

HCL TECHNOLOGIES LIMITED

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NOTICE

NOTICE is hereby given that the 29th Annual General Meeting (“AGM”) of the members of HCL Technologies Limited (“Company”) will be held on Friday, 27th day of August, 2021 at 11:00 A.M. (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), as mentioned in the notes to this Notice, to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statements along with the Reports of the Board of Directors and of the Auditors thereon

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and of the Auditors thereon.

Item No. 2 - Re-appointment of Mr. Shikhar Malhotra as a Director liable to retire by rotation

To re-appoint Mr. Shikhar Malhotra (DIN - 00779720), who retires by rotation and being eligible, offers himself for re-appointment as a Director, liable to retire by rotation.

SPECIAL BUSINESS:

Item No. 3 - Re-appointment of Mr. Deepak Kapoor 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 and 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(s) 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, Mr. Deepak Kapoor (DIN - 00162957), who is currently serving as an Independent Director of the Company up to July 25, 2022, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is 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 his candidature for the office of an Independent 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 July 26, 2022 to July 25, 2027.”

“**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.”

Item No. 4 - Appointment of Ms. Vanitha Narayanan as an Independent Director 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 Sections 149, 150 and 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(s) 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. Vanitha Narayanan (DIN - 06488655), who was appointed as an Additional Director of the Company with effect from July 19, 2021 to hold office as an Independent Director in terms of Section 161(1) of the Act 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 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 an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from July 19, 2021 to July 18, 2026.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to finalize 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.”

Item No. 5 - Appointment of Mr. C. Vijayakumar as a Director 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 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(s) thereof for the time being in force), applicable laws and the Articles of Association

of the Company, Mr. C. Vijayakumar (DIN - 09244485), who was appointed as an Additional Director of the Company w.e.f. July 20, 2021 to hold office till the date of the Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolution.”

Item No. 6 - Appointment of Mr. C. Vijayakumar as the Managing Director 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 Sections 196, 197, 198, 201 and 203 read with Schedule V of the Companies Act, 2013 (“Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to the approval of the Central Government and on such conditions and modifications as may be prescribed or imposed, if any, whilst granting such approval, the approval of the members of the Company be and is hereby accorded to the appointment of Mr. C. Vijayakumar (DIN - 09244485), as the Managing Director of the Company with the designation of ‘*CEO & Managing Director*’, to hold office for a period of five years with effect from July 20, 2021 to July 19, 2026 on the terms and conditions of appointment including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting with authority to the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. C. Vijayakumar, subject to the provisions of the Act and applicable laws.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolution including for obtaining necessary approvals in relation thereto.”

Item No. 7 - Approval for payment of advisory fee and extension of facilities & benefits to Shri Shiv Nadar as the Chairman Emeritus and Strategic Advisor to the Board

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

“RESOLVED THAT pursuant to the provisions of Section 188 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(s) thereof for the time

being in force), the approval of the members of the Company be and is hereby accorded for making payment of advisory fee and extending facilities & benefits to Shri Shiv Nadar as the ‘*Chairman Emeritus and Strategic Advisor to the Board*’ for a term of five years commencing from July 20, 2021 to July 19, 2026, as approved by the Board of Directors and as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting with authority to the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the aforesaid fee and benefits in such manner as may be agreed to between the Board of Directors and Shri Shiv Nadar.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolution.”

By order of the Board of Directors
For **HCL Technologies Limited**

Date: August 3, 2021
Place: New Delhi

Manish Anand
Company Secretary
Membership No.: FCS-5022

IMPORTANT NOTES:-

1. In view of the continuation of the COVID-19 pandemic and the consequent social distancing norms to be followed, the Ministry of Corporate Affairs (“MCA”) has issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 (hereinafter collectively referred to as the “*MCA Circulars*”). Pursuant to the MCA Circulars, physical attendance of the members at the Annual General Meeting (‘AGM’) venue is not required and AGM can be held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”). Hence, in compliance with the MCA Circulars, members can attend and participate and vote in the ensuing AGM through VC/OAVM.

The above MCA Circulars read with the Securities Exchange Board of India (“SEBI”) Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (“SEBI Circulars”) (MCA Circulars and SEBI Circulars hereinafter collectively referred to as “COVID Circulars”) also temporarily dispense with the requirement of sending the physical copies of the AGM Notice and Annual Report to the members. Accordingly, this Notice of the AGM along with the Annual Report 2020-21 are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories.

Members may note that the copies of the Notice of the AGM and Annual Report are also available on the website of the Company at 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 and www.nseindia.com, respectively, and website of National

Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com, the agency for facilitating e-voting (including remote e-voting) for the AGM.

In view of the above, the ensuing AGM shall be convened through VC / OAVM in compliance with the applicable provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the COVID Circulars.

2. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and the COVID Circulars, the Company is providing the facility of e-voting (including remote e-voting) to its members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system during remote e-voting period as well as e-voting during the AGM will be provided by NSDL.
3. In accordance with the COVID Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, Institutional / Corporate members (i.e. other than individuals/ HUF, NRI etc.) are required to send scanned copy of its board or governing body resolution/ authorization etc., for authorizing their representatives to attend the AGM through VC / OAVM on their behalf and to cast vote through e-voting (including remote e-voting). The said resolution/ authorization shall be sent to the Scrutinizer by e-mail at its registered e-mail address at officenns@gmail.com with a copy marked to evoting@nsdl.co.in.
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.
5. Members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the AGM Notice. The facility of participation in the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include Large Shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee and Auditors etc. who are allowed to attend the AGM without any restriction.

