

**HCL COMNET LIMITED**  
**Corporate Identity Number:** U74899DL2001PLC111951  
**Registered Office:** 806, Siddharth, 96, Nehru Place, New Delhi-110019  
**Corporate Office:** 3A, Sector 126, Noida - 201 304, U.P., India  
**Website:** [www.hcltech.com](http://www.hcltech.com); **E-mail ID:** [investors@hcl.com](mailto:investors@hcl.com)  
**Tele-Fax:** +91 11 26436336

**NOTICE OF NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF  
UNSECURED CREDITORS OF HCL COMNET LIMITED**

<b>Day</b>	Saturday
<b>Date</b>	September 21, 2019
<b>Time</b>	4:00 p.m.(IST)
<b>Venue</b>	NCUI Auditorium & Convention Centre, 3, Siri Institutional Area, August Kranti Marg, New Delhi – 110 016

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**Before the National Company Law Tribunal, Bench-III**

**At New Delhi**

**Company Application No. CA(CAA)-88(ND)/2019**

In the matter of the Companies Act, 2013

And

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

And

In the matter of Scheme of Amalgamation

Amongst

**HCL Eagle Limited**

(Transferor Company-I/Applicant Company-I)

And

**HCL Comnet Limited**

(Transferor Company-II/ Applicant Company-II)

And

**HCL Technologies Solutions Limited**

(Transferor Company-III)

And

**Concept2Silicon Systems Private Limited**

(Transferor Company-IV)

And

**HCL Technologies Limited**

(Transferee Company/Applicant Company-III)

And

**Their respective Shareholders and Creditors**

**NOTICE FOR CONVENING MEETING OF THE UNSECURED CREDITORS OF**

**HCL COMNET LIMITED**

**HCL Comnet Limited**

(CIN: U74899DL2001PLC111951), a Company  
Incorporated under the provisions of the  
Companies Act, 1956 and having its Registered Office at  
806, Siddharth, 96, Nehru Place, New Delhi-110019

....Transferor Company-II

**FORM NO. CAA-2**

**NOTICE FOR CONVENING MEETING OF THE UNSECURED CREDITORS OF HCL COMNET LIMITED, THE TRANSFEROR COMPANY-II, PURSUANT TO THE ORDER DATED AUGUST 9, 2019 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI BENCH-III AT NEW DELHI**

To,

**The Unsecured Creditors of HCL Comnet Limited ("Transferor Company-II" or "Company").**

Notice is hereby given that by an order dated August 9, 2019 in Company Application No. CA(CAA)-88 (ND)/2019 (the "Order"), the Hon'ble National Company Law Tribunal, at New Delhi Bench-III ("NCLT") has directed that a meeting of the unsecured creditors of the Transferor Company-II, be convened and held for the purpose of considering and if thought fit, for approving the proposed scheme of amalgamation ("Scheme") of HCL Eagle Limited, HCL Comnet Limited, HCL Technologies Solutions Limited, Concept2Silicon Systems Private Limited (the "Transferor Companies"), HCL Technologies Limited and their respective shareholders and creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 (the "Act").

In pursuance of the said Order and as directed therein, further notice is hereby given that the said meeting of the unsecured creditors of the Transferor Company-II be held on September 21, 2019 at 4:00 p.m. (IST) at NCUI Auditorium & Convention Centre, 3, Siri Institutional Area, August Kranti Marg, New Delhi – 110 016, at which time and place the unsecured creditors of the Transferor Company-II are requested to attend and to consider and if thought fit, to pass the following resolution, with or without modification(s):

***“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), relevant provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon’ble National Company Law Tribunal at New Delhi and/or Hon’ble National Company Law Tribunal at Bengaluru (hereinafter together referred as “Tribunals”) and/or any other relevant government or regulatory authority, body, institution (hereinafter collectively referred as “Concerned Authority(ies)”), if any, of competent jurisdiction under applicable laws for the time being in force, and subject to such conditions or guidelines, if any, as may be prescribed, imposed or stipulated in this regard by the shareholders and/or creditors of the Company, Tribunals or Concerned Authorities, from time to time, while granting such approvals, consents, permissions and/or sanctions under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) authorized by the Board to exercise its powers including the powers conferred by this resolution), the scheme of amalgamation amongst HCL Eagle Limited, HCL Comnet Limited, HCL Technologies Solutions Limited, Concept2Silicon Systems Private Limited and HCL Technologies Limited and their respective shareholders and creditors (hereinafter referred to as the “Scheme”) as circulated along with the notice of the meeting be and is hereby approved.***

***RESOLVED FURTHER THAT the Board be and is hereby authorized to effectively implement the amalgamation embodied in the Scheme, make or accept such modification(s) amendment(s), limitation(s) and/or condition(s), if any, to the Scheme as may be required by the Hon’ble Tribunals and/or any other authority while sanctioning the Scheme or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme or for any other such reason, as the Board may deem fit and proper, to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme.”***

Copies of the Scheme and the explanatory statement under Section 230 of the Act can be obtained free of charge at the registered office of the Transferor Company-II at 806, Siddharth, 96, Nehru Place, New Delhi - 110019 or at the office of the authorized representative Mr. Satwinder Singh, at Vaish Associates, Advocates, 11<sup>th</sup> Floor, Mohan Dev Building, 13, Tolstoy Marg, New Delhi - 110001. Persons entitled to attend and vote at the meeting, may vote in person or through proxy or through authorized representative, provided that all proxies in the prescribed form, duly signed by the equity shareholder(s) or the authorized representative(s), are deposited at the registered office of the Transferor Company-II at 806, Siddharth, 96, Nehru Place, New Delhi-110019 not later than 48 (forty-eight) hours before the meeting.

The Proxy Form can be obtained from the registered office of the Transferor Company-II.

The Hon’ble NCLT, vide the Order, has appointed Justice (Retd.) Pratibha Rani and in her absence, Mr. Vipul Ganda, Advocate to be the Chairperson of the said meeting or of any adjournment(s) thereof. The Hon’ble NCLT has also appointed Mr. Rohit Aggarwal, Company Secretary as the Scrutinizer for the said meeting. The above mentioned Scheme, if approved by the unsecured creditors of the Transferor Company-II at the meeting, will be subject to the subsequent approval of the Hon’ble NCLT.

**Date:** August 13, 2019

**Place:** New Delhi

Sd/-

**Justice (Retd.) Pratibha Rani  
Chairperson appointed by the NCLT**

**Notes:**

- 1) Explanatory Statement under Section 102 of the Companies Act, 2013 and provisions of Sections 230 and 232 of the Companies Act, 2013 and applicable rules thereunder setting out material facts forms part of this Notice.
- 2) AN UNSECURED CREDITOR ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE AN UNSECURED CREDITOR OF THE TRANSFEROR COMPANY-II. The form of proxy duly completed should, however, be deposited at the registered office of the Transferor Company-II not later than 48 (Forty Eight) hours before the scheduled time of the commencement of the meeting of the Transferor Company-II.
- 3) All alterations made in the Form of Proxy should be initialled.
- 4) Only unsecured creditors of the Transferor Company-II may attend (either in person or by proxy or through authorised representative) at the meeting. The authorised representative of a body corporate which is an unsecured creditor of the Transferor Company-II may attend the meeting provided that a certified true copy of the resolution of the Board of Directors

or other governing body of the body corporate authorizing such representative to attend and vote at the meeting is deposited at the registered office of the Transferor Company-II not later than 48 (Forty Eight) hours before the scheduled time of the commencement of the meeting of the unsecured creditors of the Transferor Company-II.

- 5) A person can act as a proxy on behalf of unsecured creditors holding in aggregate not more than 10% of the total debt due to the unsecured creditors of the Transferor Company-II entitled to attend this meeting. An unsecured creditor holding more than 10% of the total unsecured debt of the Transferor Company-II entitled to attend this meeting may appoint a single person as proxy and such person shall not act as a proxy for any other unsecured creditors.
- 6) The Proxies / authorised representative should carry their photo identity proof i.e. a PAN Card / Aadhaar Card / Passport / Driving License / Voter ID Card / Employee ID Card.
- 7) An unsecured creditor or his proxy or authorized representative is requested to bring copy of the notice to the meeting and produce the attendance slip duly completed and signed at the entrance of the meeting venue.
- 8) In compliance with the Order of Hon'ble NCLT, this Notice together with the documents accompanying the same, is being sent to all unsecured creditors by permitted mode whose names appear in the list of unsecured creditors as on January 31, 2019. The unsecured creditors of the Transferor Company as on January 31, 2019, will be entitled to attend and exercise their right to vote on the resolutions in respect to the approval of the Scheme.
- 9) This Notice convening the meetings of the unsecured creditors of the Transferee Company will be published through advertisement in Financial Express in English (all editions) and Jansatta in Hindi having circulation in Delhi.
- 10) Voting rights shall be reckoned on the outstanding value of the unsecured creditors as per the books of accounts of the Transferor Company-II as on January 31, 2019.
- 11) In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be acted upon only if a majority in number representing three-fourth in value of the unsecured creditors of the Transferor Company-II, voting in person or by proxy or through authorized representative, agree to the Scheme.
- 12) Mr. Rohit Aggarwal, Company Secretary has been appointed by Order of the Hon'ble NCLT, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- 13) The Scrutinizer will submit his consolidated report to the Chairperson of the meeting after scrutinizing the voting done by the unsecured creditors / proxies / through authorized representatives. The Chairperson shall be responsible to report the result of the meeting with details of voting within 1 (One) week of the conclusion of the meeting.
- 14) Any queries/grievances in relation to the voting by unsecured creditors may be addressed to Mr. Manish Anand, Director of the Transferor Company-II at [investors@hcl.com](mailto:investors@hcl.com).
- 15) Unsecured Creditors are requested to tender their attendance slips at the registration counters at the venue of the meeting and seek registration before entering the meeting hall.

**Before the National Company Law Tribunal, Bench-III**

**At New Delhi**

**Company Application No. CA(CAA)-88(ND)/2019**

In the matter of the Companies Act, 2013

And

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

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(Transferor Company-II/ Applicant Company-II)

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**HCL Technologies Solutions Limited**

(Transferor Company-III)

And

**Concept2Silicon Systems Private Limited**

(Transferor Company-IV)

And

**HCL Technologies Limited**

(Transferee Company/Applicant Company-III)

And

**Their respective Shareholders and Creditors**

**HCL Comnet Limited**

(CIN: U74899DL2001PLC111951), a Company  
Incorporated under the provisions of the  
Companies Act, 1956 and having its Registered Office at  
806, Siddharth, 96, Nehru Place, New Delhi-110019

**...Transferor Company-II**

**EXPLANATORY STATEMENT UNDER SECTIONS 230(3), 232(1), 232(2) AND SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE SCHEME OF AMALGAMATION AMONGST HCL EAGLE LIMITED, HCL COMNET LIMITED, HCL TECHNOLOGIES SOLUTIONS LIMITED, CONCEPT2SILICON SYSTEMS PRIVATE LIMITED AND HCL TECHNOLOGIES LIMITED AND THEIR RESPECTIVE MEMBERS AND CREDITORS.**

1. This is the Statement accompanying the Notice convening the meeting of the unsecured creditors of HCL Comnet Limited (the “**Transferor Company-II**”) pursuant to the Order dated August 9, 2019 in Company Application No. **CA(CAA)-88(ND)/2019** (the “**Order**”) passed by the Hon’ble National Company Law Tribunal, New Delhi Bench-III (“**NCLT**”), to be convened on September 21, 2019 at 4:00 p.m. (IST) at NCU Auditorium & Convention Centre, 3, Siri Institutional Area, August Kranti Marg, New Delhi – 110 016, to consider, and if thought fit, to approve, with or without modification(s), the scheme of amalgamation (“**Scheme**”) amongst HCL Eagle Limited and HCL Comnet Limited and HCL Technologies Solutions Limited, Concept2Silicon Systems Private Limited, the HCL Technologies Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013.
2. All the capitalized terms used in this Explanatory Statement and defined in the Scheme shall have the same meaning ascribed to them in the Scheme.

3. The details of the Transferor Company-I / Applicant Company-I are given as under:

- a) **Corporate Identification Number (CIN):** U72200DL2011PLC225052
- b) **Permanent Account Number:** AACCH7530B
- c) **Name:** HCL Eagle Limited
- d) **Date of incorporation:** September 14, 2011
- e) **Type of company:** Unlisted public limited company
- f) **Registered Office:** 806, Siddharth 96, Nehru Place, New Delhi -110019
- g) **Email-ID:** [investors@hcl.com](mailto:investors@hcl.com)
- h) **Details of capital structure:** The authorized, issued, subscribed and paid up share capital of the Transferor Company-I as on March 31, 2019 is as follows:

Particulars	Amount (₹ in Lakh)
<b>Authorized Share Capital:</b>	
1,00,000 equity shares of ₹10/- each	10.00
<b>Total</b>	<b>10.00</b>
<b>Issued, Subscribed and Fully Paid-up Share Capital:</b>	
1,00,000 equity shares of ₹10/- each	10.00
<b>Total</b>	<b>10.00</b>

Subsequent to the March 31, 2019, there has been no change in the authorized and issued, subscribed and paid up share capital of the Transferor Company-I till the date of issue of this notice.

- i) **Main objects as per the Memorandum of Association of the Transferor Company-I:** The main objects of Transferor Company-I as set out in Clause III (A) of the Memorandum of Association are as under:
  1. *“To carry on the business of providing offshore centric software engineering services and solutions by Undertaking the designing and development of systems and applications Software either for its own use or for sale in India or for export outside India and to design and develop such systems and application software for or on behalf of manufacturers, owners and users of computer system and/or digital / electronic equipment in India or elsewhere in the world either by itself or through any third party vendor.*
  2. *To establish and carry on in India and abroad the business of software development and services in all its forms, including electronic business and commerce, and to create, implement and support various Enterprise Resource Planning solutions and to sell, license, lease or otherwise deal with or in all software products and services, through electronic, electric. mechanical, telecommunication or any other media in vogue.*
  3. *To design, develop, integrate, deploy and implement embedded test technology in India or abroad to test integrated circuits which provide access management, timing management, test signal generation, analysis and external control and for the purpose of developing highly integrated software products for test implementation that automatically analyse the structure of complex circuits to determine for at speed testing and diagnostics and design every other kind of embedded design verification technologies.*
  4. *To carry on all forms of electronic business and commerce and develop and Implement all form of business strategies and information technology products for Indian and foreign clients, to act as consultants and experts in all aspects of electronic business and commerce to create electronic business opportunity by setting up and providing Internet Portal gateways to provide internet services and to acquire, sell, license at otherwise deal in or with any products and services through Internet and Intranet, print, video, CD-Rom, electronic telecommunications and digital media, fax modems, video conferencing, electronic mail, voice mail, voice response systems, multiplexes, hubs, V-SATs cable, wireless network and satellite communications.*
  5. *To render as principals, agents, contractors or otherwise m technical know- how and consultancy services, quality assurance and testing. Information technology management and information services, in the field of software development, electronic commerce, web search and personalisation, internet software infrastructure, content delivery and web based communities to provide Management Consultancy, Information Technology Consultancy and software development and evaluation, design and implementation and training service to customer together with all activities which are incidental or conducive to any of the foregoing.”*
- j) **Nature of the business carried on by the Transferor Company-I:** The Transferor Company-I is engaged in the business of providing a range of software engineering services and solutions to its client from its finance service verticals, designing and development of systems and applications software, developing and implementing business strategies and information technology products and acting as consultants in all aspects of electronic business and commerce.

k) **Names of present Directors along with their DIN and residential addresses of Transferor Company-I**

S. No	Name	DIN	Address
1.	Mr. Prahlad Rai Bansal	00050508	B-19/3 Shakti Nagar, Delhi-110007
2.	Mr. Rahul Singh	00053875	A-25/1, Phase 1, DLF City, Sikanderpur, Ghosi, Gurgaon-122002
3.	Mr. Vijay Mallya	06896919	110 Haritha Apartments, 11 <sup>th</sup> Cross, 5 <sup>th</sup> Main, Malleshwaram, Bengaluru-560003

l) **Details of change of name of the Transferor Company-I in the last five years:**

There is no change in the name of the Transferor Company-I in the last five years.

m) **Details of change of registered office of Transferor Company-I in the last five years:** There is no change in the address of the Transferor Company-I in the last five years.

n) **Details of change of Objects of the Transferor Company-I in the last five years:**

There is no change in the objects of the Transferor Company-I in the last five years.

o) **Date of Board Meeting at which the Scheme was approved:** May 10, 2019

p) **The directors who gave their assent/ dissent:** Scheme was approved unanimously by all the directors of the Transferor Company-I.

q) **Amount due to Secured Creditors of the Transferor Company-I as on January 31, 2019:** The Transferor Company-I has no secured creditors as on January 31, 2019.

r) **Amount due to Unsecured Creditors of the Transferor Company-I as January 31, 2019:** The Transferor Company-I has no unsecured creditors as on January 31, 2019.

s) **The Net Worth of the Transferor Company-I as on March 31, 2019:**

Particulars	Amount (₹ in Lakh)
Equity Share Capital	10.00
Surplus in Profit and Loss Account	1,232.66
<b>Net worth</b>	<b>1,242.66</b>

Balance Sheet, Statement of Profit & Loss and Statement of Cash flows of the Transferor Company-I for the financial year ended on March 31, 2019 is annexed herewith and marked as **Annexure 2**.

t) **Disclosure about the effect of Scheme on the material interests of Directors / KMP etc.:** Kindly refer the Report adopted by the Board of Directors of Transferor Company-I in its meeting held on May 10, 2019, annexed herewith as **Annexure 3**.

4. **The details of the Applicant Company-II / Transferor Company-II as given as under:**

a) **Corporate Identification Number (CIN):** U74899DL2001PLC111951

b) **Permanent Account Number:** AAACH9667H

c) **Name:** HCL Comnet Limited

d) **Date of incorporation:** August 8, 2001

e) **Type of company:** Unlisted public limited company

f) **Registered Office:** 806, Siddharth 96, Nehru Place, New Delhi -110019

g) **Email-ID:** [investors@hcl.com](mailto:investors@hcl.com)

h) **Details of capital structure:** The authorized, issued, subscribed and paid up share capital of the Transferor Company-II as on March 31, 2019 is as follows:

Particulars	Amount (₹ in Lakh)
<b>Authorized Share Capital:</b>	
11,00,000 equity shares of ₹10/- each	110.00
<b>Total</b>	<b>110.00</b>
<b>Issued, Subscribed and Fully Paid-up Share Capital:</b>	
9,49,900 equity shares of ₹10/- each	94.99
<b>Total</b>	<b>94.99</b>

Subsequent to the March 31, 2019, there has been no change in the authorized and issued, subscribed and paid up share capital of the Transferor Company-II till the date of issue of this notice.

i) **Main objects as per the Memorandum of Association of the Transferor Company-II:** The main objects of Transferor Company-II as set out in Clause III (A) of the Memorandum of Association are as under:

1. *“To carry on in India or elsewhere all or any of the business or businesses of engineers in all or any of the field of electronics, electrical, telecommunications, and designers, assemblers and manufactures of, dealers in, stockists, distributors, representatives, agents, hirers, service providers, repairs, cleaners, stores and leasing of all kind of plants, machinery, equipment, apparatus, implements, parts, components, spares ,assembles, sub-assemblies and other devices and scientific or other instruments, precision tools, moulds and other equipments (including in particular components, satellite communication, fiber optic, radio, micro wave, wireless, landline based switching, transmission, distribution and any other related equipment for data video voice fax and other analog and digital communication, accessories thereof and peripherals thereof, digital products, electronic aids and appliances, hardware and software, for electronic and electro mechanical and other related equipment and other ancillary items) and any other articles, products, by products, material appliances, apparatus and substitutes thereof.*
2. *To render as principals, agents, contractors or otherwise, technical know-how, consultancy services, training services, data, voice, video and fax communication service provider in the field of electronics and electrical, telecommunication, particularly those requiring use of sophisticated technology including the provision of facilities and collection and dissemination of knowledge and any and all allied activities and/or technological evolutions of any of the above and software development services which shall mean and include all types of software led IT Solutions, remote infrastructure management services, software as a service, cloud computing, engineering, research and development services, network and network security, data center management, client server services, IT enabled services, IT helpdesk services and systems integration services.”*
3. *To conduct, provide, process, control, manage, internet based intelligence services, for ecommerce, m-commerce and e-business and to design plan develop, manage, host website, pay by use, revenue share charging, models, sales marketing and other processing, logistic delivery and support of services remotely or on site.*
4. *To design, plan, engineer, install, commission and commercially operate as an Application Service Provider (ASP) and Internet Service Provider (ISP).*
5. *To develop a vortal / portal for providing and facilitating total transparent on line value added electronic based services including financial services, product services, advertising services, property services, Information Technology, monitoring and management services, remote on site (hybrid) services directory services, telecom and multimedia services.*
6. *To buy/sell all types of goods and provide value added services using electronic media including internet, television, radio or any such media to consumers and/or to business whether in India or abroad.”*

j) **Nature of business carried out by Transferor Company-II:** The Transferor Company - II is engaged in the business of rendering data communication services which includes trading of satellite and non-satellite based communication equipment such as VSAT, routers, switches, etc., application operation services and services related to installation and maintenance of networking equipment across defence, financial services, government, PSUs, telecom, energy and utilities.

k) **Names of present Directors along with their DIN and residential addresses of Transferor Company-II:**

S. No	Name	DIN	Address
1.	Mr. Prahlad Rai Bansal	00050508	B-19/3, Shakti Nagar, Delhi-110007
2.	Ms. Renu Kawatra	00078650	402 Sovereign, 3 Vatika City, Sector 49, Sohna Road, Gurgaon-122018, Haryana
3.	Mr. Atul Kumar Jain	03016822	Sears 602, Omaxe Twin Towers Sector-50, Gautam Buddh Nagar, Noida-201301, Uttar Pradesh
4.	Mr. Manish Anand	06443431	B-5/31, Paschim Vihar, New Delhi-110063
5.	Ms. Poornima Abhay Savargaonkar	07163444	42 Espace, Nirvana Country, Sector-50, Gurgaon-122018, Haryana

- l) **Details of change of name of the Transferor Company-II in the last five years:** There has been no change in the name of the Transferor Company-II in the last five years.
- m) **Details of change of registered office of Transferor Company-II in the last five years:** There has been no change in the address of the Transferor Company-II in the last five years.
- n) **Details of change of Objects of the Transferor Company-II in the last five years:** Pursuant to the resolution passed by the Board of Directors in its meeting dated May 11, 2015 and the approval of the shareholders in the Extra-Ordinary General Meeting held on May 23, 2015, the Memorandum and Article of Association of the Companies were amended in order to align them to meet the requirements of the new Companies Act, 2013.
- o) **Date of Board Meeting at which the Scheme was approved:** May 10, 2019



- p) **The directors who gave their assent / dissent:** The Scheme was approved unanimously by all the Directors of the Transferor Company-II.
- q) **Amount due to Secured Creditors of the Transferor Company-II as on January 31, 2019:** Amount due to the secured creditors of the Transferor Company-II as on January 31, 2019 is ₹27,37,694/- (*Rupees Twenty-Seven Lakh Thirty-Seven Thousand Six Hundred and Ninety-Four only*).
- r) **Amount due to Unsecured Creditors of the Transferor Company-II as on January 31, 2019:** Amount due to the unsecured creditors of the Transferor Company-II as on January 31, 2019 is ₹32,32,14,795/- (*Rupees Thirty-Two Crore Thirty-Two Lakh Fourteen Thousand Seven Hundred and Ninety-Five only*).
- s) **The Net Worth of the Transferor Company-II as on March 31, 2019:**

Particulars	Amount (₹ in Lakh)
Equity Share Capital	95.00
Other Equity	27,607.00
<b>Net worth</b>	<b>27,702.00</b>

Balance Sheet, Statement of Profit & Loss and Statement of Cash flows of the Transferor Company-II for the financial year ended on March 31, 2019 is annexed herewith and marked as **Annexure 4**.

