-prepaid self-addressed Business Reply Envelope is being sent to all the Members whose names appear on the Register of Members/ list of Beneficial Owners, as received from NSDL, Central Depository Services (India) Limited (CDSL) as at close of business hours i.e. Friday, October 25, 2019 (the "**cut-off date**"). Members whose names appear on the Register of Members/ list of Beneficial Owners as on cut-off date will be considered for the purpose of voting including Remote e-voting. A person who is not a Member on the cut-off date should treat this notice for information purpose only.
9. **Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Member / Beneficial Owner (in case of electronic shareholding) as on the cut-off date i.e. Friday, October 25, 2019.**
10. A Postal Ballot Form and a postage-prepaid self-addressed Business Reply Envelope are attached to this Notice. The postage-prepaid self-addressed Business Reply Envelope bears the address to which duly completed and signed Postal Ballot Form is to be sent. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form.
11. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI LODR the Company has provided the facility to all the Members to exercise their votes electronically as an option and has engaged the services of NSDL as authorized agency to provide Remote e-voting facility.
12. **The Members can opt for only one mode of voting, i.e. either by Physical Postal Ballot or Remote e-voting. In case Members cast their votes through both the modes, votes cast through Remote e-voting shall be treated as valid and votes cast through Physical Postal Ballot will be treated as invalid.**
13. A Member cannot exercise his vote by proxy on Postal Ballot.
14. All the material documents referred to in the notice and explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till November 29, 2019.
15. The Members who do not receive the Postal Ballot Form may apply to the Company at [investors@hcl.com](mailto:investors@hcl.com) or write to HCL Technologies Limited, 806, Siddharth, 96, Nehru Place, New Delhi – 110 019 for receiving the duplicate thereof.
16. The Members desiring to exercise their vote by Physical Postal Ballot Form shall record their assent (FOR) or dissent (AGAINST) to the resolutions so listed, by returning the same duly completed and signed along with necessary documents, if any, in the attached postage-prepaid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than closing of working hours i.e. 05:00 P.M. (IST) of November 29, 2019 to be eligible for being considered. Postal Ballot Form, if sent by courier or registered/speed post at the expense of the Member will also be accepted. If any Postal Ballot Form is received after 05:00 P.M. (IST) of November 29, 2019, it will be considered that no reply from the Member has been received. Unsigned Postal Ballot Form will be rejected. The Postal Ballot Form may also be deposited personally at the address given on the postage-prepaid self-addressed Business Reply Envelope.
17. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot Form are also required to send certified true copy of the Board Resolution / Power of Attorney/ Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
18. **Facility to exercise vote by Postal Ballot including voting through electronic means will be available during the following period:**

**Commencement of voting:** From 09:00 A.M. (IST) on Thursday, October 31, 2019  
**End of voting:** At 05:00 P.M. (IST) on Friday, November 29, 2019 (both days inclusive)

**(The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.)**
19. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be sent to: The Company Secretary, HCL Technologies Ltd., 806, Siddharth, 96, Nehru Place, New Delhi - 110019; E-mail ID: [investors@hcl.com](mailto:investors@hcl.com).
20. The Scrutinizer will submit his final report after completion of the scrutiny of the Postal Ballot Forms (including Remote e-voting) to the Chairman (or to any Director of the Company or such other person authorized by the Chairman), as soon as possible after the last date of receipt of Postal Ballot Forms but not later than 05.00 P.M. (IST) of December 1, 2019.
21. The results of the voting by Postal Ballot will be declared through display on the notice board of the Company at the Registered Office of the Company at 806, Siddharth, 96, Nehru Place, New Delhi-110 019, Corporate Office the Company at Plot No. 3A, Sector 126, Noida - 201304, U.P. latest by 05:00 P.M. (IST) on December 1, 2019. The results will also be posted on the websites of the Company [www.hcltech.com](http://www.hcltech.com) and NSDL and also intimated to the Stock Exchange(s) on which the shares of the Company are listed, on the same day.
22. The resolution(s), if approved by the requisite majority, shall be deemed to have been passed on the last date of voting i.e. November 29, 2019.