Members who are entitled to participate in the AGM but cannot join the meeting due to restriction as above will be able to view the proceedings of the AGM by logging onto the e-voting website of NSDL using their secure login credentials.

6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The recorded transcript of the AGM shall also be made available on the website of the Company at www.hcltech.com as soon as possible after the conclusion of AGM.

8. In order to facilitate its members to receive the AGM Notice and the Annual Report (2020-21) electronically, cast their vote through e-voting (including remote e-voting) and attend virtual AGM, the Company has made special arrangement with its Registrar and Share Transfer Agent (“RTA”) for temporary registration of e-mail addresses. 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 and complete the registration process as guided therein.
- Post successful registration of the e-mail, the members would get soft copy of the AGM Notice and the Annual Report (2020-21) and the procedure for e-voting (including remote e-voting) and / or attending virtual AGM, along with the User ID and Password. In case of any queries, members may write to RTA at mt.helpdesk@linkintime.co.in.

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

For shares held in Physical form	<ol style="list-style-type: none"> 1. Visit the link: https://web.linkintime.co.in/EmailReg/Email_Register.html 2. Select the company name viz. HCL Technologies Limited. 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.
For shares held in Dematerialized form	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 demat accounts are maintained.

9. As the AGM will be held through VC/OAVM, the route map, proxy form and attendance slip are not required and accordingly, not attached to this Notice.
10. Brief profile of the Directors to be appointed / re-appointed including nature of their expertise, names of companies in which they hold directorships and committee memberships, shareholding in the Company and relationships with other directors etc., are provided under Annexure A of this Notice.
11. An Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts relating to the Special Businesses to be transacted for the AGM forms part of this Notice.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act, will be available electronically for inspection during the AGM at NSDL e-voting system at www.evoting.nsdl.com. The members may inspect these records by using their secure login credentials. All other documents referred to in this Notice

will also be available for inspection in electronic mode without any fee by the members from the date of circulation of this Notice till the date of the AGM. Members seeking to inspect such documents can send an e-mail to investors@hcl.com.

13. Members are requested to note that as per Section 124 of the Act, the dividend remaining unclaimed / unpaid for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ("IEPF"). In addition, as per Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended from time to time, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the IEPF Authority within such period as may be prescribed by the MCA.

In the event of transfer of shares and the unclaimed dividend to IEPF, members are entitled to claim the same from the IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5.

14. The status of dividends remaining unpaid/ unclaimed along with the respective due dates of transfer to IEPF is provided in the Annual Report.
15. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in demat form are therefore, requested to submit PAN details to the Depository Participant(s) with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Link Intime India Private Limited or to the Secretarial Department of the Company.
16. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of requests received for transmission or transposition of securities. In view of the above and the inherent benefits of holding shares in electronic form, we urge the members holding shares in physical form to opt for dematerialization.
17. The members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as on the **Friday, August 20, 2021 ("Cut-off date")** and who are otherwise not barred to cast their vote, are entitled to vote electronically either through remote e-voting or e-voting during AGM, on the Resolutions 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.

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 Monday, August 23, 2021

End of e-voting: At 05:00 p.m. (IST) on Thursday, August 26, 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. However, those members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions during the remote e-voting period and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

18. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and becomes member of the Company after the Notice is sent through e-mail and holding shares as of the Cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing User ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "[Forgot User Details/Password](#)" or "[Physical User Reset Password](#)" option available on www.evoting.nsdl.com or call on toll free no. 1800-1020-990 and 1800-224-430 .

In case of Individual shareholders holding securities in demat mode who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the Cut-off date may follow steps mentioned in the Notice of the AGM under "[Access to NSDL e-voting system](#)".

19. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names as per the Register of Members of the Company, will be entitled to attend and / or vote at the AGM.
20. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained, in case of shares held in physical form, from the RTA or the Secretarial Department of the Company, and in case of shares held in demat form, from their respective Depository Participant(s).

21. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE AGM VIRTUALLY ARE AS UNDER:

The way to vote electronically on NSDL e-Voting system and joining virtual AGM consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Log-in method for remote e-Voting and joining virtual AGM for the Individual Shareholders/Members 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
<p>Individual member holding securities in demat mode with NSDL</p>	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> i. Visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. ii. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 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. iv. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. v. Click on company name or e-Voting service provider (“ESP”) i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> i. Option to register is available at https://eservices.nsd.com. ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Please follow the steps given in points (iii - v) of Point A <p>B. e-Voting website of NSDL</p> <ol style="list-style-type: none"> i. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” section. 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. 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 or joining virtual meeting and e-Voting during the meeting.
<p>Individual members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 the e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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 e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. iii. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration iv. Alternatively, the user can directly access e-Voting page by providing Demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & E-mail as recorded in the demat Account. After successful authentication, the user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual member (holding securities in demat mode) login through their Depository Participants</p>	<ol style="list-style-type: none"> 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. ii. Upon logging in, you will be able to see the e-Voting option. After click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. iii. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 or 022-23058542 / 43

B. Log-in method for remote e-Voting and joining virtual AGM for the 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?

- 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.
- Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” section.
- 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.

- 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*****

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

- 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**.
- 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.
 - “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by the aforesaid two options, you can send a request at 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.
- c) In case of any queries / grievances, 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 or call on toll free no.: 1800-1020-990 or 1800-224-430 or send a request at 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, who will also address the grievances connected with the voting by electronic means.

