

October 29, 2021

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

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

BSE Scrip Code: 532281

NSE Scrip Code: HCLTECH

Ref.: Disclosure under Regulation 30 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

Sub.: Postal Ballot Notice

Dear Sir/Ma'am,

Enclosed please find a copy of the Postal Ballot Notice dated October 27, 2021 together with the Explanatory Statement, sent to the members of HCL Technologies Limited ('the **Company**') today *i.e.* Friday, October 29, 2021 for seeking their approvals on the special businesses for the below mentioned Special Resolutions. In pursuance of the Circulars issued by the Ministry of Corporate Affairs, the Postal Ballot Notice has been sent electronically to the members of the Company.

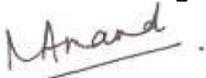
- 1) Approval of 'HCL Technologies Limited - Restricted Stock Unit Plan 2021' and Grant of Restricted Stock Units to Eligible Employees of the Company thereunder.
- 2) Grant of Restricted Stock Units to the Eligible Employees of Subsidiary(ies) and/or Associate Company(ies) of the Company under 'HCL Technologies Limited - Restricted Stock Unit Plan 2021'.
- 3) Authorization for secondary acquisition of equity shares of the Company by HCL Technologies Stock Options Trust for implementation of 'HCL Technologies Limited - Restricted Stock Unit Plan 2021' and providing financial assistance in this regard.

The Postal Ballot Notice is also available on the website of the Company at www.hcltech.com/investors as well as on the website of NSDL at www.evoting.nsdl.com, engaged for providing remote e-voting facility to the members of the Company.

This is for your information and records.

Thanking you,

Yours faithfully,
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; E-mail ID: 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 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the '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, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 and the General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (collectively referred as 'MCA Circulars') and other applicable laws 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 (the 'Company') that it is proposed to transact the following businesses by the members of the Company through Postal Ballot by remote e-voting process only ('remote e-voting').

Special Businesses

Item No. 1: Approval of 'HCL Technologies Limited - Restricted Stock Unit Plan 2021' and Grant of Restricted Stock Units to Eligible Employees of HCL Technologies Limited (the "Company") thereunder

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

"RESOLVED THAT pursuant to the provisions of Section 62 of the Companies Act, 2013 (the "Act") and all other applicable provisions, if any, of the Act and the rules notified thereunder, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the "**SEBI SBEB & SE Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI LODR Regulations**") (collectively referred as "**SEBI Regulations**"), the Foreign Exchange Management Act, 1999, and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), as may be applicable, and subject to any approvals, sanctions and permissions as may be necessary from any/various regulatory authority(ies), and subject to condition(s) or modification(s) as may be prescribed or imposed by such authorities while granting such approvals, sanctions and permissions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred as the "**Board**", which term shall include Nomination and Remuneration Committee or any other committee that may be constituted by the Board to exercise the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to adopt and implement 'HCL Technologies Limited - Restricted Stock Unit Plan 2021' ("**RSU Plan**") for grant of up to 1,11,00,000 (One crore eleven lakhs) Restricted Stock Units ("**RSUs**"), in one or more tranches, which shall entitle the RSU holder one fully paid-up equity share of ₹ 2/- each of the Company against each RSU exercised and accordingly, up to 1,11,00,000 (One crore eleven lakhs) equity shares of ₹ 2/- each (representing 0.41% of the paid-up equity share capital of the Company as on March 31, 2021), shall be transferred in terms of the RSU Plan, to the employees as designated by the Company who are exclusively working in India or outside India, and/or to the directors of the Company as may be allowed under SEBI SBEB & SE Regulations (herein collectively referred as "**Eligible Employees**"), except an employee/director who is a promoter or a person belonging to the promoter group, an Independent director or a director who either himself/herself or through his/her relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company."

“RESOLVED FURTHER THAT the Board be and is hereby authorised to implement, manage, operate and/or administer the RSU Plan through HCL Technologies Stock Options Trust (hereinafter referred as the **“HCL Trust”**), an existing Trust set up by the Company which is eligible to implement the RSU Plan in terms of the SEBI SBEB & SE Regulations and such other laws as may be applicable.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split/consolidation of shares, change in capital structure, merger/demerger, the outstanding RSUs, granted/to be granted, under the RSU Plan shall be suitably adjusted for such number of RSUs/equity shares, and/or the exercise price, as may be required and that the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under the SEBI SBEB & SE Regulations and such other laws as may be applicable, so as to ensure passing of fair and equitable benefits under the RSU Plan.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, and to make variations or alterations in the RSU Plan, to the extent permissible under SEBI SBEB & SE Regulations and such other laws as may be applicable, without requiring the Board to secure any further consent or approval of the members of the Company.”

