

February 5, 2024

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

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

**BSE Scrip Code: 532281**

**NSE Scrip Code: HCLTECH**

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

This is further to our letter dated January 12, 2024 regarding appointment of Ms. Bhavani Balasubramanian as an Additional Director to hold office as an Independent Director on the Board of the Company. In terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find a copy of the Postal Ballot Notice for seeking approval of the Members of the Company for appointment of Ms. Bhavani Balasubramanian (DIN - 09194973) as a Non-Executive Independent Director of the Company for a term of five consecutive years commencing from January 12, 2024 to January 11, 2029 (both days inclusive).

The Postal Ballot Notice is being sent by electronic mode to those Members whose names appears in the Register of Members and the Register of Beneficial Owners maintained by the Company and the Depositories respectively, as on January 31, 2024 and whose e-mail addresses are registered with the Company and the Depositories.

The Company has engaged the services of National Securities Depositories Limited ("NSDL") for the purpose of providing e-voting facility to its Members. The remote e-voting will commence from 09:00 a.m. (IST) on Tuesday, February 06, 2024 and shall end at 05:00 p.m. (IST) on Wednesday, March 06, 2024.

The Postal Ballot Notice is available on the website of the Company at [www.hcltech.com](http://www.hcltech.com) as well as on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and records.

Thanking You,

Yours truly,

For **HCL Technologies Limited**

**Manish Anand**  
**Company Secretary**

Encl:a/a

**HCL TECHNOLOGIES LIMITED**

**Corporate Identity Number:** L74140DL1991PLC046369  
**Registered Office:** 806, Siddharth, 96, Nehru Place, New Delhi – 110 019  
**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)  
**Telephone:** + 91 11 26436336

**POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]**

To,

The Members,

**NOTICE** is hereby given pursuant to and in compliance with the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('**Act**'), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('**Rules**') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR Regulations**'), read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ('**MCA**') (collectively referred to as '**MCA Circulars**'), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('**Secretarial Standard-2**'), and other applicable laws, rules and regulations, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to the members of HCL Technologies Limited ('**Company**') through Postal Ballot, for voting via remote e-voting process only ('**remote e-voting**'), to seek their approval for the following special business :

- **Appointment of Ms. Bhavani Balasubramanian (DIN: 09194973) as an Independent Director of the Company.**

Pursuant to the MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Company is sending this Postal Ballot Notice ('**Notice**') along with the Explanatory Statement pursuant to Section 102 of the Act setting out all material facts relating to the resolution mentioned in the Notice and instructions for remote e-voting to all those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by National Securities Depository Limited ('**NSDL**') and Central Depository Services (India) Limited ('**CDSL**') (collectively referred to as '**Depositories**') as on Wednesday, January 31, 2024 ('**Cut-off date**') and whose e-mail addresses are registered with the Company or the Depositories.

**Special Business :**

**Appointment of Ms. Bhavani Balasubramanian (DIN: 09194973) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('**Act**'), the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR Regulations**'), including any statutory modification(s) or re-enactment thereof for the time being in force and the Articles of Association of the Company, Ms. Bhavani Balasubramanian (DIN 09194973), who in terms of Section 161 of the Act and based on the recommendations of the Nomination & Remuneration Committee was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from January 12, 2024 by the Board of Directors of the Company ('**Board**'), and who meets the criteria of independence as required under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations and a declaration to that effect has been submitted by her, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act proposing her candidature for the office of a Director, and who is eligible for appointment as a Non-Executive Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of five consecutive years commencing from January 12, 2024 to January 11, 2029 (both days inclusive), and she will not be liable to retire by rotation."

“**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board (**‘Committee’**), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper and/or expedient to give effect to this resolution.”