Step 2: Cast your vote electronically and Join virtual AGM on NSDL e-Voting system

How to cast your vote electronically and join virtual meeting on NSDL e-Voting system?

1. 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 and general meeting is in active status.
2. Select “**EVEN**” of Company for which you wish to cast your vote during the remote e-Voting period or at during the AGM. For joining the virtual meeting, you need to click on “[VC/OAVM](#)” link placed under “[Join General Meeting](#)”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting the appropriate option *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:

- a) Institutional / Corporate Shareholders (*i.e.* other than individuals, HUF, NRI etc.) are required to send scanned copy (.pdf/.jpeg format) of the relevant board resolution / authority letter etc. with the attested specimen signatures of the duly authorized signatory(ies) who are authorized to vote and attend the AGM through VC/OAVM on their behalf. The said documents shall be sent to the Scrutinizer by e-mail through its registered e-mail address to officenns@gmail.com with a copy marked to evoting@nsdl.co.in.
- b) 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 to reset the password.

22. The 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.
23. The Company has appointed M/s. Nityanand Singh & Co., Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM, in a fair and transparent manner.
24. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall after the conclusion of the AGM submit a consolidated Scrutinizer’s Report of the total votes cast in favor of or against, if any, to the Chairperson of the Company (or to such other person authorized by the Chairperson in writing) on or before Monday, August 30, 2021.
25. The results of remote e-voting and e-voting during the AGM, on the resolutions shall be aggregated and declared after the conclusion of AGM of the Company by the Chairperson or any director or any other person authorised by the Chairperson and the resolutions will be deemed to be passed on the date of the AGM, subject to receipt of the requisite numbers of votes in favour of the resolutions.

The results of the voting along with the Scrutinizer’s report shall be placed on the Company’s website at www.hcltech.com and on the website of NSDL at www.evoting.nsdl.com immediately after their declaration. The results shall also be immediately communicated to BSE and NSE. The results of the voting will also be displayed on the notice board of the Company at its Registered Office and its Corporate Office.

I. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER

The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned at point no. 21 above for remote e-voting. Only those members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

II. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for access to NSDL e-Voting system. After successful login, you can see “[VC/OAVM](#)” link placed under “[Join General Meeting](#)” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further, members can also use the OTP based login for logging into the e-voting system of NSDL.
- Members are encouraged to join the AGM through laptops / desktops with high-speed internet connectivity for better experience. Participants connecting from mobile devices or tablets or through laptops via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- Members will be required to turn - on their camera while speaking at the AGM.
- Members who would like to express their views/ ask questions as a speaker during the AGM may pre - register themselves by sending their questions in advance along with their name, demat account number/folio number, e-mail ID and mobile number, from their registered e-mail address, at investors@hcl.com before Monday, August 23, 2021 (5:00 p.m. IST) and the same will be replied by the Company suitably.
- Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time during the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT

Item No. 3

Mr. Deepak Kapoor was appointed as an Additional Director on the Board of the Company on July 26, 2017. His appointment as an Independent Director of the Company was approved by the members in the AGM held on September 21, 2017. His first term as an Independent Director shall expire on July 25, 2022.

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 his expertise, integrity, skills, experience, knowledge and positive outcomes of performance evaluation, the Nomination and Remuneration Committee (“NRC”) recommended the re-appointment of Mr. Deepak Kapoor as an Independent Director for a second term of five consecutive years effective from July 26, 2022 till July 25, 2027. The Board of Directors in its meeting held on July 19, 2021, on the basis of the recommendations of the NRC, has recommended the said re-appointment to the members of the Company for their approval.

In the opinion of the Board of Directors, Mr. Deepak Kapoor fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Appointment Rules”) and the Listing Regulations for his re-appointment as an Independent Director of the Company for a further period of five consecutive years and he is independent of the management.

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

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

In terms of Section 160(1) of the Act, the Company has received a notice in writing from a member of the Company proposing the candidature of Mr. Deepak Kapoor for his re-appointment to the office of an Independent Director.

Brief profile of Mr. Deepak Kapoor

Mr. Deepak Kapoor (DIN - 00162957) is a fellow member of the Institute of Chartered Accountants of India, a fellow member of the Institute of Company Secretaries of India and a member of the Certified Fraud Examiners, USA.

He is the former Chairman & CEO of PwC India. He took retirement from PwC in March, 2017 after having been associated with it for 39 years. During his illustrious career with PwC, he served in various leadership and client service roles in India and overseas. He was also a member of the PwC Global Strategy Council, led the Deals practice for PwC India and was also the leader of Telecom, Entertainment and Media practice.

He has extensive experience/ expertise in areas relating to financial reporting, audit, merger and acquisitions, crisis management and corporate advisory work. His experience in India and overseas encompasses multiple sectors including Consumer products,

Manufacturing, Telecom, Technology, Healthcare, Entertainment and Media.

Mr. Deepak Kapoor is a member of the Audit Committee and Risk Management Committee of the Company.

Additional information in respect of Mr. Deepak Kapoor, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

The draft terms and conditions of his 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 Mr. Deepak Kapoor and his relatives, are in any way concerned or interested, financially or otherwise in this Resolution.

The Board recommends the Resolution set out at Item no. 3 of this Notice for approval of the members as a Special Resolution.

Item No. 4

Pursuant to the provisions of Sections 161(1) and 149 and other applicable provisions of the Act and rules made thereunder, the Listing Regulations and the Articles of the Association of the Company, and on considering the expertise, integrity, skills, experience, knowledge of Ms. Vanitha Narayanan (DIN - 06488655), the Board of Directors of the Company on the basis of the recommendations of the NRC, has appointed her as an Additional Director to hold office as an Independent Director of the Company with effect from July 19, 2021.