Item No. 2: Grant of Restricted Stock Units to the Eligible Employees of Subsidiary(ies) and/or Associate Company(ies) of HCL Technologies Limited (the “Company”) under ‘HCL Technologies Limited - Restricted Stock Unit Plan 2021’

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

“RESOLVED THAT pursuant to the provisions of Section 62 of the Companies Act, 2013 (the **“Act”**) and all other applicable provisions, if any, of the Act and the rules notified thereunder, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the **“SEBI SBEB & SE Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI LODR Regulations”**) (collectively referred as **“SEBI Regulations”**), the Foreign Exchange Management Act, 1999, and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), as may be applicable, and subject to approvals, sanctions and permissions as may be necessary from any/various regulatory authority(ies), and subject to condition(s) or modification(s) as may be prescribed or imposed by such authorities while granting such approvals, sanctions and permissions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred as the **“Board”**, which term shall include Nomination and Remuneration Committee or any other committee that may be constituted by the Board to exercise the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to grant Restricted Stock Units (**“RSUs”**) under ‘HCL Technologies Limited - Restricted Stock Unit Plan 2021’ (**“RSU Plan”**), in one or more tranches, within the aggregate limit of 1,11,00,000 (One crore eleven lakhs) RSUs, (as mentioned in Resolution no. 1 above) which shall entitle the RSU holder one fully paid-up equity share of ₹ 2/- each of the Company against each RSU exercised and accordingly, up to an aggregate limit of 1,11,00,000 (One crore eleven lakhs) equity shares of ₹ 2/- each (as mentioned in Resolution no. 1 above), shall be transferred in terms of the RSU Plan, to the employees as designated by the subsidiary(ies) and/or associate company(ies) of the Company who are exclusively working in India or outside India, and/or to the directors of the subsidiary(ies) and/or associate company(ies) of the Company as may be allowed under SEBI SBEB & SE Regulations (herein collectively referred as **“Eligible Employees”**), except an employee/director of the subsidiary(ies) and/or associate company(ies) who is a promoter or a person belonging to the promoter group, an Independent director of the subsidiary(ies) and/or associate company(ies) or a director of the subsidiary(ies) and/or associate company(ies) who either himself/herself or through his/her relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split/consolidation of shares, change in capital structure, merger/demerger, the outstanding RSUs, granted/to be granted, under the RSU Plan shall be suitably adjusted for such number of RSUs/equity shares, and/or the exercise price, as may be required and that the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under the SEBI SBEB & SE Regulations and such other laws as may be applicable, so as to ensure passing of fair and equitable benefits under the RSU Plan.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, and to make variations or alterations in the RSU Plan, to the extent permissible under SEBI SBEB & SE Regulations and such other laws as may be applicable, without requiring the Board to secure any further consent or approval of the members of the Company.”

Item No. 3: Authorization for secondary acquisition of equity shares of HCL Technologies Limited (the “Company”) by HCL Technologies Stock Options Trust for implementation of ‘HCL Technologies Limited - Restricted Stock Unit Plan 2021’ and providing financial assistance in this regard

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

“RESOLVED THAT pursuant to the provisions of Section 62 of the Companies Act, 2013 (the “Act”) and all other applicable provisions, if any, of the Act and the rules notified thereunder, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the “SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations”) (collectively referred as “SEBI Regulations”), and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), as may be applicable, the approval of the members of the Company be and is hereby accorded to HCL Technologies Stock Options Trust (hereinafter referred as the “HCL Trust”) for implementation of ‘HCL Technologies Limited - Restricted Stock Unit Plan 2021’ (“RSU Plan”) through secondary acquisitions, up to 1,11,00,000 (One crore eleven lakhs) equity shares of the Company (not exceeding 0.41% of the paid-up equity share capital of the Company as on March 31, 2021), in one or more tranches, on the platform of recognized stock exchange for cash consideration.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 67 of the Act and all other applicable provisions, if any, of the Act and the rules notified thereunder, and pursuant to the SEBI SBEB & SE Regulations and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), as may be applicable, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board”, which term shall include Nomination and Remuneration Committee or any other committee that may be constituted by the Board to exercise the powers conferred by this resolution) to make provision of money by way of loan, guarantee, security, or any other financial assistance for HCL Trust, in connection with the secondary acquisitions from the recognized stock exchange for cash consideration, up to 1,11,00,000 (One crore eleven lakhs) equity shares of ₹ 2/- each of the Company, not exceeding 0.41% of the paid-up equity share capital of the Company as on March 31, 2021, in one or more tranches, on such terms and conditions as may be decided by the Board for the purpose of implementation of the RSU Plan.”

“RESOLVED FURTHER THAT in case the number of equity shares to be transferred under the RSU Plan to the Eligible Employees (as defined in Resolution nos. 1 and 2 above) are increased on account of any corporate action(s) such as rights issue, bonus issue, split/consolidation of shares, change in capital structure, merger/demerger, the approval of the members of the Company be and is hereby accorded to HCL Trust to acquire such number of additional equity shares as may be required in this regard and accordingly the Board is authorized to make additional provision by way of loan, guarantee, security, or any other financial assistance as may be required by HCL Trust to acquire the said additional equity shares.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, to the extent permissible under SEBI SBEB & SE Regulations and such other laws as may be applicable, without requiring the Board to secure any further consent or approval of the members of the Company.”

