

October 16, 2017

Mr. Girish Joshi

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai – 400 001

Mr. Avinash Kharkar

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051

Sub: Minutes of the Annual General Meeting held on September 21, 2017

Dear Sirs,

Enclosed please find a certified true copy of the minutes of the Annual General Meeting of the Company held on September 21, 2017.

This is for your information and records.

Thanking you,

Yours faithfully,
For **HCL Technologies Limited**



Manish Anand
Company Secretary

Encl:a/a

MINUTES OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF HCL TECHNOLOGIES LIMITED HELD ON THURSDAY, SEPTEMBER 21, 2017 AT 11.00 A.M. AT THE 'STEIN AUDITORIUM', HABITAT WORLD, INDIA HABITAT CENTRE, LODHI ROAD, NEW DELHI-110003 AND CONCLUDED AT 12:15 P.M.

Present-In-Person:

Mr. Shiv Nadar	Chairman and Chief Strategy Officer
Mr. Deepak Kapoor	Director
Ms. Nishi Vasudeva	Director
Ms. Roshni Nadar Malhotra	Director
Mr. R. Srinivasan	Director and Chairman of Nomination and Remuneration Committee
Mr. S. Madhavan	Director and Chairman of Stakeholders' Relationship Committee

In Attendance:

Mr. Nilangshu Katriar	M/s. S. R. Batliboi & Co. LLP, Statutory Auditors
Mr. Ashish Bihani	M/s. S. R. Batliboi & Co. LLP, Statutory Auditors
Dr. S. Chandrasekaran	M/s. Chandrasekaran Associates, Secretarial Auditor
Mr. Nityanand Singh	M/s. Nityanand Singh & Co., Scrutinizer
Mr. Manish Anand	Company Secretary

Mr. Shiv Nadar being the Chairman of the Company took the chair.

1,452 members Present in person representing 67,782 equity shares, 40 proxies representing 4,31,048 equity shares and 4 authorized representatives representing 167,18,49,644 equity shares were present.

The Register of Proxies was placed before the meeting and was made available for inspection by the members.

The Chairman confirmed that the quorum was present. Thereafter, the Chairman called the meeting to order.

The Chairman welcomed the members, proxies and authorized representatives to the 25th Annual General Meeting ('AGM') of the Company.

The Chairman informed that Mr. Keki Mistry, Chairman of the Audit Committee had expressed his inability to attend the AGM and authorized Mr. S. Madhavan, member of the Audit Committee to answer any queries on his behalf.

The Chairman also informed that the Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangements in which the Directors are interested, the Auditors' Certificate on the Employees Stock Option Plan of the Company, the Statutory Auditors' Report and the Secretarial Audit Report and all other documents / papers referred in the Notice and Explanatory Statement were available for inspection by the members present at the meeting, whether in person or through Proxy.

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For HCL TECHNOLOGIES LIMITED** 1



**MANISH ANAND
Company Secretary**

The Chairman addressed the meeting by giving a brief speech on the Company's business and performance.

With the permission of the members, the notice for the meeting was taken as read.

The Chairman informed that there were no qualifications, reservations, adverse remarks or disclaimer in the Statutory Auditors' Report on the Financial Statements as well as in the Secretarial Audit Report. The said reports were taken as read.

The Shareholders raised queries on the items of business which were responded by the Chairman.

The Chairman informed that in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided e-voting facility through the National Securities Depository Limited (NSDL) remote e-voting platform from September 17, 2017 (9:00 A.M. IST) to September 20, 2017 (5:00 P.M. IST) to the members holding shares either in physical or in demat form as on the cut-off date of September 14, 2017.

The Chairman then ordered a Poll for voting on all the resolutions set out at Item nos. 1 to 5 of the Notice convening the AGM by the members, present at the meeting, in person and by proxy, entitled to vote at the AGM. Only those members who have not cast their votes during the remote e-voting were allowed to cast their votes through the Poll process.

The Poll at the AGM was conducted from 11: 15 A.M. to 12:15 PM.

Mr. Nityanand Singh, Practicing Company Secretary who was appointed as the Scrutinizer for scrutinizing the voting done through remote e-voting was also appointed as the Scrutinizer for conducting voting through Poll at the AGM venue, in a fair and transparent manner, in accordance with the provisions of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014.

The Chairman informed that the consolidated results of the Poll conducted at the AGM and remote e-voting, along with the Scrutinizer's Report will be displayed in accordance with the provisions of the Companies Act, 2013 and Rules framed thereunder on the website of the Company, website of NSDL and shall also be submitted to the Stock Exchanges and the Notice Board of the Company.

The Chairman then thanked the members for sparing their valuable time and for the continued co-operation and support to the Company.

The Scrutinizer scrutinized the votes cast through remote e-voting and the votes cast through Poll at the AGM. The consolidated results were submitted to the Chairman of the meeting by the Scrutinizer vide his Report dated September 22, 2017.