An Additional Director can hold office up to the date of the next AGM of the Company and can be appointed as an Independent Director for a term of five consecutive years, subject to the approval of the members of the Company. In view of this, it is proposed to appoint Ms. Vanitha Narayanan as an Independent Director on the Board of the Company for a term of five consecutive years commencing from July 19, 2021 till July 18, 2026.

In the opinion of the Board of Directors, Ms. Vanitha Narayanan fulfils the conditions specified in the Act, the Appointment Rules and the Listing Regulations for her appointment as an Independent Director of the Company and she is independent of the management.

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

The Company has received all necessary declarations and confirmations from Ms. Vanitha Narayanan including (i) consent in writing to act as an Independent Director in Form DIR-2 pursuant to Rule 8 of the Appointment Rules, 2014, (ii) intimation in Form DIR-8 pursuant to the Appointment 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 such statutory authority from being appointed or continuing as director of companies.

In terms of Section 160(1) of the Act, the Company has received a notice in writing from a member of the Company proposing the candidature of Ms. Vanitha Narayanan for her appointment to the office of an Independent Director.

Brief profile of Ms. Vanitha Narayanan

Ms. Vanitha Narayanan (DIN - 06488655) is a BA from Stella Maris College, Madras, MBA (Marketing & Advertising) from University of Madras and MBA (Management Information Systems & Accounting) from University of Houston. She is a senior Global executive and Board leader with a successful track record spanning three decades in technology and telecommunications.

In 2020, she retired after a career spanning three decades at IBM where she held multiple key roles leading large businesses in the United States, Asia-Pacific and India geographies. These roles included serving as Managing Director & Chairperson of IBM India, Vice President for the Communications Sector across Asia Pacific, Vice President for Global Telecommunications Solutions and finally Managing Director for a strategic Telecom client before her retirement.

Ms. Vanitha Narayanan has a reputation for her deep industry expertise in Telecom, Transforming businesses, unwavering client focus and passion for continuous learning. She played a significant role as leader and influencer across industry bodies during her decade in India.

She was the first woman chairperson of AMCHAM India (2015-2016) and served as a member on the National Executive Board from 2014-18. She was on the executive council of National Association of Software and Services Companies (NASSCOM) 2016-18 and on the Catalyst India Advisory Board. She also served as the Chairperson of the Board of Governors for National Institute of Technology (NIT), Suratkal (2014-2017) and was a member of the National Council of Confederation of Indian Industry (CII) and served as Co-Chair of National Committee for MNCs. Vanitha was named one of the 'Most Powerful Women' in Business in India by both Fortune India (2016-2017) and Business India (2014-2017), one of the 12 Global Indian Super Women of 2016 by CXOToday and conferred with the Degree of Doctor of Letters by the LNM Institute of Information Technology.

Ms. Vanitha Narayanan is passionate about mentorship, elevating the presence of women in technology and advising corporations as they strive to hit key growth milestones.

Additional information in respect of Ms. Vanitha Narayanan, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

The draft terms and conditions of her 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. Vanitha Narayanan and her relatives, are in any way concerned or interested, financially or otherwise in this Resolution.

The Board recommends the Resolution set out at Item no. 4 of this Notice for approval of the members as an Ordinary Resolution.

Item No. 5 & 6

The Board of Directors (“Board”), on the recommendations of the Nomination and Remuneration Committee (“NRC”), at its meeting held on July 19, 2021, appointed Mr. C. Vijayakumar as an Additional Director of the Company, liable to retire by rotation, with effect from July 20, 2021 as per the provisions of the Act and the Articles of the Association of the Company.

The Board, at the same meeting, considered and accepted Shri Shiv Nadar’s desire to step down as the Managing Director as well as the Director of the Company and decided to appoint Mr. C. Vijayakumar, President & Chief Executive Officer of the Company as the Managing Director of the Company with a designation of Chief Executive Officer and Managing Director (“*CEO & Managing Director*”) for a period of five years, subject to the approval of the Members of the Company and such regulatory authorities that may be required. His appointment has been recommended by the NRC. The Audit Committee has also approved the terms and conditions of his appointment including remuneration, as he, being the key managerial personnel, is a related party in terms of the Section 2(76) of the Companies Act, 2013 (“Act”).

In terms of the provisions of Section 161 of the Act, he holds office of the Additional Director only up to the date of this Annual General Meeting of the Company and is eligible for appointment as a Director subject to the approval of the members of the Company.

The Company has received a notice in writing from a member of the Company under Section 160(1) of the Act proposing his candidature for the office of a Director of the Company and has also received the requisite consent/declarations from Mr. C. Vijayakumar for his appointment under the Act.

Mr. C. Vijayakumar is not a resident of India in terms of Part I of Schedule V to the Act, and hence the said appointment shall be subject to approval of the Central Government in terms of Section 196(4) read with Section 201 and Schedule V to the Act.

Brief profile of Mr. C. Vijayakumar

Mr. C. Vijayakumar is a graduate in Electrical & Electronics Engineering from P.S.G. College of Technology, Tamil Nadu, India. He joined HCL in 1994 as a member of the core team that designed and implemented India’s first ever fully automated trading network at the National Stock Exchange of India Limited. With a strategic vision and global outlook, he relentlessly reinvented himself to emerge as a leader who could span the breadth of technologies and deftly navigate the shifting industry landscape.