By Order of the Board
For HCL Technologies Limited

Date: October 27, 2021

Place: New Delhi

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 businesses under the Resolutions as set out above, is annexed hereto and forms part of this 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 approvals of the members through Postal Ballot (via remote e-voting only) for the above mentioned resolutions, instead of getting the same passed at a General Meeting of the members. Accordingly, if the resolutions are approved by the members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same have been passed at a General Meeting of the members convened in this regard.
3. M/s. Nityanand Singh & Co., Practicing Company Secretaries have been appointed as the Scrutinizer for conducting the Postal Ballot through the remote e-voting 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/List of Beneficial Owners maintained by the Company/Depositories respectively as at the close of business hours on **Friday, October 22, 2021**, (the ‘**Cut-off date**’) and whose e-mail addresses are registered with the Company/Depositories.

For members who have not registered their e-mail addresses, please follow the instructions given under Note nos. 7 & 8.

Members whose names appears in the Register of Members/List of Beneficial Owners as on the Cut-off date are entitled to vote on the Resolutions as set forth in this Notice. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.

Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.hcltech.com, websites of the Stock Exchanges i.e. BSE Limited (‘**BSE**’) and National Stock Exchange of India Limited (‘**NSE**’) at www.bseindia.com and www.nseindia.com, respectively, and on the website of National Securities and Depository Limited (‘**NSDL**’) at 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 resolutions proposed in this 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. In order to facilitate its members to receive this Postal Ballot Notice electronically (via e-mail) and cast their vote, the Company has made special arrangement with its Registrar and Share Transfer Agent ('RTA') for temporary registration of e-mail address. The process for temporary registration of e-mail address is as under:

Members are required to click the following link: https://web.linkintime.co.in/EmailReg/Email_Register.html and complete the registration process as guided therein.

Post successful registration of the e-mail, the members would get an electronic copy of this Notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, members may write to the RTA at rnt.helpdesk@linkintime.co.in.

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

For shares held in Physical form	1. Visit the link: https://web.linkintime.co.in/E-mailReg/E-mail_Register.html 2. Select the Company name viz. HCL Technologies Limited 3. Mention Folio No., Name of the Shareholder, Certificate No., PAN, Mobile Number, e-mail address along with a self-attested copy of your PAN Card/Aadhaar/Valid Passport etc.
For shares held in Dematerialized form	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.

9. **Voting rights of the members shall be reckoned in proportion to the paid-up equity shares registered in the name of the members/beneficial owners as on the Cut-off date.**
10. **Facility to exercise vote through electronic means will be available during the following period:**

Commencement of e-voting: From 09:00 a.m. (IST) on Saturday, October 30, 2021.
End of e-voting: At 05:00 p.m. (IST) on Sunday, November 28, 2021.

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

11. The report of the Scrutinizer shall be submitted to the Chairperson (or to such other person authorized by the Chairperson) after the completion of scrutiny of e-voting. The result of e-voting will be announced by the Chairperson or any other person duly authorized by Chairperson, on or before Tuesday, November 30, 2021. These results of the e-voting shall be displayed on the notice board of the Company at its Registered Office and its Corporate Office. The results will also be placed on the Company's website at www.hcltech.com and on the NSDL's website at www.evoting.nsdl.com, and will also be intimated to the NSE and the BSE.
12. The resolutions, 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 process.
13. All material documents referred to in 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 till the last date of voting. Members seeking to inspect such documents can send an e-mail to investors@hcl.com.
14. Members of the Company including Institutional Investors are encouraged to vote on the resolutions proposed in this Notice.

15. Voting through electronic means

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

Step 1: Access to NSDL e-voting system

A. Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by the Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Members are advised to update their mobile number and e-mail address in their demat accounts in order to access e-voting facility.

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

Type of member	Login Method
Individual member holding securities in demat mode with NSDL	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> i. Visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. ii. On the e-Services home page click on the '<u>Beneficial Owner</u>' icon under '<u>Login</u>' which is available under '<u>IDeAS</u>' section. iii. A new screen will open. You will have to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. iv. Click on '<u>Access to e-voting</u>' under e-voting services and you will be able to see e-voting page. v. Click on company name or e-voting service provider ('ESP') i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> i. Option to register is available at https://eservices.nsdl.com. ii. Select '<u>Register Online for IDeAS Portal</u>' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <p>Please follow steps given in points (i- v) of Point A</p> <p>B. e-voting website of NSDL</p> <ol style="list-style-type: none"> i. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. ii. Once the home page of e-voting system is launched, click on the icon '<u>Login</u>' which is available under '<u>Shareholder/Member</u>' section. iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. iv. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

<p>Individual members holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> i. Existing users who have opted for Easi/Easiest, they can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. ii. After successful login of Easi/Easiest the user will also be able to see the e-voting menu. The Menu will have links of e-voting service provider <i>i.e.</i> NSDL. Click on NSDL to cast your vote. iii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. iv. Alternatively, the user can directly access e-voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP <i>i.e.</i> NSDL where the e-voting is in progress.
<p>Individual member (holding securities in demat mode) login through their Depository Participants</p>	<ul style="list-style-type: none"> i. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. ii. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. iii. Click on company name or e-voting service provider <i>i.e.</i> NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above-mentioned websites.