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

Date: February 05, 2024  
Place: Noida, U.P

**Corporate Office Address:**  
Plot No.: 3A, Sector 126,  
Noida - 201 304, U.P., India

Sd/-  
**Manish Anand**  
**Company Secretary**  
**Membership No: F-5022**

#### **NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts and reasons in respect of the Special Business under the Resolution as set out above, is annexed hereto and forms part of the Notice.
2. Pursuant to the provisions of Section 110 of the Act read with the rules made thereunder and with the MCA Circulars, your Company has an option to seek the approval of the members through Postal Ballot for the above-mentioned resolution, instead of getting the same passed at a General Meeting of the members. Accordingly, if the resolution is approved by the requisite majority by the members through Postal Ballot, it shall be deemed to have been passed at a General Meeting of the members.
3. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its meeting held on January 12, 2024, has appointed M/s. Nityanand Singh & Co., Company Secretaries (Membership No. FCS 2668; CP No. 2388), as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.
4. In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appears in the Register of members and the Register of Beneficial Owners maintained by the Company and the Depositories respectively, as at the close of business hours on the Cut-off date and whose e-mail addresses are registered with the Company and the Depositories.

For members who have not registered their e-mail addresses, please follow the instructions given under Note numbers 7 below.

Members whose names appear in the Register of Members and the Register of Beneficial Owners as on the Cut-off date are entitled to vote on the Resolution as set forth in the Notice. A person who is not a member as on the Cut-off date should treat the Notice for information purposes only.

Members may please note that the Notice will also be available on the Company's website at [www.hcltech.com](http://www.hcltech.com), websites of the Stock Exchanges i.e. BSE Limited (**‘BSE’**) and National Stock Exchange of India Limited (**‘NSE’**) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

5. As per the MCA Circulars, physical copies of the Notice and Postal Ballot Form, are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
6. In compliance with the MCA Circulars, Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44 of the SEBI LODR Regulations, the Company is offering remote e-voting facility to seek the approval of members of the Company for the resolution proposed in the Notice. For this purpose, the Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the members to cast their votes electronically.
7. For Members who have not registered their e-mail addresses, may register the same as under:

<p><b>For shares held in Physical form</b></p>	<p>The members holding shares in physical form would need to send the Form ISR -1 duly signed by the registered shareholder(s) along with the requisite documents mentioned in the Form to our Register and Share Transfer Agent at:</p> <p>Link Intime India Pvt. Ltd. Unit: HCL Technologies Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai- 400 083.</p>
<p><b>For shares held in Dematerialized form</b></p>	<p>The members holding shares in electronic mode are requested to register/update their e-mail address, PAN and Bank Account details with the Depository Participant where their respective dematerialized accounts are maintained.</p>

8. Facility to exercise voting rights through electronic means will be available during the following period:

**Commencement of remote e-voting: From 09:00 A.M. (IST) on Tuesday, February 06, 2024**

**End of remote e-voting: At 05:00 P.M. (IST) on Wednesday, March 06, 2024**

The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on the resolution has been cast, the member shall not be allowed to change it subsequently or cast the vote again.

9. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company held as on the Cut-off date.
10. The Scrutinizer after scrutinizing the remote e-voting shall make a report of the votes cast in favour or against, if any, and shall submit the same to the Chairperson (or to such other person duly authorized by the Chairperson). The result of remote e-voting will be announced by the Chairperson, or any other person duly authorized by Chairperson, on or before 5:00 P.M (IST) on Friday, March 08, 2024. The result of the remote e-voting shall be displayed on the notice board of the Company at its Registered Office and its Corporate Office. The result will also be placed on the Company's website at [www.hcltech.com](http://www.hcltech.com) and on the NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will also be intimated to the NSE and the BSE.
11. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for receipt of votes through the remote e-voting i.e. on Wednesday, March 06, 2024.
12. All relevant documents referred to in the Notice and the Explanatory Statement shall be made available on request for electronic inspection from 10:00 A.M. to 5:00 P.M. (IST), on all working days, from the date of dispatch until the last date for receipt of votes by remote e-voting. Members seeking to inspect such documents can send an e-mail to [investors@hcl.com](mailto:investors@hcl.com).
13. Members of the Company including Institutional Investors are encouraged to vote on the resolution proposed in the Notice.
14. In accordance with the proviso to Regulation 40(1) of the SEBI LODR Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, members holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, and eliminate risks associated with physical holding.

