

**Report of Scrutinizer(s)
(Combined Report on Polling and E-voting)**

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20(3)(xi) and 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
**22ND Annual General Meeting of the Equity shareholders
Of HCL Technologies Limited to be
Held on 4th Day of December, 2014 at 11.00 A.M. at
FICCI Auditorium, Federation House,
1, Tansen Marg, New Delhi - 110 001**

Dear Sir,

I, Nityanand Singh, (Proprietor) of Nityanand Singh & Co., a Company Secretary Firm having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, appointed as Scrutinizers for the purpose of the Poll taken and E-voting conducted on the below mentioned resolution(s), for the 22nd Annual General Meeting of the equity shareholders of **HCL Technologies Limited** held on **4th Day of December, 2014** at **11.00 A.M. at FICCI Auditorium, Federation House, 1, Tansen Marg, New Delhi - 110 001**, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, three ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The E-voting period remained open from 22nd November, 2014 (9.00 A.M.) to 24th November, 2014 (6.30 P.M.) and votes were unblocked on 25th November, 2014 at 11.15 A.M.

5. The result of the Poll and E-voting is as under:

a) Resolution 1-Adoption of accounts

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
847	577,027,312	99.56%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
4	2,536,951	0.44%

(iii) Invalid votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
11	1,706



b) **Resolution 2 – Retirement of Mr. Srikant Madhav Datar as Director and not to fill the vacancy so caused**

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
838	579,850,674	99.40%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
20	3,481,236	0.60%

(iii) Invalid votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
11	1,706

c) **Resolution 3 – Re-appointment of Mr. Shiv Nadar as Director**

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
769	556,271,433	94.96%



(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
128	29,535,772	5.04%

(iii) Invalid votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
11	1,706

d) Resolution 4– Appointment of Statutory Auditors

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
830	570,391,395	98.06%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
37	11,302,383	1.94%



(iii) Invalid votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
11	1,706

e) Resolution 5 – Appointment of Mr. Srinivasan Ramanathan as an Independent Director

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
791	560,262,025	95.58%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
109	25,907,617	4.42%

(iii) Invalid votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
11	1,706



f) Resolution 6 – Appointment of Mr. Amal Ganguli as an Independent Director

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
720	548,304,338	94.09%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
139	34,421,118	5.91%

(iii) Invalid votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
11	1,706

g) Resolution 7 – Appointment of Ms. Robin Ann Abrams as an Independent Director

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
728	560,339,541	96.19%



(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
128	22,185,915	3.81%

(iii) Invalid votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
11	1,706

h) Resolution 8 – Appointment of Mr. Keki Mistry as an Independent Director

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
806	560,029,275	95.57%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
83	25,955,542	4.43%



(iii) Invalid votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
11	1,706

i) Resolution 9 – Appointment of Dr. Sosale Shankara Sastry as an Independent Director

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
427	491,447,580	83.92%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
475	94,153,608	16.08%

(iii) Invalid votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
11	1,706



j) **Resolution 10 – Appointment of Mr. Subramanian Madhavan as an Independent Director**

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
838	578,784,474	99.22%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
19	4,547,436	0.78%

(iii) Invalid votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
11	1,706

k) **Resolution 11 (Special Resolution) – Payment of commission to Non-executive Directors**

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
884	583,870,405	99.57%



(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
11	2,537,237	0.43%

(iii) Invalid votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
11	1,706

I) Resolution 12 (Special Resolution) – Continuation of Mr. Shiv Nadar as Managing Director of the Company beyond the age of 70 years

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
878	575,676,855	98.17%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy) through Polling at the AGM and Number of Member voted through E-voting	Number of votes cast by them	% of total number of valid votes cast
19	10,736,804	1.83%



(iii) Invalid votes :

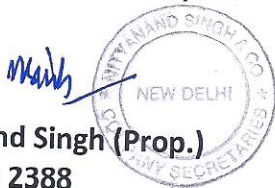
Total Number of Members whose votes were declared invalid	Total number of votes cast by them
11	1,706

6. A Compact Disc ('CD') containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The voting results as per Clause 35A of the Listing Agreement is enclosed at Annexure A.
8. The Register, all other papers and relevant records relating to electronic voting and poll shall were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For Nityanand Singh & Co.
(Company Secretaries)