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

**Resolutions No. 1 and 2**

The equity shares of your Company are listed and actively traded on the National Stock Exchange of India Limited and BSE Limited. With a view to encourage the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholders' base, the Board of Directors in its meeting held on October 22-23, 2019 considered, approved and recommended an issue of bonus shares in the proportion of one new equity share of the Company of ₹ 2 each for every one existing equity share of the Company of ₹ 2 each held by the Members on the "Record Date" to be determined by the Board by capitalizing a part of the Retained Earnings of the Company as at March 31, 2019.

The current Authorized Share Capital of your Company is ₹ 300,00,00,000 (Rupees Three Hundred Crores only) divided into 150,00,00,000 (One Hundred Fifty Crores) equity shares of ₹ 2 (Rupees Two only) each. The issue of bonus shares as aforesaid would require increase in the Authorized Share Capital of the Company and consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The Board of Directors in its meeting held on October 22-23, 2019 has proposed to increase the Authorized Share Capital to ₹ 600,00,00,000 (Rupees Six Hundred Crores only) divided into 300,00,00,000 (Three Hundred Crores) equity shares of ₹ 2 (Rupees Two only) each.

Pursuant to the provisions of Sections 61 and 63 and other applicable provisions of the Act and subject to applicable statutory and regulatory approvals, the increase in Authorized Share Capital, alteration of the Capital Clause of the Memorandum of Association and issue of bonus shares of the Company require approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions No. 1 and 2 of this Notice except to the extent of their shareholding in the Company.

Accordingly, the Board recommends the Resolutions No.1 and 2 to be passed as Ordinary Resolutions by the Members of the Company through Postal Ballot, on the terms and conditions set out in the Resolutions.

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

Place: Noida, (U.P.)  
Date: October 26, 2019

**Manish Anand  
Company Secretary**

# HCL TECHNOLOGIES LIMITED



Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi – 110 019

Corporate Identity Number: L74140DL1991PLC046369

Telefax: + 91 11 26436336 : Website: [www.hcltech.com](http://www.hcltech.com)

E-mail: [investors@hcl.com](mailto:investors@hcl.com)

## POSTAL BALLOT FORM

Serial No. \_\_\_\_\_

- Name(s) of the Shareholder(s) including joint holders, if any:
- Registered address of the Sole/ First named shareholder:
- Registered Folio No./DP ID-Client ID No.:  
(\*Applicable to the shareholders holding Shares in dematerialized form)
- Number of Shares held as on October 25, 2019 (cut-off date):
- I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the Businesses stated in the Postal Ballot Notice dated October 26, 2019 of the Company by sending my/our assent/dissent to the said Resolutions by placing the tick (✓) mark at the appropriate boxes below:

S. No.	Description of Resolutions	Number of shares for which Vote cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Ordinary Resolution - Increase in Authorized Share Capital and consequent alteration in the Memorandum of Association of the Company			
2	Ordinary Resolution - Issue of Bonus Shares			

Place: \_\_\_\_\_

Date: \_\_\_\_\_ (Signature of the Shareholder/Authorized Representative)