15. Voting through electronic means

The way to vote electronically on NSDL remote e-voting system consists of 'Two Steps' which are mentioned below:





**Step 1: Access to NSDL remote e-voting system**

**A) Login method for remote e-voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on remote e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access remote e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p><b>A. NSDL IDeAS facility</b></p> <ol style="list-style-type: none"><li>Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see remote e-voting services under Value added services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider i.e. NSDL and you will be re-directed to remote e-voting website of NSDL for casting your votes during the remote e-voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select 'Register Online for IDeAS Portal' or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li></ol> <p><b>B. Remote E-voting website of NSDL</b></p> <ol style="list-style-type: none"><li>Visit the remote e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of remote e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to remote e-voting website of NSDL for casting your votes during the remote e-voting period.</li></ol>

	<p>4. Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing User ID and Password. Option will be made available to reach for the remote e-voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi Username &amp; Password.</li> <li>2. After successful login the Easi/Easiest user will be able to see the remote e-voting option for eligible companies where the remote e-voting is in progress as per the information provided by the Company. On clicking the remote e-voting option, the user will be able to see remote e-voting page of the remote e-voting service provider for casting votes during the remote e-voting period. Additionally, there are also links provided to access the system of all remote e-voting service providers, so that the user can visit the remote e-voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access remote e-voting page by providing Demat Account Number and PAN No. from the remote e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile number &amp; e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the remote e-voting option where the remote e-voting is in progress and able to directly access the system of all remote e-voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for remote e-voting facility. Upon logging in, you will be able to see remote e-voting option. Click on remote e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see remote e-voting feature.</p>

	Click on Company name or remote e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your votes during the remote e-voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues relating to login through Depositories i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at Toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your votes electronically.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your User ID is 12*****
c) For members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then User ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-voting, then you can use your existing Password to login and cast your votes.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your Password.
  - c) How to retrieve your 'initial password'?
    - (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. The Password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered
7. If you are unable to retrieve or have not received the 'initial password' or have forgotten your Password:
  - a) Click on '**Forgot User Details/Password?**' (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) '**Physical User Reset Password?**' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the Password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your Password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
9. Now, you will have to click on 'Login' button.
10. After you click on the 'Login' button, Home page of e-voting will open.

## **Step 2: Cast your votes electronically on NSDL e-voting system.**

### **How to cast your votes electronically on NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
2. Select 'EVEN' of Company for which you wish to cast your votes during the remote e-voting period.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your votes by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your votes and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your votes on the resolution, you will not be allowed to modify your votes.



### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [officenns@gmail.com](mailto:officenns@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on 'Upload Board Resolution / Authority Letter' displayed under 'e-voting' tab in their login.
2. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential. Login to the remote e-voting website will be disabled upon five unsuccessful attempts to key in the correct Password. In such an event, you will need to go through the '[Forgot User Details/Password?](#)' or '[Physical User Reset Password?](#)' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the Password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com).

### **Process for those shareholders whose e-mail IDs are not registered with the depositories for procuring User ID and Password and registration of e-mail IDs for remote e-voting for the resolution set out in the Notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to [investors@hcl.com](mailto:investors@hcl.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@hcl.com](mailto:investors@hcl.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.
3. Alternatively, the members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring User ID and Password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The charter of the Nomination and Remuneration Committee ('NRC'), amongst other matters, provides succession planning of certain key positions including Directors. Considering that the second & last term of the four Independent Directors of the Company would be coming to an end in the next few months, the NRC is focusing on a smooth transition. The NRC recommends the Board to consider appointing such candidates who fulfill the desired attributes required to serve on the Board and its Committee(s).