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

Login type	Helpdesk details
<p>Individual members holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll free no.: 1800-1020-990 and 1800-224-430.</p>
<p>Individual members holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43.</p>

B. Login method for members other than Individual members holding securities in demat mode and members holding securities in physical mode.

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

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.

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 e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. 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 <i>For example if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.</i>
b)	For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID <i>For example if your Beneficiary ID is 12***** then your User ID is 12*****.</i>
c)	For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company <i>For example if folio number is 001*** and EVEN is 101456 then User ID is 101456001***</i>

5. Password details for members 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 vote.
 - 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 address is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits 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 address is not registered, please follow steps mentioned in Note nos. 7 & 8.

6. 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.
 - b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the One Time Password ('OTP') based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

How to cast your vote 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 vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options *i.e.* assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for members

1. Institutional/Corporate 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 signatures of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to officenns@gmail.com with a copy marked to evoting@nsdl.co.in.
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 e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (“**FAQs**”) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on Toll free no.: 1800-1020-990 or 1800-224-430 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated e-mail address - evoting@nsdl.co.in, who will also address the grievances connected with the voting by electronic means.

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

Item Nos. 1, 2 and 3

The Company intends to implement 'HCL Technologies Limited - Restricted Stock Unit Plan 2021' (“**RSU Plan**” / “**Plan**”) with an objective to align the incentives of the management more closely with the interest of the shareholders; to enable the Company to attract good leadership talent; to align the compensation packages of leadership team more in line with our peers and to help retain people for longer period.

The Company has an ongoing Long-Term Incentive (“**LTI**”) Plan, which provides 100% cash-based incentives linked to performance targets and tenure. The costs associated with the LTI plan are part of the Company’s budgets and are included as part of its Annual EBIT guidance to the market. The proposed RSU Plan will be partially substituting the ongoing LTI Plan of the Company as the Company now proposes to grant RSUs in lieu of a portion of the cash payments under the LTI Plan.

The proposed LTI Plan will operate as follows:

- a) 30% of the ongoing LTI Plan would be substituted by equivalent number of RSUs that vest based on tenure.
- b) 70% of the ongoing LTI Plan would continue to be annual cash payments that is payable on achievement of performance targets. The Company also proposes to have an option to substitute this part of the Plan for few very senior leaders with RSUs that vest based on achievement of long-term performance targets.

The tenure-based incentive of the current LTI Plan is a fixed amount that is paid to the employee if he/she is in the employment of the Company (including subsidiaries/associate companies) at the end of the tenure of the LTI Plan which is generally a 3-year period. It is now proposed that this fixed amount be converted into the number of RSUs on the basis of closing market price of the Company’s share on the date immediately prior to the date of grant of RSUs. Accordingly, although these RSUs will be granted at face value (or nil amount, if permitted by law) there would not be any significant additional cost on account of granting of these RSUs.

The proposed RSU Plan provides for a minimum vesting period of 1 year and maximum vesting period of 5 years. However, the first batch of tenure based RSUs that are proposed to be granted immediately after the approval of the RSU Plan shall vest on March 31, 2024, as the maturity date of tenure based LTI Plan is March 31, 2024. The majority of the tenure based RSUs that would be granted subsequent to the grant of first batch are likely to have a minimum vesting period of 3 years. However, Nomination and Remuneration Committee (“**NRC**”) may also grant performance/tenure based RSUs, on merit basis, with such shorter vesting period, as it may deem fit, but in any event the vesting period shall not be less than 1 year.

There would be no equity dilution for the shareholders of the Company as the RSU Plan is designed to be implemented by way of secondary acquisitions of equity shares of the Company through a trust mechanism.

After the RSUs have been granted to the Eligible Employees, the HCL Technologies Stock Options Trust (hereinafter referred as the “**HCL Trust**”) would acquire such number of equity shares of the Company, as it may require to discharge its obligations under the RSU Plan and would transfer the same to the Eligible Employees or sell these shares (to the extent permissible under the cashless exercise) on exercise of the vested RSUs by the Eligible Employees. No fresh shares shall be issued by the Company either to the HCL Trust or to the Eligible Employees.