**Note:** Please read carefully the instructions printed below before completing this Form.

### INSTRUCTIONS:

- The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the shareholders.
- 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 October 25, 2019.
- Voting by Postal Ballot, in the physical form or Remote 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.
- The voting period begins from October 31, 2019, at 9.00 A.M. (IST) and ends on November 29, 2019, at 05.00 P.M. (IST). During this period, the shareholders of the Company holding shares either in physical form or in dematerialized form, as on October 25, 2019 (the "cut-off date"), may cast their vote electronically. The Remote e-voting module shall be disabled by National Securities Depository Limited ("NSDL") for voting thereafter.
- Kindly note that the shareholder(s) can opt for only one mode of voting, i.e. either Physical Postal Ballot or Remote e-voting. However, in case shareholders cast their vote by Physical Postal Ballot and Remote e-voting, then voting done through valid Remote e-voting shall prevail and the voting done by Physical Postal Ballot will be treated as invalid.
- The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
- The Company shall announce the results of the Postal Ballot through display on the notice board of the Company at its Registered Office situated at 806, Siddharth, 96, Nehru Place, New Delhi-110 019 latest by 05:00 P.M. (IST) on December 1, 2019.
- 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- 110 019; E-mail ID: [investors@hcl.com](mailto:investors@hcl.com).
- The votes of a member will be considered invalid on any of the following additional grounds:
  - If the Member's signature does not match the specimen signatures available with the Company;
  - If the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
  - Neither Assent nor Dissent is mentioned;
  - Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
  - The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - Member has imposed any condition while exercising his vote.
  - If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified.

### 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 postage-prepaid self-addressed Business Reply Envelope which shall be properly sealed with adhesive or adhesive tape. Postal Ballot Form, if deposited in person or sent by courier or registered/ speed post 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 postage-prepaid 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 and Share Transfer Agent/ Depository(ies). 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 Form 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 / Power of Attorney/ Authority Letter, etc., 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 i.e., 05:00 P.M. (IST) of November 29, 2019. 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 postage-prepaid self-addressed Business Reply 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](mailto:investors@hcl.com) or write to HCL Technologies Limited, 806, Siddharth, 96, Nehru Place, New Delhi-110 019. 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. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected.

### II. INSTRUCTIONS FOR REMOTE E-VOTING

The instructions for members for voting electronically are as under:

**Step 1: Log-in to NSDL Remote e-voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL Remote e-voting system.**

**Details on Step 1 are mentioned below:**

- i. Visit the Remote e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
- ii. Once the home page for Remote e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e., Cast your vote electronically.
- iv. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****
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*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if EVEN is 101456 and folio number is 001*** then user ID is 101456001***

- v. Your password details are given below:
  - a. If you are already registered for Remote e-voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL Remote 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.
  - c. How to retrieve your 'initial password'?
    - i. If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the email 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'.
    - ii. If your e-mail ID is not registered, your 'initial password' is communicated to you on your postal address.
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. 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)
  - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - c. 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.
  - d. Members can also use OTP (One Time Password) based login for casting the votes on the e-voting systems by NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-voting will open.

**Details on Step 2 are given below:**

- i. After successful login at Step 1, you will be able to see the Home page of Remote e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- iii. Select "E-voting event number" ("EVEN") of "HCL Technologies Limited" for casting your vote.
- iv. Now you are ready for e-voting as the Voting page opens.
- v. 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.
- vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### III. GENERAL GUIDELINES FOR MEMBERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant board resolution/authority etc. with the attested specimen signature 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.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**HCL TECHNOLOGIES LIMITED**

Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi - 110019  
 Corporate Office: Plot No. 3A, Sector 126, Noida - 201304, U.P., India  
 Corporate Identity Number: L74140DL1991PLCO46369  
 Telefax: + 91 11 26436336; Website: www.hcltech.com  
 E-mail ID: investors@hcl.com

**NOTICE**

The Members of HCL Technologies Limited ("the Company") are hereby informed that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company seeks their approval by way of Postal Ballot including remote e-voting in respect of following resolutions as set out in the Postal Ballot Notice dated October 26, 2019:

1. Ordinary Resolution - Increase in Authorized Share Capital and consequent alteration of the Memorandum of Association of the Company.
2. Ordinary Resolution - Issue of Bonus Shares.