Based on the recommendations of the NRC, the Board, on January 12, 2024, in terms of Sections 161 of the Companies Act, 2013 ('Act'), appointed Ms. Bhavani Balasubramanian (DIN: 09194973) as an Additional Director (Non-Executive Independent) of the Company effective January 12, 2024.

Further, based on the recommendations of the NRC, and subject to the approval of the members, the Board, in accordance with the provisions of Section 149 of the Act, read with Schedule IV to the Act, and the rules made under the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') and the Articles of the Association of the Company, appointed Ms. Bhavani Balasubramanian as an

Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from January 12, 2024 to January 11, 2029 (both days inclusive).

The NRC, while recommending the appointment of Ms. Bhavani Balasubramanian has taken into consideration core competencies and skills that are required for an Independent Director in the context of the Company's business. In the opinion of the Board, Ms. Bhavani Balasubramanian is a person of integrity and her appointment as an Independent Director of the Company would be in the interest of the Company, considering her extensive experience and exposure in the areas of audit and assurance in the listed as well as multinational companies across various industries. She comes with leadership experience and expertise across Finance, Audit, Risk Management, Strategy, Diversity, among others. Her presence will add significant value and strength to the Board.

In the opinion of the Board of Directors, Ms. Bhavani Balasubramanian fulfils the conditions specified in the Act, Companies (Appointment and Qualification of Directors) Rules, 2014 ('Appointment Rules'), as may be applicable and the SEBI LODR Regulations for her appointment as an Independent Director of the Company and she is independent of the management.

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

The Company has received from Ms. Bhavani Balasubramanian (i) consent in writing to act as an Independent Director in Form DIR-2 pursuant to the Appointment Rules, (ii) intimation in Form DIR-8 pursuant to the Appointment Rules, to the effect that she is not disqualified under Section 164(2) of the Act, and (iii) a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulations 16(1)(b) and 25(8) of the SEBI LODR Regulations. She has confirmed that she has not been debarred or disqualified by SEBI / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as director of companies. She has also confirmed that she is in compliance with Rule 6(1) and 6(2) of Appointment Rules with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In accordance with the provisions of the Act and Regulation 25 of the SEBI LODR Regulations, an Independent Director can be appointed for a term of 5 years subject to the approval of the members of the Company by way of a Special Resolution. Further, pursuant to Regulation 17(1C) of the SEBI LODR Regulations, the approval of the members of the Company is required to be taken within a period of three months from date of his/her appointment or at the next general meeting, whichever is earlier. Further, in terms of the provisions of Sections 149 and 152 of the Act read with the Appointment Rules, 2014, an Independent Director shall not be liable to retire by rotation.

In view of this, it is proposed to appoint Ms. Bhavani Balasubramanian as an Independent Director on the Board of the Company for a term of five consecutive years, not liable to retire by rotation, commencing from January 12, 2024 to January 11, 2029.

A brief profile of Ms. Bhavani has been provided in Annexure-A to the Notice.

The information as required under SEBI LODR Regulations and Secretarial Standard-2 has been provided in Annexure-B to the Notice.

The draft terms and conditions of her appointment are available for inspection by any member electronically and are placed on website of the Company at [www.hcltech.com](http://www.hcltech.com).

None of the Directors or Key Managerial Personnel of the Company and their relatives, except Ms. Bhavani Balasubramanian and her relatives to the extent of their shareholding if any in the Company, are in any way concerned or interested, financially or otherwise in this Resolution.

The Board recommends the Resolution set out in the Notice for approval of the members as a Special Resolution.