Nityanand Singh (Prop.)
C.P. No.: 2388
Membership No.: 2668

Place: New Delhi
Dated: 04.12.2014

HCL Technologies Limited

Voting Results as per Clause 35A of the Listing agreement

Resolution	Promoter/ Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3= (2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
Resolution No. 1 Adoption of Accounts (Ordinary Resolution)	Promoter and Promoter Group	431,462,054	431,462,054	100.00%	431,462,054		74.45%	0.00%
	Public- Institutional holders	228,946,881	147,336,871	64.35%	144,799,920	2,536,951	24.98%	0.44%
	Public- Others	41,104,922	765,338	1.86%	765,338	-	0.13%	0.00%
	Total	701,513,857	579,564,263	82.62%	577,027,312	2,536,951	99.56%	0.44%
Resolution No. 2 Retirement of Mr. Srikant Madhav Datar as Director and not to fill the vacancy so caused (Ordinary Resolution)	Promoter and Promoter Group	431,462,054	431,462,054	100.00%	431,462,054		73.97%	0.00%
	Public- Institutional holders	228,946,881	151,104,518	66.00%	147,623,540	3,480,978	25.31%	0.60%
	Public- Others	41,104,922	765,338	1.86%	765,080	258	0.13%	0.00%
	Total	701,513,857	583,331,910	83.15%	579,850,674	3,481,236	99.40%	0.60%
Resolution No. 3 Re-appointment of Mr. Shiv Nadar as Director (Ordinary Resolution)	Promoter and Promoter Group	431,462,054	431,462,054	100.00%	431,462,054		73.65%	0.00%
	Public- Institutional holders	228,946,881	153,579,812	67.08%	124,044,144	29,535,668	21.17%	5.04%
	Public- Others	41,104,922	765,339	1.86%	765,235	104	0.13%	0.00%
	Total	701,513,857	585,807,205	83.51%	556,271,433	29,535,772	94.96%	5.04%
Resolution No. 4 Appointment of Statutory Auditors (Ordinary Resolution)	Promoter and Promoter Group	431,462,054	431,462,054	100.00%	431,462,054		74.17%	0.00%
	Public- Institutional holders	228,946,881	149,466,387	65.28%	138,164,005	11,302,382	23.75%	1.94%
	Public- Others	41,104,922	765,337	1.86%	765,336	1	0.13%	0.00%
	Total	701,513,857	581,693,778	82.92%	570,391,395	11,302,383	98.06%	1.94%
Resolution No. 5 Appointment of Mr. Srinivasan Ramanathan as an Independent Director (Ordinary Resolution)	Promoter and Promoter Group	431,462,054	431,462,054	100.00%	431,462,054		73.61%	0.00%
	Public- Institutional holders	228,946,881	153,942,250	67.24%	128,034,662	25,907,588	21.84%	4.42%
	Public- Others	41,104,922	765,338	1.86%	765,309	29	0.13%	0.00%
	Total	701,513,857	586,169,642	83.56%	560,262,025	25,907,617	95.58%	4.42%





Resolution	Promoter/ Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
Resolution No. 6								
Appointment of Mr. Amal Ganguli as an Independent Director (Ordinary Resolution)	Promoter and Promoter Group	431,462,054	431,462,054	100.00%	431,462,054		74.04%	0.00%
	Public- Institutional holders	228,946,881	150498064	65.73%	116,076,952	34,421,112	19.92%	5.91%
	Public- Others	41,104,922	765338	1.86%	765,332	6	0.13%	0.00%
	Total	701,513,857	582,725,456	83.07%	548,304,338	34,421,118	94.09%	5.91%
Resolution No. 7								
Appointment of Ms. Robin Ann Abrams as an Independent Director (Ordinary Resolution)	Promoter and Promoter Group	431,462,054	431,462,054	100.00%	431,462,054		74.07%	0.00%
	Public- Institutional holders	228,946,881	150298064	65.65%	128,112,155	22,185,909	21.99%	3.81%
	Public- Others	41,104,922	765338	1.86%	765,332	6	0.13%	0.00%
	Total	701,513,857	582,525,456	83.04%	560,339,541	22,185,915	96.19%	3.81%
Resolution No. 8								
Appointment of Mr. Keki Mistry as an Independent Director (Ordinary Resolution)	Promoter and Promoter Group	431,462,054	431,462,054	100.00%	431,462,054		73.63%	0.00%
	Public- Institutional holders	228,946,881	153757425	67.16%	127,801,888	25,955,537	21.81%	4.43%
	Public- Others	41,104,922	765338	1.86%	765,333	5	0.13%	0.00%
	Total	701,513,857	585,984,817	83.53%	560,029,275	25,955,542	95.57%	4.43%
Resolution No. 9								
Appointment of Dr. Sosale Shankara Sastry as an Independent Director (Ordinary Resolution)	Promoter and Promoter Group	431,462,054	431,462,054	100.00%	431,462,054		73.68%	0.00%
	Public- Institutional holders	228,946,881	153373796	66.99%	59,220,217	94,153,579	10.11%	16.08%
	Public- Others	41,104,922	765338	1.86%	765,309	29	0.13%	0.00%
	Total	701,513,857	585,601,188	83.48%	491,447,580	94,153,608	83.92%	16.08%
Resolution No. 10								
Appointment of Mr. Subramanian Madhavan as an Independent Director (Ordinary Resolution)	Promoter and Promoter Group	431,462,054	431,462,054	100.00%	431,462,054		73.97%	0.00%
	Public- Institutional holders	228,946,881	151104518	66.00%	146,557,111	4,547,407	25.12%	0.78%
	Public- Others	41,104,922	765338	1.86%	765,309	29	0.13%	0.00%
	Total	701,513,857	583,331,910	83.15%	578,784,474	4,547,436	99.22%	0.78%
Resolution No. 11								
Payment of Commission to Non-Executive Directors (Special Resolution)	Promoter and Promoter Group	431,462,054	431,462,054	100.00%	431,462,054		73.58%	0.00%
	Public- Institutional holders	228,946,881	154180250	67.34%	151,643,299	2,536,951	25.86%	0.43%
	Public- Others	41,104,922	765338	1.86%	765,052	286	0.13%	0.00%
	Total	701,513,857	586,407,642	83.59%	583,870,405	2,537,237	99.57%	0.43%
Resolution No. 12								
Continuation of Mr. Shiv Nadar as Managing Director of the Company beyond the age of 70 years Nadar	Promoter and Promoter Group	431,462,054	431,462,054	100.00%	431,462,054		73.58%	0.00%
	Public- Institutional holders	228,946,881	154186266	67.35%	143,449,612	10,736,654	24.46%	1.83%
	Public- Others	41,104,922	765339	1.86%	765,189	150	0.13%	0.00%
	Total	701,513,857	586,413,659	83.59%	575,676,855	10,736,804	98.17%	1.83%