The Company has completed the dispatch of the Postal Ballot Notice along with required documents (in physical and e-mails) on October 30, 2019, to all the members whose names appeared in the Register of Members / List of Beneficial Owners as on October 25, 2019 ("Cut-off Date"). The voting rights of the Members shall be reckoned on the basis of the equity shares of the Company held by them as on the Cut-off Date. Any person who is not a Member of the Company as on the Cut-off Date shall treat the Postal Ballot Notice for information purposes only.

The Company is also providing remote e-voting facility to the Members to cast their votes by electronic means on all the resolutions set forth in the Postal Ballot Notice. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing remote e-voting facility to all its Members. The Members are requested to note that voting through physical Postal Ballot Form and through electronic mode shall commence from Thursday, October 31, 2019 at 09:00 A.M. (IST) and shall end on Friday, November 29, 2019 at 05:00 P.M. (IST) The remote e-voting facility will be disabled by NSDL thereafter. The detailed procedure and instructions for physical voting and remote e-voting are enumerated in the Postal Ballot Notice and Postal Ballot Form.

M/s. Nityanand Singh & Co., Company Secretaries, have been appointed as the Scrutinizer for conducting the physical Postal Ballot / remote e-voting process in a fair and transparent manner. The Members are requested to note that the duly completed and signed physical Postal Ballot Form should reach the Scrutinizer not later than 05:00 P.M. (IST) on Friday, November 29, 2019 to be eligible for being considered, failing which the same shall not be treated as valid and it will be considered that no reply has been received from the Members.

The Members can opt for only one mode of voting, i.e. either by Physical Postal Ballot or remote e-voting. In case Members cast their votes through both the modes, votes cast through remote e-voting shall be treated as valid and votes cast through Physical Postal Ballot will be treated as invalid.

Any member who does not receive the Postal Ballot Notice and Postal Ballot Form may either send an e-mail to [investors@hcl.com](mailto:investors@hcl.com) or write to the Company at its Registered Office or at its Corporate Office to obtain a duplicate thereof. The Postal Ballot Notice and the Postal Ballot Form can also be downloaded from the Company's website [www.hcltech.com](http://www.hcltech.com) or NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). In case of any queries or issues regarding remote e-voting, members may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) under 'Downloads' section.

For any queries/grievances relating to voting by Postal Ballot, Members are requested to contact the Company at [investors@hcl.com](mailto:investors@hcl.com), or write to The Company Secretary, HCL Technologies Limited, 806, Siddharth, 96, Nehru Place, New Delhi-110019. Members may also contact, Ms. Sarita Mote, Assistant Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Phone: +91 22 24994890, E-mail ID: [SaritaM@nsdl.co.in](mailto:SaritaM@nsdl.co.in) to resolve any grievances related to remote e-voting.

The results of the voting by Postal Ballot (including remote e-voting) will be declared through display on the notice board of the Company at the Registered Office and at the Corporate Office of the Company, latest by 05:00 P.M. (IST) on Sunday, December 1, 2019. The results will also be posted on the website of the Company and NSDL and also intimated to the Stock Exchange(s) on which the shares of the Company are listed, on the same day.

For HCL Technologies Limited

Manish Anand  
 Company Secretary  
**HCL**

Date: October 30, 2019  
 Place: Noida (U.P.)



## एचसीएल टेक्नोलॉजीज लिमिटेड

पंजीकृत कार्यालय: 806, सिद्धार्थ, 96 नेहरू प्लेस, नई दिल्ली - 110019  
 कॉर्पोरेट ऑफिस: प्लॉट नं. 3 ए, सेक्टर 126, नोएडा-201304, यू.पी., भारत  
 कॉर्पोरेट पहचान संख्या: L74140DL1991PLC046369  
 टेलीफैक्स : +91 11 26436336; वेबसाइट : [www.hcltech.com](http://www.hcltech.com)  
 ई-मेल आईडी : [investors@hcl.com](mailto:investors@hcl.com)