- t) **Disclosure about the effect of Scheme on the material interests of Directors/ KMP etc.:** Kindly refer the Report adopted by the Board of Directors of Transferor Company-II in its meeting held on May 10, 2019 annexed herewith as **Annexure 5**.
5. **The details of the Transferor Company-III are given as under:**
- a) **Corporate Identification Number (CIN):** U72900KA1999PLC026077
- b) **Permanent Account Number:** AACCA4040P
- c) **Name:** HCL Technologies Solutions Limited
- d) **Date of incorporation:** December 14, 1999
- e) **Type of company:** Unlisted Public Limited Company
- f) **Registered Office:** 501-503, 4th Floor, Oxford House No. 15, Rustam Bagh, Behind Manipal Hospital, Main Road, Bangalore -560017
- g) **Email-ID:** [investors@hcl.com](mailto:investors@hcl.com)
- h) **Details of capital structure:** The authorized, issued, subscribed and paid up share capital of the Transferor Company-III as on March 31, 2019 is as follows:

Particulars	Amount (₹ in Lakh)
<b>Authorized Share Capital:</b>	
20,00,000 equity shares of ₹10/- each	200.00
<b>Total</b>	<b>200.00</b>
<b>Issued, Subscribed and Fully Paid-up Share Capital:</b>	
10,50,100 equity shares of ₹10/- each	105.01
<b>Total</b>	<b>105.01</b>

Subsequent to the March 31, 2019, there has been no change in the authorized and issued, subscribed and paid up share capital of the Transferor Company-III till the date of issue of this notice.

- i) **Main objects as per the Memorandum of Association of the Transferor Company-III:** The main objects of Transferor Company-III as set out in Clause III (A) of the Memorandum of Association are as under:
1. *“To design, develop and market and to impart training in all areas of Information Technology viz., web design e-commerce, computer software/Hardware and peripherals and to undertake research and development activities in computer software/hardware/peripherals including systems analysis, programming and computer maintenance as well as to provide data processing services of all kinds including transcription of all types and kinds like medical, legal, etc., and setting up training centers, educational institutions, computer schools, for imparting technical and project management skills to in LT. and related areas of activities.*
  2. *To carry on the business in India and abroad in software development, software deployment, consultancy services, marketing and selling of software, I.T. related products and services and to depute, deploy, provide within India or abroad, on chargeable basis or otherwise, man-power be its employees or other human resources, for providing consultancy, development, marketing, sales and delivery of software projects.*
  3. *To carry on the business as traders, dealers, agents, facilitators, exporters and importers of all kinds of goods and articles including computers. computer software, IT related projects, computer peripherals, consumer goods, durables.*

etc., through electronic commerce (e - commerce) or other methods of commercial transactions and to provide all kinds of services including travels related tourism, courier, hospitality, cleaning and forwarding and other services in India and abroad.

4. Enter into alliances, collaborations, agreements, partnership or such other arrangement with other organisations, Institutions, individuals for pursuing its stated business activities and/or providing technical. Project management and related services through direct deployment of its manpower or through its alliances, partnership and/or collaborator organisation.”

j) **Nature of business carried out by Transferor Company-III:** The Transferor Company-III is engaged in the business of providing a range of software development deployment and consultancy services, deputing and providing manpower for providing consultancy, development, marketing, sales and delivery of software products, and imparting training in areas of Information Technology.

k) **Names of present Directors along with their DIN and residential addresses of Transferor Company-III:**

S. No	Name	DIN	Address
1.	Mr. Prahlad Rai Bansal	00050508	B-19/3, Shakti Nagar, Delhi-110007
2.	Ms. Rita Gupta	00899240	B-101, Sector - 14, Gautam Buddha Nagar, Noida – 201 301, Uttar Pradesh, India
3.	Mr. Prateek Aggarwal	02443590	1804, Tower 34, Lotus Espacia, Sector 100, Noida, Uttar Pradesh – 201 304
4.	Mr. Venkata Appa Rao Varre	02582330	B1-115,Sobha Opal Appt,39th CRS, 18th Main, 4th T Block Jayanagar,Bengaluru,Karnataka-560041.

l) **Details of change of name of the Transferor Company-III in the last five years:** There has been no change in the name of the Transferor Company-III in the last five years.

m) **Details of change of registered office of Transferor Company-III in the last five years:** The Transferor Company – III, with effect from August 1, 2017, had shifted its registered office from No-6, A.S. Chambers, 80 Feet Road, VI Block, Kormangala, Bengaluru-560095 to its present address at 501-503, 4th Floor, Oxford House No.15, Rustam Bagh, Behind Manipal Hospital, Main Road, Bengaluru - 560017.

n) **Details of change of Objects of the Transferor Company-III in the last five years:** There has been no change in the objects of the Transferor Company-III in the last five years.

o) **Date of Board Meeting at which the Scheme was approved:** May 10, 2019

p) **The directors who gave their assent/ dissent:** The Scheme was approved unanimously by all the Directors of the Transferor Company-III.

q) **Amount due to Secured Creditors of the Transferor Company-III as on January 31, 2019:** That Transferor Company-III has no secured creditors as on January 31, 2019.

r) **Amount due to Unsecured Creditors of the Transferor Company-III as on January 31, 2019:** That Transferor Company-III has no unsecured creditors as on January 31, 2019.

s) **The Net Worth of the Transferor Company-III as on March 31, 2019:**

Particulars	Amount (₹ in Lakh)
Equity Share Capital	105.01
Surplus in Profit and Loss Account	498.46
<b>Net worth</b>	<b>603.47</b>

Balance Sheet, Statement of Profit & Loss and Statement of Cash flows of the Transferor Company-III for the financial year ended on March 31, 2019 is annexed herewith and marked as **Annexure 6**.

t) **Disclosure about the effect of Scheme on the material interests of Directors / KMP etc.:** Kindly refer the Report adopted by the Board of Directors of Transferor Company-III in its meeting held on May 10, 2019 annexed herewith as **Annexure 7**.

6. **The details of the Transferor Company-IV are given as under:**

a) **Corporate Identification Number (CIN):** U72200KA2009PTC050240

b) **Permanent Account Number:** AADCC6824C

c) **Name:** Concept2Silicon Systems Private Limited

d) **Date of incorporation:** June 24, 2009

e) **Type of company:** Unlisted public limited company

f) **Registered Office:** 501-503, 4th Floor, Oxford House No. 15, Rustam Bagh, Behind Manipal Hospital, Main Road,

Bangalore -560017

g) **Email-ID:** [investors@hcl.com](mailto:investors@hcl.com)

h) **Details of capital structure:** The authorized, issued, subscribed and paid up share capital of the Transferor Company-IV as on March 31, 2019 is as follows:

Particulars	Amount (₹ in Lakh)
<b>Authorized Share Capital:</b>	
20,00,000 equity shares of ₹1/- each	20.00
<b>Total</b>	<b>20.00</b>
<b>Issued, Subscribed and Fully Paid-up Share Capital:</b>	
1,50,000 equity shares of ₹1/- each	1.50
<b>Total</b>	<b>1.50</b>

Subsequent to the March 31, 2019, there has been no change in the authorized and issued, subscribed and paid up share capital of the Transferor Company-IV till the date of issue of this notice.

i) **Main objects as per the Memorandum of Association of the Transferor Company-IV:** The main objects of Transferor Company-IV as set out in Clause III (A) of the Memorandum of Association are as under:

1. *“To carry on the business of design and manufacturing of Electronics & Semiconductor Systems, including chips, microprocessors, FPGA, analog & mixed signal, embedded software including but not limited to design services, training, research & development, methodology development, computer aided designing and analysis, designing, developing, improving, modifying, customizing, controlling, marketing, selling, distributing, representing, licensing, import and export of all and every kind of electronic system products, chip design, chip related software programs, software data and software solution, in India or abroad.*
2. *To carry on the business of manufacture, traders, wholesalers, distributors, agents, representatives, commission agents, exporter, importer, rendering commercial, technical and market services, design and development, hire, lease or rent, maintenance, service and repair in respect of, and without :limiting the generalities of the aforesaid generally deal in all or any of the branches in Computers of all types, computer/microprocessor based systems and machines data acquisition ,preparation, processing and transmission equipments, communication systems, instrumentation systems, computerized entertainment and educational systems, computer hardware and software, computer peripherals sub systems and sub-assemblies of all types of computer / micro process or controlled equipment and machines m cabinets and all components, parts and accessories thereof, office systems and equipping printing, duplicating, reproducing, photocopying and photocomposing machinery, word processing machines and systems typewriters, Dictaphones microfilming machines and generally to deal in all or any branches of hardware, software and information ware.*
3. *To render consultancy, advice, training in the field of computers, electronics, marketing, productivity, engineering, software design development and application, maintenance and management.*
4. *To design and develop, acquire, produce, market, buy, sell, export, import and generally deal in knowhow for technology, manufacture, marketing and maintenance in all hardware and software products.*
5. *To render organisational development ,service and training services and assistance in equipment handling and establishing of systems and procedures including preparation procurement of manuals of all kinds, literature, business forms and instruction sets , establish bureaus , centers , laboratories and provide services, consultancy , personal placement and operational services relating to the above fields in all types of endeavours whether business, governmental, social ,education or any other spheres.”*

j) **Nature of business carried out by Transferor Company-IV:** The Transferor Company-IV is engaged in the business of providing a range of software development services, designing and development of electronic system products, software programs, software data and software solutions.

k) **Names of present Directors along with their DIN and residential addresses of Transferor Company-IV:**

S. No	Name	DIN	Address
1.	Mr. Prahlad Rai Bansal	00050508	B-19/3, Shakti Nagar, Delhi-110007
2.	Mr. Nalin Mittal	02170896	House No. B-142, Sector 51, Gautam Buddh Nagar, Noida – 201 301
3.	Mr. Subramanian Gopalakrishnan	06799278	Flat No. 5103, ATS Greens 2, A-58, Sector 50, Gautam Buddh Nagar, Noida – 201 301
4.	Mr. Venkata Appa Rao Varre	02582330	B1-115,Sobha Opal Appt,39th CRS, 18th Main, 4th T Block Jayanagar,Bengaluru,Karnataka-560041.

l) **Details of change of name of the Transferor Company-IV in the last five years:** There has been no change in the name

of the Transferor Company-IV in the last five years.

- m) **Details of change of registered office of Transferor Company-IV in the last five years:** The Transferor Company – IV, with effect from April 23, 2018, had shifted its registered office from No. 71 / 72, 1st Floor, 6th Block, Jyoti Niwas, College Road, Industrial Layout, Koramangala, Bangalore - 560095, India to its present address at 501-503, 4thFloor, Oxford House No.15, Rustam Bagh, Behind Manipal Hospital, Main Road, Bengaluru - 560017.
- n) **Details of change of Objects of the Transferor Company-IV in the last five years:** There has been no change in the objects of the Transferor Company-IV in the last five years.
- o) **Date of Board Meeting at which the Scheme was approved:** May 10, 2019
- p) **The directors who gave their assent/ dissent:** The Scheme was approved unanimously by all the directors of the Transferor Company-IV.
- q) **Amount due to Secured Creditors of the Transferor Company-IV as on January 31, 2019:** The Transferor Company-IV has no secured creditors as on January 31, 2019
- r) **Amount due to Unsecured Creditors of the Transferor Company-IV as on January 31, 2019:** Amount due to the unsecured creditors of the Transferor Company-IV as on January 31, 2019 is ₹ 39,65,414/- (*Rupees Thirty-Nine Lakh Sixty-Five Thousand Four Hundred and Fourteen only*).
- s) **The Net Worth of the Transferor Company-IV as on March 31, 2019:**

Particulars	Amount (₹ in Lakh)
Equity Share Capital	1.50
Other Equity	186.33
<b>Net worth</b>	<b>187.83</b>

Balance Sheet, Statement of Profit & Loss and Statement of Cash flows of the Transferor Company-IV for the financial year ended on March 31, 2019 is annexed herewith and marked as **Annexure 8**.

- t) **Disclosure about the effect of Scheme on the material interests of Directors/ KMP etc.:** Kindly refer the Report adopted by the Board of Directors of Transferor Company-IV in its meeting held on May 10, 2019 annexed herewith as **Annexure 9**.

**7. Details of the Transferee Company/Applicant Company-III:**

- a) **Corporate Identification Number (CIN):** L74140DL1991PLC046369
- b) **Permanent Account Number:** AAACH1645P
- c) **Name:** HCL Technologies Limited
- d) **Date of incorporation:** November 12, 1991
- e) **Type of company:** Listed Public Company
- f) **Registered Office:** 806, Siddharth, 96, Nehru Place, New Delhi-110019
- g) **Email-ID:** [investors@hcl.com](mailto:investors@hcl.com)
- h) **Details of capital structure:** The share capital as on March 31, 2019, is as follows:

Particulars	Amount (₹ in Lakh)
<b>Authorized Share Capital:</b>	
1,50,00,00,000 Equity Shares of ₹2/- each	30,000.00
<b>Total</b>	<b>30,000.00</b>
<b>Issued, Subscribed and Paid-up Share Capital Fully Paid up:</b>	
1,35,62,78,868 equity shares of ₹2/- each	27,125.58
<b>Total</b>	<b>27,125.58</b>

Subsequent to March 31, 2019 and till the date of this Notice, the Transferee Company has allotted 84,240 equity shares of ₹2/- each under its Employees Stock Option Plan.

- i) **Main objects as per the Memorandum of Association of the Transferee Company/Applicant Company-III:**

The main objects of the Transferee Company/Applicant Company-III as set out in Clause III (A) of the Memorandum of Association are as under:

1. *“To develop, provide, undertake, design, import, export, distribute and deal in systems and application software for microprocessor based information systems, offshore software development projects, software project consultancy, development of computer languages and allied computer services and to own and/or operate data processing and service bureau centres in India and abroad and to perform all types of software-led IT Solutions, remote infrastructure management services, business process outsourcing including, but not limited to digital solutions, software as a service, cloud computing, engineering, research and development services, network and network security, data center management, client server services, IT enabled services, IT help desk services and any and all allied activities and/ or technological evolutions of any of the above.*

2. *To advise and render services like staff and management recruitment, training and placements, technical analysis of data, electronic data processing, preparation of project reports, surveys and analysis for implementation of project and their progress review, critical path analysis, organisation and methods studies and other economic, mathematical, statistical, scientific and modern management techniques and to establish and render any and all consultancy and other services of professional and technical nature and to undertake assignments, jobs and appointments.*
3. *To carry on in India or elsewhere all or any of the business or businesses of designers, assemblers and manufacturers of, dealers in, distributors, representatives, agents, hirers, and leasing and/or under hire purchase of all kinds of information technology assets, hardware, electronic and other devices, computers, accessories thereof and peripherals, any other articles, products, by-products, materials, appliances, apparatus and substitutes thereof.”*

j) **Nature of the business carried on by the Transferee Company/Applicant Company-III:** That Transferee Company is engaged in the business of IT services that helps global enterprises re–imagine and transform their businesses through Digital technology transformation. The Applicant Company-III focuses on providing an integrated portfolio of services underlined by its Mode 1–2–3 growth strategy. Mode 1 encompasses the core services in the areas of Applications, Infrastructure, BPO and Engineering and R&D services, leveraging DRYICE™ Autonomics to transform clients’ business and IT landscape, making them ‘lean’ and ‘agile’. Mode 2 focuses on experience–centric and outcome–oriented integrated offerings of Digital & Analytics, IoT WORKS™, Cloud Native Services and Cybersecurity & GRC services to drive business outcomes and enable enterprise digitalization. Mode 3 strategy is ecosystem–driven, creating innovative IP–partnerships to build products and platforms business.

k) **Names of the present Promoters along with their residential addresses:**

S. No.	Name	Address
1.	Mr. Shiv Nadar	44, Friends Colony (East), New Delhi – 110 065
2.	Ms. Kiran Nadar	44, Friends Colony (East), New Delhi – 110 065
3.	Ms. Roshni Nadar Malhotra	44, Friends Colony (East), New Delhi – 110 065
4.	Vama Sundari Investments (Delhi) Pvt. Ltd.	CP-3, IMT, Sector-8, Manesar, Haryana - 122051
5.	HCL Corporation Private Limited	44, Friends Colony (East), New Delhi – 110 065
6.	HCL Holdings Private Limited	IFS Court, Bank Street, Twenty-Eight, Cyber city, Ebene, 72201, Mauritius
7.	HCL Avitas Pvt. Ltd.	806, Siddharth, 96, Nehru Place, New Delhi – 110 019

l) **Names of present Directors and Key Managerial Personnel along with their DIN and residential addresses:**

S. No	Name	Designation	DIN	Address
1.	Mr. Shiv Nadar	Managing Director designated as Chairman & Chief Strategy Officer	00015850	44, Friends Colony (East), New Delhi 110065
2.	Ms. Roshni Nadar Malhotra	Non Independent Non-Executive Director	02346621	44, Friends Colony (East), New Delhi 110065
3.	Mr. Deepak Kapoor	Independent Director	00162957	K-42, NDSE, Part – II, New Delhi - 110049
4.	Mr. James Philip Adamczyk	Independent Director	08151025	1643B, Savannah HWY 318, Charleston, SC 29407- 2202, South Caroline- 29407, United States
5.	Mr. S. Madhavan	Independent Director	06451889	D-1063, New Friends Colony, New Delhi
6.	Dr. Mohan Chellappa	Additional Director	06657830	801, Malvern Avenue, Towson, Maryland – 21204, USA
7.	Ms. Nishi Vasudeva	Independent Director	03016991	21-A, Land Breeze, 52, Pali Hill Bandra West, Mumbai-400050
8.	Ms. Robin Ann Abrams	Independent Director	00030840	751 Linden Avenue, Los Altos, USA
9.	Mr. R. Srinivasan	Independent Director	00575854	47, Kasturi Ranga Road, Alwarpet, Chennai, 600018, Tamil Nadu
10.	Dr. Sosale Shankara Sastry	Independent Director	05331243	140, Camino Don Miguel, Orinda, CA 94563 1710, USA
11.	Mr. Thomas Sieber	Independent Director	07311191	Pilatusstrasse 11, Stafa, 8712, Switzerland
12.	Mr. C. Vijayakumar	President & Chief Executive Officer	Not Applicable	63 Vasantha Nagar, Singanallur, Coimbatore, Tamil Nadu – 641 005
13.	Mr. Prateek Aggarwal	Chief Financial Officer	Not Applicable	1804, Tower 34, Lotus Espacia, Sector 100, Noida, Uttar Pradesh – 201 304
14.	Mr. Manish Anand	Company Secretary	Not Applicable	B-5/31, Paschim Vihar, New Delhi – 110 063

m) **Details of change of name of the Transferee Company/Applicant Company-III in the last five years:** There has been no change in the name of the Transferee Company / Applicant Company-III in last five years.

n) **Details of change of registered office of Transferee Company/ Applicant Company-III in the last five years:** There has been no change in the registered office of the Transferee Company / Applicant Company-III in the last five years.