Any increase in the price of the Company’s shares would be a gain for the employees but there would be no extra cost for the Company, as the Company would be booking the cost in its books as per the closing market price of the Company’s share on the date immediately prior to the date of grant of RSUs, in accordance with applicable accounting standards. Moreover, as explained above, the funding for these shares is out of the LTI cost that the Company would have otherwise paid in case it had continued with the cash based incentive even for the tenure based portion.

The estimated distribution of these RSUs for various categories of employees are stated in the table below. The exact number of employees and the number of RSUs for these categories could vary, however, the total number of RSUs to be granted would remain strictly within the overall limits as stated in the above resolutions.

Employee Category	No. of Employees	No. of RSUs (in millions)
Executive Leadership including CEO & MD	25	2.20
Senior Management	342	2.70
Mid Management	2551	4.50
New Hires in the above categories	-	1.70
	Total	11.10

The aggregate number of RSUs that the Board of Directors, on recommendations of the NRC, may decide to grant to the CEO & MD shall be given out of the aggregate LTI amount already approved by the shareholders in terms of the resolution passed in the Annual General Meeting of the Company held on August 27, 2021. The number of RSUs to be granted against the part of the LTI amount shall be determined on the basis of the closing market price of the Company’s share on the date immediately prior to the date of grant of RSUs.

For the LTI (or the performance based RSUs partly in lieu of the LTI) for the CEO & MD and other senior leaders, the NRC/Board decides the parameters on a case-to-case basis. The broad performance parameters are selected from the following, as applicable for the role.

- a) Relative Shareholders’ Return compared to the Company’s peer group.
- b) Relative Total Revenue Growth compared to the Company’s peer group.
- c) Relative Net Profit Growth compared to the Company’s peer group.
- d) Revenue Growth/Net Profit Targets of the Business Unit.
- e) Any other financial/operational parameters as the NRC may deem appropriate.

The Board of Directors of the Company at its meeting held on October 14, 2021, based on the recommendations of the NRC has approved the RSU Plan, the key terms of which are given hereunder. The RSU Plan approved by the Board is subject to the approval of the shareholders and such other regulatory approvals, that may be required.

In terms of the provisions of the Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021, a separate resolution is required to be passed for grant of RSU to the employees/directors of subsidiary(ies) or associate company(ies). Further, the approvals of the members are also required for implementation of the RSU Plan through a trust mechanism wherein the secondary acquisition for shares is to be made and for providing the financial assistance to HCL Technologies Stock Options Trust (hereinafter referred as the “**HCL Trust**”) by the Company in this regard.

Accordingly, Resolution Nos. 1, 2 and 3 set out in the Notice are being placed for the approval of the shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolutions except to the extent of their shareholding in the Company and the benefits that may be granted to them under the RSU Plan.

The Board recommends the Resolutions set out in this Notice for approval of the members as Special Resolutions.

The key terms of the RSU Plan are set out in the clauses below:

1) Brief Description of the RSU Plan

The RSU Plan grants RSUs to the Eligible Employees, which entitles them to receive equity shares or cash in lieu of equity shares (if opted for cashless exercise in accordance with the RSU Plan) on exercise of the vested RSUs. The RSU Plan shall be administered and implemented by the NRC through HCL Trust (herein collectively referred as the “**Administrator**”).

The RSU Plan is designed to be implemented by way of secondary acquisition of equity shares of the Company by the HCL Trust for transferring the same to the Eligible Employees. No fresh shares shall be issued by the Company.

Each RSU granted under the RSU Plan shall be evidenced by an Award Agreement, to be finalized by the Administrator, that will specify the terms and conditions including exercise price, vesting & exercise period.

2) Total number of RSUs to be offered and granted

A maximum of 1,11,00,000 (One crore eleven lakhs) RSUs may be offered and granted under the RSU Plan, which on exercise would entitle not more than 1,11,00,000 (One crore eleven lakhs) equity shares of ₹ 2/- each of the Company (approximately 0.41% of the paid-up equity share capital as on March 31, 2021), which may be adjusted for any corporate action(s) in terms of the RSU Plan.

3) Identification of classes of employees entitled to participate and beneficiaries in the RSU Plan

The following classes of employees/directors shall be entitled to participate and shall be the beneficiaries in the RSU Plan:

- i. an employee as designated by the Company, who is exclusively working in India or outside India; or
- ii. a director of the Company, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group, but excluding an independent director; or
- iii. an employee/director as defined in sub-clauses (i) or (ii) above, of a subsidiary or associate company, in India or outside India.

but does not include—

- (a) an employee who is a promoter or belongs to the promoter group; or
- (b) a director who, either himself/herself or through his/her relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company.

4) Requirements of Vesting and period of Vesting

The vesting period of RSU granted shall not be less than a period of 1 year, and which may extend to a maximum of 5 years, from the date of the grant, as may be decided by the Administrator and stated in the Award Agreement. However, in case of death or disability, the minimum vesting period of 1 year shall not apply.