Mr. C. Vijayakumar has been the President & Chief Executive Officer of the Company since October 20, 2016. As the Company’s CEO, he has spearheaded HCL’s initiatives to leverage the transformative nexus of forces such as Digitalization, Internet of Things, Cloud, Cybersecurity, and Artificial Intelligence through a strategic blueprint called ‘Mode 1-2-3.’ His very recent efforts on adding products and platforms to the Company’s portfolio have already resulted in a billion-dollar run-rate for the business, the fastest acceleration of its kind in the industry.

All these strategic bets have resulted in HCL becoming one of the fastest growing large global technology company in the world. His personal leadership on this journey has been lauded across industry, most recently by the leading magazine, Business Today, that rated him as the ‘Best CEO of the Year, 2020’ in the IT/ITES industry.

Previously, as President of HCL’s Infrastructure Services Business, he led its exponential growth and market dominance over the years, leading to a contribution of nearly 40% to HCL’s revenues today. He is widely credited with having been part of the founding team that founded the Remote Infrastructure Management proposition, which today is a multi-billion-dollar global industry.

Over the years, he has held several Technology, Business & Operational leadership positions at HCL and is widely recognized in the industry for his strategic thinking and impeccable execution. He is currently the Chairman of the World Economic Forum’s IT Governor’s Community as well as a Board Member of the US-India Business Council.

He is deeply invested in promoting sustainable business practices in the communities where HCL operates in, with an emphasis on advancing STEM learning for the youth and is also a passionate champion of the Diversity and Talent transformation agenda.

Additional information in respect of Mr. C. Vijayakumar, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

The key terms and conditions of appointment including remuneration of Mr. C. Vijayakumar (hereinafter referred to as “CEO & MD”) are given below:

A. Tenure of Appointment

The appointment as CEO & MD is for a period of five years with effect from July 20, 2021.

B. Nature of Duties

The CEO & MD shall devote his whole time and attention to the business of the Company and its subsidiaries and shall perform such duties as may be entrusted to him and exercise such powers as may be assigned to him by the Board from time to time, subject to the superintendence, control and direction of the Board in connection with and in the best interests of the business of the Company and its subsidiaries, including performing duties as assigned to the CEO & MD from time to time by serving on the Boards of such subsidiaries, associate companies, joint venture companies or any other executive body or any committee of these companies.

C. Base location

Currently, large part of the business of the Company is in the USA, therefore, the CEO & MD will be based in the USA. The Board may decide to change his base location as and when the Board deems fit in the interest of the Company.

D. Remuneration

- 1) **Base Salary:** US \$ 2,000,000 per annum, to be paid at such intervals as per the requirements of his base location and the Act. The annual increments, which shall not exceed 10% of the last drawn salary, will be decided by the Board based on the recommendations of the NRC and the Audit Committee and will be performance-based also taking into account the Company's performance.
- 2) **Performance linked Incentive:** US \$ 2,000,000 per annum. The performance parameters for payment of the performance linked Incentive each year shall be decided by the Board. Any amount not paid in any year or paid short in any year shall be carried forward to subsequent years as per the discretion of the Board.
- 3) **Long Term Incentive (LTI) / Stock Options / RSUs:** The CEO & MD will be eligible for the LTI. The parameters and other conditions including the intervals, milestones, tranches to receive the LTI shall be decided by the Board or the NRC which shall be for the financial years ending March 31, 2022 till March 31, 2026. The aggregate LTI for these financial years shall be US \$ 31,500,000.

Within the aforesaid limit of US \$ 31,500,000, the CEO & MD may be granted Stock Options / RSUs in terms of the Company's Stock Option Plan(s) that may be formulated from time to time, and if the Stock Options / RSUs are so granted, the LTI to the extent of value of Stock Options / RSUs, as determined by the Board, shall stand reduced.

- 4) **Perquisites:** The CEO & MD shall be entitled to perquisites, allowances, benefits, facilities and amenities (hereinafter referred to as "Perquisites") including membership fees of clubs, car allowance for running / maintenance of car and any other 'perquisites' as per the policy / rules of the Company in force or as may be approved by the Board from time to time. The aggregate value of the perquisites shall be US \$ 24,000 per annum.

In addition to the above, the CEO & MD shall also be entitled to the following benefits as per policy / rules of the Company in force or as may be approved by the Board from time to time:

- a. Company Car(s) which shall include all costs towards lease/finance, maintenance, accessories, and insurance cost.
- b. Entitled to travel in terms of the travel policy of the Company, as amended from time to time, and any exceptions to be approved by the NRC. The CEO & MD may also be provided housing facilities in New York, London and such other place(s) as may be required due to frequent business travel to such place(s) and the overall amount for providing such housing facilities shall not exceed US \$ 360,000 per annum.
- c. Medical benefits as per the Medical Plan / Policy.
- d. Leaves as set forth in the Company's leave policy. He will also be entitled for 10 days of vacation per annum.

- e. Company's contribution towards social security as per the Company's Plan in this regard.

- 5) The total remuneration including all benefits and perquisites as stated above, payable to the CEO & MD shall be within the maximum amount permissible under Section 197 of the Act read with Schedule V of the Act and any other applicable provisions of the Act.
- 6) Currently, as the base location of the CEO & MD is USA, he would be on the rolls of HCL America Inc., a wholly owned step-down subsidiary of the Company incorporated in the USA, and will be paid remuneration from this subsidiary. The Board may from time to time decide that the CEO & MD can be paid remuneration either by the Company or by any of its wholly owned subsidiary/ies or partly by the Company and partly by its wholly owned subsidiary (ies). Accordingly, for the purpose of the payment / terms of remuneration, the word "Company" shall include its wholly owned subsidiary (ies). The remuneration can be paid in US dollars or equivalent in any other currency.