The Chairman noted the Report and declared that all the resolutions have been duly approved with the requisite majority. Thereafter, the Chairman authorized Mr. Manish Anand, Company Secretary of the Company to announce the results to the Stock Exchanges and NSDL and to host the same on the website of the Company.

The results, as declared, are recorded hereunder as a part of the proceedings of the 25th AGM of the members of the Company held on September 21, 2017.

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For HCL TECHNOLOGIES LIMITED


MANISH ANAND
Company Secretary

ORDINARY BUSINESS

Item No. 1 – Adoption of Financial Statements (Ordinary Resolution)

“RESOLVED THAT the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon be and are hereby considered, approved and adopted.”

The consolidated results of remote e-voting and electronic Poll on the aforesaid resolution are as under:

Category	Mode of Voting	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
Promoter and Promoter Group	Remote e-voting	83,59,25,610	83,59,25,610	100.00	83,59,25,610	-	100.00	-
	Poll (Electronically)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	83,59,25,610	83,59,25,610	100.00	83,59,25,610	-	100.00	-
Public – Institutional holders	Remote e-voting	49,14,57,592	35,96,42,325	73.18	35,96,42,325	-	100.00	-
	Poll (Electronically)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	49,14,57,592	35,96,42,325	73.18	35,96,42,325	-	100.00	-
Public-Others	Remote e-voting	6,46,43,262	1,10,21,599	17.05	1,10,21,154	445	99.996	0.004
	Poll (Electronically)		1,411	0.00	1,411	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	6,46,43,262	1,10,23,010	17.05	1,10,22,565	445	99.996	0.004
Grand Total		1,39,20,26,464	1,20,65,90,945	86.68	1,20,65,90,500	445	99.99996	0.00004

The above resolution was duly approved with requisite majority.

Item No. 2 – Re-appointment of Mr. Sudhindar Krishan Khanna as Director (Ordinary Resolution)

“RESOLVED THAT Mr. Sudhindar Krishan Khanna (DIN: 01529178), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as the Director of the Company, liable to retire by rotation.”

The consolidated results of remote e-voting and electronic Poll on the aforesaid resolution are as under:

Category	Mode of Voting	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
Promoter and Promoter Group	Remote e-voting	83,59,25,610	83,59,25,610	100.00	83,59,25,610	-	100.00	-
	Poll (Electronically)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	83,59,25,610	83,59,25,610	100.00	83,59,25,610	-	100.00	-
Public – Institutional holders	Remote e-voting	49,14,57,592	37,90,85,719	77.13	36,57,12,263	1,33,73,456	96.47	3.53
	Poll (Electronically)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	49,14,57,592	37,90,85,719	77.13	36,57,12,263	1,33,73,456	96.47	3.53
Public-Others	Remote e-voting	6,46,43,262	1,10,21,189	17.05	1,10,18,116	3,073	99.97	0.03
	Poll (Electronically)		1,411	-	1,411	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	6,46,43,262	1,10,22,600	17.05	1,10,19,527	3,073	99.97	0.03
Grand Total		1,39,20,26,464	1,22,60,33,929	88.08	1,21,26,57,400	1,33,76,529	98.91	1.09

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For HCL TECHNOLOGIES LIMITED

Manish Anand

MANISH ANAND
Company Secretary

The above resolution was duly approved with requisite majority.

Item No. 3 – Ratification of appointment of Statutory Auditors (Ordinary Resolution)

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Board of Directors, the appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005) as the Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the remuneration of the Statutory Auditors for the financial year 2017-18 and reimburse their travelling and out of pocket expenses.”

The consolidated results of remote e-voting and electronic Poll on the aforesaid resolution are as under:

Category	Mode of Voting	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	$6=(4/2)*100$	$7=(5/2)*100$
Promoter and Promoter Group	Remote e-voting		83,59,25,610	100.00	83,59,25,610	-	100.00	-
	Poll (Electronically)	83,59,25,610	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	83,59,25,610	83,59,25,610	100.00	83,59,25,610	-	100.00	-
Public – Institutional holders	Remote e-voting		37,90,85,719	77.13	37,26,00,026	64,85,693	98.29	1.71
	Poll (Electronically)	49,14,57,592	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	49,14,57,592	37,90,85,719	77.13	37,26,00,026	64,85,693	98.29	1.71
Public-Others	Remote e-voting		1,10,20,715	17.05	1,10,19,291	1,424	99.99	0.01
	Poll (Electronically)	6,46,43,262	1,411	0.00	1,411	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	6,46,43,262	1,10,22,126	17.05	1,10,20,702	1,424	99.99	0.01
Grand Total		1,39,20,26,464	1,22,60,33,455	88.08	1,21,95,46,338	64,87,117	99.47	0.53

The above resolution was duly approved with requisite majority.