### सूचना

एचसीएल टेक्नोलॉजीज लिमिटेड (कम्पनी) के सदस्यों को एतद द्वारा सूचित किया जाता है कि कम्पनी अधिनियम, 2013 की धारा 110 और अन्य लागू प्रावधानों, यदि कोई है, और कम्पनी (प्रबंधन एवं प्रशासन) विनियम, 2014 के नियम 20 और 22 व भारतीय प्रतिभूति और विनियम बोर्ड (सूचीबद्धता और बाध्यातार प्रकटीकरण अपेक्षाएँ) विनियम, 2015 के नियम 44 के अनुसार कम्पनी के दिनांक 28 अक्टूबर 2019 के डाक मतपत्र में निर्धारित निम्नलिखित प्रस्तावों के संबंध में रिमोट ई-मतदान सहित डाक मतपत्र के माध्यम से उनके अनुमोदन प्राप्त करने की इच्छुक है:

1. सामान्य प्रस्ताव - अधिकृत शेयर पूंजी में बढोतरी और इसके परिणामस्वरूप कम्पनी के मेमोरेण्डम ऑफ एसोसिएशन में परिवर्तन।
2. सामान्य प्रस्ताव - बोनस शेयरों को जारी करना।

कम्पनी ने अपने सभी सदस्यों, जिनके नाम 25 अक्टूबर 2019 (निर्धारित तिथि) को सदस्यों के रजिस्टर/लामार्थी मालिकों की सूची में शामिल हैं, को 30 अक्टूबर 2019 को डाक मतपत्रों सहित आवश्यक दस्तावेज (भौतिक रूप में और ईमेल के माध्यम से) भेज दिए हैं। सदस्यों के मताधिकारों का आंकलन निर्धारित तिथि को कम्पनी में उनके इलेक्ट्रॉनिक शेयरों के आधार पर किया जाएगा। कोई व्यक्ति जो निर्धारित तिथि को कम्पनी का सदस्य नहीं है उसके लिए यह डाक मतपत्र केवल सूचना के उद्देश्य के लिए होगा।

कम्पनी सदस्यों को रिमोट ई-मतदान सुविधा भी प्रदान कर रही है ताकि वे डाक मतपत्र नोटिस में निर्धारित सभी प्रस्तावों पर इलेक्ट्रॉनिक माध्यम से मतदान कर सकें। कम्पनी के सभी सदस्यों को रिमोट ई-मतदान सुविधा प्रदान करने के लिए कम्पनी ने नेशनल सिक्युरिटीज डिपोजिटरी लिमिटेड (एनएसडीएल) की सेवाएं ली हैं। सदस्यों से ध्यान देने का निवेदन है कि भौतिक डाक मतपत्र फार्म के माध्यम से और इलेक्ट्रॉनिक माध्यम से मतदान बृहस्पतिवार, 31 अक्टूबर 2019 को सुबह 9:00 बजे (भा.मा.स.) से शुरू होगा और शुक्रवार, 29 नवम्बर 2019 को सांय 5:00 बजे (भा.मा.स.) बंद होगा। इसके बाद एनएसडीएल द्वारा रिमोट ई-मतदान की सुविधा को बंद कर दिया जाएगा। भौतिक रूप से मतदान और रिमोट ई-मतदान के लिए विस्तृत प्रक्रिया और निर्देश डाक मतपत्र नोटिस और डाक मतपत्र फार्म में दिए गए हैं।

मैसर्स नित्यानंद सिंह एण्ड कम्पनी, कम्पनी सचिव को भौतिक डाक मतपत्र/रिमोट ई-मतदान प्रक्रिया को उचित और पारदर्शी ढंग से करवाने के लिए जांचकर्ता नियुक्त किया गया है। सदस्यों से निवेदन है कि वे ध्यान दें कि उचित प्रकार से पूर्ण और हस्ताक्षरित भौतिक डाक मतपत्र फार्म शुक्रवार, 29 नवम्बर 2019 को सांय 05:00 बजे (भा.मा.स.) तक जांचकर्ता के पास पहुंच जाने चाहिए ताकि वे विचार करने के योग्य बन सकें, ऐसा न होने पर उन्हें वैध नहीं माना जाएगा और यह माना जाएगा कि सदस्यों से कोई उत्तर नहीं मिला।