- o) **Details of change of Objects of the Transferee Company/ Applicant Company-III in the last five years:** Pursuant to the resolution passed by the Board of Directors in its meeting dated October 16, 2014 and the approval of the shareholders through Postal Ballot, whose results were announced on December 4, 2014, the Memorandum and Article of Association of the Companies were amended in order to align them to meet the requirements of the new Companies Act, 2013.
- p) **Date of Board Meeting at which the Scheme was approved:** May 9, 2019.
- q) **The directors who gave their assent / dissent:** The Scheme was approved unanimously by all the Directors of the Transferee Company.
- r) **Amount due to Secured Creditors of the Transferee Company/ Applicant Company-III as on January 31, 2019:** Amount due to the secured creditors of Transferee Company / Applicant Company-III as on January 31, 2019 is ₹48,52,35,961/- (*Rupees Forty-Eight Crore Fifty-Two Lakh Thirty-Five Thousand Nine Hundred Sixty-One only*).
- s) **Amount due to Unsecured Creditors of the Transferee Company/ Applicant Company-III as on January 31, 2019:** Amount due to the unsecured creditors of Transferee Company/ Applicant Company-III as on January 31, 2019 is ₹32,26,13,88,346/- (*Three Thousand Two Hundred and Twenty-Six Crores Thirteen Lakh Eighty-Eight Thousand Three Hundred and Forty-Six only*).
- t) **Net worth of the Transferee Company on March 31, 2019:**

Particulars	Amount (₹ in Lakh)
Equity Share Capital	27,125.58
Other Equity	30,16,790.87
<b>Net-worth</b>	<b>30,43,916.45</b>

Balance Sheet, Statement of Profit & Loss and Statement of Cash flows of the Transferee Company for the financial year ended on March 31, 2019 is annexed herewith and marked as **Annexure 10**.

- u) **Disclosure about the effect of Scheme on the material interests of Directors / KMP etc.:** Kindly refer the Report adopted by the Board of Directors of Transferee Company / Applicant Company-III in its meeting held on May 9, 2019 annexed herewith as **Annexure 11**.
8. **The relationship between the companies who are parties to the Scheme:**  
The Transferor Companies are direct or step down wholly owned subsidiaries of the Transferee Company.
9. **The salient features of the Scheme are set out hereunder:**
- A. The board of directors of the Applicant Companies are of the view that the proposed Scheme shall have the following benefits:
- Optimum and efficient utilization of resources either in form of assets and sharing of ancillary facilities;
  - Benefit of obtaining synchronization of synergies;
  - Structured, sharper and better management focusing on holistic growth of the businesses;
  - Rationalizing multiple subsidiaries in the group to ensure optimized legal entity structure more aligned with the business by reducing the number of legal entities and re-organizing the legal entities in the group structure;
  - Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company;
  - Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome co-ordination of efforts across multiple entities;
  - Cost saving by way of reduction of overheads, administrative, managerial and other expenditure and to bring about operational rationalization and efficiency; and
  - Synchronization of efforts to achieve uniform corporate policy and ease in decision making at the group level of the Transferee Company.
- B. The Appointed Date of the Scheme is April 1, 2019;
- C. The Effective Date of Scheme shall be the last of the dates on which certified copy of order of this Tribunal and NCLT, Bengaluru Bench is filed by the Transferor Companies and Transferee Company with the Registrar of Companies, National Capital Territory of Delhi and Haryana and Registrar of Companies, Bengaluru as the case may be;
- D. Upon coming into effect of this Scheme and with effect from Appointed Date and subject to provisions of the Scheme, all property(ies), being movable or immovable, tangible or intangible, intellectual property rights belonging to the Transferor Companies and rights, titles and interest therein, if any, shall pursuant to provisions of Section 232(4) of the Act be transferred to and stand vested in the Transferee Company;
- E. All statutory licenses including but not limited to permits, quotas, approvals, permissions, incentives, business certifications and all other registration certificates issued to Transferor Companies under applicable laws and other benefits or privileges enjoyed or conferred upon or held or availed of by and all rights and benefits accrued to or which may accrue to Transferor

Companies shall, pursuant to provisions of Section 232(4) of the Act be transferred to and stand vested in and be available to Transferee Company;

- F. All secured and unsecured liabilities, loans, borrowings whether (long-term or short-term), including liabilities of every kind, nature and description, whether present or future, of the Transferor Companies shall also be transferred to and vested in or be deemed to be transferred to and stand vested in, without any further act, instrument or deed, to Transferee Company pursuant to provisions of Section 230 to 232 of the Act;
- G. All suits, actions and other proceedings including legal and taxation proceedings (before any statutory or quasi-judicial authority or tribunal or any court) by or against Transferor Companies pending and/or arising on or before Effective Date shall be continued and/or be enforced by or against Transferee Company;
- H. All inter-company transactions between the Transferor Companies and Transferee Company including but not limited to any loans, advances due or outstanding, agreements or memorandum of understanding executed between the Transferor Companies and Transferee Company shall stand cancelled as on Effective Date and shall be of no effect;
- I. All staff, workmen and employees who are in employment of Transferor Companies on Effective Date shall become staff, workmen and employees of Transferee Company with effect from Appointed Date on the basis that:
  - (i) their employment shall be deemed to have been continuous and not been interrupted by reasons of the said transfer; and
  - (ii) terms and conditions of their employment after such transfer shall not in any way be less favorable to them than those applicable to them immediately preceding the said transfer;
- J. The Transferor Companies shall, with effect from Appointed Date and up to and including Effective Date, carry on its business and other incidental matters for and on account of and in trust for Transferee Company;
- K. The Transferor Companies are wholly owned subsidiaries of the Transferee Company, accordingly, upon the Scheme becoming effective, all the equity shares held by the Transferee Company in the Transferor Companies either by itself or through its subsidiaries/ nominees shall stand cancelled and extinguished. Therefore, there will be no issue and allotment of shares as consideration by the Transferee Company to the shareholders of the Transferor Companies upon coming into effect of the Scheme. Therefore, there will be no issue and allotment of shares as consideration by the Transferee Company to the shareholders of the Transferor Companies upon coming into effect of the Scheme;
- L. The amalgamation of Transferor companies with and into Transferee Company shall be accounted as per 'Pooling of Interest Method' provided under the "Indian Accounting Standard (Ind AS) 103 for Business Combination" prescribed under Section 133 of the Act, as notified under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time.
- M. Upon the Scheme coming into effect and with effect from Appointed Date, the authorized share capital of Transferor Companies as on Effective Date shall stand transferred to and be added with the authorized share capital of Transferee Company, without any liability for payment of any additional fees (*including fee payable to Registrar of Companies, except as may be required as per the applicable provisions of the Act*) or stamp duty. The consent of shareholders of the Transferee Company to the Scheme shall be sufficient for purposes of effecting the amendment in the memorandum of association and articles of association of the Transferee Company and that no further resolution under Sections 13, 14 and 61 of the Act and any other applicable provisions of the Act would be required to be separately passed nor any additional registration fee etc. be payable by Transferee Company. However, Transferee Company shall file the amended copy of its Memorandum of Association and Articles of Association with the Registrar of Companies within a period of 30 (Thirty) days from the Effective Date and the Registrar of Companies shall take the same on record in terms of clause 19 of the Scheme;
- N. Upon the effectiveness of the Scheme, the Transferor Companies shall be dissolved without following the process of winding up; and
- O. The Scheme is and shall be conditional upon:
  - (i) The approval of the Scheme by the respective requisite majorities in number and value of the shareholders and/or creditors (where applicable) of the Companies in accordance with Sections 230 to 232 of the Act;
  - (ii) The Scheme being sanctioned by this Tribunal and National Company Law Tribunal Bench at Bengaluru in terms of Sections 230 to 232 and other relevant provisions of the Act and the requisite orders of the Tribunal; and
  - (iii) Certified copies of the orders of this Tribunal and National Company Law Tribunal Bench at Bengaluru sanctioning this Scheme being filed by the Companies with the relevant Registrar of Companies as per the provisions of the Act.

**The above are only the salient features of the Scheme. For more details please refer to the 'Annexure 1' of the scheme.**

#### 10. Pre and post scheme capital structure:

Pre-Scheme capital structure of the Transferor Companies and Transferee Company is detailed in clause 3(h), 4(h), 5(h), 6(h) and 7(h) respectively, above. Pursuant to the terms of the clause 19.1 of the Scheme, the authorized share capital of the Transferor

Companies shall stand cancelled and the Transferor Companies shall dissolved upon the Scheme becoming effective. Further, the authorized share capital of the Transferor Companies as on the Effective Date shall stand transferred to and be added with the authorized share capital of the Transferee Company.

The details of post-Scheme paid-up share capital of the Transferee Company:

Company	Authorized Share Capital	Issued, Subscribed and Paid up Share Capital
<b>HCL Technologies Limited (Transferee Company)</b>	₹3,03,40,00,000/- (1,51,70,00,000 equity shares of ₹2/- each)	₹2,71,27,26,216/- (1,35,63,63,108 equity shares of ₹2/- each)

11. The proposed Scheme is not intended to bring any beneficial effect or any material interests in any manner to any person(s) who is/are for the time being directors, key managerial personnel of the Transferee Company involved in the Scheme except to the extent of their shareholding, if any, in the Transferee Company.
12. The Scheme will be in the best interests of Transferor Companies and Transferee Company, their respective shareholders and creditors. The said Scheme will not adversely affect the rights of any of the shareholders and creditors of Transferor Companies and Transferee Company in any manner whatsoever.
13. The Transferor Companies and Transferee Company are not governed by any sectoral regulator.
14. The proposed Scheme does not involve any capital debt restructuring.
15. The proposed scheme shall be effective when the certified copies of the respective orders of the Hon'ble Tribunal and National Company Law Tribunal, Bengaluru (or by Hon'ble Tribunal, Principal Bench of New Delhi, pursuant to clause 22.2 of the Scheme) sanctioning this Scheme being file with the Registrar of Companies at National Company Territory of Delhi and Haryana and Registrar of Companies at Bengaluru ("ROCs") by the Transferor Companies and the Transferee Company as per the provisions of the Act.
16. No winding up proceedings are pending against the Demerged Company and Resulting Company as on date.
17. The proposed Scheme and other attachments with the Notice of meeting ordered in Order dated August 9, 2019 by the Hon'ble NCLT in the Company Application No. CA(CAA)-88(ND)/2019 shall be filed with the ROCs in prescribed form.
18. The following documents will be open for inspection by the unsecured creditors at the registered office of the Transferee Company at 806, Siddharth, 96, Nehru Place, New Delhi-110019 on all working days during business hours from 9:00 a.m. (IST) to 5:00 p.m. (IST) up to the date of the ensuing Meeting and at the Meeting during the Meeting hours:
  - a) Scheme of Amalgamation;
  - b) Copy of the Statutory Auditors' certificate of the respective Transferor Companies dated May 10, 2019 to the effect that the accounting treatment in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
  - c) Copy of the Statutory Auditor's certificate of the Transferee Company dated May 9, 2019 to the effect that the accounting treatment in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
  - d) Copies of the Memorandum of Association and Articles of Association of the Transferor Companies and Transferee Company;
  - e) Copies of the annual report and audited financial statement of the Transferee Company for the financial year ended March 31, 2019;
  - f) Copies of the audited financial statement of the Transferor Companies for the financial year ended on March 31, 2019;
  - g) Other documents displayed on the Stock Exchanges and Transferee Company's website, in terms of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended by circular no. CFD/DIL3/CIR/2017/105 and CFD/DIL3/CIR/2018/2 dated September 21, 2017 and January 3, 2018.
  - h) Copies of the resolutions passed by the respective Board of Directors of the Transferor Companies and Transferee Company on May 10, 2019 and May 9, 2019 respectively, approving the Scheme of Amalgamation; and
  - i) Copies of the reports adopted by the Board of Directors of Transferor Companies and Transferee Company pursuant to the provisions of Section 232(2)(c) of the Act.

**Date:** August 13, 2019

**Place:** New Delhi

**Registered Office:**

806, Siddharth, 96, Nehru Place,  
New Delhi-110019

Sd/-  
**Justice (Retd.) Pratibha Rani**  
Chairperson appointed by the NCLT



**Scheme of Amalgamation  
Amongst  
HCL Eagle Limited  
And  
HCL Comnet Limited  
And  
HCL Technologies Solutions Limited  
And  
Concept2Silicon Systems Private Limited  
And  
HCL Technologies Limited  
And  
Their respective shareholders and creditors  
(under Sections 230 to 232 of the Companies Act, 2013)**

**Preamble**

This scheme of amalgamation (*hereinafter referred to as “Scheme” and more particularly defined hereinafter*) is presented under the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 (*hereinafter referred to as “Act” more particularly defined hereinafter*) as applicable, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, for the amalgamation of HCL Eagle Limited (“*Transferor Company - I*”), HCL Comnet Limited (“*Transferor Company - II*”), HCL Technologies Solutions Limited (“*Transferor Company - III*”) and Concept2Silicon Systems Private Limited (“*Transferor Company - IV*”) with and into HCL Technologies Limited (“*Transferee Company*”) with effect from the Appointed Date (*more particular defined hereinafter*). In addition to this, this Scheme also provides for various other matter consequential or otherwise integrally connected herewith.

*(For the sake of brevity, the Transferor Company - I, Transferor Company - II, Transferor Company - III and Transferor Company - IV are hereinafter collectively referred to as the “Transferor Companies” and where the context so requires, the term ‘Transferor Companies’ shall include any two or more of the Transferor Companies. The Transferor Companies and Transferee Company are hereinafter collectively referred to as “Companies”.)*

**1. BACKGROUND AND DESCRIPTION OF COMPANIES**

- 1.1 HCL Technologies Limited or the Transferee Company is a listed public limited company duly incorporated under the provisions of Companies Act, 1956 (“**1956 Act**”) on November 12, 1991 bearing Corporate Identification Number (“**CIN**”) L74140DL1991PLC046369 and having its registered office situated in the State of Delhi at 806, Siddharth, 96, Nehru Place, New Delhi-110019.

The Transferee Company was incorporated under the name and style of ‘HCL Overseas Limited’. Subsequently, the name of the Transferee Company was changed to ‘HCL Consulting Limited’ in the year 1994 and thereafter, to its present name, i.e., HCL Technologies Limited and a fresh certificate of incorporation was issued by the RoC, Delhi (*as defined hereinafter*) on October 6, 1999.

The Transferee Company is a leading global IT services company that helps global enterprises re–imagine and transform their businesses through digital technology transformation. The Transferee Company focuses on providing an integrated portfolio of services underlined by its Mode 1–2–3 growth strategy. Mode 1 encompasses the core services in the areas of Applications, Infrastructure, BPO and Engineering and R&D services, leveraging DRYiCE™ Autonomics to transform clients’ business and IT landscape, making them ‘lean’ and ‘agile’. Mode 2 focuses on experience–centric and outcome–oriented integrated offerings of Digital & Analytics, IoT WoRKSTM, Cloud Native Services and Cybersecurity & GRC services to drive business outcomes and enable enterprise digitalization. Mode 3 strategy is ecosystem–driven, creating innovative IP–partnerships to build products and platforms business.

The Transferee Company leverages its global network of integrated co-innovation labs and global delivery capabilities to provide holistic multi–service delivery in key industry verticals including financial services, manufacturing, telecommunications, media, publishing, entertainment, retail & CPG, life sciences & healthcare, oil & gas, energy & utilities, travel, transportation & logistics and government.

The equity shares of the Transferee Company are listed on BSE Limited and National Stock Exchange of India Ltd. (*hereinafter collectively referred to as “Stock Exchanges”*).

- 1.2 HCL Eagle Limited or the Transferor Company – I is an unlisted public limited company duly incorporated under the provisions of the 1956 Act on September 14, 2011 bearing CIN: U72200DL2011PLC225052 and having its registered office situated in the State of Delhi at 806, Siddharth 96, Nehru Place, New Delhi-110019.

The Transferor Company - I is engaged in the business of providing a range of software engineering services and solutions to its client from its finance service verticals, designing and development of systems and applications software, developing and implementing business strategies and information technology products and acting as consultants in all aspects of electronic business and commerce.

The Transferor Company - I is the wholly owned subsidiary of the Transferee Company.

- 1.3 HCL Comnet Limited or the Transferor Company - II is an unlisted public limited company duly incorporated under the provisions of the 1956 Act on August 8, 2001 bearing CIN: U74899DL2001PLC111951 and having its registered office situated in the State of Delhi at 806, Siddharth 96, Nehru Place, New Delhi-110019.

The Transferor Company - II is engaged in the business of rendering data communication services which includes trading of satellite and non-satellite based communication equipment such as VSAT, routers, switches, etc., application operation services and services related to installation and maintenance of networking equipment across defence, financial services, government, PSUs, telecom, energy and utilities.

The Transferor Company - II is the wholly owned subsidiary of the Transferee Company.

- 1.4 HCL Technologies Solutions Limited or the Transferor Company - III is an unlisted public limited company duly incorporated under the provisions of the 1956 Act on December 14, 1999 bearing CIN: U72900KA1999PLC026077 and having its registered office situated in the State of Karnataka at 501-503, 4<sup>th</sup> Floor, Oxford House No.15, Rustam Bagh, Behind Manipal Hospital, Main Road, Bengaluru - 560017. The Transferor Company - III was incorporated as a private limited company under the name and style of 'Aalayance E-Com Services Private Limited'. Subsequently, the name of the Transferor Company - III was changed to 'HCL EAI Services Private Limited' in the year 2005. Further, the Transferor Company - III was converted into a public limited company and its name was changed to 'HCL EAI Services Limited' in the year 2006. Thereafter, the name of the Transferor Company - III was again changed to its present name, i.e., HCL Technologies Solutions Limited and a fresh certificate of incorporation was issued by RoC, Bengaluru (*as defined hereinafter*) on September 17, 2012.

The Transferor Company - III, with effect from August 1, 2017, had shifted its registered office from No. 6, A.S. Chambers, 80 Feet Road, VI Block, Kormangala, Bengaluru-560095 to its present address at 501-503, 4<sup>th</sup> Floor, Oxford House No. 15, Rustam Bagh, Behind Manipal Hospital, Main Road, Bengaluru - 560017.

The Transferor Company - III is engaged in the business of providing a range of software development deployment and consultancy services, deputing and providing manpower for providing consultancy, development, marketing, sales and delivery of software products, and imparting training in areas of Information Technology.

The Transferor Company - III is a wholly owned subsidiary of HCL America Inc. ("**HCL America**") (a company incorporated under the applicable laws of United States of America). HCL America is a wholly owned subsidiary of HCL Bermuda Limited ("**HCL Bermuda**") (a company incorporated under the applicable laws of Bermuda). HCL Bermuda is a wholly owned subsidiary of the Transferee Company. Therefore, the Transferor Company - III is also a wholly owned subsidiary of the Transferee Company.

- 1.5 Concept2Silicon Systems Private Limited or the Transferor Company - IV is a private limited company duly incorporated under the provisions of the 1956 Act on June 24, 2009 bearing CIN: U72200KA2009PTC050240 and having its registered office situated in the State of Karnataka at 501-503, 4<sup>th</sup> Floor, Oxford House No.15, Rustam Bagh, Behind Manipal Hospital, Main Road, Bengaluru - 560017.

The Transferor Company - IV is engaged in providing a range of software development services, designing and development of electronic system products, software programs, software data and software solutions.

The Transferor Company - IV is a wholly owned subsidiary of HCL Global Processing Services Limited ("**HCL GPSL**") (a public limited company duly incorporated under the provisions of the 1956 Act). HCL GPSL is a wholly owned subsidiary of HCL Bermuda. Therefore, the Transferor Company - IV is also a wholly owned subsidiary of the Transferee Company.

## 2. RATIONALE FOR THE SCHEME

- 2.1 The business activities of the Transferor Companies are ancillary and incidental to the main business operations of the Transferee Company. Amalgamation (*as defined hereinafter*) would result in the following benefits to the Transferee Company:

- a) Optimum and efficient utilization of resources either in the form of assets and sharing of ancillary facilities;
- b) Benefit of obtaining synchronisation of synergies;
- c) Structured, sharper and better management focussing on holistic growth of the businesses;
- d) Rationalizing multiple subsidiaries in the group to ensure optimised legal entity structure more aligned with the business by reducing the number of legal entities and re-organising the legal entities in the group structure;
- e) Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company;
- f) Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome co-ordination of efforts across multiple entities;
- g) Cost saving by way of reduction of overheads, administrative, managerial and other expenditure and to bring about operational rationalization and efficiency; and
- h) Synchronization of efforts to achieve uniform corporate policy and ease in decision making at the group level of the Transferee Company.

Further, there is no adverse effect of this Scheme on the directors, key management personnel, promoters, non-promoter members, creditors and employees of the Companies and the same would be in the best interest of all stakeholders.

- 2.2 In view of the aforesaid, the Board of Directors (*as defined hereinafter*) of the Companies have considered and proposed the Aamalgramation (*as defined hereinafter*) of the Transferor Companies with and into the Transferee Company in order to benefit the stakeholders of all the Companies. Accordingly, the Board of Directors (*as defined hereinafter*) of the Companies have formulated this Scheme pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Act (*as defined hereinafter*).

### 3. PARTS OF THE SCHEME:

This Scheme is divided into the following parts:

**Part A** deals with definitions used in the Scheme and sets out the share capital of the Transferor Companies and Transferee Company.

