

**HCL TECHNOLOGIES LTD.**

Corporate Identity Number: L74140DL1991PLC046369

Technology Hub, Special Economic Zone

Plot No : 3A, Sector 126, NOIDA 201 304, UP, India.

T +91 120 6125000 F +91 120 4683030

Registered Office: 808 Siddharth, 96, Nehru Place, New Delhi-110019, India.

www.hcltech.com

www.hcl.com

November 30, 2019

The General Manager  
**BSE Limited**  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001

The Manager  
**National Stock Exchange of India Limited**  
Listing Department  
Exchange Plaza  
5th Floor, Plot No. C-1, Block-G  
Bandra-Kurla Complex, Bandra(E)  
Mumbai-400 051

**BSE Scrip Code: 532281**

**NSE Scrip Code: HCLTECH**

**Sub: Results of Postal Ballot and Record Date confirmation**

Dear Sirs,

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company through Postal Ballot notice dated October 26, 2019 has conducted the process of Postal Ballot for seeking the approval of the shareholders of the Company on the following matters vide Ordinary resolutions:-

- a) Increase in Authorized Share Capital and consequent alteration of the Memorandum of Association of the Company.
- b) Issue of Bonus Shares.

The above resolutions have been duly approved by the shareholders of the Company with requisite majority. These resolutions shall be deemed to have been passed on the last date of voting i.e. November 29, 2019.

The results of the Postal Ballot (including remote e-voting) as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, along with the Scrutinizer's Report are enclosed herewith.

The above intimation may also be treated as disclosure required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

Further, the Record Date of December 7, 2019, for the purpose of determining the entitlement of the equity shareholders for the bonus shares, as intimated vide our letter November 26, 2019 is hereby confirmed.

This is for your information and records.

Thanking you,

Yours faithfully,  
For **HCL Technologies Limited**



**Manish Anand**  
Company Secretary

Encl. as above

**HCL Technologies Limited**

Voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements), 2015

|   |                |
|---|----------------|
| Date of declaration of the results of Postal Ballot   | 30-Nov-19      |
| Total number of shareholders as on the Cut-Off date   | 158,126        |
| No. of shareholders present in the meeting either in person or through proxy:<br>Promoters and Promoter Group:<br>Public: | Not applicable |
| No. of shareholders present in the meeting either in person or through proxy:<br>Promoters and Promoter Group:<br>Public: | Not applicable |

| <b>Resolution:</b> Increase in Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company   |                 |                      |                      |   |                         |                       |                                      |                                    |
|---|-----------------|----------------------|----------------------|---|-------------------------|-----------------------|--------------------------------------|------------------------------------|
| <b>Resolution required :</b> Ordinary Resolution  |                 |                      |                      |   |                         |                       |                                      |                                    |
| <b>Whether Promoter/ Promoter Group interested in the agenda/ resolution:</b> Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company. |                 |                      |                      |   |                         |                       |                                      |                                    |
| 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 | 813,817,662          | 813,817,662          | 100.00                                  | 813,817,662             | -                     | 100.00                               | -                                  |
|   | Postal Ballot   |                      | -                    |   | -                       | -                     | -                                    | -                                  |
|   | <b>Total</b>    | <b>813,817,662</b>   | <b>813,817,662</b>   | <b>100.00</b>                           | <b>813,817,662</b>      | <b>-</b>              | <b>100.00</b>                        | <b>-</b>                           |
| Public- Institutional holders   | Remote e-voting | 492,881,832          | 384,947,401          | 78.10                                   | 301,010,611             | 83,936,790            | 78.20                                | 21.80                              |
|   | Postal Ballot   |                      |                      | -                                       | -                       | -                     | -                                    | -                                  |
|   | <b>Total</b>    | <b>492,881,832</b>   | <b>384,947,401</b>   | <b>78.10</b>                            | <b>301,010,611</b>      | <b>83,936,790</b>     | <b>78.20</b>                         | <b>21.80</b>                       |
| Public- Others  | Remote e-voting | 49,883,894           | 9,094,196            | 18.23                                   | 9,072,983               | 21,213                | 99.77                                | 0.23                               |
|   | Postal Ballot   |                      | 153,352              | 0.31                                    | 153,240                 | 112                   | 99.93                                | 0.07                               |
|   | <b>Total</b>    | <b>49,883,894</b>    | <b>9,247,548</b>     | <b>18.54</b>                            | <b>9,226,223</b>        | <b>21,325</b>         | <b>99.77</b>                         | <b>0.23</b>                        |
| <b>Grand Total</b>  |                 | <b>1,356,583,388</b> | <b>1,208,012,611</b> | <b>89.05</b>                            | <b>1,124,054,496</b>    | <b>83,958,115</b>     | <b>93.05</b>                         | <b>6.95</b>                        |



