

HCL TECHNOLOGIES LIMITED

Corporate Identity Number: L74140DL1991PLC046369
Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi- 110 019, India
Corporate Office : Plot No. 3A, Sector 126, Noida-201 304, UP India
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POST BUY-BACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF HCL TECHNOLOGIES LIMITED

This public announcement (the "Post Buy-back Public Announcement") is being made in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, including any statutory modification(s) or amendment(s) thereof for the time being in force (the "Buy-back Regulations"). This Post Buy-back Public Announcement should be read in conjunction with the public announcement dated August 20, 2018 which was published on August 21, 2018 (the "Public Announcement"), and the letter of offer dated September 7, 2018 (the "Letter of Offer"). The terms used but not defined in this Post Buy-back Public Announcement shall have the meaning ascribed to them in the Public Announcement and the Letter of Offer.

1. THE BUY-BACK

1.1 HCL Technologies Limited (the "Company") had announced the buy back of up to 3,63,63,636 (Three Crores Sixty Three Lacs Sixty Three Thousand Six Hundred and Thirty Six) fully paid-up equity shares of face value ₹2/- each (the "Equity Shares"), from the equity shareholders / beneficial owners of Equity Shares of the Company as on the Record Date, being August 31, 2018 (the "Eligible Shareholders") on a proportionate basis, at a price of ₹1,100 (Rupees One Thousand One Hundred only) per Equity Share for an aggregate consideration not exceeding ₹4,000 crores (Rupees Four Thousand Crores only) excluding any expenses incurred or to be incurred for the Buy-back like filing fees paid to the Securities and Exchange Board of India ("SEBI"), advisors' fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, etc. (the "Buy-back Size"), through the Tender Offer route under the stock exchange mechanism (the "Buy-back").

1.2 The Company adopted the Tender Offer route for the purpose of Buy-back. The Buy-back was implemented by the Company through the "Mechanism for acquisition of shares through Stock Exchange", as provided under the Buy-back Regulations and circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, issued by SEBI.

1.3 The tendering period for the Buy-back opened on Tuesday, September 18, 2018 and closed on Wednesday, October 3, 2018.

2. DETAILS OF THE BUY-BACK

2.1 3,63,63,636 (Three Crores Sixty Three Lacs Sixty Three Thousand Six Hundred and Thirty Six) Equity Shares were bought back under the Buy-back, at a price of ₹1,100/- (Rupees One Thousand One Hundred only) per Equity Share.

2.2 The total amount utilized in the Buy-back is ₹39,99,99,99,600/- (Rupees Thirty Nine Ninety Nine Crore Ninety Nine Lac Ninety Nine Thousand and Six Hundred only) excluding any expenses incurred or to be incurred for the Buy-back like filing fees paid to SEBI, advisors' fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, etc.

2.3 The Registrar to the Buy-back, being Link Intime India Private Limited (the "Registrar"), considered 7,504 valid applications for 5,17,31,284 Equity Shares in response to the Buy-back, resulting in the subscription of approximately 1.42 times the maximum number of Equity Shares proposed to be bought back. The details of the valid applications considered by the Registrar are as follows:

Category of Shareholders	No. of Equity Shares reserved in Buy-back	No. of Valid Bids	Total Valid Equity Shares Tendered	% Response
Reserved category for Small Shareholders	54,54,546	6,958	7,96,531	14.60
General category for all other Eligible Shareholders	3,09,09,090	546	5,09,34,753	164.79
Total	3,63,63,636	7,504	5,17,31,284	142.26

2.4 All valid applications have been considered for the purpose of acceptance in accordance with the Buy-back Regulations and the Letter of Offer. The communications of acceptance / rejection will be dispatched by the Registrar to the respective Eligible Shareholders on or before Friday, October 12, 2018.

2.5 The settlement of all valid bids has been completed by the Indian Clearing Corporation Limited (the "Clearing Corporation") on Tuesday, October 9, 2018. The Clearing Corporation has made direct funds payout to the Eligible Shareholders whose Equity Shares have been accepted under the Buy-back. If the Eligible Shareholders' bank account details were not available or if the funds transfer instruction was rejected by RBI / Bank, due to any reason, then such funds were transferred to the concerned Seller Members for onward transfer to their respective Eligible Shareholders.

2.6 Demat Equity Shares accepted under the Buy-back have been transferred to the demat account of the Company opened for Buy-back ("Company Demat Escrow Account") on Tuesday, October 9, 2018. The unaccepted demat Equity Shares have been returned to the respective Eligible Shareholders by the Clearing Corporation on Tuesday, October 9, 2018.

All valid physical Equity Shares tendered in the Buy-back have been accepted. The unaccepted physical Equity Share Certificates, if any, will be dispatched to the registered address of the Eligible Shareholders on or before Friday, October 12, 2018.