**Part B**, *inter-alia*, deals with the transfer and vesting of the assets, liabilities, profits or losses, legal proceedings, employees constituting business of Transferor Companies with and into the Transferee Company;

**Part C** deals with the consideration for the Amalgamation (*as defined hereinafter*), clubbing of the authorised share capital and accounting treatment for the Amalgamation; and

**Part D** deals with the miscellaneous provisions and conditionality of the Scheme.

## PART A

### DEFINITIONS AND SHARE CAPITAL

#### 4. DEFINITIONS

In this Scheme, unless inconsistent with the subject, the following expressions shall have the meanings respectively assigned against them:

- 4.1 “**Act**” means the Companies Act, 2013 and applicable rules made thereunder and includes any amendments, statutory re-enactments and modifications thereof for the time being in force;
- 4.2 “**Amalgamation**” means amalgamation of the Transferor Companies with and into the Transferee Company on a going concern basis in terms of the Scheme (*as defined hereinafter*) in its present form or with any modification(s) as approved by the Hon’ble Tribunals (*as defined hereinafter*);
- 4.3 “**Applicable Law(s)**” means any relevant statute, notification, by-laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinances, schemes, notices, treaties, judgement, decree, approvals, orders or instructions enacted or issued or sanctioned by any Governmental and Registration Authority (*as defined hereinafter*), having the force of law and as applicable to the Companies;
- 4.4 “**Appointed Date**” for purposes of this Scheme means April 1, 2019 or such other date as the Hon’ble Tribunals (*as defined hereinafter*) may approve;
- 4.5 “**Board of Directors**” or “**Board**” means and includes the respective Boards of Directors of the Transferor Companies and the Transferee Company or any committee constituted by such Board of Directors for the purposes of the Scheme;
- 4.6 “**Effective Date**” shall be last of the dates on which certified copies of the order of the Hon’ble Tribunals (*as defined hereinafter*), under Section 232 of the Act, sanctioning this Scheme, is filed by the Companies with Registrar of Companies (*as defined hereinafter*).

Provided that references in this Scheme to the date of “upon coming into effect of the Scheme” or “upon the scheme becoming effective” or “effectiveness of the Scheme” shall mean the Effective Date;

- 4.7 “**Governmental and Registration Authority**” means any relevant Central, State or local government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, quasi-judicial body, bureau or instrumentality thereof or arbitral body having jurisdiction over the Companies;
- 4.8 “**Intellectual Property Rights**” or “**IPR**” means, whether registered or not in the name of or recognized under Applicable Law(s) as being intellectual property of the Transferor Companies, or in the nature of common law rights of the Transferor Companies, all domestic and foreign (a) trademarks, service marks, brand names, internet domain names, websites, online web portals, trade names, logos, trade dress and all applications and registration for the foregoing, and all goodwill associated with the foregoing and symbolized by the foregoing; (b) confidential and proprietary information and trade secrets; (c) published and unpublished works of authorship, and copyrights therein, and registrations and applications therefor, if any, and all renewals, extensions, restorations and reversions thereof; (d) computer software, programs (including source code, object code, firmware, operating systems and specifications) and processes; (e) designs, drawings, sketches; (f) tools, databases, frameworks, customer data, proprietary information, knowledge, any other technology or know-how, licenses, software licenses and formulas; (g) ideas and all other intellectual property or proprietary rights; and (h) all rights in all of the foregoing provided by Applicable Law(s);
- 4.9 “**IT Act**” means the Income-Tax Act, 1961 and the rules made thereunder and shall include any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force;

- 4.10 **“Registrar of Companies, Delhi” or “RoC, Delhi”** means the Registrar of Companies, National Capital Territory of Delhi and Haryana situated at New Delhi;
- 4.11 **“Registrar of Companies, Bengaluru” or “RoC, Bengaluru”** means the Registrar of Companies, Karnataka situated at Bengaluru;
- 4.12 **“Registrar of Companies” or “RoCs”** means the RoC, Delhi and RoC, Bengaluru;
- 4.13 **“Scheme” or “the Scheme” or “this Scheme”** means this scheme of amalgamation amongst the Companies and their respective shareholders and creditors pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act in its present form or with any modification(s) made pursuant to the provisions of this Scheme by the Board of Directors of the Companies and/ or as approved or directed by the Hon’ble Tribunals, as the case may be;
- 4.14 **“Transferee Company”** shall have the meaning as ascribed to it in Clause 1.1 of this Scheme;
- 4.15 **“Transferor Company - I”** shall have the meaning as ascribed to it in Clause 1.2 of this Scheme;
- 4.16 **“Transferor Company - II”** shall have the meaning as ascribed to it in Clause 1.3 of this Scheme;
- 4.17 **“Transferor Company - III”** shall have the meaning as ascribed to it in Clause 1.4 of this Scheme;
- 4.18 **“Transferor Company - IV”** shall have the meaning as ascribed to it in Clause 1.5 of this Scheme;
- 4.19 **“Tribunal, New Delhi”** means the National Company Law Tribunal, Bench at New Delhi;
- 4.20 **“Tribunal, Bengaluru”** means the National Company Law Tribunal, Bench at Bengaluru; and
- 4.21 **“Tribunals”** means the Tribunal, New Delhi and the Tribunal, Bengaluru.
- 4.22 **“Undertaking”** shall mean and include the whole of the industrial undertaking(s) of the Transferor Companies, as a going concern, including its businesses (more elaborately described as Transferor Businesses), all secured and unsecured debts, liabilities, losses, duties and obligations and all the assets, properties, rights, titles and benefits, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without being limited to fixed assets, current assets, investments, funds, licenses, registrations, intangibles, leases, licenses, tenancy rights, premises, lending arrangements, benefits of security arrangements, computers, office equipment, telephones, telexes, facsimile connections, communication facilities, service connections, benefits of agreements, contracts and arrangements including but not limited to contracts entered into with vendors, customers and service providers, powers, authorities, permits, allotments, approvals, consents, privileges, liberties, easements and all the rights, titles, interests, benefits and advantages, reserves, provisions, advances, receivables, deposits, funds, cash, bank balances, bank accounts and all other rights, benefits of all agreements, subsidies, grants, tax credits (including but not limited to credits in respect of income tax, sales tax, etc.), software license(s), intellectual property(ies), domain/websites, etc. in connection with/relating to the Transferor Companies and other claims and powers, of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Companies, as on the Appointed Date.

## 5. INTERPRETATION

Terms and expressions which are used in this Scheme but not defined herein shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and if not defined therein then under the relevant Applicable Law(s). In this Scheme, unless the context otherwise requires:

- i. references to “persons” shall include individuals, body corporates (wherever incorporated), unincorporated associations and partnerships;
- ii. heading, sub-heading and bold typeface are only for convenience and shall not affect the construction or interpretation of this Scheme;
- iii. the term “Clause” refers to the specified clause of this Scheme;
- iv. references to one gender includes all genders;
- v. any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;
- vi. words in the singular shall include the plural and vice-versa; and
- vii. reference to any legislation, statute, regulation, rule, notification or any other provision of law means and includes references to such legal provisions as amended, supplemented or re-enacted from time to time and any reference to a legal provision shall include any subordinate legislation made from time to time under such a statutory provision.

## 6. CAPITAL STRUCTURE OF THE COMPANIES

6.1 The share capital of the Companies as at March 31, 2019 is as under:

Company	Authorized Share Capital	Issued, Subscribed and Paid up Share Capital
<b>HCL Technologies Limited (Transferee Company)</b>	₹3,00,00,00,000/- (1,50,00,00,000 equity shares of ₹2/- each)	₹2,71,25,57,736 (1,35,62,78,868 equity shares of ₹2/- each)
<b>HCL Eagle Limited (Transferor Company – I)</b>	₹10,00,000/- (1,00,000 equity shares of ₹10/- each)	₹10,00,000/- (1,00,000 equity shares of ₹10/- each)
<b>HCL Comnet Limited (Transferor Company – II)</b>	₹1,10,00,000/- (11,00,000 equity shares of ₹10/- each)	₹94,99,000/- (9,49,900 equity shares of ₹10/- each)
<b>HCL Technologies Solutions Limited (Transferor Company – III)</b>	₹2,00,00,000/- (20,00,000 equity shares of ₹10/- each)	₹1,05,01,000/- (10,50,100 equity shares of ₹10/- each)
<b>Concept2Silicon Systems Private Limited (Transferor Company – IV)</b>	₹20,00,000/- (20,00,000 equity shares of ₹1/- each)	₹1,50,000/- (1,50,000 equity shares of ₹1/- each)

Subsequent to March 31, 2019 and till the date of approval of this Scheme by the respective Board of the Companies, there is no change in the authorized, issued, subscribed and paid up share capital of the Transferor and Transferee Companies.

6.2 It is expressly clarified that until this Scheme becomes effective, the Companies are free to alter their authorized, issued, subscribed or paid up share capital as may be required for their respective business requirements, subject to the necessary approvals from their respective Boards and shareholders, if required.

### PART B

#### TRANSFER AND VESTING OF THE UNDERTAKINGS OF TRANSFEROR COMPANIES WITH AND INTO THE TRANSFEE COMPANY

##### 7. TRANSFER AND VESTING OF ASSETS

7.1 Upon coming into effect of this Scheme and with effect from the Appointed Date and subject to the provisions of this Scheme including in relation to the mode of transfer or vesting, the entire business and whole of the Undertaking(s), all property(ies), being movable or immovable, tangible or intangible, belonging to the Transferor Companies including but not limited to properties, plant and equipments, furniture and fixtures, land and building (*whether freehold, leasehold, leave and licensed, right of way, tenancies and/or otherwise*), softwares, bank balances, bank accounts in the name of the Transferor Companies, remittances in transit, bank deposits against bank guarantees, interest accrued on deposits, security deposits (*whether current or non-current*), capital advances, prepaid expenses, deferred costs (*whether current or non-current*), cash and cash equivalents, interest receivable, trade receivables (*including trade receivables from the related parties*), unbilled revenue (*including unbilled revenue from the related parties*), outstanding loans and advances (*short-term and long-term*), if any, recoverable in cash or in kind or for the value to be received including but not limited to loans and advances to suppliers, vendors, customers, staff, employees, others, balances with Governmental and Registration Authorities, prepaid expenses (*current and non-current*), fixed assets, inventories including goods-in-transit, finished goods, advances, advance income-tax, income-tax receivables, service tax credit receivables and refunds, deferred tax assets (*whether current and non-current*), Goods and Service Tax (“GST”) credits and refunds, receivables, including refunds from Governmental and Registration Authorities, capital advances, trade receivables, accrued interest, other current and non-current assets, permits, approvals, authorizations, telephone connections, telex, facsimile connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of all agreements that are in force on the Effective Date and all other interests, benefits, any other permits, approvals or authorizations under the applicable provisions of the Applicable Law(s), all past and present investments, if any, including but not limited to investment in the equity or preference shares of the subsidiary companies, investment in quoted and unquoted shares and other securities of all descriptions of any corporate, mutual funds etc., other assets such as computer software and hardware, routers, all types of furniture and fixtures, vehicles (*whether freehold or encumbered*), office equipment, all types of lending contracts, benefit of any security arrangements, reversions, powers, authorities, allotments, approvals, consents, licenses, registrations, contracts, agreements, engagements, arrangements of all kind, rights, titles, interests, benefits, easements, if any, and privileges of whatsoever nature and wherever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by the Transferor Companies (*hereinafter referred to as “Said Assets”*) and all documents of titles, receipts and easements in relation thereto or improvement, all rights, covenants, continuing rights, titles and interest in connection with Said Assets shall, unless otherwise agreed between Transferor Companies and Transferee Company specifically, be transferred to and stand vested in and/or be deemed to be transferred to and stand vested in Transferee Company in the mode and manner as prescribed in this Scheme on a going-concern basis pursuant to provisions of Sections 230 to 232 of the Act and all other applicable provisions of the Act and pursuant to the orders of the Hon’ble Tribunals or any other appropriate authority or forum, if any, sanctioning the Scheme, without any further act, instrument, deed, matter or thing so as to become on and from Appointed Date, the Said Assets of the Transferee Company.

- 7.2 Without prejudice to the above, in respect of the Said Assets of the Transferor Companies, including cash and bank balances, as are movable in nature or incorporeal property or are otherwise capable of being transferred by delivery or possession or by endorsement and/or delivery, the same shall stand transferred to the Transferee Company upon coming into effect of this Scheme and shall upon such transfer become the Said Assets of the Transferee Company with effect from the Appointed Date. In respect of any such assets, rights, titles and interests other than the Said Assets referred hereinabove, the same shall, without any further act, instrument or deed, be transferred to and vested in and/or be deemed to be transferred to and vested in Transferee Company pursuant to an order being made thereof by the Hon'ble Tribunals under Section 232 of the Act.
- 7.3 Without prejudice to the above, the IPR and Said Assets of the Transferor Companies, if any, belonging to the Transferor Companies shall stand transferred to and vested in and be deemed to be transferred to and vested in the name of the Transferee Company without any further act, instrument or deed. The Transferee Company, however, shall after the effectiveness of this Scheme, file the relevant intimations with the concerned Governmental and Registration Authorities in relation to Amalgamation, if required, who shall take them on record pursuant to the order of the Hon'ble Tribunals.
- 7.4 Upon coming into effect of this Scheme and with effect from the Appointed Date, all statutory licenses including but not limited to permits, quotas, approvals, permissions, clearances, incentives, consents and authorization orders and all other business certifications and all other registration certificates issued to the Transferor Companies under the Applicable Law(s) including but not limited to Shops and Commercial Establishments Act of the respective states where the establishments of the Transferor Companies are situated, Employees Provident Fund and Miscellaneous Provisions Act, 1952, Contract Labour (Regulations and Abolition) Act, 1970, Employees' State Insurance Corporation Act, 1948 and/or Gratuity Act, 1972 and pension and/or superannuation fund or benefits and any other funds or benefits created by the Transferor Companies for the employees, any subsidies, concessions, grants, special reservations, rights, claims, leases, tenancy rights, liberties, benefits under applicable provisions of the IT Act, no-objection certificates, permissions, approvals including but not limited to letters of permission related to bonded premises in software technology parks, expansion of STP operation facilities, PBWH licenses, approvals granted for setting up and operating units in special economic zones, software technology parks etc., registration-cum-membership certificates, consents, quotas, rights, entitlements, certificate of importer-exporter codes, allotment letters for importer exporter codes, trade mark licenses including application for registration of trade mark, licenses including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and other benefits or privileges, if any (*hereinafter referred to as "Said Rights and Interests"*), enjoyed or conferred upon or held or availed of and all rights and benefits that have accrued or which may accrue to Transferor Companies, shall, pursuant to the provisions of Section 232(4) of the Act and other applicable provisions of the Applicable Law(s), for the time being in force, without any further act, instrument or deed, upon the Scheme becoming effective, be and stand transferred to and vested in and/ or be deemed to have been transferred to and vested in and be available to the Transferee Company so as to become on and from the Appointed Date, the Said Rights and Interests of the Transferor Companies, effective and enforceable on the same terms and conditions to the extent permissible under the Applicable Law(s) for the time being in force and shall be duly and appropriately mutated or endorsed by the concerned Governmental and Registration Authorities therewith in favour of the Transferee Company.

## **8. TRANSFER AND VESTING OF LIABILITIES**

- 8.1 Upon coming into effect of this Scheme and with effect from the Appointed Date, all secured and unsecured liabilities, borrowings (*long-term and short-term*), including liabilities of every kind, nature and description, whatsoever and howsoever arising, whether present or future, including contractual liabilities, guarantees (*long-term and short term*), security deposits received, loans (*including loan from related parties which includes interest accrued*), contingent liabilities, non-trade payables, trade payables, retention money, payables for purchase of property, plant and equipments, creditors of other fixed assets, letters of credit, etc., if any, statutory liabilities/dues (*whether disputed or undisputed*), any kind of commitment or any other advances received (*whether disclosed or undisclosed*), duties, term loans from banks and financial institutions, book overdrafts, loan and advances (*whether long-term or short-term*) from banks, customers, revenue received in advance, statutory dues payable, government dues for taxes, contribution to provident fund, labour welfare funds, trade payables (*including dues from related parties*), short term borrowings from the related parties, supplier credits, dues of micro and small enterprises, staff and other creditors, dues of creditors other than micro and small enterprises, employee benefit payables, others employees costs, long-term or short-term provisions, advance from customers, provisions (*whether current or non-current*) including provisions for tax, gratuity, leaves benefits, expenses payable, deferred tax liabilities, taxes, GST payables and obligations of Transferor Companies, other current and non-current liabilities, if any, along with any charge, encumbrance, lien or security thereon, if any, and those arising out of proceedings of any nature (*hereinafter referred to as "Said Liabilities"*) shall also be transferred to and vested in or be deemed to be transferred to and stand vested, without any further act, instrument or deed in the Transferee Company pursuant to provisions of Sections 230 to 232 of the Act and all other applicable provisions of Act and other Applicable Law(s) so as to become Said Liabilities of Transferee Company and further, it shall not be necessary to obtain separate consent of any third party or any person who is a party to any contract or arrangement by virtue of which such the Said Liabilities may have arisen and are to be transferred to the Transferee Company.
- a) All loans raised and utilized or incurred as part of the Said Liabilities, if any, by the Transferor Companies anytime after the Appointed Date, but prior to the Effective Date, shall be deemed to be transferred to and vested with the Transferee Company without any further act or deed.
- b) The borrowing limits, if any, of the Transferee Company shall, without any further act or deed, stand enhanced by an amount being the aggregate of Said Liabilities of the Transferor Companies which are being transferred to the Transferee Company pursuant to this Scheme and the Transferee Company shall not be required to pass any separate resolutions or comply with any provisions of the Act, in this regard.

- c) It is clarified that so far the Said Assets of the Transferor Companies are concerned which have the security or charge, encumbrance or lien, if any, relating to securing the Said Liabilities or any other obligations of the Transferor Companies, shall, without any further act or deed continue to relate to such Said Assets after the Effective Date in the name of the Transferee Company and shall not extend to any other assets of the Transferee Company. However, it is expressly clarified that any such security or charge or encumbrance or lien shall not be entered to as security in relation to any assets of the Transferee Company, save to the extent as may be guaranteed or warranted by the terms of the existing security arrangements to which any of the Transferor Companies is a party and consistent with the joint obligations assumed by them under such arrangement or otherwise as may be agreed to by Board of the Transferee Company.
- d) Transferee Company, at its own cost, shall take all steps as may reasonably be necessary to enter into new or amended loan or security agreements or instruments and the like as may be necessary with the lender, such that the Transferee Company shall assume sole responsibility for repayment of borrowings.

8.2 With effect from the Effective Date and until such time the names of the bank accounts of the Transferor Companies are replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the existing bank accounts of the Transferor Companies, insofar as may be necessary. The banks shall also allow and honour cheques or other bills issued in the name of the Transferor Companies on and from the Effective Date.

8.3 Without prejudice to the other provisions of this Scheme and notwithstanding that vesting of movable and immovable properties of the Transferor Companies with the Transferee Company occurs by virtue of this Scheme itself, the Transferee Company, at any time upon coming into effect of this Scheme, may execute deeds of confirmation or other writings or arrangements with any party to any contract or arrangement or memorandum of understanding to which the Transferor Companies are parties, on the Effective Date, as may be necessary to be executed in order to give formal effect to the above provisions.

The Transferee Company shall under the provisions of this Scheme and/or subject to necessary approvals required under the Applicable Law(s) be deemed to be authorized to execute any such writings on behalf of the Transferor Companies to carry out or perform all such formalities or compliance, referred to above.

#### **9. TRANSFER OF PROFITS, INCOMES, LOSSES AND EXPENDITURE**

9.1 All profits or incomes including interest on deposits with banks, interest income etc., accruing or arising to the Transferor Companies or loss or expenditure (*including the effect of taxes, if any*) to the Transferor Companies on and any time after the Appointed Date shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes or loss or expenditure as the case may be of the Transferee Company.

9.2 Upon coming into effect of this Scheme and as per the provisions of Section 72A and other applicable provisions of the IT Act, all accumulated business and tax losses and unabsorbed depreciation of the Transferor Company - III and Transferor Company - IV shall be transferred to the Transferee Company. It is expressly clarified that all the accumulated business and tax losses and unabsorbed depreciation as are transferred, shall be eligible to be carried forward and set off in the hands of the Transferee Company in terms of the applicable provisions of the IT Act.

#### **10. COMPLIANCE WITH IT ACT**

10.1 This Scheme complies with the conditions relating to “amalgamation” as specified under Section 2(1B) of the IT Act. If any terms and provisions of this Scheme are found or interpreted to be inconsistent with the said provisions at a later date, including resulting from an amendment of Applicable Law(s) or for any other reason whatsoever, then the provisions of such amended Section(s) of the IT Act or any other Applicable Law(s) shall prevail and this Scheme shall stand modified to the extent determined necessary to comply with conditions contained in Section 2(1B) of the IT Act or any other Applicable Law, as may be amended from time to time. Such modification shall, however, not affect other parts of this Scheme.

#### **11. LEGAL PROCEEDINGS**

11.1 Upon coming into effect of this Scheme, all suits, actions and other proceedings including legal and taxation proceedings (*before any statutory or quasi-judicial authority or tribunal or any court or arbitral body*), if any, by or against the Transferor Companies pending and/or arising on or before the Effective Date shall be continued and/or be enforced by or against the Transferee Company as effectually and in the same manner and extent as if the same has been instituted and/or pending and/or arising by or against the Transferee Company.

11.2 It is expressly specified that the Transferee Company undertakes to have all legal or other proceedings initiated by or against the Transferor Companies as referred above, be transferred to its name and shall have the same continued, prosecuted and enforced in its name.