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

Date: February 05, 2024  
Place: Noida, U.P

**Corporate Office Address:**  
Plot No.: 3A, Sector 126,  
Noida - 201 304, U.P., India

Sd/-  
**Manish Anand**  
**Company Secretary**  
**Membership No: F-5022**

## Annexure- A

### Brief Profile of Ms. Bhavani Balasubramanian

Bhavani Balasubramanian, aged 64 years, has been an Audit and Assurance Partner of Deloitte India and has 4 decades of experience in auditing a variety of clients, including listed companies and multinationals in different industries in India and abroad. Her audit experience relates to industries in IT and IT services, Energy, Manufacturing, Chemicals and Pharmaceuticals, Consumer business and Non-Banking Finance Companies. She has held national leadership positions in Deloitte India and has served extensively as a member in the firm's international councils and working groups.

She has served as a member in the Auditing standards Board of the Institute of Chartered accountants of India for 8 years and been member of various committees for over 6 years. She has authored eight publications of the Institute of Chartered Accountants of India and trained over 15,000 professionals in Auditing standards. She has been the Chairperson/Member of various committees with the ASSOCHAM, CII and Regional Chambers of Commerce for over three decades.

She is a consulting strategist - Diversity and Inclusion working with Corporates and is a leadership and diversity coach for senior and mid management professionals.

Bhavani is an Independent Director on the Boards of public companies and serves on their various committees. She is a fellow member of the Institute of Chartered Accountants of India and a member of the Institute of Company Secretaries of India.

## Annexure- B

### Additional Details of the Director seeking appointment as required under the SEBI LODR Regulations and Secretarial Standard-2

<b>Name of Director</b>	Ms. Bhavani Balasubramanian
<b>Date of Birth</b>	December 20, 1959
<b>Age</b>	64 years
<b>Date of first Appointment on the Board</b>	January 12, 2024
<b>Qualifications</b>	<ul style="list-style-type: none"><li>Chartered Accountant</li><li>Company Secretary</li><li>Bachelor of Commerce</li></ul>
<b>Nature of expertise in specific functional area</b>	<ul style="list-style-type: none"><li>Extensive experience/ expertise in auditing listed companies and multinationals in India and abroad. Her audit experience encompasses multiple sectors including IT and IT services, Energy, Manufacturing, Chemicals and Pharmaceuticals, Consumer business and Non-Banking Finance Companies.</li><li>Served as a member in the Auditing standards Board of the Institute of Chartered Accountants of India for 8 years; served as Chairperson/member in various Committees of the Industry Forums – ASSOCHAM, CII and Regional Chambers of Commerce over three decades.</li><li>Experience in guiding the corporates with respect to strategies on Diversity and Inclusion.</li></ul>

<b>Past Remuneration</b>	Not Applicable as she has been appointed as Director with effect from January 12, 2024.
<b>Number of Board Meetings attended during the financial year</b>	Post her appointment, she has attended one Board Meeting that was held on January 12, 2024.
<b>Terms and conditions of appointment / re-appointment including Remuneration to be paid</b>	Appointment as an Independent Director for a term of five consecutive years, not liable to retire by rotation.  She will be entitled for sitting fee for attending the Board/Committee meetings, as approved by the Board. She would also be entitled for Commission, as may be approved by the Board and members, in terms of the provisions of the Act and the SEBI LODR Regulations.
<b>Number of shares held in the Company including shares held as a Beneficial Owner</b>	Nil
<b>Relationship with other Directors / KMPs</b>	None
<b>Directorships held in other Companies</b>	<b>Listed Companies</b> <ul style="list-style-type: none"> <li>• Sundaram Home Finance Limited</li> <li>• Sundaram Finance Limited</li> </ul> <b>Other Companies</b> <ul style="list-style-type: none"> <li>• Fairmeans Investments Private Limited</li> </ul>
<b>Committee Membership/ Chairpersonship held in other Listed Companies</b>	<b>Sundaram Home Finance Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee - Chairperson</li> <li>• Risk Management Committee - Member</li> <li>• Corporate Social Responsibility Committee - Member</li> </ul> <b>Sundaram Finance Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> </ul>
<b>Resignation from Listed Companies in the past three years</b>	None
<b>The skills and capabilities required for the role and the manner in which the proposed Director meets such requirements</b>	Refer Explanatory Statement