E. Other terms and conditions of Appointment

- 1) The terms and conditions of the appointment including remuneration of the CEO & MD may be altered and varied from time to time by the Board as it may, in its discretion deem fit, subject of the limits/conditions stipulated in the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the CEO & MD, subject to such approvals as may be required.
- 2) The appointment as the Managing Director may be terminated by either party by giving to the other party six months' notice of such termination. However, the Company will have an option to terminate the services on immediate basis or by a shorter notice by paying remuneration in lieu thereof.
- 3) The employment of the CEO & MD may be terminated by the Company without notice or payment in lieu of notice:
 - a. if the CEO & MD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
 - b. in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the CEO & MD of any of the stipulations imposed by the Company.
- 4) Upon the termination, by whatever means, of the CEO & MD's employment:
 - a. the CEO & MD shall immediately cease to hold offices (including office of a Director) held by him in the Company, its subsidiaries or associated companies or joint venture companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and unless the Board of Directors

of the Company decide otherwise, shall resign as trustee of any trusts connected with the Company.

- b. the CEO & MD shall not without the prior written consent of the Company, at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies or joint venture companies.
- 5) All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the CEO & MD, unless specifically provided otherwise.
- 6) The CEO & MD shall adhere with the Company's Code of Business Ethics and Conduct and all other Company's Codes that are applicable to him as an Employee or as a Director. He shall not enter into any transactions that have a conflict of interest with the Company.
- 7) In the event that the term as Managing Director expires or is terminated for any reason whatsoever, the CEO & MD will cease to be the CEO & MD, and also cease to be a Director unless the Board in its sole and absolute discretion decides that he can continue as a Director of the Company. If at any time, the CEO & MD ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the CEO & MD.

In compliance with the provisions of Sections 152, 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, and subject to the approval of the Central Government as mentioned above, the terms and conditions of appointment including remuneration of Mr. C. Vijayakumar as a Director as well as the CEO & MD as specified above are now being placed before the Members of the Company for their approval. The Board recommends the Resolutions at Item Nos. 5 and 6 for approval by the Members as Ordinary Resolutions.

Except Mr. C. Vijayakumar and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolutions as set out at Item Nos. 5 and 6 of the Notice.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Act.

Item No. 7

Shri Shiv Nadar on completing 76 years of age and after successfully leading HCL group for almost 45 years had expressed his desire to step down as the Director as well as the Chief Strategy Officer and Managing Director of the Company. Accordingly, he tendered his resignation as the Chief Strategy Officer and Managing Director as well as the Director of the Company with effect from the close of business hours on July 19, 2021. He also resigned as a Director of HCL America Inc., a wholly owned step-down subsidiary of the Company with effect from close of business hours on July 19, 2021.

Shri Shiv Nadar has made huge contributions to the spectacular success of HCL during all these years. Under his guidance, the

Company has continued to ride the waves of the changing IT landscape, remaining at the forefront of every technological revolution.

Considering his tremendous experience as one of the pioneers of the computing and IT industry in India and considering his vast knowledge, experience, and wisdom in the business of the Company and the industry to which the Company belongs, the Board of Directors (hereinafter referred to as "Board") on the recommendations of the Nomination and Remuneration Committee ("NRC"), considered Shri Shiv Nadar's continued association with the Company to be in the long-term interest of the Company and all its stakeholders, and unanimously requested Shri Shiv Nadar to continue to mentor and guide the Board and accept an advisory role to the Board of the Company. On unanimous request of the Company's Board, Shri Shiv Nadar accepted this request.

In view of the above, the Board, pursuant to the recommendations of the NRC and approval by the Audit Committee, in its meeting held on July 19, 2021 unanimously conferred upon Shri Shiv Nadar the status and title of 'Chairman Emeritus' and appointed him as the Strategic Advisor to the Board, for with a title of '*Chairman Emeritus & Strategic Advisor to the Board*' for a term of five years w.e.f. July 20, 2021. In this role, Shri Shiv Nadar will, *inter-alia*, mentor, guide and provide perspective to the Board and the management on matters relating to strategy, new business opportunities and corporate governance related matters, and continue to build/ contribute to the Company's image and brand equity.

He will be a permanent invitee to the meetings of the Board of the Company or any of its committees. He will attend the meetings of the Board or any meetings of the Board committees in the capacity of an invitee only, with no voting rights, and shall not be deemed to be a party to any decision of the Board or its committees thereof. He shall not be deemed to be a director for any purposes of the Companies Act, 2013 or any other statute or rules as may be in force from time to time, including for the purpose of determining the maximum number of Directors which the Company can appoint.

The Board, pursuant to the recommendations of the NRC and approval by the Audit Committee, in its meeting held on July 19, 2021 has approved, subject to the approval of the shareholders, the payment of advisory fee of ₹ 3 crores per annum to Shri Shiv Nadar for his role as '*Chairman Emeritus and Strategic Advisor to the Board*'. Further, the said fee may be increased up to a limit of 10% per annum of the last drawn fee as per the approval of the Board from time to time. The said advisory fee would be remuneration for services rendered by him in his professional capacity, given his qualification, experience and insight in the IT industry. The said fee will be subject to statutory deductions and applicable taxes.