#### **12. INTER COMPANY TRANSACTIONS**

Without prejudice to the above provisions, upon the Scheme becoming effective and with effect from the Appointed Date, all inter-company transactions, inter-se between the Transferor Companies and the Transferee Company and between the Transferor Companies, including but not limited to:

- a) any loans, advances, investments and other obligations (*including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form*) which are due or outstanding

or which may become due at any time in future; or

- b) any agreement/memorandum of understanding, executed amongst the aforesaid Companies which are due or outstanding or which may become due at any time in future, shall stand cancelled as on the Effective Date and shall be of no effect and the Transferor Companies and the Transferee Company shall have no further obligation outstanding in that behalf.

### **13. TREATMENT OF TAXES**

- 13.1 Upon this Scheme becoming effective and with effect from the Appointed Date, all taxes, duties, cess payable by the Transferor Companies (*including under the IT Act, Customs Act, 1962 or any other Applicable Laws*), accruing and relating to the Transferor Companies from the Appointed Date onwards, including but not limited to advance tax payments, tax deducted at source (“**TDS**”), minimum alternate tax (“**MAT**”), any refund and interest due thereon on any credits, claims and exemptions shall, for all purposes be treated as advance tax payments, TDS, MAT, any refund and interest due on any such credits, claims and exemptions or refunds, as the case may be, of the Transferee Company.
- 13.2 Upon the Scheme becoming effective, the Transferee Company is permitted to file or revise returns of the Transferor Companies including but not limiting to TDS return, sales tax/value added tax returns, service tax returns, GST returns and all other relevant returns filed with the Governmental and Registration Authorities for the period either prior to the Appointed Date and/or period commencing on and from the Appointed Date, to claim refunds and interest due, if any thereon, credits, exemptions pursuant to provisions of this Scheme, notwithstanding that the time period prescribed for filing/ revision of such return may have elapsed.
- 13.3 Upon this Scheme becoming effective, all unavailed credits, claims and exemptions, any refunds, interest due thereon, benefit of carried forward losses and other statutory benefits, if any, in respect of income-tax (*including but not limited to TDS, tax collected at source, advance tax, book and tax losses etc.*), cenvat, customs, value added tax, sales tax, service tax, GST etc. to which the Transferor Companies are entitled to, prior to the period of the Appointed Date, shall be available to and vest in the Transferee Company, without any further act or deed.
- 13.4 TDS, service tax, GST, if any, deducted by and/or charged to the Transferee Company under the IT Act or any other statute for the time being in force, in respect of the payments made by the Transferee Company to the Transferor Companies on account of inter-company transactions, assessable for the period commencing from the Appointed Date shall be deemed to be the advance tax/ service tax/ GST etc. paid by the Transferee Company and credit for such advance tax/ service tax/ GST etc. shall be allowed to the Transferee Company notwithstanding that certificates or challans for advance tax/ service tax/ GST etc. being in the name of the Transferor Companies and not in the name of the Transferee Company. Upon this Scheme becoming effective, the Transferee Company is permitted to file and/ or revise tax returns of the Transferor Companies (*including but not limited to income-tax returns, withholding tax returns, TDS certificates, sales tax returns, value added tax returns, service tax returns, GST returns and other tax returns*) for the period commencing on and from the Appointed Date, to claim refunds and interest due, if any thereon, credits, exemptions pursuant to provisions of this Scheme, notwithstanding that the time period prescribed for filing/ revision of such return may have elapsed.
- 13.5 Without prejudice to the generality of aforesaid, any concessional or statutory forms under applicable tax laws, or local levies issued or received by the Transferor Companies, if any, in respect of period commencing from the Appointed Date shall be deemed to be issued or received in the name of the Transferee Company and benefit of such forms shall be allowed to the Transferee Company in the same manner and to the same extent as would have been available to the Transferor Companies.
- 13.6 The Transferee Company shall file the relevant intimations, if required, under the Applicable Law(s), at its own cost, for the record of concerned Governmental and Registration Authorities who shall take them on file. The Transferee Company shall be deemed to be authorized to execute any such writings on behalf of the Transferor Companies in order to carry out or perform all such formalities or compliances referred to above on part of the Transferor Companies.
- 13.7 All the expenses incurred by the Companies in relation to the Amalgamation as per the terms and conditions of this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Transferee Company in accordance with Section 35DD of the IT Act over a period of 5 years beginning with the previous year in which this Scheme becomes effective.
- 13.8 Any refund under the tax laws due to the Transferor Companies consequent to the assessments made on the Transferor Companies and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall belong to and be received by the Transferee Company. The concerned Governmental and Registration Authorities shall be bound to transfer to the account of and give credit for the same to the Transferee Company upon the passing of the orders on this Scheme by the Hon’ble Tribunals upon relevant proof and documents being provided to the said authorities.

### **14. EMPLOYEES**

14.1 Upon coming into effect of this Scheme:

- a) All staff, workmen and employees who are in employment of the Transferor Companies on the Effective Date shall become the staff, workmen and employees of the Transferee Company with effect from the Appointed Date on the basis that:
  - (i) their employment shall be deemed to have been continuous and not interrupted by reasons of the said transfer; and
  - (ii) the terms and conditions of their employment after such transfer shall not in any way be less favorable to them than those applicable to them immediately preceding the said transfer.
- b) It is expressly provided that as far as provident fund, employee state insurance plan scheme, gratuity scheme/trusts, leave



encashment, superannuation scheme, compensated absences, unavailed leave scheme or any other special scheme(s) or fund(s) or trust(s), provisions for benefits created or existing, if any, for benefit of staff / workmen / employees of the Transferor Companies are concerned, upon coming into effect of the Scheme, the Transferee Company shall stand substituted for all the Transferor Companies for all purposes whatsoever, related to the administration or operation of such scheme(s) or fund(s) or trust(s) to the intent that all rights, duties, powers and obligation(s) of the Transferor Companies in relation to such scheme(s) or fund(s) or trust(s) shall become those of the Transferee Company. It is clarified that the employment of employees of the Transferor Companies will be treated as having been continuous for the purpose of the aforesaid scheme(s) or fund(s) or trust(s) including for the purposes of payment of any retrenchment compensation and other terminal benefits. The Transferee Company shall file relevant intimations with the concerned Governmental and Registration Authorities who shall take the same on record and endorse the name of the Transferee Company for the Transferor Companies. Upon this Scheme becoming effective, all contributions to such scheme(s) or fund(s) or trust(s) created or existing for the benefit of such employees of the Transferor Companies shall be made by the Transferee Company in accordance with the provisions of such scheme(s) or fund(s) or trust(s) and Applicable Law(s).

## **15. CONTRACTS, DEEDS, RESOLUTIONS, ETC.**

- 15.1 Subject to other provisions contained in this Scheme, all contracts, deeds, understandings, bonds, guarantees, agreements, instruments and writings and benefits of whatsoever nature, if any, to which any of the Transferor Companies is a party and are subsisting or having effect on the Effective Date, shall remain in full force and effect against or in favour of the Transferee Company and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party thereto or beneficiary or obligee thereto or thereunder.
- 15.2 Without prejudice to the generality of the foregoing, it is clarified that upon this Scheme becoming effective and with effect from the Appointed Date, all consents, agreements, permissions, all statutory or regulatory licences, certificates, insurance covers, clearances, authorities, power of attorney given by, issued to or executed in favour of the Transferor Companies or any instrument of whatsoever nature including various incentives, subsidies, schemes, special status and other benefits or privileges enjoyed or availed by any of the Transferor Companies, granted by any Governmental and Registration Authority, or by any other person, shall stand transferred to the Transferee Company as if the same were originally given by, issued to or executed in favour of the Transferee Company and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company.
- 15.3 All resolutions of the Transferor Companies which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have any upper monetary or any other limits imposed under provisions of the Act, then the said limits shall apply mutatis mutandis to such resolutions and shall constitute the aggregate of the said limits in the Transferee Company.

## **16. CONDUCT OF BUSINESS TILL EFFECTIVE DATE**

- 16.1 With effect from the Appointed Date and upto and including the Effective Date, the Transferor Companies shall be deemed to carrying on all their businesses and other incidental matters for and on account of and in trust for the Transferee Company with reasonable diligence and due business prudence in the same manner as carried before but the Transferor Companies shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure, issue any additional guarantees, indemnities, commitment either for themselves or on behalf of their affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal, in any of their Said Assets or Said Rights and Interests or IPR, or change the composition of their Board, or substantially alter or expand or alienate or dispose off any of their business undertaking(s) or any other policy decision, except when the foregoing is:
- i. in the ordinary course of business; or
  - ii. written consent of the Transferee Company has been obtained in relation to such action.
- 16.2 All profits and cash accruing to or losses arising or incurred (*including the effect of taxes, if any thereon*), by the Transferor Companies shall for all purposes, be treated as the profits/ cash, taxes or losses of the Transferee Company.
- 16.3 The Transferor Companies shall not vary or alter, except in the ordinary course of their businesses or pursuant to any pre-existing obligations undertaken prior to the date of approval of the Scheme by the Board of Directors of the Transferor Companies, the terms and conditions of employment of any of their employees, nor shall they conclude settlement with any union or their employees except with the written consent of the Transferee Company.

## **17. SAVING OF CONCLUDED TRANSACTION**

- 17.1 Where any of the Said Liabilities of the Transferor Companies, as on the Appointed Date, transferred to the Transferee Company have been discharged by the Transferor Companies after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company.
- 17.2 Without prejudice to anything mentioned above or anything contained in this Scheme, transfer and vesting of all business Undertakings of the Transferor Companies as per this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Companies on or before the Appointed Date or after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds, matters and things made, done and executed by the Transferor Companies as acts, deeds, matters and things made, done and executed by or on behalf of the Transferee Company.

- 17.3 All the Said Liabilities, incurred or undertaken by the Transferor Companies after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme and pursuant to provisions of Section 232 and any other applicable provisions of the Act, shall without any further act, instrument or deed be and stand transferred to and/or vested in and/ or be deemed to have been transferred to and vested in the Transferee Company and shall become Said Liabilities of the Transferee Company.

### **PART C**

#### **CONSIDERATION FOR THE AMALGAMATION (AS DEFINED HEREINAFTER), CLUBBING OF THE AUTHORISED SHARE CAPITAL AND ACCOUNTING TREATMENT FOR THE AMALGAMATION**

##### **18. CONSIDERATION**

- 18.1 Since, the Transferor Companies are the wholly owned subsidiaries of the Transferee Company, accordingly, upon the Scheme becoming effective, all the equity shares as held by the Transferee Company in the Transferor Companies either by itself or through its subsidiaries / nominees shall stand cancelled and extinguished. Therefore, there will be no issue and allotment of shares as consideration by the Transferee Company to the shareholders of the Transferor Companies upon coming into effect of the Scheme.

The investments in the shares of the Transferor Companies, appearing in the books of account of Transferee Company shall, without any further act or deed, stand cancelled.

##### **19. CLUBBING OF AUTHORIZED SHARE CAPITAL**

- 19.1 Upon the Scheme becoming effective and with effect from the Appointed Date, the authorized share capital of the Transferor Companies as on the Effective Date shall stand transferred to and be added with the authorized share capital of the Transferee Company. The Transferee Company shall file necessary application with the RoC, Delhi along with the Scheme as sanctioned by the Hon'ble Tribunals, indicating the revised authorized share capital and pay the prescribed fee due on such increase in authorized share capital after claiming set off of fee already paid by the Transferor Companies on their authorized share capital as per Section 232(3)(i) read with Section 233(11) and 233(12) of the Act. It is further clarified that the Transferee Company shall not be required to pay any other additional fees (including fee payable to RoC, Delhi except as may be required as per the applicable provisions of the Act) or stamp duty or any other charges under any Applicable Law(s) for time being in force.

- 19.2 Consequent to transfer of the existing authorized share capital of the Transferor Companies on the Effective Date in accordance with the aforementioned, Clause V of the memorandum of association of the Transferee Company shall be substituted as necessary.

- 19.3 It is hereby clarified that the consent of shareholders of the Transferee Company to the Scheme shall be sufficient for the purpose of effecting the amendment in the memorandum of association and articles of association of the Transferee Company and that no further resolution under Sections 13, 14 and 61 of the Act and any other applicable provisions of the Act would be required to be separately passed nor any additional registration fee etc. be payable by the Transferee Company. However, the Transferee Company shall file the amended copy of its memorandum of association and articles of association with the RoC, Delhi within a period of 30 (Thirty) days from Effective Date and the RoC, Delhi shall take the same on record.

##### **20. ACCOUNTING TREATMENT FOR AMALGAMATION**

Upon the coming into effect of this Scheme, the Amalgamation of the Transferor Companies with and into the Transferee Company shall be accounted for as per 'Pooling of Interest Method' provided under the "Indian Accounting Standard (Ind AS) 103 for Business Combination" prescribed under Section 133 of the Act, as notified under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time.

### **PART D**

#### **MISCELLANEOUS PROVISIONS AND CONDITIONALITY OF THE SCHEME**

##### **21. DISSOLUTION OF TRANSFEROR COMPANIES**

Pursuant to the Scheme becoming effective, all the Transferor Companies shall, without any further act or deed, stand dissolved without following the process of winding up.

##### **22. APPLICATION TO THE HON'BLE TRIBUNALS**

- 22.1 The Companies shall, with all reasonable documents/ annexures, make necessary applications/petitions under Sections 230 to 232 of the Act and other applicable provisions of the Act to the Hon'ble Tribunals for seeking sanction of this Scheme.
- 22.2 The Companies may also file application(s) before the President of the Hon'ble Tribunals for transfer of the applications/petitions from the Hon'ble Tribunal, Bengaluru to the Hon'ble Tribunal, New Delhi under Rule 16(d) of the National Company Law Tribunal Rules, 2016. In such case, Hon'ble Tribunal, New Delhi shall have jurisdiction to sanction this Scheme.

##### **23. MODIFICATION OR AMENDMENTS TO THE SCHEME**

- 23.1 Subject to approval by the Hon'ble Tribunals, the Board of each of the Companies may assent to any modifications/ amendments including withdrawal/ termination of the Scheme or to any other conditions or limitations that the Hon'ble Tribunals or any Governmental and Registration Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable

or appropriate by their respective Boards. Each of the Companies shall authorize their respective Boards to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or order of the Hon'ble Tribunals or any Governmental and Registration Authority of any other competent authority or otherwise howsoever arising out of or by virtue of the Scheme and/or to give effect to and to implement the Scheme, in part or in whole, and/or any matter concerned or connected therewith.

- 23.2 Further, it is clarified that the initial consent of the shareholders and creditors (*both secured and unsecured*) of the Companies to this Scheme shall in itself be deemed to be sufficient to authorize the operation of the abovementioned clause of this Scheme and any subsequent alteration would not require a fresh note of consent from such shareholders and creditors.

#### **24. CONDITIONALITY OF THE SCHEME**

This Scheme is and shall be conditional upon and subject to:

- 24.1 The approval of the Scheme by the respective requisite majorities in number and value of the shareholders and/or creditors (wherever applicable) of the Companies in accordance with Sections 230 to 232 of the Act;
- 24.2 The Scheme being sanctioned by the Hon'ble Tribunals (*or by Hon'ble Tribunal, New Delhi, pursuant to clause 22.2 of this Scheme*) in terms of Sections 230 to 232 and other relevant provisions of the Act and the requisite orders of the Hon'ble Tribunals; and
- 24.3 Certified copies of the respective orders of the Hon'ble Tribunals (*or by Hon'ble Tribunal, New Delhi, pursuant to clause 22.2 of this Scheme*) sanctioning this Scheme being filed with the RoCs by the Transferor Companies and the Transferee Company as per the provisions of the Act.

#### **25. EFFECT OF NON-RECEIPT OF APPROVALS**

- 25.1 In the event of any of the said sanctions and approvals referred in the Scheme not being obtained and/or complied with and/or satisfied, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.
- 25.2 In the event of revocation of the Scheme, no rights and liabilities whatsoever shall accrue to or be incurred inter-se to the Transferor Companies and the Transferee Company or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or in accordance with the Applicable Laws and in such case, each company shall bear its own costs unless otherwise mutually agreed.
- 25.3 The Board of Directors of the Transferor Companies and the Transferee Company shall be entitled to withdraw this Scheme prior to the Effective Date.

#### **26. COSTS, CHARGES AND EXPENSES**

- 26.1 All costs, charges, taxes including duties, levies and all other expenses, if any (*save as expressly provided*) of the Transferor Companies and the Transferee Company arising out of or incurred in connection with and implementing this Scheme and matters incidental thereto shall be borne by the Transferee Company.

**HCL EAGLE LIMITED**  
**Balance Sheet as at March 31, 2019**  
 (All amounts in thousands of ₹ unless stated otherwise)

	As at 31 March 2019	As at 31 March 2018
<b>I. ASSETS</b>		
(1) Non-current assets	-	-
(2) Current assets		
(a) Financial assets		
(i) Investments	126,310	118,410
(ii) Cash and cash equivalents	1,621	1,137
(c) Other current assets	504	-
(b) Current tax assets (net)	-	662
<b>TOTAL ASSETS</b>	<b>128,435</b>	<b>120,209</b>
<b>II. EQUITY</b>		
(a) Equity share capital	1,000	1,000
(b) Other equity	123,266	117,057
<b>TOTAL EQUITY</b>	<b>124,266</b>	<b>118,057</b>
<b>III. LIABILITIES</b>		
(1) Non-current liabilities		
(a) Deferred tax liabilities (net)	601	1,166
(2) Current liabilities		
(a) Financial liabilities		
(i) Trade payables	4	-
(ii) Others	620	986
(b) Other current liabilities	18	-
(c) Current Tax Liabilities (net)	4,169	2,152
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>128,435</b>	<b>120,209</b>

As per our report of even date

**FOR S. R. BATLIBOI & ASSOCIATES LLP**  
**ICAI Firm Registration Number : 101049W/E300004**  
 Chartered Accountants

Sd/-  
**per Yogesh Midha**  
**Partner**  
 Membership Number: 094941

Gurugram, India  
 Date: 19 June 2019

**For and on behalf of the Board of Directors**  
**of HCL Eagle Limited**

Sd/-  
**Prahlad Rai Bansal**  
 Director

Noida (U.P.), India  
 Date: 19 June 2019

Sd/-  
**Rahul Singh**  
 Director

**HCL EAGLE LIMITED**  
**Statement of Profit and Loss for the year ended March 31, 2019**  
 (All amounts in thousands of ₹ unless stated otherwise)

	Year ended 31 March 2019	Year ended 31 March 2018
<b>I Revenue</b>		
Revenue from operations	-	-
Other income	9,052	8,852
<b>Total revenue</b>	<b>9,052</b>	<b>8,852</b>
<b>II Expenses</b>		
Finance costs	-	16
Other expenses	319	800
<b>Total expenses</b>	<b>319</b>	<b>816</b>
<b>III Profit before tax</b>	<b>8,733</b>	<b>8,036</b>
<b>IV Tax expense</b>		
Current tax	3,089	(603)
Deferred tax charge	(565)	2,563
Total tax expense	2,524	1,960
<b>V Profit for the year</b>	<b>6,209</b>	<b>6,076</b>
<b>VI Other comprehensive income</b>	-	-
<b>VII Total Comprehensive Income for the year</b>	<b>6,209</b>	<b>6,076</b>
<b>Earnings per equity share of ₹10 each</b>		
Basic and Diluted (in ₹)	62.09	60.76

As per our report of even date

**FOR S. R. BATLIBOI & ASSOCIATES LLP**  
**ICAI Firm Registration Number : 101049W/E300004**  
 Chartered Accountants

Sd/-  
**per Yogesh Midha**  
**Partner**  
 Membership Number: 094941

Gurugram, India  
 Date: 19 June 2019

**For and on behalf of the Board of Directors**  
**of HCL Eagle Limited**

Sd/-  
**Prahlad Rai Bansal**  
 Director

Noida (U.P.), India  
 Date: 19 June 2019

Sd/-  
**Rahul Singh**  
 Director

**HCL EAGLE LIMITED**  
**Statement of Cash Flows**  
(All amounts in thousands of ₹ unless stated otherwise)

	Year ended 31 March 2019	Year ended 31 March 2018
<b>A. Cash flows from operating activities</b>		
Profit before tax	8,733	8,036
<b>Adjustment for:</b>		
Income on investments carried at fair value through profit and loss	(8,653)	(8,527)
Provision no longer required, written back	(396)	(114)
Provision for other current assets	-	504
<b>Operating loss before working capital changes</b>	<b>(316)</b>	<b>(101)</b>
<b>Movement in Working Capital</b>		
(Increase)/decrease in trade receivables	-	27,425
(Increase)/decrease in other financial assets and other assets	(108)	25,010
Increase/(decrease) in trade payables	4	(50,728)
Increase/ (decrease) in provisions, other financial liabilities and other liabilities	(349)	(25,553)
<b>Cash used in operations</b>	<b>(769)</b>	<b>(23,947)</b>
Direct taxes paid (net of refunds)	499	5,985
<b>Net cash flow used in operating activities (A)</b>	<b>(270)</b>	<b>(17,962)</b>
<b>B. Cash flows from investing activities</b>		
Purchase of investments in securities	(124,000)	(63,000)
Proceeds from sale of investments in securities	124,754	77,500
<b>Net cash flow from investing activities (B)</b>	<b>754</b>	<b>14,500</b>
Net increase (decrease) in cash and cash equivalents (A+B)	484	(3,462)
Cash and cash equivalents at the beginning of the year	1,137	4,599
<b>Cash and cash equivalents at the end of the year as per Note 2.2</b>	<b>1,621</b>	<b>1,137</b>

As per our report of even date

**FOR S. R. BATLIBOI & ASSOCIATES LLP**  
**ICAI Firm Registration Number : 101049W/E300004**  
Chartered Accountants

Sd/-  
**per Yogesh Midha**  
**Partner**  
Membership Number: 094941

Gurugram, India  
Date: 19 June 2019

**For and on behalf of the Board of Directors**  
**of HCL Eagle Limited**

Sd/-  
**Prahlad Rai Bansal**  
Director

Sd/-  
**Rahul Singh**  
Director

Noida (U.P.), India  
Date: 19 June 2019

**Note:**

*The detailed Audited Financial Statements for the financial year ended March 31, 2019 along with the Auditors' Report thereon, will be kept open for inspection at the registered office of the Transferee Company at 806, Siddharth, 96, Nehru Place, New Delhi-110019 on all working days during business hours from 9:00 a.m. (IST) to 5:00 p.m. (IST) up to the date of the ensuing Meeting and at the Meeting during the Meeting hours and are also available at the website of the Transferee Company at [www.hcltech.com](http://www.hcltech.com).*

**REPORT ADOPTED BY BOARD OF DIRECTORS OF HCL EAGLE LIMITED IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 READ WITH RULE 6(3)(VI) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 IN ITS MEETING HELD ON FRIDAY, THE 10<sup>TH</sup> DAY OF MAY, 2019 AT HCL TECHNOLOGIES LTD. 12TH FLOOR, TOWER 5, SPECIAL ECONOMIC ZONE, PLOT NO. 3A, SECTOR-126, NOIDA – 201 304 (MEETING NO. 1 / 2019)**

**1. Background:**

- 1.1 The proposed scheme of amalgamation (“*Scheme*”) under the provisions of Sections 230 to 232 of the Companies Act, 2013 provides for the amalgamation of HCL Eagle Limited (“*Transferor Company 1*” or “*Company*”), HCL Comnet Limited (“*Transferor Company 2*”), HCL Technologies Solutions Limited (“*Transferor Company 3*”) and Concept2Silicon Systems Private Limited (“*Transferor Company 4*”) with and into HCL Technologies Limited (“*Transferee Company*”) on a going concern basis.