SPECIAL BUSINESS:

Item No. 4 – Re-appointment of Mr. Shiv Nadar as the Managing Director of the Company (Special Resolution)

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule V of the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded for the reappointment of Mr. Shiv Nadar (DIN-00015850) as the Managing Director of the Company under the designation of Chairman & Chief Strategy Officer for a period of 5 years from February 1, 2017 to January 31, 2022 on the terms and conditions including remuneration as set out below with the authority to the Board of Directors (hereinafter referred to as “the Board” which term shall include a Committee of

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Manish Anand

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Company Secretary

Directors) to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be decided by the Board from time to time.

- A. Salary, perquisites and allowances – Rs.5 crores per annum to be paid by the Company and/or its subsidiaries.

The perquisites, as aforesaid, shall include (i) maintenance of residences including provision of furnishings, utilities (including gas, electricity and water), security, and domestic help, (ii) medical facilities (including hospitalization) for self and family as well as coverage under the Company's health insurance plans, (iii) chauffeur driven vehicles for personal use, (iv) leave travel assistance as per Company policy, (v) any other 'perquisites' as per the policy / rules of the Company in force and/or as may be approved by the Board and (vi) Retiral benefits as per the policy / rules of the Company in force and/or as may be approved by the Board.

- B. In addition to the above, he will also be entitled to the following benefits:

1. Computer and communication facilities at home at cost to the Company;
2. Travel as per Company rules;
3. Chauffeur driven cars.

- C. The aforesaid perquisites, allowances and other benefits shall be evaluated, wherever applicable, as per the provisions of the Income-Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof.

- D. Subject to superintendence, control and directions of the Board, he shall perform such duties and functions as would be commensurate with his position as the Managing Director of the Company and as may be delegated to him by the Board from time to time.

- E. The appointment shall not be subject to retirement by rotation.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to make any alterations, variations and modifications in the terms of appointment including an increase in salary, perquisites and allowances and/or remuneration by way of incentive / bonus / performance linked incentive from time to time, as the Board may in its absolute discretion deem fit, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all necessary acts, deeds and things that may be required to give effect to the above resolution."

The consolidated results of remote e-voting and electronic Poll on the aforesaid resolution are as under:

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For HCL TECHNOLOGIES LIMITED


MANISH ANAND
Company Secretary

Category	Mode of Voting	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
Promoter and Promoter Group	Remote e-voting	83,59,25,610	83,59,25,610	100.00	83,59,25,610	-	100.00	-
	Poll (Electronically)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	83,59,25,610	83,59,25,610	100.00	83,59,25,610	-	100.00	-
Public – Institutional holders	Remote e-voting	49,14,57,592	37,85,49,259	77.03	32,86,81,970	4,98,67,289	86.83	13.17
	Poll (Electronically)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	49,14,57,592	37,85,49,259	77.03	32,86,81,970	4,98,67,289	86.83	13.17
Public-Others	Remote e-voting	6,46,43,262	1,10,14,737	17.04	1,10,13,387	1,350	99.99	0.01
	Poll (Electronically)		1,411	-	1,411	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	6,46,43,262	1,10,16,148	17.04	1,10,14,798	1,350	99.99	0.01
Grand Total		1,39,20,26,464	1,22,54,91,017	88.04	1,17,56,22,378	4,98,68,639	95.93	4.07

The above resolution was duly approved with requisite majority.

Item No. 5 – Appointment of Mr. Deepak Kapoor as an Independent Director of the Company (Ordinary Resolution)

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Deepak Kapoor (DIN - 00162957) who was appointed as an Additional Director of the Company with effect from July 26, 2017 under Section 161 of the Act, to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Non-executive Director of the Company, not liable to retire by rotation, to hold office for a term of five years commencing from July 26, 2017 and ending on July 25, 2022.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalise and issue the letter of 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.”

The consolidated results of remote e-voting and electronic Poll on the aforesaid resolution are as under:

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For HCL TECHNOLOGIES LIMITED

Manish Anand
MANISH ANAND
Company Secretary

Category	Mode of Voting	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	$6=(4/2)*100$	$7=(5/2)*100$
Promoter and Promoter Group	Remote e-voting	83,59,25,610	83,59,25,610	100.00	83,59,25,610	-	100.00	-
	Poll (Electronically)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	83,59,25,610	83,59,25,610	100.00	83,59,25,610	-	100.00	-
Public – Institutional holders	Remote e-voting	49,14,57,592	37,74,09,078	76.79	36,89,29,718	84,79,360	97.75	2.25
	Poll (Electronically)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	49,14,57,592	37,74,09,078	76.79	36,89,29,718	84,79,360	97.75	2.25
Public- Others	Remote e-voting	6,46,43,262	1,10,21,310	17.05	1,10,19,000	2,310	99.98	0.02
	Poll (Electronically)		1,411	-	1,411	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	6,46,43,262	1,10,22,721	17.05	1,10,20,411	2,310	99.98	0.02
Grand Total		1,39,20,26,464	1,22,43,57,409	87.96	1,21,58,75,739	84,81,670	99.31	0.69

The above resolution was duly approved with requisite majority.

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Manish Anand
MANISH ANAND
Company Secretary