In addition, the Board has also approved to provide certain benefits and facilities, as per details provided below, to facilitate Shri Shiv Nadar to function as the Chairman Emeritus & Strategic Advisor to the Board:

- Office with support staff and facilities at the Company premises and maintenance of office at his residence. This will also include telephone / communication facilities.
- Cars with drivers along with running and maintenance costs.

- Travel for business purpose as per the travel policy approved by the Board / NRC, as amended from time to time.
- Medical care / reimbursement of expenses as per the medical policy approved by the Board / NRC, as amended from time to time.
- Such other expenses incurred for performing his services for and on behalf of the Company to be reimbursed on actual basis.

About Shri Shiv Nadar

Shri Shiv Nadar is one of the pioneers of the computing and IT industry in India. In 1976, he founded the HCL Group, leading the computing revolution as India's original garage start-up. Under his guidance, HCL has continued to ride the waves of the changing global IT landscape for over 45 years. While HCL started off as a technology hardware company, manufacturing the country's first indigenous computers and introducing them to the Indian consumer, it eventually evolved into a more comprehensive software services global organization. HCL is, in fact, one of the few global IT companies founded in the 1970s that remains in existence to date.

A visionary, Shri Shiv Nadar made HCL an engine of innovation and invention turning dreams into reality. Under his leadership, HCL is credited with the first 'Made in India' IT product innovations— the first 8-bit microprocessor-based computer in 1978, the first Relational Database Management System in 1983 before some of its global peers, client- server architecture in 1984, world's first fine-grained multi-processor UNIX installation in 1989, among others. A pioneer in Remote Infrastructure Management, HCL was instrumental in implementing and managing the infrastructure backbone of one of India's tallest financial institutions – the National Stock Exchange of India Limited. HCL played a key role in supporting India's telecom revolution through the creation of the largest mobile distribution network with Nokia. HCL Technologies, which spun out of HCL's R&D unit, is currently the third largest IT Services firms headquartered out of India.

With his strategic vision and leadership, HCL Technologies has achieved the distinction of the Number 1 position in 2 out of the 4 large service lines that power the Indian IT services industry - Engineering & R&D Services and Infrastructure Management Services. Its stellar success in next generation Digital Services and its recent foray into Software Products, helped HCL Technologies surpass the 10 B\$ revenue milestone in FY'21. With this, HCL Technologies is now among the top 10 global IT Services firms in the world.

Throughout his career, Shri Shiv Nadar always acknowledged that building successful institutions is dependent on forging result-oriented partnerships and creating new knowledge. He steered HCL to create several valuable joint ventures and alliances with marquee partners such as Hewlett Packard, Cisco, Perot Systems, Deutsche Bank and Toshiba among others that aided the organization's emergence as a global technology enterprise.

Shri Shiv Nadar also gave wings to the aspirations of young men and women in India when he co-founded NIIT in 1981, to deliver low-cost quality technical education. NIIT helped create a large pool of trained experts who had the skills needed to deliver technology solutions for businesses and the masses. Since inception, NIIT has trained over 35 million people in computer education, that is comparable to the total number of people that live in Canada.

He firmly believes that access to quality education is the most potent tool of transformation and therefore, in 1994, he established the philanthropic - Shiv Nadar Foundation. The Foundation has established six institutions covering the entire spectrum of education which are uniquely modelled to bridge gaps in the way education has been traditionally delivered to different strata in the Indian society.

As of March 2021, the Shiv Nadar Foundation had invested around US\$ 988 million to create institutions of transformational education that are nurturing India's next generation of leaders. While the Foundation has directly touched over 34,000 students, its ultimate aim is to create spirals, where every individual student is able to touch and transform the lives of a few others; thereby driving a cascading effect. Shri Shiv Nadar was named the Forbes Outstanding Philanthropist of the year in 2015 by Forbes India and The Economic Times- Philanthropist of the Year 2019. He was listed amongst Forbes' 48 Heroes of Philanthropy in Asia Pacific in 2011. He was awarded the Padma Bhushan from the President of India in 2008.

Shri Shiv Nadar, being the father of Ms. Roshni Nadar Malhotra, Non-executive Non-Independent Director and the Chairperson of the Board & the Company and being the father-in-law of Mr. Shikhar Malhotra, Non-Executive Non-Independent Director of the Company, is a "related party" in relation to the Company in terms of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ("Listing Regulations"). Accordingly, the payments to be made and benefits & facilities to be provided to Shri Shiv Nadar in his capacity as Chairman Emeritus & Strategic Advisor to the Board, are related party transactions in terms of the provisions of the Act and Listing Regulations. This transaction is not a material related party transaction in terms of Regulation 23 of the Listing Regulations. As set out above, the Audit Committee and the Board have approved the proposed payments, subject to approval of shareholders of the Company to be obtained in accordance with provisions of Section 188 of the Act and the Rules made thereunder.

None of the Directors or Key Managerial Personnel or their relatives except Ms. Roshni Nadar Malhotra and Mr. Shikhar Malhotra and their respective relatives, are in any way concerned or interested, financially or otherwise, in this Resolution except to the extent of their respective shareholding, if any, in the Company.

The information provided in the resolution and the explanatory statement shall be deemed to be information required to be disclosed in terms of the Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014.

The Board recommends the Resolution as set out at Item no. 7 of this Notice for approval of the members of the Company as an Ordinary Resolution.