2.7 The extinguishment of 3,63,63,636 Equity Shares accepted under the Buy-back, comprising of 3,63,63,157 Equity Shares in dematerialized form and 479 Equity Shares in physical form is currently under process and shall be completed on or before Friday, October 12, 2018.

2.8 The Company and its Directors, accept full responsibility for the obligations of the Company laid down under the Buy-back Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1 The capital structure of the Company, pre and post Buy-back, is as under:

Particulars	Pre Buy-back*		Post Buy-back**	
	No. of Shares	Amount (₹)	No. of Shares	Amount (₹)
Authorised Capital				
Equity Shares	1,500,000,000	3,00,00,00,000	1,500,000,000	3,00,00,00,000
Equity Shares of ₹2/- each			Equity Shares of ₹2/- each	
Issued, subscribed and paid - up capital				
Equity Shares	1,39,25,21,664	2,78,50,43,328	1,35,61,58,028	2,71,23,16,056
Equity Shares of ₹2/- each			Equity Shares of ₹2/- each	

*As on the Record Date, being August 31, 2018

** Subject to extinguishment of 3,63,63,636 Equity Shares

3.2 Details of the Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buy-back are as mentioned below:

Sl. No.	Name of the Eligible Shareholder	No. of Equity Shares accepted under Buy-back	Equity Shares accepted as a % of total Equity Shares bought back	Equity Share accepted as a % of total Post Buy-back Equity Shares*
1	Vama Sundari Investments (Delhi) Private Limited	1,44,17,895	39.65	1.06
2	HCL Holdings Private Limited	1,05,56,795	29.03	0.78
3	L&T Mutual Fund Trustee Limited - L&T Hybrid Equity Fund	13,23,897	3.64	0.10
4	Florida Retirement System-Somerset Capital Management LLP	8,30,462	2.28	0.06
5	L&T Mutual Fund Trustee Ltd - L&T India Value Fund	7,65,674	2.11	0.06
6	Government of Singapore	7,55,345	2.08	0.06
7	Somerset Global Emerging Markets Fund LLC	5,76,341	1.58	0.04
8	Kuwait Investment Authority Fund 225	5,41,685	1.49	0.04
9	Vanguard Emerging Markets Stock Index Fund	5,24,768	1.44	0.04
10	Vanguard Total International Stock Index Fund	4,88,570	1.34	0.04
11	MI Somerset Global Emerging Markets Fund	4,48,507	1.23	0.03
	Total	3,12,29,939	85.88	2.30

* Subject to extinguishment of 3,63,63,636 Equity Shares

3.3 The shareholding pattern of the Company, pre and post Buy-back, is as under:

Category of Shareholder	Pre Buy-back*		Post Buy-back**	
	No. of Shares	% to the existing Equity Share Capital	No. of Shares	% to the existing Equity Share Capital
Promoter Group and persons acting in concert	83,78,80,610	60.17	81,26,91,662	59.93
Foreign Investors (including Non-Resident Indians, FPIs, Foreign Banks, Foreign Nationals and OCBs)	38,59,64,197	27.72		
Financial Institutions/Banks, Mutual Funds, Insurance Companies, Alternate Investment Funds and NBFCs	11,95,72,095	8.59	54,34,66,366	40.07
Others (Public, Bodies Corporate, Clearing Members, Trust and HUF)	4,91,04,762	3.53		
Total	1,39,25,21,664	100.00	1,35,61,58,028	100.00

*As on the Record Date, being August 31, 2018.

** Subject to extinguishment of 3,63,63,636 Equity Shares

4. MANAGER TO THE BUY-BACK

JM FINANCIAL
Name: JM Financial Limited
Address: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025
Tel.: +91 22 6630 3030, Fax: +91 22 6630 3330
Email: hcltech.buyback@jmf.com
Website: www.jmf.com
Contact Person: Ms. Prachee Dhuri
SEBI Registration No.: INM000010361
Validity Period: Permanent

5. DIRECTORS' RESPONSIBILITY

As per Regulation 19(1)(a) of the Buy-back Regulations, the Directors of the Company accept the responsibility for the information contained in this Post Buy-back Public Announcement or any other advertisement, circular, brochure, publicity material which may be issued and confirm that the information in such documents contain true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
HCL Technologies Limited

Sd/-
Shiv Nadar
Chairman & Chief Strategy Officer
DIN:00015850

Sd/-
S. Madhavan
Director
DIN:06451889

Sd/-
Prateek Aggarwal
Chief Financial Officer

Sd/-
Manish Anand
Company Secretary
Membership No. F 5022

Date: October 10, 2018
Place: Noida, U.P.

HCL