The RSUs shall vest in the 'Eligible Employees who have been granted RSUs under the Plan' ("**Grantee**") subject to continuing employment with the Company or subsidiary(ies) or associate company(ies) of the Company.

The vesting of RSUs shall be in accordance with the schedule and the terms as specified in the Award Agreement (including time and/or performance based conditions for vesting).

In the event the Grantee is on sabbatical, the vesting date of his/her RSUs may be extended, as per the discretion of the NRC.

Vesting of RSU granted to the Eligible Employees may expire or lapse or forfeit or accelerate (as the case may be) in the following circumstances:

- RSU granted to the Grantee shall expire if the vesting related requirements set forth in the Award Agreement are not satisfied.
- In the event of death of the Grantee, RSU granted under the relevant Award Agreement shall vest on the date of death in the legal heirs or nominees of the deceased Grantee, as the case may be, in accordance with the Plan.
- In the event of disability of the Grantee, RSU granted under the relevant Award Agreement shall vest in the Grantee on the date of the disability in accordance with the Plan.
- In the event of retirement/superannuation, the tenure based unvested RSUs shall vest proportionately in the Grantee on the date of retirement / superannuation, and any performance based unvested RSUs shall lapse.

In accordance with the Company policy, the proportionate tenure based RSUs shall be calculated by dividing the unvested tenure based RSUs by the number of months in which these RSUs were to be vested as per the Award Agreement and multiplying by the number of months from the date of grant till the date of retirement/superannuation. For convenience, any part of the month in which the RSUs are granted or in which the Grantee retires shall be counted as a complete month. Further, for the first batch of tenure based RSUs that are proposed to be granted immediately after the approval of the RSU Plan, the proportionate RSUs shall be calculated considering the start date as April 1, 2021 and the end date as March 31, 2024, as these dates being the start/end dates of the ongoing tenure based LTI Plan.

- In the event of termination of employment due to resignation of the Grantee, RSUs granted under the relevant Award Agreement which are not yet vested in the Grantee shall automatically expire on the last date of employment with the Company or subsidiary(ies) or associate company(ies) of the Company (as the case may be).
- In the event of termination of employment of the Grantee due to misconduct, the RSUs will lapse if the employment is terminated prior to vesting. Where the RSUs are vested in the Grantee, the unexercised RSUs may be forfeited if the Grantee's employment is terminated for misconduct.

5) Maximum period within which the RSUs shall be vested

The vesting Period of RSUs granted shall not be less than a period of 1 year, and which may extend to a maximum of 5 years, from the date of the grant, as may be decided by the Administrator and stated in the Award Agreement.

6) Exercise price

Exercise price will be the price stated in the Award Agreement, which shall not exceed the par value of the underlying shares to be transferred on exercise of vested RSUs, payable by the Grantee in order to exercise the vested RSUs pursuant to the Plan. For sake of clarity the Exercise Price can be zero also, subject to compliance with the applicable laws.

7) Exercise period and process of exercise

Exercise Period

- (a) **While in employment:** The vested RSUs shall be exercised by the Grantee within the maximum period of 6 months from the date of vesting of RSUs, or such other shorter period as may be prescribed by the NRC at time of grant and as set out in the Award Agreement.
- (b) **In case of separation from employment:** RSUs can be exercised as per provisions outlined below:

No.	Separations	Vested RSUs	Unvested RSUs
1	Termination of employment due to resignation	All the vested RSUs as on the last date of employment shall be exercisable by the Grantee within 90 days from the last date of employment with the Company/subsidiary(ies) or associate company(ies) of the Company (as the case may be) or within the exercise period, whichever is earlier.	All the unvested RSUs on the last date of employment with the Company/subsidiary(ies) or associate company(ies) of the Company (as the case may be) shall stand expired.
2	Retirement or Superannuation	All the vested RSUs as on the date of retirement/ superannuation shall be exercisable by the Grantee within 90 days from the last date of employment with the Company/subsidiary(ies) or associate company(ies) of the Company (as the case may be) or within the exercise period, whichever is earlier.	In the event of retirement/superannuation, the tenure based unvested RSUs shall vest proportionately in the Grantee on the date of retirement/superannuation, and any performance based unvested RSUs shall lapse. The above RSUs that get vested on the date of retirement/superannuation shall be exercisable by the Grantee within 90 days from the date of retirement/ superannuation.