By order of the Board of Directors
For **HCL Technologies Limited**

Date: August 3, 2021
Place: New Delhi

Manish Anand
Company Secretary
Membership No.: FCS-5022

ADDITIONAL DETAILS OF DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Directors	Mr. C. Vijayakumar	Mr. Shikhar Malhotra	Mr. Deepak Kapoor	Ms. Vanitha Narayanan
Date of Birth	11-May-1968	05-Feb-1983	07-Jan-1959	20-May-1959
Age	53 Years	38 Years	62 Years	62 Years
Date of first Appointment on the Board	20-July-2021	22-Oct- 2019	26-July-2017	19-July-2021
Qualifications	Graduate in Electrical & Electronics Engineering from P.S.G. College of Technology, Tamil Nadu, India	Degree in Entrepreneurship from Babson College, Massachusetts	Fellow member of the Institute of Chartered Accountants of India Fellow member of the Institute of Company Secretaries of India Member of the Certified Fraud Examiners, USA	B.A.- Stella Maris College, Madras MBA (Marketing & Advertising), University of Madras MBA (Management Information Systems & Accounting), University of Houston
Nature of expertise in specific functional area	Expertise in Technology, Business & Operational leadership matters. He is widely recognized in the industry for his strategic thinking and impeccable execution.	Expertise in Corporate Strategy, Enterprise Resource Management, Retail & Marketing, Information Systems, Business Transformation & Margin Management and Regulatory Management.	Extensive experience/ expertise in Financial reporting, Audit, Merger and Acquisitions, Crisis management and Corporate advisory work. His experience in India and overseas encompasses multiple sectors including Consumer products, Manufacturing, Telecom, Technology, Healthcare, Entertainment and Media.	Deep industry expertise in Telecom, Transforming businesses, unwavering client focus. She played a significant role as leader and influencer across industry bodies during her decade in India.
Past Remuneration	Not Applicable as he has been appointed Director with effect from July 20, 2021.	Details have been provided in the Corporate Governance Report which forms part of the Annual Report 2020 – 2021.	Details have been provided in the Corporate Governance Report which forms part of the Annual Report 2020 – 2021.	Not Applicable as she has been appointed as Director with effect from July 19, 2021.
Terms and conditions of appointment / re-appointment including remuneration to be paid	Appointment as a Director, liable to retire by rotation. Appointment as the Managing Director of the Company with a designation of 'CEO & Managing Director' for a term of five years with effect from July 20, 2021. The remuneration details are given in Explanatory Statement of this Notice.	Re-appointment as a Non- Independent Director, liable to retire by rotation. He will be entitled for sitting fee for attending the Board / Committee meetings, as approved by the Board. He would also be entitled for commission, as may be approved by the Board, in terms of the provisions of the Act.	Re-appointment as an Independent Director for a second term of five consecutive years with effect from July 26, 2022, not liable to retire by rotation. He will be entitled for sitting fee for attending the Board / Committee meetings, as approved by the Board. He would also be entitled for commission, as may be approved by the Board, in terms of the provisions of the Act.	Appointment as an Independent Director for a term of five consecutive 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.
Shareholding in HCL Technologies Limited	3,64,528 equity shares of face value of Rs.2/- each	None	None	None

Name of Directors	Mr. C. Vijayakumar	Mr. Shikhar Malhotra	Mr. Deepak Kapoor	Ms. Vanitha Narayanan
Relationship with other Directors / KMPs	None	Husband of Ms. Roshni Nadar Malhotra, Chairperson of the Board & the Company.	None	None
Directorships / Committee Membership and Chairmanship held in other Companies	<p>He is the Director on the Board of HCL America Inc., HCL America Solutions Inc, HCL Latin America Holdings LLC, Telerx Marketing Inc., Geometric Americas Inc and HCL Canada Inc., all wholly owned subsidiaries of the Company. These subsidiaries have not constituted any Board Committees.</p> <p>He is not a Chairman or a Member of any Committee of Board of Directors of the Company.</p>	<p>He is not holding Directorships in any other listed company. Further, details of his directorships in unlisted companies have not been provided as he is a Director who retires by rotation and has offered himself for re-appointment.</p>	<p>➤ Listed Company</p> <p><u>Tata Steel Limited</u></p> <ul style="list-style-type: none"> • Director • CSR and Sustainability Committee- Chairman • Stakeholders' Relationship Committee- Member • Audit Committee- Member <p>➤ Unlisted Company</p> <p><u>Nayara Energy Limited</u></p> <ul style="list-style-type: none"> • Director • Audit Committee- Chairman • Nomination and Remuneration Committee- Member • Stakeholders' relationship Committee- Member • Risk Management Committee- Member <p>➤ Private Companies</p> <p><u>Delhivery Private Limited</u></p> <ul style="list-style-type: none"> • Director • Audit Committee- Chairman <p><u>PwC India Limited</u></p> <ul style="list-style-type: none"> • Chairman, Advisory Board <p>➤ Foreign Company</p> <p><u>Tata Steel Minerals Canada Limited</u></p> <ul style="list-style-type: none"> • Director 	<p>➤ Unlisted Company</p> <p><u>ReNew Akshay Urja Limited</u></p> <ul style="list-style-type: none"> • Director <p>➤ Private Company</p> <p><u>ReNew Power Pvt. Limited</u></p> <ul style="list-style-type: none"> • Director
No. of Board Meetings attended during the Financial year ended March 31, 2021	Not Applicable	8 out of 9 Board Meetings held during the Financial Year.	9 out of 9 Board Meetings held during the Financial Year.	Not Applicable

Place: New Delhi
Date: August 3, 2021

By order of the Board of Directors
For **HCL Technologies Limited**

Manish Anand
Company Secretary
Membership No.: FCS-5022