*For the sake of convenience, Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4 are hereinafter collectively referred to as “Transferor Companies” and the Transferor Companies and the Transferee Company are hereinafter referred to as “Companies”.*

- 1.2 The Transferor Companies are direct or indirect wholly owned subsidiaries of the Transferee Company.
- 1.3 The provisions of Section 232(2)(c) of the Companies Act, 2013 require the Directors to adopt a report explaining the effect of the Scheme on Shareholders, Directors / Key Managerial Personnel, Promoter / Non-Promoter Shareholders, laying out in particular the share exchange ratio and specifying any special valuation difficulties. The said report is required to be circulated to the shareholders and creditors along with the notice convening the meeting of shareholders / creditors.
- 1.4 The Scheme was approved by the Board of Directors of the Company (“*Board*”) vide resolution passed in its meeting held on May 10, 2019, and having regard to the aforesaid provision, the Board took into consideration, inter alia, the rationale of the Scheme, consideration involved, its impact on the Company’s stakeholders, the financial position of the Companies and other documents placed before it.

**2. Rationale for the Scheme:**

- 2.1 The business activities of the Transferor Companies are ancillary and incidental to the main business operations of the Transferee Company. Amalgamation (as defined hereinafter) would result in the following benefits to the Transferee Company:
1. Optimum and efficient utilization of resources either in form of assets and sharing of ancillary facilities;
  2. Benefit of obtaining synchronization of synergies;
  3. Structured, sharper and better management focusing on holistic growth of the businesses;
  4. Rationalizing multiple subsidiaries in the group to ensure optimized legal entity structure more aligned with the business by reducing the number of legal entities and re-organizing the legal entities in the group structure;
  5. Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company;
  6. Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome co-ordination of efforts across multiple entities;
  7. Cost saving by way of reduction of overheads, administrative, managerial and other expenditure and to bring about operational rationalization and efficiency; and
  8. Synchronization of efforts to achieve uniform corporate policy and ease in decision making at the group level of the Transferee Company.

Further, there is no adverse effect of this Scheme on the directors, key management personnel, promoters, non-promoter shareholders, creditors and employees of the Companies and the same would be in the best interest of all stakeholders.

**3. Consideration:**

- 3.1 Since, the Transferor Companies are the wholly owned subsidiaries of the Transferee Company, accordingly, upon the Scheme becoming effective, all the equity shares as held by the Transferee Company in the Transferor Companies either by itself or through its subsidiaries / nominees shall stand cancelled and extinguished. Therefore, there will be no issue and allotment of shares as consideration by the Transferee Company to the shareholders of the Transferor Companies upon coming into effect of the Scheme. The investments in the shares of the Transferor Companies, appearing in the books of account of Transferee Company shall, without any further act or deed, stand cancelled. Consequently, no valuation report is required for the Scheme.

**4. Effect of the Scheme on the stakeholders of HCL Eagle Limited:**

S. No.	Particulars	Effect
1	Directors / Key Managerial Personnel	Post the Scheme becoming effective, since the Company will stand dissolved, the Directors will cease to hold their directorship position(s). Further, there are no KMPs in the Company.
2	Promoter Shareholders	No effect. The Company is a wholly owned subsidiary of the Transferee Company. Accordingly, upon the Scheme becoming effective, the entire share capital of the Company shall stand cancelled.
3	Non-promoter Shareholders	Not applicable.
4	Employees	No effect. The present employees shall continue to act as the employees of the Transferee Company post the Scheme becomes effective.
5	Secured Creditors	Not applicable, as the Company does not have any Secured Creditors.
6	Unsecured Creditors	Not applicable, as the Company does not have any Unsecured Creditors.
7	Depositors / Debenture holders / Deposit Trustee / Debenture Trustee	Not applicable, as the Company has neither issued any debentures nor accepted deposit from any person.

**5. Adoption of the report by board of directors of HCL Eagle Limited:**

The board of directors of HCL Eagle Limited has adopted this report after noting and considering the information set forth in this report.

For **HCL EAGLE LIMITED**

Sd/-

**Prahlad Rai Bansal**

Director

DIN: 00050508

Date: May 10, 2019

Place: Delhi



**HCL COMNET LIMITED**  
**Balance Sheet as at March 31, 2019**  
 (All amounts in lacs of ₹ unless stated otherwise)

	As at 31 March 2019	As at 31 March 2018
<b>I. ASSETS</b>		
<b>(1) Non-current assets</b>		
(a) Property, plant and equipment	1,160	1,351
(b) Other intangible assets	20	45
(c) Financial assets		
(i) Investments	235	235
(ii) Others	1,223	2,085
(d) Deferred tax assets (net)	3,084	3,631
(e) Other non-current assets	502	1,614
<b>(2) Current assets</b>		
(a) Inventories	26	637
(b) Financial assets		
(i) Investments	11,839	13,108
(ii) Trade receivables	4,726	7,020
(iii) Cash and bank balances	505	1,695
(iv) Other bank balances	8	-
(v) Loans	7,500	-
(vi) Others	1,233	2,201
(c) Current tax assets (net)	8,491	8,042
(d) Other current assets	2,086	3,764
<b>TOTAL ASSETS</b>	<b>42,638</b>	<b>45,428</b>
<b>II. EQUITY</b>		
(a) Equity share capital	95	95
(b) Other equity	27,607	26,316
<b>TOTAL EQUITY</b>	<b>27,702</b>	<b>26,411</b>
<b>III. LIABILITIES</b>		
<b>(1) Non - current liabilities</b>		
(a) Financial liabilities		
(i) Borrowings	326	920
(b) Provisions	379	630
(c) Other non-current liabilities	245	867
<b>(2) Current liabilities</b>		
(a) Financial liabilities		
(i) Trade payables	837	1,295
(ii) Others	8,278	8,149
(b) Provisions	177	213
(c) Other current liabilities	4,694	6,943
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>42,638</b>	<b>45,428</b>

As per our report of even date

**FOR S. R. BATLIBOI & ASSOCIATES LLP**  
 ICAI Firm Registration Number : 101049W/E300004  
 Chartered Accountants

Sd/-  
**per Yogesh Midha**  
**Partner**  
 Membership Number: 094941

Gurugram, India  
 Date: 29 June 2019

**For and on behalf of the Board of Directors**  
**of HCL Comnet Limited**

Sd/-  
**Prahlad Rai Bansal**  
 Director

Noida (U.P.), India  
 Date: 29 June 2019

Sd/-  
**Atul Kumar Jain**  
 Director

**HCL COMNET LIMITED**  
**Statement of Profit and Loss for the year ended March 31, 2019**  
(All amounts in lacs of ₹ unless stated otherwise)

		Year ended 31 March 2019	Year ended 31 March 2018
<b>I</b>	<b>Revenue</b>		
	Revenue from operations	17,800	31,060
	Other income	1,726	1,885
	<b>Total income</b>	<b>19,526</b>	<b>32,945</b>
<b>II</b>	<b>Expenses</b>		
	Purchase of stock-in-trade	363	378
	Changes in inventories of stock-in-trade	611	2,556
	Employee benefits expense	5,699	11,474
	Finance costs	33	383
	Depreciation and amortization expense	410	449
	Cost of network, installation and other services	6,690	10,169
	Other expenses	2,419	3,554
	<b>Total expenses</b>	<b>16,225</b>	<b>28,963</b>
<b>III</b>	<b>Profit before tax</b>	<b>3,301</b>	<b>3,982</b>
<b>IV</b>	<b>Tax expense</b>		
	Current tax	1,525	621
	Deferred tax charge/ (credit)	525	(3,695)
	<b>Total tax expense</b>	<b>2,050</b>	<b>(3,074)</b>
<b>V</b>	<b>Profit for the year</b>	<b>1,251</b>	<b>7,056</b>
<b>VI</b>	<b>Other comprehensive income</b>		
	Items that will not be reclassified to statement of profit or loss	62	126
	Income tax on items that will not be reclassified to statement of profit or loss	(22)	(64)
	<b>Total other comprehensive income</b>	<b>40</b>	<b>62</b>
<b>VII</b>	<b>Total comprehensive income for the year</b>	<b>1,291</b>	<b>7,118</b>
	<b>Earnings per equity share of ₹10 each</b>		
	Basic (in ₹)	131.70	742.82
	Diluted (in ₹)	131.70	742.82

As per our report of even date

**FOR S. R. BATLIBOI & ASSOCIATES LLP**  
**ICAI Firm Registration Number : 101049W/E300004**  
Chartered Accountants

Sd/-  
**per Yogesh Midha**  
**Partner**  
Membership Number: 094941

Gurugram, India  
Date: 29 June 2019

**For and on behalf of the Board of Directors**  
**of HCL Comnet Limited**

Sd/-  
**Prahlad Rai Bansal**  
Director

Sd/-  
**Atul Kumar Jain**  
Director

Noida (U.P.), India  
Date: 29 June 2019

**HCL COMNET LIMITED**  
**Statement of Cash Flows**  
(All amounts in lacs of ₹ unless stated otherwise)

	Year ended 31 March 2019	Year ended 31 March 2018
<b>A. Cash flows from operating activities</b>		
Profit before tax	3,301	3,982
<b>Adjustment for:</b>		
Depreciation and amortization	410	449
Interest income	(145)	(41)
Income on investments carried at fair value through profit and loss	(1,118)	(1,020)
Interest expenses	6	6
(Profit)/ Loss on sale of property, plant and equipment (net)	(7)	10
Provision for doubtful debts / bad debt written off, net	(237)	(798)
Other non-cash (benefits) charges (net)	22	22
<b>Operating profit before working capital changes</b>	<b>2,232</b>	<b>2,610</b>
<b>Movement in Working Capital</b>		
(Increase) decrease in trade receivables	2,531	8,665
(Increase) decrease in inventories	611	2,563
(Increase) decrease in other financial assets and other assets	4,636	4,044
Increase (decrease) in trade payables	(458)	(1,743)
Increase (decrease) in provisions, other financial liabilities and other liabilities	(3,087)	(9,528)
<b>Cash generated from operations</b>	<b>6,465</b>	<b>6,611</b>
Direct taxes paid (net of refunds)	(1,925)	(5,330)
<b>Net cash flow from operating activities (A)</b>	<b>4,541</b>	<b>1,281</b>
<b>B. Cash flows from investing activities</b>		
Proceeds from bank deposits on maturity	-	243
Purchase of investments in securities	(77,171)	(39,391)
Proceeds from sale of investments in securities	79,558	39,197
Deposits placed with body corporates	(7,500)	-
Purchase of equity shares of HCL Training and Staffing Services Private Limited	-	(235)
Proceeds from sale of investment in preference shares	-	800
Purchase of property, plant and equipment, including capital work in progress and capital advances	(78)	(213)
Proceeds from sale of property, plant and equipment	23	12
Interest received	97	41
Taxes paid	(49)	(5)
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>(5,120)</b>	<b>449</b>
<b>C. Cash flows from financing activities</b>		
Repayment of long term borrowings	(605)	(811)
Proceeds from short term borrowings	-	5
Interest paid	(6)	(6)
<b>Net cash flow used in financing activities (C)</b>	<b>(611)</b>	<b>(812)</b>
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(1,190)	918
Cash and cash equivalents at the beginning of the year	1,695	777
<b>Cash and cash equivalents at the end of the year as per note 2.8(a)</b>	<b>505</b>	<b>1,695</b>

As per our report of even date

**FOR S. R. BATLIBOI & ASSOCIATES LLP**  
ICAI Firm Registration Number : 101049W/E300004  
Chartered Accountants

Sd/-  
**per Yogesh Midha**  
**Partner**  
Membership Number: 094941

Gurugram, India  
Date: 29 June 2019

**For and on behalf of the Board of Directors**  
of HCL Comnet Limited

Sd/-  
**Prahlad Rai Bansal**  
Director

Sd/-  
**Atul Kumar Jain**  
Director

Noida (U.P.), India  
Date: 29 June 2019

**Note:**

The detailed Audited Financial Statements for the financial year ended March 31, 2019 along with the Auditors' Report thereon, will be kept open for inspection at the registered office of the Transferee Company at 806, Siddharth, 96, Nehru Place, New Delhi-110019 on all working days during business hours from 9:00 a.m. (IST) to 5:00 p.m. (IST) up to the date of the ensuing Meeting and at the Meeting during the Meeting hours and are also available at the website of the Transferee Company at [www.hcltech.com](http://www.hcltech.com).

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF HCL COMNET LIMITED IN ACCORDANCE WITH SECTION 232(2) (C) OF THE COMPANIES ACT, 2013 READ WITH RULE 6(3)(VI) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 IN ITS MEETING HELD ON FRIDAY, THE 10<sup>TH</sup> DAY OF MAY, 2019 AT HCL TECHNOLOGIES LIMITED 12TH FLOOR, TOWER 5, SPECIAL ECONOMIC ZONE, PLOT NO. 3A, SECTOR-126, NOIDA – 201 304 (MEETING NO. 1 / 2019)**

**1. Background:**

- 1.1 The proposed scheme of amalgamation ("**Scheme**") under the provisions of Sections 230 to 232 of the Companies Act, 2013 provides for the amalgamation of HCL Eagle Limited ("**Transferor Company 1**"), HCL Comnet Limited ("**Transferor Company 2**" or "**Company**"), HCL Technologies Solutions Limited ("**Transferor Company 3**") and Concept2Silicon Systems Private Limited ("**Transferor Company 4**") with and into HCL Technologies Limited ("**Transferee Company**") on a going concern basis.

*For the sake of convenience, Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4 are hereinafter collectively referred to as "**Transferor Companies**" and the Transferor Companies and the Transferee Company are hereinafter referred to as "**Companies**".*

- 1.2 The Transferor Companies are direct or indirect wholly owned subsidiaries of the Transferee Company.
- 1.3 The provisions of Section 232(2)(c) of the Companies Act, 2013 require the Directors to adopt a report explaining the effect of the Scheme on Directors / Key Managerial Personnel, Promoter / Non-Promoter Shareholders, laying out in particular the share exchange ratio and specifying any special valuation difficulties. The said report is required to be circulated to the shareholders and creditors along with the notice convening the meeting of shareholders / creditors.
- 1.4 The Scheme was approved by the Board of Directors of the Company ("**Board**") vide resolution passed in its meeting held on May 10, 2019, and having regard to the aforesaid provision, the Board took into consideration, inter alia, the rationale of the Scheme, consideration involved, its impact on the Company's stakeholders, the financial position of the Companies and other documents placed before it.

**2. Rationale for the Scheme:**

- 2.1 The business activities of the Transferor Companies are ancillary and incidental to the main business operations of the Transferee Company. Amalgamation (as defined hereinafter) would result in the following benefits to the Transferee Company:
1. Optimum and efficient utilization of resources either in form of assets and sharing of ancillary facilities;
  2. Benefit of obtaining synchronization of synergies;
  3. Structured, sharper and better management focusing on holistic growth of the businesses;
  4. Rationalizing multiple subsidiaries in the group to ensure optimized legal entity structure more aligned with the business by reducing the number of legal entities and re-organizing the legal entities in the group structure;
  5. Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company;
  6. Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome co-ordination of efforts across multiple entities;
  7. Cost saving by way of reduction of overheads, administrative, managerial and other expenditure and to bring about operational rationalization and efficiency; and
  8. Synchronization of efforts to achieve uniform corporate policy and ease in decision making at the group level of the Transferee Company.

Further, there is no adverse effect of this Scheme on the directors, key management personnel, promoters, non-promoter shareholders, creditors and employees of the Companies and the same would be in the best interest of all stakeholders.

**3. Consideration:**

- 3.1 Since, the Transferor Companies are the wholly owned subsidiaries of the Transferee Company, accordingly, upon the Scheme becoming effective, all the equity shares as held by the Transferee Company in the Transferor Companies either by itself or through its subsidiaries / nominees shall stand cancelled and extinguished. Therefore, there will be no issue and allotment of shares as consideration by the Transferee Company to the shareholders of the Transferor Companies upon coming into effect of the Scheme. The investments in the shares of the Transferor Companies, appearing in the books of account of Transferee Company shall, without any further act or deed, stand cancelled. Consequently, no valuation report is required for the Scheme.

**4. Effect of the Scheme on the stakeholders of HCL Comnet Limited:**

<b>S. No.</b>	<b>Particulars</b>	<b>Effect</b>
1.	Directors / Key Managerial Personnel	Post the Scheme becoming effective, since the Company will stand dissolved, the Directors will cease to hold their directorship position(s). Further, there are no KMPs in the Company.
2.	Promoter Shareholders	No effect. The Company is a wholly owned subsidiary of the Transferee Company. Accordingly, upon the Scheme becoming effective, the entire share capital of the Company shall stand cancelled.
3.	Non-promoter Shareholders	Not applicable.
4.	Employees	No effect. The present employees shall continue to act as the employees of the Transferee Company post the Scheme becomes effective.
5.	Secured Creditors	No effect. The Scheme will not have any adverse effect on the secured creditors and upon merger of Companies, the assets of the Transferee Company will be sufficient to discharge its liabilities.
6.	Unsecured Creditors	No effect. The Scheme will not have any adverse effect on the unsecured creditors and upon merger of Companies, the assets of the Transferee Company will be sufficient to discharge its liabilities.
7.	Depositors / Debenture holders / Deposit Trustee / Debenture Trustee	Not applicable, as the Company has neither issued any debentures nor accepted deposit from any person.

**5. Adoption of the report by board of directors of the Company:**

The board of directors of the Company has adopted this report after noting and considering the information set forth in this report.