No.	Separations	Vested RSUs	Unvested RSUs
3	Death	All the vested RSUs as on the date of death shall be exercised by the Grantee's nominee or legal heir(s) within a period of 1 year from the date of death.	All the unvested RSUs as on the date of death shall be deemed to have been vested on the date of death and shall be exercised by the Grantee's nominee or legal heir(s) within a period of 1 year from the date of death.
4	Disability	All the vested RSUs as on the date of disability shall be exercised by the Grantee or by the nominee/legal heir(s) (in case Grantee is incapacitated to exercise) within a period of 1 year from the date of disability.	All the unvested RSUs as on the date of disability shall be deemed to have been vested on the date of disability and shall be exercised by the Grantee or by the nominee/legal heir(s) (in case Grantee is incapacitated to exercise) within a period of 1 year from the date of disability.

Exercise Date and Process of Exercise

- a) Subject to the terms of the Award Agreement, the RSUs shall be deemed to be exercised on that date when the Administrator receives a written or electronic notice of the exercise from the Grantee entitled to exercise the vested RSUs along with a cheque/demand draft in respect of the payment of the exercise price and applicable taxes in the manner as may be communicated by the Administrator to the Grantees. All the payments towards the exercise may also be made by way of RTGS or NEFT or such other mode of transfer to the bank account as may be permitted by the Administrator.
- b) Cashless Exercise – Sell to Cover : The Grantee shall provide a written or electronic notice to exercise the vested RSUs. In order to fund the exercise price and applicable taxes on all the exercised RSUs (collectively referred as '**Exercise Cost**'), the Grantee shall request/ authorize the HCL Trust to sell such number of equity shares such that the net sale proceeds (selling price /less all related expenses/taxes) of the said equity shares is sufficient to fund the Exercise Cost. The HCL Trust after selling these equity shares shall recover the Exercise Cost and transfer the balance equity shares (equity shares against exercised RSUs /less equity shares sold by HCL Trust) to the Grantee. A detailed procedure in this regard shall be communicated by the Administrator to the Grantee.
- c) Cashless Exercise – Sell All :To the extent permitted by applicable laws and subject to any specific approval that may be required from SEBI and/or any other statutory/regulatory authority in this regard and subject to any condition(s)/procedure(s) as may be prescribed or imposed by such authorities, the Grantee may be permitted to exercise all the vested RSUs through a cashless exercise procedure. A detailed procedure in this regard shall be communicated by the Administrator to the Grantee.

The Administrator in regard to above can fund or permit the empaneled stock brokers to make suitable arrangements to fund the Grantee for payment of exercise price, the amount necessary to meet his/her tax obligations and other related expenses pursuant to exercise of RSUs granted under the Plan and such amount shall be adjusted against the sale proceeds of some or all the shares of such Grantee.

8) The appraisal process for determining the eligibility of employees for the RSU Plan

In determining the eligibility of an employee to receive the grant of RSUs, as well as in determining the number of RSUs to be granted, the NRC may consider the position and responsibilities of the employee, the nature and value of the employee's services to the Company/subsidiary(ies) or associate company(ies) and accomplishments whether directly or through its subsidiary(ies) or associate company(ies), the employee's present and potential contribution to the success of the Company whether directly or through its subsidiary(ies) or associate company(ies) and such other factors as the NRC may deem relevant.

9) Maximum number of RSUs to be granted per employee and in aggregate

A maximum of 1,11,00,000 (One crore eleven lakhs) RSUs may be granted under the Plan, which on exercise would entitle not more than 1,11,00,000 (One crore eleven lakhs) equity shares of ₹ 2/- each (approximately 0.41% of the paid-up equity share capital as on March 31, 2021), with each such RSU conferring a right upon the Grantee to apply for one equity share of the Company, which may be adjusted for any corporate action(s) in terms of the Plan.

The maximum number of RSUs to be granted to an Eligible Employee under the RSU Plan shall not exceed 13,00,000 (Thirteen lakhs) RSUs, which on exercise would entitle not more than 13,00,000 (Thirteen lakhs) equity shares of ₹ 2/- each of the Company.

10) Maximum quantum of benefits to be provided per employee under the RSU Plan

The maximum quantum of benefits to the Eligible Employees under the RSU Plan will depend upon the price of the equity shares of the Company considered for the purpose of grant of RSUs and the market price of equity shares of the Company on the date of exercise of RSUs.

11) Whether the RSU Plan is to be implemented and administered directly by the Company or through a trust

The NRC shall be responsible for the administration and superintendence of the RSU Plan and it shall delegate the administration/implementation of the RSU Plan to the HCL Trust in accordance with the requirements of applicable laws.

12) Whether the RSU Plan involves new issue of shares by the Company or secondary acquisition by the trust or both

The RSU Plan involves only secondary acquisitions of shares of the Company from the recognized stock exchange for cash consideration by HCL Trust. No fresh shares shall be issued by the Company either to the HCL Trust or to the Grantee under the Plan.

HCL Trust may acquire for the purpose of implementation of the Plan, in one or more tranches, such number of shares of the Company from the secondary market, not exceeding 0.41% of the paid-up equity share capital of the Company as at March 31, 2021.

13) The amount of loan to be provided for implementation of the RSU Plan by the Company to the trust, its tenure, utilization, repayment terms, etc.