**Resolution:** Issue of Bonus Shares

**Resolution required :** Ordinary Resolution

**Whether Promoter/ Promoter Group interested in the agenda/ resolution:** Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

| 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 | 813,817,662          | 813,817,662          | 100.00                                  | 813,817,662             | -                     | 100.00                               | -                                  |
|                               | Postal Ballot   |                      | -                    |   | -                       | -                     | -                                    | -                                  |
|                               | <b>Total</b>    | <b>813,817,662</b>   | <b>813,817,662</b>   | <b>100.00</b>                           | <b>813,817,662</b>      | <b>-</b>              | <b>100.00</b>                        | <b>-</b>                           |
| Public- Institutional holders | Remote e-voting | 492,881,832          | 385,032,330          | 78.12                                   | 355,553,488             | 29,478,842            | 92.34                                | 7.66                               |
|                               | Postal Ballot   |                      |                      | -                                       | -                       | -                     | -                                    | -                                  |
|                               | <b>Total</b>    | <b>492,881,832</b>   | <b>385,032,330</b>   | <b>78.12</b>                            | <b>355,553,488</b>      | <b>29,478,842</b>     | <b>92.34</b>                         | <b>7.66</b>                        |
| Public- Others                | Remote e-voting | 49,883,894           | 9,094,527            | 18.23                                   | 9,073,774               | 20,753                | 99.77                                | 0.23                               |
|                               | Postal Ballot   |                      | 148,912              | 0.30                                    | 148,800                 | 112                   | 99.92                                | 0.08                               |
|                               | <b>Total</b>    | <b>49,883,894</b>    | <b>9,243,439</b>     | <b>18.53</b>                            | <b>9,222,574</b>        | <b>20,865</b>         | <b>99.77</b>                         | <b>0.23</b>                        |
| <b>Grand Total</b>            |                 | <b>1,356,583,388</b> | <b>1,208,093,431</b> | <b>89.05</b>                            | <b>1,178,593,724</b>    | <b>29,499,707</b>     | <b>97.56</b>                         | <b>2.44</b>                        |



**Report of Scrutinizer**

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies  
(Management and Administration) Rules, 2014]

To,

The Chairman / Authorized Person  
**HCL Technologies Limited**  
806, Siddharth, 96, Nehru Place  
New Delhi – 110 019

**Subject: Scrutinizer's Report on Postal Ballot Results (including remote e-voting)  
conducted as per the relevant provisions of the Companies Act, 2013**

Dear Sir,

The Board of Directors of HCL Technologies Limited (the "Company") appointed us, M/s. Nityanand Singh & Co., a Company Secretary Firm, having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029 as the Scrutinizer for the purpose of scrutinizing the Postal Ballot process (including remote e-voting) in a fair and transparent manner in respect of the Ordinary Resolutions, as set out in the Postal Ballot Notice dated October 26, 2019.

- (i) The Company Secretary had, pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, vide Postal Ballot Notice dated October 26, 2019, circulated to the members the following Resolutions for their approval:

| Type of Resolution  | Resolution Description   |
|---------------------|--|
| Ordinary Resolution | Increase in Authorized share capital and consequent alteration of the Memorandum of Association of the Company |
| Ordinary Resolution | Issue of Bonus shares  |

In the above matters, we hereby submit our Report as under:

- (i) The Company completed the dispatch (including electronic mode) of the aforesaid Postal Ballot Notice along with required documents, through permitted mode, on October 30, 2019 to its Members, whose names appeared in the Register of Members of the Company or the list of beneficial owners, as received from the Registrar and Share Transfer Agent of the Company ('RTA') /National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on October 25, 2019 ("Cut-off date").



The summary of dispatch of the Postal Ballot Notices along with required documents is as under:-

| <b>S. No.</b> | <b>Particulars</b>  | <b>No. of members</b> | <b>Total No. of Shares</b> |
|---------------|---|-----------------------|----------------------------|
| 1             | Dispatch of Postal Ballot Notices along with required documents through Registered Post | 26,377                | 30,35,84,393               |
| 2             | Postal Ballot Notices and Postal Ballot Forms sent through E-mail by NSDL               | 1,31,749              | 105,29,98,995              |
|               | <b>Total</b>  | <b>1,58,126</b>       | <b>135,65,83,388</b>       |

- (ii) The members holding shares as on the Cut-off date, were entitled to vote on the resolutions stated in Notice of the Postal Ballot.
- (iii) The members of the Company had an option to vote either through the physical Postal Ballot Form or through 'remote e-voting' facility provided on the designated website '[www.evoting.nsdl.com](http://www.evoting.nsdl.com)' of NSDL.
- (iv) The voting period (including remote e-voting) commenced from 09:00 A.M. (IST) on October 31, 2019 and ended at 05:00 P.M. (IST) on November 29, 2019 .
- (v) The Postal ballot Forms along with other documents received from the members of the Company are kept in our safe custody.
- (vi) The Business Reply envelopes containing Postal Ballot Forms were duly opened in my presence. The remote e-voting system was unblocked at 05:09 P.M. (IST) on November 29, 2019 (IST) in the presence of two witnesses, who are not in the employment of the Company.
- (vii) The particulars of all the Postal Ballot Forms received from the members and votes cast through remote e-voting have been entered in registers maintained separately for this purpose.