For **HCL COMNET LIMITED**

**Sd/-**  
**Manish Anand**  
Director  
DIN: 06443431

Date: May 10, 2019  
Place: Delhi

**HCL TECHNOLOGIES SOLUTIONS LIMITED**  
**Balance Sheet as at March 31, 2019**  
(All amounts in thousands of ₹ unless stated otherwise)

		As at 31 March 2019	As at 31 March 2018
<b>I.</b>	<b>ASSETS</b>		
	<b>(1) Non-current assets</b>	-	-
	<b>(2) Current assets</b>		
	(a) Financial assets		
	(i) Investments	40,721	36,159
	(ii) Trade receivables	-	-
	(iii) Cash and cash equivalents	1,690	492
	(b) Current tax assets (net)	14,473	14,505
	(c) Other current assets	3,637	7,606
	<b>TOTAL ASSETS</b>	<b>60,521</b>	<b>58,762</b>
<b>II.</b>	<b>EQUITY</b>		
	(a) Equity share capital	10,501	10,501
	(b) Other equity	49,846	48,108
	<b>TOTAL EQUITY</b>	<b>60,347</b>	<b>58,609</b>
<b>III.</b>	<b>LIABILITIES</b>		
	<b>(1) Non - current liabilities</b>	-	-
	<b>(2) Current liabilities</b>		
	(a) Financial liabilities		
	(i) Trade payables	23	-
	(ii) Others	143	153
	(b) Other current liabilities	8	-
	<b>TOTAL EQUITY AND LIABILITIES</b>	<b>60,521</b>	<b>58,762</b>

As per our report of even date

**FOR S. R. BATLIBOI & ASSOCIATES LLP**  
ICAI Firm Registration Number : 101049W/E300004  
Chartered Accountants

Sd/-  
**per Yogesh Midha**  
**Partner**  
Membership Number: 094941

Gurugram, India  
Date: June 19, 2019

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

Sd/-  
**Prahlad Rai Bansal**  
Director

Noida (U.P.) India  
Date: June 19, 2019

Sd/-  
**Rita Gupta**  
Director

**HCL TECHNOLOGIES SOLUTIONS LIMITED**  
**Statement of Profit and Loss for the year ended March 31, 2019**  
(All amounts in thousands of ₹ unless stated otherwise)

		Year ended 31 March 2019	Year ended 31 March 2018
	Revenue from operations	-	-
	Other income	2,737	2,650
	<b>Total income</b>	<b>2,737</b>	<b>2,650</b>
<b>II</b>	<b>Expenses</b>		
	Finance costs	2	3
	Other expenses	425	2,259
	<b>Total expenses</b>	<b>427</b>	<b>2,262</b>
<b>III</b>	<b>Profit before tax</b>	<b>2,310</b>	<b>388</b>
<b>IV</b>	<b>Tax expense</b>		
	Current tax	572	475
	Adjustment of tax related to earlier periods	-	2,203
	<b>Total tax expense</b>	<b>572</b>	<b>2,678</b>
<b>V</b>	<b>Profit (loss) for the year</b>	<b>1,738</b>	<b>(2,290)</b>
<b>VI</b>	<b>Other comprehensive income</b>	-	-
<b>VII</b>	<b>Total comprehensive income for the year</b>	<b>1,738</b>	<b>(2,290)</b>
	<b>Earnings per equity share of ₹10 each</b>		
	Basic (in ₹)	1.66	-2.18
	Diluted (in ₹)	1.66	-2.18
	<b>Summary of significant accounting policies</b>		

As per our report of even date

**FOR S. R. BATLIBOI & ASSOCIATES LLP**  
ICAI Firm Registration Number : 101049W/E300004  
Chartered Accountants

Sd/-  
**per Yogesh Midha**  
**Partner**  
Membership Number: 094941

Gurugram, India  
Date: June 19, 2019

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

Sd/-  
**Prahlad Rai Bansal**  
Director

Sd/-  
**Rita Gupta**  
Director

Noida (U.P.) India  
Date: June 19, 2019

**HCL TECHNOLOGIES SOLUTIONS LIMITED**  
**Statement of Cash Flows**  
(All amounts in thousands of ₹ unless stated otherwise)

	Year ended 31 March 2019	Year ended 31 March 2018
<b>A. Cash flows from operating activities</b>		
Profit before tax	2,310	388
<b>Adjustment for:</b>		
Income on investments carried at fair value through profit and loss	(2,737)	(2,297)
Provision for other current assets	74	2,068
Provision no longer required written back (net)	-	(334)
<b>Operating Loss before working capital changes</b>	<b>(353)</b>	<b>(175)</b>
<b>Movement in Working Capital</b>		
(Increase)/decrease in other assets	3,895	-
Increase/ (decrease) in trade payables	23	(2,100)
Increase/ (decrease) in provisions, other financial liabilities and other liabilities	(2)	(272)
<b>Cash flow from/(used) in operations</b>	<b>3,563</b>	<b>(2,547)</b>
Direct taxes paid (net of refunds)	(540)	(500)
<b>Net cash flow from/(used) in operating activities (A)</b>	<b>3,023</b>	<b>(3,047)</b>
<b>B. Cash flows from investing activities</b>		
Proceeds from sale of investments in securities	41,375	2,000
Purchase of investments in securities	(43,200)	-
<b>Net cash flow from/(used) in investing activities (B)</b>	<b>(1,825)</b>	<b>2,000</b>
<b>C. Cash flows from financing activities</b>		
<b>Net cash flow from financing activities (C)</b>	<b>-</b>	<b>-</b>
Net increase/(decrease) in cash and cash equivalents (A+B+C)	1,198	(1,047)
Cash and cash equivalents at the beginning of the year	492	1,539
<b>Cash and cash equivalents at the end of the year as per note 2.3</b>	<b>1,690</b>	<b>492</b>

As per our report of even date

**FOR S. R. BATLIBOI & ASSOCIATES LLP**  
ICAI Firm Registration Number : 101049W/E300004  
Chartered Accountants

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

Sd/-  
**per Yogesh Midha**  
**Partner**  
Membership Number: 094941

Sd/-  
**Prahlad Rai Bansal**  
Director

Sd/-  
**Rita Gupta**  
Director

Gurugram, India  
Date: June 19, 2019

Noida (U.P.) India  
Date: June 19, 2019

**Note:**

*The detailed Audited Financial Statements for the financial year ended March 31, 2019 along with the Auditors' Report thereon, will be kept open for inspection at the registered office of the Transferee Company at 806, Siddharth, 96, Nehru Place, New Delhi-110019 on all working days during business hours from 9:00 a.m. (IST) to 5:00 p.m. (IST) up to the date of the ensuing Meeting and at the Meeting during the Meeting hours and are also available at the website of the Transferee Company at [www.hcltech.com](http://www.hcltech.com).*



**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF HCL TECHNOLOGIES SOLUTIONS LIMITED IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 READ WITH RULE 6(3)(VI) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 IN ITS MEETING HELD ON FRIDAY, THE 10<sup>TH</sup> DAY OF MAY, 2019, AT HCL TECHNOLOGIES LTD. 12TH FLOOR, TOWER 5, SPECIAL ECONOMIC ZONE, PLOT NO. 3A, SECTOR-126, NOIDA – 201 304 (MEETING NO. 1 / 2019)**

**1. Background:**

- 1.1 The proposed scheme of amalgamation (“*Scheme*”) under the provisions of Sections 230 to 232 of the Companies Act, 2013 provides for the amalgamation of HCL Eagle Limited (“*Transferor Company 1*”), HCL Comnet Limited (“*Transferor Company 2*”), HCL Technologies Solutions Limited (“*Transferor Company 3*” or “*Company*”) and Concept2Silicon Systems Private Limited (“*Transferor Company 4*”) with and into HCL Technologies Limited (“*Transferee Company*”) on a going concern basis.

*For the sake of convenience, Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4 are hereinafter collectively referred to as “Transferor Companies” and the Transferor Companies and the Transferee Company are hereinafter referred to as “Companies”.*

- 1.2 The Transferor Companies are direct or indirect wholly owned subsidiaries of the Transferee Company.
- 1.3 The provisions of Section 232(2)(c) of the Companies Act, 2013 require the Directors to adopt a report explaining the effect of the Scheme on Shareholders, Directors / Key Managerial Personnel, Promoter / Non-Promoter Shareholders, laying out in particular the share exchange ratio and specifying any special valuation difficulties. The said report is required to be circulated to the shareholders and creditors along with the notice convening the meeting of shareholders / creditors.
- 1.4 The Scheme was approved by the Board of Directors of the Company (“*Board*”) vide resolution passed in its meeting held on May 10, 2019, and having regard to the aforesaid provision, the Board took into consideration, inter alia, the rationale of the Scheme, consideration involved, its impact on the Company’s stakeholders, the financial position of the Transferor Companies and other documents placed before it.

**2. Rationale for the Scheme:**

- 2.1 The business activities of the Transferor Companies are ancillary and incidental to the main business operations of the Transferee Company. Amalgamation (as defined hereinafter) would result in the following benefits to the Transferee Company:
1. Optimum and efficient utilization of resources either in form of assets and sharing of ancillary facilities;
  2. Benefit of obtaining synchronization of synergies;
  3. Structured, sharper and better management focusing on holistic growth of the businesses;
  4. Rationalizing multiple subsidiaries in the group to ensure optimized legal entity structure more aligned with the business by reducing the number of legal entities and re-organizing the legal entities in the group structure;
  5. Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company;
  6. Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome co-ordination of efforts across multiple entities;
  7. Cost saving by way of reduction of overheads, administrative, managerial and other expenditure and to bring about operational rationalization and efficiency; and
  8. Synchronization of efforts to achieve uniform corporate policy and ease in decision making at the group level of the Transferee Company.

Further, there is no adverse effect of this Scheme on the directors, key management personnel, promoters, non-promoter shareholders, creditors and employees of the Companies and the same would be in the best interest of all stakeholders.

**3. Consideration:**

- 3.1 Since, the Transferor Companies are the wholly owned subsidiaries of the Transferee Company, accordingly, upon the Scheme becoming effective, all the equity shares as held by the Transferee Company in the Transferor Companies either by itself or through its subsidiaries / nominees shall stand cancelled and extinguished. Therefore, there will be no issue and allotment of shares as consideration by the Transferee Company to the shareholders of the Transferor Companies upon coming into effect of the Scheme. The investments in the shares of the Transferor Companies, appearing in the books of account of Transferee Company shall, without any further act or deed, stand cancelled. Consequently, no valuation report is required for the Scheme.

**4. Effect of the Scheme on the stakeholders of HCL Technologies Solutions Limited:**

<b>S. No.</b>	<b>Particulars</b>	<b>Effect</b>
1.	Directors / Key Managerial Personnel	Post the Scheme becoming effective, since the Company will stand dissolved, the Directors will cease to hold their directorship position(s). Further, there are no KMPs in the Company.
2.	Promoter Shareholders	No effect. The Company is an indirect wholly owned subsidiary of the Transferee Company. Accordingly, upon the Scheme becoming effective, the entire share capital of the Company shall stand cancelled.
3.	Non-promoter Shareholders	Not applicable.
4.	Employees	No effect. The present employees shall continue to act as the employees post the Scheme becomes effective.
5.	Secured Creditors	Not applicable, as the Company does not have any secured creditors.
6.	Unsecured Creditors	Not applicable, as the Company does not have any unsecured creditors.
7.	Depositors / Debenture holders / Deposit Trustee / Debenture Trustee	Not applicable, as the Company has neither issued any debentures nor accepted deposit from any person.

**5. Adoption of the report by board of directors of the Company:**

The board of directors of the Company has adopted this report after noting and considering the information set forth in this report.

For **HCL TECHNOLOGIES SOLUTIONS LIMITED**

**Sd/-**  
**Prahlad Rai Bansal**  
Director  
DIN: 00050508

Date: May 10, 2019  
Place: Delhi

**CONCEPT2SILICON SYSTEMS PRIVATE LIMITED**  
**Balance Sheet as at March 31, 2019**  
 (All amounts in thousands of ₹ unless stated otherwise)

	As at 31 March 2019	As at 31 March 2018
<b>I. ASSETS</b>		
<b>(1) Non-current assets</b>		
(a) Property, plant and equipment	-	775
(b) Other intangible assets	-	4
(c) Deferred tax assets (net)	2,316	3,877
<b>(2) Current assets</b>		
(a) Financial assets		
(i) Trade receivables	-	10,873
(ii) Cash and cash equivalents	1,159	569
(iii) Others	4,212	5,165
(b) Current tax assets (net)	19,041	10,230
(c) Other current assets	227	6,033
<b>TOTAL ASSETS</b>	<b>26,955</b>	<b>37,526</b>
<b>II. EQUITY</b>		
(a) Equity share capital	150	150
(b) Other equity	18,633	20,943
<b>TOTAL EQUITY</b>	<b>18,783</b>	<b>21,093</b>
<b>III. LIABILITIES</b>		
<b>(1) Non - current liabilities</b>		
(a) Provisions	589	795
<b>(2) Current liabilities</b>		
(a) Financial liabilities		
(i) Borrowings	4,942	11,342
(ii) Trade payables	124	-
(iii) Others	2,101	2,421
(b) Other current liabilities	340	1,662
(c) Provisions	76	213
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>26,955</b>	<b>37,526</b>

As per our report of even date

**FOR S. R. BATLIBOI & CO. LLP**  
**ICAI Firm Registration Number: 301003E/E300005**  
 Chartered Accountants

Sd/-  
**per Nilangshu Katriar**  
**Partner**  
 Membership Number: 58814

Gurugram, India  
 Date: June 19, 2019

**For and on behalf of the Board of Directors**  
**of Concept2Silicon Systems Private Limited**

Sd/-  
**Prahlad Rai Bansal**  
**Director**

Sd/-  
**Subramanian**  
**Gopalakrishnan**  
**Director**

Noida (U.P.), India  
 Date: June 19, 2019

**CONCEPT2SILICON SYSTEMS PRIVATE LIMITED**  
**Statement of Profit and Loss for the year ended March 31, 2019**  
(All amounts in thousands of ₹ unless stated otherwise)

	Year ended 31 March 2019	Year ended 31 March 2018
<b>I Revenue</b>		
Revenue from operations	16,879	29,898
Other income	1,194	13,371
<b>Total income</b>	<b>18,073</b>	<b>43,269</b>
<b>II Expenses</b>		
Employee benefits expense	13,386	21,553
Finance costs	642	2,040
Depreciation and amortization expense	-	525
Other expenses	4,747	7,383
<b>Total expenses</b>	<b>18,775</b>	<b>31,501</b>
<b>III Profit/(Loss) before tax</b>	<b>(702)</b>	<b>11,768</b>
<b>IV Tax expense</b>		
Current tax	393	(1,258)
Deferred tax expense (credit)	1,471	3,864
Total tax expense	1,864	2,606
<b>V Profit/(Loss) for the year</b>	<b>(2,566)</b>	<b>9,162</b>
<b>VI Other comprehensive income</b>		
Items that will not be reclassified to statement of profit and loss		
Defined benefit plan actuarial gains/(losses)	346	79
Income tax effect	(90)	(24)
<b>Total other comprehensive income</b>	<b>256</b>	<b>55</b>
<b>VII Total Comprehensive Income for the year</b>	<b>(2,310)</b>	<b>9,217</b>
<b>Earnings per equity share of ₹1 each</b>		
Basic (in ₹)	(17.11)	61.08
Diluted (in ₹)	(17.11)	61.08

As per our report of even date

**FOR S. R. BATLIBOI & CO. LLP**  
**ICAI Firm Registration Number: 301003E/E300005**  
Chartered Accountants

Sd/-  
**per Nilangshu Katriar**  
**Partner**  
Membership Number: 58814

Gurugram, India  
Date: June 19, 2019

**For and on behalf of the Board of Directors**  
**of Concept2Silicon Systems Private Limited**

Sd/-  
**Prahlad Rai Bansal**  
**Director**  
Sd/-  
**Subramanian**  
**Gopalakrishnan**  
**Director**

Noida (U.P.), India  
Date: June 19, 2019

**CONCEPT2SILICON SYSTEMS PRIVATE LIMITED**

**Statement of Cash Flows**

(All amounts in thousands of ₹ unless stated otherwise)

	Year ended 31 March 2019	Year ended 31 March 2018
<b>A. Cash flows from operating activities</b>		
Profit/(loss) before tax	(702)	11,768
<b>Adjustment for:</b>		
Depreciation and amortization	-	525
Interest expense	639	1,989
Profit on sale of fixed assets	(18)	-
Provisions no longer required written back	(93)	(2,253)
Provision for doubtful debts written back	(1,083)	(10,951)
Provision for doubtful advance written back	-	(132)
Provision for doubtful advances	3,481	-
<b>Operating profit before working capital changes</b>	<b>2,224</b>	<b>946</b>
<b>Movement in Working Capital</b>		
(Increase) decrease in trade receivables	10,873	52,917
(Increase) decrease in other financial assets and other assets	7,557	2,757
Increase (decrease) in trade payables	124	(1,688)
Increase (decrease) in provisions, other financial liabilities and other liabilities	(3,853)	(19,323)
<b>Cash generated from operations</b>	<b>16,925</b>	<b>35,609</b>
Direct taxes paid (net of refunds)	(9,204)	5,387
<b>Net cash generated from operating activities (A)</b>	<b>7,721</b>	<b>40,996</b>
<b>B. Cash flows from financing activities</b>		
Proceeds from short term borrowings from holding company	14,100	29,200
Repayment of long term borrowings	(20,500)	(68,500)
Interest paid	(731)	(2,334)
<b>Net cash used in financing activities (B)</b>	<b>(7,131)</b>	<b>(41,634)</b>
Net (decrease) increase in cash and cash equivalents (A+B)	590	(638)
Cash and cash equivalents at the beginning of the year	569	1,207
<b>Cash and cash balance at the end of the year as per note 2.4</b>	<b>1,159</b>	<b>569</b>

As per our report of even date

**FOR S. R. BATLIBOI & CO. LLP**  
**ICAI Firm Registration Number: 301003E/E300005**  
 Chartered Accountants

**For and on behalf of the Board of Directors**  
**of Concept2Silicon Systems Private Limited**

Sd/-  
**per Nilangshu Katriar**  
**Partner**  
 Membership Number: 58814

Sd/-  
**Prahlad Rai Bansal**  
**Director**

Sd/-  
**Subramanian**  
**Gopalakrishnan**  
**Director**

Gurugram, India  
 Date: June 19, 2019

Noida (U.P.), India  
 Date: June 19, 2019

**Note:**

*The detailed Audited Financial Statements for the financial year ended March 31, 2019 along with the Auditors' Report thereon, will be kept open for inspection at the registered office of the Transferee Company at 806, Siddharth, 96, Nehru Place, New Delhi-110019 on all working days during business hours from 9:00 a.m. (IST) to 5:00 p.m. (IST) up to the date of the ensuing Meeting and at the Meeting during the Meeting hours and are also available at the website of the Transferee Company at [www.hcltech.com](http://www.hcltech.com).*

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF CONCEPT2SILICON SYSTEMS PRIVATE LIMITED IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 READ WITH RULE 6(3)(VI) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 IN ITS MEETING HELD ON FRIDAY, THE 10<sup>TH</sup> DAY OF MAY, 2019 AT HCL TECHNOLOGIES LTD. 12TH FLOOR, TOWER 5, SPECIAL ECONOMIC ZONE, PLOT NO. 3A, SECTOR-126, NOIDA – 201 304 (MEETING NO. 1 / 2019)**

**1. Background:**

- 1.1 The proposed scheme of amalgamation (“*Scheme*”) under the provisions of Sections 230 to 232 of the Companies Act, 2013 provides for the amalgamation of HCL Eagle Limited (“*Transferor Company 1*”), HCL Comnet Limited (“*Transferor Company 2*”), HCL Technologies Solutions Limited (“*Transferor Company 3*”) and Concept2Silicon Systems Private Limited (“*Transferor Company 4*” or “*Company*”) with and into HCL Technologies Limited (“*Transferee Company*”) on a going concern basis.

*For the sake of convenience, Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4 are hereinafter collectively referred to as “Transferor Companies” and the Transferor Companies and the Transferee Company are hereinafter referred to as “Companies”.*

- 1.2 The Transferor Companies are direct or indirect wholly owned subsidiaries of the Transferee Company.
- 1.3 The provisions of Section 232(2)(c) of the Companies Act, 2013 require the Directors to adopt a report explaining the effect of the Scheme on Shareholders, Directors / Key Managerial Personnel (“*KMP*”), Promoter / Non-Promoter Shareholders, laying out in particular the share exchange ratio and specifying any special valuation difficulties. The said report is required to be circulated to the shareholders and creditors along with the notice convening the meeting of shareholders / creditors.
- 1.4 The Scheme was approved by the Board of Directors of the Company (“*Board*”) vide resolution passed in its meeting held on May 10, 2019, and having regard to the aforesaid provision, the Board took into consideration, inter alia, the rationale of the Scheme, consideration involved, its impact on the Company’s stakeholders, the financial position of the Transferor Companies and other documents placed before it.

**2. Rationale for the Scheme:**

- 2.1 The business activities of the Transferor Companies are ancillary and incidental to the main business operations of the Transferee Company. Amalgamation (as defined hereinafter) would result in the following benefits to the Transferee Company:
1. Optimum and efficient utilization of resources either in form of assets and sharing of ancillary facilities;
  2. Benefit of obtaining synchronization of synergies;
  3. Structured, sharper and better management focusing on holistic growth of the businesses;
  4. Rationalizing multiple subsidiaries in the group to ensure optimized legal entity structure more aligned with the business by reducing the number of legal entities and re-organizing the legal entities in the group structure;
  5. Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company;
  6. Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome co-ordination of efforts across multiple entities;
  7. Cost saving by way of reduction of overheads, administrative, managerial and other expenditure and to bring about operational rationalization and efficiency; and
  8. Synchronization of efforts to achieve uniform corporate policy and ease in decision making at the group level of the Transferee Company.

Further, there is no adverse effect of this Scheme on the directors, key management personnel, promoters, non-promoter shareholders, creditors and employees of the Companies and the same would be in the best interest of all stakeholders.

**3. Consideration:**

- 3.1 Since, the Transferor Companies are the wholly owned subsidiaries of the Transferee Company, accordingly, upon the Scheme becoming effective, all the equity shares as held by the Transferee Company in the Transferor Companies either by itself or through its subsidiaries / nominees shall stand cancelled and extinguished. Therefore, there will be no issue and allotment of shares as consideration by the Transferee Company to the shareholders of the Transferor Companies upon coming into effect of the Scheme. The investments in the shares of the Transferor Companies, appearing in the books of account of Transferee Company shall, without any further act or deed, stand cancelled. Consequently, no valuation report is required for the Scheme.

**4. Effect of the Scheme on the stakeholders of Concept2Silicon Systems Private Limited:**

<b>S. No.</b>	<b>Particulars</b>	<b>Effect</b>
1.	Directors / Key Managerial Personnel	Post the Scheme becoming effective, since the Company will stand dissolved, the Directors will cease to hold their directorship position(s). Further, there are no KMPs in the Company.
2.	Promoter Shareholders	No effect. The Company is an indirect wholly owned subsidiary of the Transferee Company. Accordingly, upon the Scheme becoming effective, the entire share capital of the Company shall stand cancelled.
3.	Non-promoter Shareholders	Not applicable.
4.	Employees	No effect. The present employees shall continue to act as the employees post the Scheme becomes effective.
5.	Secured Creditors	No effect as the Company does not have any secured creditors.
6.	Unsecured Creditors	No effect, the Scheme will not have any adverse effect on the unsecured creditors and upon merger of Companies, the assets of the Transferee Company will be sufficient to discharge its liabilities.
7.	Depositors / Debenture holders / Deposit Trustee / Debenture Trustee	Not applicable, as the Company has neither issued any debentures nor accepted deposit from any person.