सदस्य मतदान का केवल एक तरीका भौतिक डाक मतपत्र या रिमोट ई-मतदान को चुन सकते हैं। यदि सदस्य दोनों तरीकों से अपना मतदान करते हैं तो रिमोट ई-मतदान के माध्यम से किया गया मतदान वैध माना जाएगा और भौतिक मतपत्र के माध्यम से किया गया मतदान अवैध माना जाएगा।

कोई भी सदस्य जिसे डाक मतपत्र नोटिस और डाक मतपत्र फार्म प्राप्त नहीं होता है तो वह इसकी डुप्लिकेट प्रति प्राप्त करने के लिए या तो [investors@hcl.com](mailto:investors@hcl.com) पर ईमेल भेज सकता है या कम्पनी को इसके पंजीकृत कार्यालय में लिख सकता है या इसके कॉर्पोरेट कार्यालय में लिख सकता है। डाक मतपत्र नोटिस और डाक मतपत्र फार्म को कम्पनी की वेबसाइट [www.hcltech.com](http://www.hcltech.com) से या एनएसडीएल की वेबसाइट [www.evoting.nsd.com](http://www.evoting.nsd.com) से भी डाउनलोड किया जा सकता है। रिमोट ई-मतदान के संबंध में किसी भी पूछताछ या समस्या के लिए सदस्य [www.evoting.nsd.com](http://www.evoting.nsd.com) पर डाउनलोड सेक्शन के अंतर्गत उपलब्ध प्रायः पूछे जाने वाले प्रश्न और रिमोट ई-मतदान मैनुअल को देख सकते हैं।

डाक मतपत्र के द्वारा मतदान के संबंध में किसी भी पूछताछ/शिकायत के लिए सदस्यों से निवेदन है कि वे [investors@hcl.com](mailto:investors@hcl.com) पर कम्पनी से सम्पर्क करें या कम्पनी सचिव, एचसीएल टेक्नोलॉजीज लिमिटेड, 806, सिद्धार्थ, 96, नेहरू प्लेस, नई दिल्ली-110019 को लिखें। रिमोट ई-मतदान से संबंधित किसी भी शिकायत के समाधान के लिए सदस्य सुश्री सरिता मोट, सहायक प्रबंधक, एनएसडीएल, ट्रेड वर्ल्ड, 'ए' विंग, चौथी मंजिल, कमला मिल्स कम्पाउंड, सेनापति बापत मार्ग, लोवर परिय, मुम्बई-400013, फोन: +91 22 24994890, ई-मेल आईडी: [saritam@nsdl.co.in](mailto:saritam@nsdl.co.in) पर भी सम्पर्क कर सकते हैं।

डाक मतपत्र के माध्यम से मतदान के परिणाम (रिमोट ई-मतदान सहित) कम्पनी के पंजीकृत कार्यालय और कॉर्पोरेट कार्यालय के नोटिस बोर्ड पर रविवार, 1 दिसम्बर 2019 को सांय 5:00 बजे तक प्रदर्शित किए जाएंगे। परिणामों को कम्पनी और एनएसडीएल की वेबसाइटों पर भी प्रकाशित किया जाएगा और उसी दिन उस स्टॉक एक्सचेंज(जो) में भी भेजा जाएगा जहां पर कम्पनी के शेयर सूचीबद्ध हैं।

एचसीएल टेक्नोलॉजीज लिमिटेड के लिए

दिनांक: 30 अक्टूबर 2019  
 स्थान: नोएडा (यू.पी.)

मनीष आनंद  
 कम्पनी सचिव

**HCL**