(viii) The summary of the results of voting by Postal Ballot Forms and remote e-voting is as under:-

**1) Ordinary Resolution for approval of increase in authorized share capital and consequent alteration of the Memorandum of Association of the Company**

A. Summary of valid Postal Ballot Forms and remote e-voting received is as under:

| S. No. | Particulars   | No. of Postal Ballots/e-votes | Total No. of Shares  |
|--------|---|-------------------------------|----------------------|
| 1      | Total Postal Ballot Forms received from the members of the Company            | 796                           | 162,960              |
|        | <u>Less:</u> Postal Ballot Forms found invalid                                | 83                            | 9,608                |
|        | <b>Net valid Postal Ballot Forms</b>  | <b>713</b>                    | <b>153,352</b>       |
| 2      | Valid votes cast by members through remote e-voting                           | 2,093                         | 1,207,859,259        |
|        | <b>Total valid votes cast through Postal Ballot Forms and remote e-voting</b> | <b>2,806</b>                  | <b>1,208,012,611</b> |

B. Summary of valid votes cast through Postal Ballot Forms and remote e-voting in favour and against the Ordinary Resolution is as under:

| S. No. | Particulars  | No. of members who cast valid votes | Total No. of Shares  | % of Votes cast to total valid votes cast |
|--------|--|-------------------------------------|----------------------|---|
| 1      | Total number of votes cast in favour of the Resolution | 2,666                               | 1,124,054,496        | 93.05                                     |
| 2      | Total number of votes cast against the Resolution      | 140                                 | 83,958,115           | 6.95                                      |
|        | <b>Total</b>   | <b>2806</b>                         | <b>1,208,012,611</b> | <b>100</b>                                |



## 2) Ordinary Resolution for Approval of Issue of Bonus Shares

A. Summary of valid Postal Ballot Forms and remote e-voting received is as under:

| S. No. | Particulars   | No. of Postal Ballots/e-votes | Total No. of Shares  |
|--------|---|-------------------------------|----------------------|
| 1      | Total Postal Ballot Forms received from the members of the Company            | 796                           | 162,960              |
|        | <u>Less:</u> Postal Ballot Forms found invalid                                | 106                           | 14,048               |
|        | <b>Net valid Postal Ballot Forms</b>  | <b>690</b>                    | <b>148,912</b>       |
| 2      | Valid votes cast by members through remote e-voting                           | 2,101                         | 1,207,944,519        |
|        | <b>Total valid votes cast through Postal Ballot Forms and remote e-voting</b> | <b>2,791</b>                  | <b>1,208,093,431</b> |

B. Summary of valid votes cast through Postal Ballot Forms and remote e-voting in favour and against the Ordinary Resolution is as under:

| S. No. | Particulars  | No. of members who cast valid votes | Total No. of Shares  | % of Votes cast to total valid votes cast |
|--------|--|-------------------------------------|----------------------|---|
| 1      | Total number of votes cast in favour of the Resolution | 2,700                               | 1,178,593,724        | 97.56                                     |
| 2      | Total number of votes cast against the Resolution      | 91                                  | 29,499,707           | 2.44                                      |
|        | <b>Total</b>   | <b>2,791</b>                        | <b>1,208,093,431</b> | <b>100</b>                                |

On the basis of the above results, we confirm that both the above resolutions have been approved with the requisite majority and these resolutions shall be deemed to be effective from the last date of voting i.e. November 29, 2019.

You may accordingly declare the results of voting by postal ballot including remote e-voting.



The voting results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are enclosed with this report as an Annexure.