**5. Adoption of the report by board of directors of the Company:**

The board of directors of the Company has adopted this report after noting and considering the information set forth in this report.

For **CONCEPT2SILICON SYSTEMS PRIVATE LIMITED**

**Sd/-**

**Prahlad Rai Bansal**

Director

DIN: 00050508

Date: May 10, 2019

Place: Delhi

**HCL TECHNOLOGIES LIMITED**  
**Balance Sheet as at March 31, 2019**  
 (All amounts in crores of ₹ unless stated otherwise)

	As at 31 March 2019	As at 31 March 2018
<b>I. ASSETS</b>		
<b>(1) Non-current assets</b>		
(a) Property, plant and equipment	3,507	3,293
(b) Capital work in progress	212	298
(c) Goodwill	550	550
(d) Other intangible assets	7,178	6,585
(e) Financial assets		
(i) Investments	3,808	4,068
(ii) Loans	355	235
(iii) Others	309	166
(f) Deferred tax assets (net)	2,107	1,506
(g) Other non-current assets	723	669
<b>(2) Current assets</b>		
(a) Inventories	18	40
(b) Financial assets		
(i) Investments	2,002	2,130
(ii) Trade receivables	6,245	5,427
(iii) Cash and cash equivalents	4,523	210
(iv) Other bank balances	1,750	2,115
(v) Loans	1,244	3,438
(vi) Others	2,275	1,541
(c) Other current assets	650	547
<b>TOTAL ASSETS</b>	<b>37,456</b>	<b>32,818</b>
<b>II. EQUITY</b>		
(a) Equity share capital	271	278
(b) Other equity	30,168	27,285
<b>TOTAL EQUITY</b>	<b>30,439</b>	<b>27,563</b>
<b>III. LIABILITIES</b>		
<b>(1) Non-current liabilities</b>		
(a) Financial liabilities		
(i) Borrowings	32	33
(ii) Others	1	2
(b) Provisions	553	471
(c) Other non-current liabilities	52	56
<b>(2) Current liabilities</b>		
(a) Financial liabilities		
(i) Trade payables	2,367	544
(ii) Others	2,301	2,866
(b) Other current liabilities	901	608
(c) Provisions	141	129
(d) Current tax liabilities (net)	669	546
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>37,456</b>	<b>32,818</b>

As per our report of even date.

**FOR S. R. BATLIBOI & CO. LLP**  
 ICAI Firm Registration Number : 301003E/E300005  
 Chartered Accountants

per Nilangshu Katriar  
 Partner  
 Membership Number: 58814

Gurugram, India  
 9 May 2019

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

**Shiv Nadar**  
 Chairman and Chief Strategy Officer

**S. Madhavan**  
 Director

**C. Vijayakumar**  
 President and Chief Executive Officer

**Prateek Aggarwal**  
 Chief Financial Officer

**Prahlad Rai Bansal**  
 Deputy Chief Financial Officer

**Manish Anand**  
 Company Secretary

Noida (UP), India  
 9 May 2019



**HCL TECHNOLOGIES LIMITED**  
**Statement of Profit and Loss for the year ended March 31, 2019**  
(All amounts in crores of ₹ unless stated otherwise)

	Year ended 31 March 2019	Year ended 31 March 2018
<b>Revenue</b>		
Revenue from operations	26,012	22,073
Other income	805	702
<b>Total income</b>	<b>26,817</b>	<b>22,775</b>
<b>Expenses</b>		
Purchase of stock-in-trade	142	138
Changes in inventories of stock-in-trade	22	50
Employee benefits expense	8,079	7,365
Finance costs	16	23
Depreciation and amortization expense	1,276	893
Outsourcing costs	4,901	2,918
Other expenses	2,450	2,263
<b>Total expenses</b>	<b>16,886</b>	<b>13,650</b>
<b>Profit before tax</b>	<b>9,931</b>	<b>9,125</b>
<b>Tax expense</b>		
Current tax	2,354	1,987
Deferred tax credit	(608)	(224)
Total tax expense	1,746	1,763
<b>Profit for the year</b>	<b>8,185</b>	<b>7,362</b>
<b>Other comprehensive income</b>		
(i) Items that will not be reclassified to statement of profit and loss	13	35
(ii) Income tax on items that will not be reclassified to statement of profit and loss	(3)	(7)
(i) Items that will be reclassified subsequently to statement of profit and loss	18	(332)
(ii) Income tax on items that will be reclassified subsequently to statement of profit and loss	(4)	78
<b>Total other comprehensive income</b>	<b>24</b>	<b>(226)</b>
<b>Total comprehensive income for the year</b>	<b>8,209</b>	<b>7,136</b>
<b>Earnings per equity share of ₹2 each</b>		
Basic (in ₹)	59.69	52.54
Diluted (in ₹)	59.66	52.50

As per our report of even date.

FOR S. R. BATLIBOI & CO. LLP  
ICAI Firm Registration Number : 301003E/E300005  
Chartered Accountants

per Nilangshu Katriar  
Partner  
Membership Number: 58814  
Gurugram, India  
9 May 2019

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

Shiv Nadar  
Chairman and Chief Strategy Officer

S. Madhavan  
Director

C. Vijayakumar  
President and Chief Executive Officer

Prateek Aggarwal  
Chief Financial Officer

Prahlad Rai Bansal  
Deputy Chief Financial Officer

Manish Anand  
Company Secretary

Noida (UP), India  
9 May 2019

**HCL TECHNOLOGIES LIMITED**  
**Statement of Cash flows**  
(All amounts in crores of ₹ unless stated otherwise)

	Year ended 31 March 2019	Year ended 31 March 2018
<b>A. Cash flows from operating activities</b>		
Profit before tax	9,931	9,125
<b>Adjustment for:</b>		
Depreciation and amortization	1,276	893
Interest income	(531)	(444)
Dividend income from subsidiaries	(17)	(16)
Provision for doubtful debts / bad debts (written back) written off, net	(4)	25
Income on investments carried at fair value through profit and loss	(121)	(143)
Profit on sale of investments carried at fair value through other comprehensive income	(17)	-
Interest expenses	4	5
Loss (profit) on sale of property, plant and equipment (net)	(3)	(4)
Other non cash charges (net)	5	91
<b>Operating profit before working capital changes</b>	<b>10,523</b>	<b>9,532</b>
<b>Movement in working capital</b>		
(Increase) decrease in trade receivables	(820)	(994)
(Increase) decrease in inventories	22	50
(Increase) decrease in other financial assets and other assets	(1,006)	(244)
Increase (decrease) in trade payables	1,831	48
Increase (decrease) in provisions, other financial liabilities and other liabilities	204	(328)
<b>Cash generated from operations</b>	<b>10,754</b>	<b>8,064</b>
Direct taxes paid (net of refunds)	(2,078)	(1,725)
<b>Net cash flow from operating activities (A)</b>	<b>8,676</b>	<b>6,339</b>
<b>B. Cash flows from investing activities</b>		
Investments in bank deposits	(1,750)	(2,117)
Proceeds from bank deposits on maturity	2,115	7,615
Purchase of investments in securities	(23,188)	(19,514)
Proceeds from sale/ maturity of investments in securities	23,718	18,180
Deposits placed with body corporate	(1,355)	(3,643)
Proceeds from maturity of deposits placed with body corporate	3,408	2,500
Purchase of property, plant and equipment and intangibles	(2,326)	(4,354)
Proceeds from sale of property, plant and equipment	14	15
Proceeds from disposal of investment in subsidiary	-	2
Proceeds from loans extended to group company	21	-
Dividend received from subsidiaries	17	16
Interest received	468	476
Taxes paid	(147)	(149)
<b>Net cash flow from (used) in investing activities (B)</b>	<b>995</b>	<b>(973)</b>
<b>C. Cash flows from financing activities</b>		
Proceeds from long term borrowings	18	19
Repayment of long term borrowings	(16)	(16)
Buyback of equity shares	(4,000)	(3,500)
Expenses on buyback of equity shares	(12)	(14)
Dividend paid	(1,099)	(1,691)
Corporate dividend tax	(222)	(340)
Interest paid	(4)	(5)
<b>Net cash flow used in financing activities (C)</b>	<b>(5,335)</b>	<b>(5,547)</b>
<b>Net increase (decrease) in cash and cash equivalents (A+B+C)</b>	<b>4,336</b>	<b>(181)</b>
Effect of exchange differences on cash and cash equivalents held in foreign currency	(23)	39
Cash and cash equivalents at the beginning of the year	210	352
<b>Cash and cash equivalents at the end of the year as per note 2.10 (a)</b>	<b>4,523</b>	<b>210</b>

**Notes:**

- The total amount of income taxes paid is ₹2,225 crores (31 March 2018, ₹1,874 crores)
- Cash and cash equivalents include investor education and protection fund-unclaimed dividend of ₹5 crores (31 March 2018, ₹5 crores). The Company can utilize these balances only towards settlement of the above mentioned liabilities.

As per our report of even date.

**FOR S. R. BATLIBOI & CO. LLP**  
**ICAI Firm Registration Number : 301003E/E300005**  
Chartered Accountants

per Nilangshu Katriar  
Partner  
Membership Number: 58814  
Gurugram, India  
9 May 2019

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

**Shiv Nadar**  
Chairman and Chief Strategy Officer

**S. Madhavan**  
Director

**C. Vijayakumar**  
President and Chief Executive Officer

**Prateek Aggarwal**  
Chief Financial Officer

**Prahlad Rai Bansal**  
Deputy Chief Financial Officer

**Manish Anand**  
Company Secretary

Noida (UP), India  
9 May 2019

**Note:**

The detailed Audited Financial Statements for the financial year ended March 31, 2019 along with the Auditors' Report thereon, will be kept open for inspection at the registered office of the Transferee Company at 806, Siddharth, 96, Nehru Place, New Delhi-110019 on all working days during business hours from 9:00 a.m. (IST) to 5:00 p.m. (IST) up to the date of the ensuing Meeting and at the Meeting during the Meeting hours and are also available at the website of the Transferee Company at [www.hcltech.com](http://www.hcltech.com).

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF HCL TECHNOLOGIES LIMITED IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 READ WITH RULE 6(3)(VI) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 IN ITS MEETING HELD ON THURSDAY, MAY 9, 2019 AT 14TH FLOOR, TOWER 5 (SDB-5), HCL TECHNOLOGY HUB, PLOT NO. 3A, SECTOR-126, NOIDA – 201 304, U.P. INDIA (MEETING 1 / 2019-20)**

**1. Background:**

- 1.1 The proposed scheme of amalgamation (“*Scheme*”) under the provisions of Sections 230 to 232 of the Companies Act, 2013 provides for amalgamation of HCL Eagle Limited (“*Transferor Company 1*”), HCL Comnet Limited (“*Transferor Company 2*”), HCL Technologies Solutions Limited (“*Transferor Company 3*”) and Concept2Silicon Systems Private Limited (“*Transferor Company 4*”) with and into HCL Technologies Limited (“*Transferee Company*” or “*Company*”) on a going concern basis.

*For the sake of convenience, Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4 are hereinafter collectively referred to as “Transferor Companies” and the Transferor Companies and the Transferee Company are hereinafter referred to as “Companies”.*

- 1.2 The Transferor Companies are direct or indirect wholly owned subsidiaries of the Company.
- 1.3 The provisions of Section 232(2)(c) of the Companies Act, 2013 require the Directors to adopt a report explaining the effect of the Scheme on Shareholders, Key Managerial Personnel (“*KMP*”), Promoter and Non-Promoter Shareholders, laying out in particular the share exchange ratio and specifying any special valuation difficulties. The said report is required to be circulated to the shareholders and creditors along with the notice convening the meeting of shareholders / creditors.
- 1.4 Pursuant to the recommendations of the Audit Committee, the Scheme was approved by the Board of Directors of the Company (“*Board*”) vide resolution passed in its meeting held on May 9, 2019, and having regard to the aforesaid provision, the Board took into consideration, inter alia, the rationale of the Scheme, consideration involved, its impact on the Company’s stakeholders, the financial position of the Transferor Companies and other documents placed before it.

**2. Rationale for the Scheme:**

- 2.1 The business activities of the Transferor Companies are ancillary and incidental to the main business operations of the Transferee Company. Amalgamation (as defined hereinafter) would result in the following benefits to the Transferee Company:
1. Optimum and efficient utilization of resources either in form of assets and sharing of ancillary facilities;
  2. Benefit of obtaining synchronization of synergies;
  3. Structured, sharper and better management focusing on holistic growth of the businesses;
  4. Rationalizing multiple subsidiaries in the group to ensure optimized legal entity structure more aligned with the business by reducing the number of legal entities and re-organizing the legal entities in the group structure;
  5. Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company;
  6. Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome co-ordination of efforts across multiple entities;
  7. Cost saving by way of reduction of overheads, administrative, managerial and other expenditure and to bring about operational rationalization and efficiency; and
  8. Synchronization of efforts to achieve uniform corporate policy and ease in decision making at the group level of the Transferee Company.

Further, there is no adverse effect of this Scheme on the directors, key management personnel, promoters, non-promoter shareholders, creditors and employees of the Companies and the same would be in the best interest of all stakeholders.

**3. Consideration:**

- 3.1 Since, the Transferor Companies are the wholly owned subsidiaries of the Transferee Company, accordingly, upon the Scheme becoming effective, all the equity shares as held by the Transferee Company in the Transferor Companies either by itself or through its subsidiaries / nominees shall stand cancelled and extinguished. Therefore, there will be no issue and allotment of shares as consideration by the Transferee Company to the shareholders of the Transferor Companies upon coming into effect of the Scheme. The investments in the shares of the Transferor Companies, appearing in the books of account of Transferee Company shall, without any further act or deed, stand cancelled. Consequently, no valuation report is required for the Scheme.

**4. Compliance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

4.1 The Scheme solely provides for merger of HCL Eagle Limited, HCL Comnet Limited, HCL Technologies Solutions Limited and Concept2Silicon Systems Private Limited which are wholly owned subsidiaries with and into HCL Technologies Limited. Therefore, pursuant to paragraph 7 of the Securities and Exchange Board of India (SEBI) Circular bearing no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (“SEBI Merger Circular”) read with regulation 37(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there is no requirement to obtain a no-objection letter from stock exchanges, valuation report from an independent Chartered Accountant, Audit Committee report, fairness opinion by a SEBI registered Merchant Banker, report on complaints, etc. The Scheme shall be filed with the Stock Exchanges, i.e., BSE Ltd. and National Stock Exchange of India Ltd. for the purpose of disclosure only.

**5. Effect of the Scheme on the stakeholders of HCL Technologies Limited:**

S. No.	Particulars	Effect
1.	Directors / Key Managerial Personnel (KMP)	No effect. There will be no change in the Directors / KMP of the Transferee Company pursuant to the Scheme.
2.	Promoter Shareholders	No effect. There will be no change in the shareholding of Promoter / Promoter Group of the Transferee Company pursuant to the Scheme.
3.	Non-promoter Shareholders	No effect. There will be no dilution in their shareholding in the Transferee Company as there will be no issuance of shares by the Transferee Company pursuant to the Scheme.
4.	Employees	No effect. The present employees shall continue to act as the employees post the Scheme becomes effective.
5.	Secured Creditors	No effect.
6.	Unsecured Creditors	No effect, the Scheme will not have any adverse effect on the unsecured creditors and after the Scheme becoming effective, the assets of the Company will be sufficient to discharge its liabilities.
7.	Depositors / Debenture holders / Deposit Trustee / Debenture Trustee	Not applicable, as the Company has neither issued any debentures nor accepted deposit from any person.

**6. Adoption of the report by board of directors of HCL Technologies Limited:**

The board of directors of HCL Technologies Limited has adopted this report after noting and considering the information set forth in this report.

For **HCL TECHNOLOGIES LIMITED**

Sd/-

**S. Madhavan**

Director

DIN: 06451889

Date: May 9, 2019

Place: Delhi

**HCL Comnet Limited**  
**Corporate Identity Number: U74899DL2001PLC111951**  
**Registered Office:** 806, Siddharth, 96, Nehru Place, New Delhi-110019  
**Corporate office:** Plot No. 3A, Sector 126, Noida - 201 304, U.P., India  
**Website:** [www.hcltech.com](http://www.hcltech.com); **E-mail ID:** [investors@hcl.com](mailto:investors@hcl.com)  
**Tele-Fax:** +91 11 26436336

**PROXY FORM**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

<b>Name of the Unsecured Creditor:</b>	
<b>Address:</b>	
<b>E-mail Id:</b>	

I / We, being the unsecured creditor(s) of HCL Comnet Limited, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

or failing him

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

or failing him

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote either for or against resolution for me/us and on my/our behalf at the meeting of the Unsecured Creditors of the Company to be held on September 21, 2019 at NCUI Auditorium & Convention Centre, 3, Siri Institutional Area, August Kranti Marg, New Delhi – 110 016 at 4:00 p.m. (IST) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	<p><b>“RESOLVED THAT</b> pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“<b>SEBI LODR</b>”), relevant provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon’ble National Company Law Tribunal at New Delhi and/or Hon’ble National Company Law Tribunal at Bengaluru (hereinafter together referred as “<b>Tribunals</b>”) and/or any other relevant government or regulatory authority, body, institution (hereinafter collectively referred as “<b>Concerned Authority(ies)</b>”), if any, of competent jurisdiction under applicable laws for the time being in force, and subject to such conditions or guidelines, if any, as may be prescribed, imposed or stipulated in this regard by the shareholders and/or creditors of the Company, Tribunals or Concerned Authorities, from time to time, while granting such approvals, consents, permissions and/or sanctions under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “<b>Board</b>”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) authorized by the Board to exercise its powers including the powers conferred by this resolution), the scheme of amalgamation amongst HCL Eagle Limited, HCL Comnet Limited, HCL Technologies Solutions Limited, Concept2Silicon Systems Private Limited and HCL Technologies Limited and their respective shareholders and creditors (hereinafter referred to as the “<b>Scheme</b>”) as circulated along with the notice of the meeting be and is hereby approved.</p> <p><b>RESOLVED FURTHER THAT</b> the Board be and is hereby authorized to effectively implement the amalgamation embodied in the Scheme, make or accept such modification(s) amendment(s), limitation(s) and/or condition(s), if any, to the Scheme as may be required by the Hon’ble Tribunals and/or any other authority while sanctioning the Scheme or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme or for any other such reason, as the Board may deem fit and proper, to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme.”</p>

Signed this .....day of..... 2019.

Affix ₹ 1  
Revenue Stamp

\_\_\_\_\_  
Signature of unsecured creditor

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

**Notes:**

1. The form of Proxy must be deposited at the registered office of HCL Comnet Limited at 806, Siddharth, 96, Nehru Place, New Delhi-110019, not later than 48 (Forty-Eight) hours before the scheduled time of the commencement of the said Meeting.
2. If you are a body corporate, as the unsecured creditor, a copy of the resolution of the Board of Directors or the Governing Body authorizing such a person to act as its representative/proxy at the Meeting and certified to be a true copy by a director, the manager, the secretary or any other authorised officer of such Body Corporate should be lodged with the Transferee Company at its registered Office not later than 48 (Forty-Eight) hours before the Meeting.
3. A person can act as a proxy on behalf of unsecured creditors holding in aggregate not more than 10% of the total debt due by the unsecured creditors of the Transferee Company entitled to attend this meeting. An unsecured creditor holding more than 10% of the total unsecured debt of the Transferee Company entitled to attend this meeting may appoint a single person as proxy and such person shall not act as a proxy for any other unsecured creditors.
4. All alterations made in the form of proxy should be initialled.
5. Please affix appropriate revenue stamp before putting signatures.
6. In case of multiple proxies, the proxy later in time shall be accepted.
7. Proxy need not be an unsecured creditor of HCL Comnet Limited.
8. No person shall be appointed as Proxy who is a minor.

**HCL Comnet Limited**  
**Corporate Identity Number:** L74140DL1991PLC046369  
**Registered Office:** 806, Siddharth, 96, Nehru Place, New Delhi-110019  
**Corporate Office:** Plot No.: 3A, Sector 126, Noida-201 304, UP, India  
**Website:** [www.hcltech.com](http://www.hcltech.com); **E-mail:** [investors@hcl.com](mailto:investors@hcl.com)  
**Tele-Fax:** + 91 11 26436336

**ATTENDANCE SLIP**

**Meeting of unsecured creditors on September 21, 2019 at NCUI Auditorium & Convention Centre, 3, Siri Institutional Area, August Kranti Marg, New Delhi – 110 016 at 4:00 p.m. (IST)**

I/We hereby record my/our presence at the meeting of unsecured creditor(s) of HCL Comnet Limited convened pursuant to Order of Hon'ble National Company Law Tribunal dated August 9, 2019 at NCUI Auditorium & Convention Centre, 3, Siri Institutional Area, August Kranti Marg, New Delhi – 110 016 at 4:00 p.m. (IST) on September 21, 2019.

<b>Name of the Unsecured Creditor / Proxy / Authorized Representative</b>	
<b>Address of the Unsecured Creditor / Proxy / Authorized Representative</b>	
<b>Amount of Debt (₹)</b>	

Signature of the Unsecured Creditor / Proxy / Authorized Representative

**Notes:**

1. Unsecured Creditor / Proxy Holder / Authorized Representative wishing to attend the Meeting should bring the attendance slip to the Meeting and hand over at the entrance duly signed.
2. Unsecured Creditor / Proxy Holder / Authorized Representative desiring to attend the Meeting should bring his/her copy of Notice for reference at the Meeting.

**ROUTE MAP TO THE MEETING VENUE**