The Company shall make provision of money by way of loan, guarantee, security, or any other financial assistance to the HCL Trust to fund the RSU Plan which shall be utilized for the purpose of purchase of equity shares of the Company from the secondary market on the platform of a recognized stock exchange. Such amount provisioned to the HCL Trust shall be within the statutory limits. The tenure and other relevant terms of the loan/guarantee/security/any other financial assistance that may be provided by the Company to the HCL Trust shall be mutually agreed in accordance with applicable laws.

Additionally, any dividend(s) received on equity shares purchased by the HCL Trust pursuant to the RSU Plan shall be used in such manner as the Administrator may deem fit, including (i) for secondary acquisition of shares and/or (ii) repayment of the loan.

As the RSU Plan is to be implemented through secondary acquisition of equity shares by the HCL Trust, any financial assistance to be provided by the Company will depend upon the prevailing market price at the time of acquisition of shares by the HCL Trust for discharging its obligations under the RSU Plan.

The details required in the Explanatory Statement for the provision of such money, under Section 67 of the Act read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, are as follows:

a) The class of employees for whose benefit the RSU Plan is being implemented and money is being provided for purchase of or subscription to shares

The class of employees for whose benefit the RSU Plan is being implemented is stated in Clause 3 above.

The details regarding implementation of the RSU Plan and money being provided are stated in Clause 13 above.

b) The particulars of the trustee in whose favor such shares are to be registered

As mentioned in Clause 13(c) below.

c) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters/promoter group, directors or key managerial personnel

Name and address of the Trust:

HCL Technologies Stock Options Trust
806, Siddharth
96, Nehru Place
New Delhi-110019

Details of the present Trustees:

Name of Trustee	Address	Occupation	Nationality
Mr. Puneet Mehra	224, Manhattan 12, Mahagun Moderne Sector 78, Noida-201301 Uttar Pradesh	Service	Indian
Mr. Raj Walia	K-207, South City 1 Gurgaon -122001 Haryana	Service	Indian
Mr. Subodh Jain	30/67, Street No. 8 Vishwas Nagar, Shahdara Delhi – 110032	Service	Indian

All the above trustees are presently employees of the Company. None of the above trustees and their respective relatives are related to the promoters/promoter group, directors or key managerial personnel (KMPs) of the Company and are eligible to be appointed/continue to be the trustees of the HCL Trust in terms of the requirements of the SEBI SBEB & SE Regulations.

d) Any interest of key managerial personnel, directors or promoters in the RSU Plan or trust and effect thereof

None of the KMPs, Directors and Promoters are interested in the RSU Plan/Trust except that the KMPs/Director(s) may deem to be interested in the RSU Plan to the extent of RSUs to be granted to them.

e) The detailed particulars of benefits which will accrue to the employees from the implementation of the RSU Plan

Upon exercise of RSUs, the Eligible Employees, will be entitled to receive equity shares of the Company and in case the Eligible Employees opts for cashless exercise, he/she, in lieu of equity shares will receive cash (after deduction of exercise price, applicable taxes and expenses incurred for sale of shares), in accordance with the RSU Plan, subject to the provisions of the Act, SEBI Regulations and such other laws as may be applicable.

f) Details about who would exercise the voting rights and how in respect of the equity shares to be purchased or subscribed under the RSU Plan would be exercised

The SEBI Regulations provide that the trustee of a trust governed under the SEBI Regulations, shall not vote in respect of the shares held by the trust, so as to avoid any misuse arising out of exercising such voting rights. In line with these requirements, neither the HCL Trust nor any of its trustees will exercise voting rights in respect of the shares of the Company held by HCL Trust.

14) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the HCL Trust for the purposes of the RSU Plan

Subject to limits specified under the SEBI Regulations, the HCL Trust may acquire up to 1,11,00,000 (One crore eleven lakhs) equity shares of the Company (as may be adjusted for any changes in capital structure of the Company) from the secondary market, which is approximately 0.41% of the paid-up equity capital of the Company as on March 31, 2021.

15) A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15

The Company shall conform to the applicable accounting policies prescribed under the SEBI Regulations, or such other policy(ies) as may be prescribed under any other law with respect to accounting for RSUs including the disclosure requirements prescribed therein.

16) The method which the Company shall use to value its RSUs

The Company shall use the Fair Value Method for valuation of the RSUs granted, in accordance with the accounting standard on share-based payments and Guidance note prescribed by the ICAI, including any changes that may be prescribed from time to time.

17) Period of Lock-in

The equity shares arising out of exercise of vested RSUs shall not be subject to any lock-in restrictions except such restrictions as may apply under the applicable laws.

18) Terms and conditions for buyback, if any, of specified securities covered under these regulations – None

Date: October 27, 2021
Place: New Delhi

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

Manish Anand
Company Secretary
Membership No. F-5022