Thanking you,

Yours truly

**For Nityanand Singh & Co.  
(Company Secretaries)**

*N Singh*



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

Place: New Delhi

Date: November 30, 2019



HCL Technologies Limited

Voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements), 2015

|   |                |
|---|----------------|
| Date of declaration of the results of Postal Ballot                           | 30-Nov-19      |
| Total number of shareholders as on the Cut-Off date                           | 158,126        |
| No. of shareholders present in the meeting either in person or through proxy: | Not applicable |
| Promoters and Promoter Group:   |                |
| Public:   |                |
| No. of shareholders present in the meeting either in person or through proxy: | Not applicable |
| Promoters and Promoter Group:   |                |
| Public:   |                |

Resolution: Increase in Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company

Resolution required : Ordinary Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution: Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

| 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 |
|-------------------------------|-----------------|----------------------|----------------------|---|-------------------------|-----------------------|--------------------------------------|------------------------------------|
|                               |                 |                      |                      |   |                         |                       |                                      |                                    |
| Promoter and Promoter Group   | Remote e-voting | 813,817,662          | 813,817,662          | 100.00                                  | 813,817,662             | -                     | 100.00                               | -                                  |
|                               | Postal Ballot   | -                    | -                    | -                                       | -                       | -                     | -                                    | -                                  |
|                               | <b>Total</b>    | <b>813,817,662</b>   | <b>813,817,662</b>   | <b>100.00</b>                           | <b>813,817,662</b>      | <b>-</b>              | <b>100.00</b>                        | <b>-</b>                           |
| Public- Institutional holders | Remote e-voting | 492,881,832          | 384,947,401          | 78.10                                   | 301,010,611             | 83,936,790            | 78.20                                | 21.80                              |
|                               | Postal Ballot   | -                    | -                    | -                                       | -                       | -                     | -                                    | -                                  |
|                               | <b>Total</b>    | <b>492,881,832</b>   | <b>384,947,401</b>   | <b>78.10</b>                            | <b>301,010,611</b>      | <b>83,936,790</b>     | <b>78.20</b>                         | <b>21.80</b>                       |
| Public- Others                | Remote e-voting | 49,883,894           | 9,094,196            | 18.23                                   | 9,072,983               | 21,213                | 99.77                                | 0.23                               |
|                               | Postal Ballot   | -                    | 153,352              | 0.31                                    | 153,240                 | 112                   | 99.93                                | 0.07                               |
|                               | <b>Total</b>    | <b>49,883,894</b>    | <b>9,247,548</b>     | <b>18.54</b>                            | <b>9,226,223</b>        | <b>21,325</b>         | <b>99.77</b>                         | <b>0.23</b>                        |
| <b>Grand Total</b>            |                 | <b>1,356,583,388</b> | <b>1,208,012,611</b> | <b>89.05</b>                            | <b>1,124,054,496</b>    | <b>83,958,115</b>     | <b>93.05</b>                         | <b>6.95</b>                        |



Resolution: Issue of Bonus Shares

Resolution required : Ordinary Resolution

Whether Promoter/ Promoter Group Interested in the agenda/ resolution: Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

| 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 |
|-------------------------------|-----------------|----------------------|----------------------|---|-------------------------|-----------------------|--------------------------------------|------------------------------------|
|                               |                 |                      |                      |   |                         |                       |                                      |                                    |
| Promoter and Promoter Group   | Remote e-voting | 813,817,662          | 813,817,662          | 100.00                                  | 813,817,662             | -                     | 100.00                               | -                                  |
|                               | Postal Ballot   | -                    | -                    | -                                       | -                       | -                     | -                                    | -                                  |
|                               | <b>Total</b>    | <b>813,817,662</b>   | <b>813,817,662</b>   | <b>100.00</b>                           | <b>813,817,662</b>      | <b>-</b>              | <b>100.00</b>                        | <b>-</b>                           |
| Public- Institutional holders | Remote e-voting | 492,881,832          | 385,032,330          | 78.12                                   | 355,553,488             | 29,478,842            | 92.34                                | 7.66                               |
|                               | Postal Ballot   | -                    | -                    | -                                       | -                       | -                     | -                                    | -                                  |
|                               | <b>Total</b>    | <b>492,881,832</b>   | <b>385,032,330</b>   | <b>78.12</b>                            | <b>355,553,488</b>      | <b>29,478,842</b>     | <b>92.34</b>                         | <b>7.66</b>                        |
| Public- Others                | Remote e-voting | 49,883,894           | 9,094,527            | 18.23                                   | 9,073,774               | 20,753                | 99.77                                | 0.23                               |
|                               | Postal Ballot   | -                    | 148,912              | 0.30                                    | 148,800                 | 112                   | 99.92                                | 0.08                               |
|                               | <b>Total</b>    | <b>49,883,894</b>    | <b>9,243,439</b>     | <b>18.53</b>                            | <b>9,222,574</b>        | <b>20,865</b>         | <b>99.77</b>                         | <b>0.23</b>                        |
| <b>Grand Total</b>            |                 | <b>1,356,583,388</b> | <b>1,208,093,431</b> | <b>89.05</b>                            | <b>1,178,593,724</b>    | <b>29,499,707</b>     | <b>97.56</b>                         | <b>2.44</b>                        |

