

TENDER FORM
(FOR ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALISED FORM)

Bid Number:
Date:

BUY-BACK OPENS ON		Tuesday, September 18, 2018
BUY-BACK CLOSES ON		Wednesday, October 3, 2018
For Registrar Use:		
Inward No.	Date	Stamp
Status (please tick appropriate box)		
<input type="checkbox"/> Individual	<input type="checkbox"/> FPI	<input type="checkbox"/> Insurance Co.
<input type="checkbox"/> Foreign Co.	<input type="checkbox"/> NRI / OCB	<input type="checkbox"/> FVCI
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank / FI	<input type="checkbox"/> Pension / PF
<input type="checkbox"/> VCF	<input type="checkbox"/> Mutual Fund	<input type="checkbox"/> Others (specify)
India Tax Residency Status: Please tick appropriate box		
<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India	<input type="checkbox"/> Resident of _____ (Shareholder to fill the country of residence)

To,
The **Board of Directors**
HCL Technologies Limited
C/o. Link Intime India Private Limited
C-101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai 400 083
Tel: +91 22 4918 6200; Fax: +91 22 4918 6195

Dear Sir / Madam,

Sub : Letter of Offer dated September 7, 2018 (the "Letter of Offer") in relation to the Buy-back of up to 3,63,63,636 (Three Crores Sixty Three Lacs Sixty Three Thousand Six Hundred and Thirty Six) Equity Shares of HCL Technologies Limited (the "Company") at a price of ₹ 1,100/- (Rupees One Thousand One Hundred only) per Equity Share (the "Buy-back Price") payable in cash (hereinafter called the "Buy-back")

- I/We (having read and understood the Letter of Offer) hereby tender my/our Equity Shares in response to the Buy-back and in accordance with the terms and conditions set out below and as included in the Letter of Offer.
- I/We authorize the Company to Buy-back the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buy-back to extinguish the Equity Shares tendered by me/us.
- I/We hereby affirm that the Equity Shares comprised in this tender are offered for Buy-back by me/us free from all liens, equitable interest, charges and encumbrances.
- I/We declare that there are no restraint(s) or injunction(s) or other order(s) of any nature which limit or restrict in any manner my/our right to tender Equity Shares for Buy-back and that I/we am/are legally entitled to tender the Equity Shares for Buy-back.
- I/We agree that the Company will pay the Buy-back Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism.
- I/We agree to receive, at my own risk, the invalid or unaccepted Equity Shares under the Buy-back in the demat account from where I/we have tendered the Equity Shares in the Buy-back. In case, if for any reason, the Equity Shares cannot be credited to the above demat account, the shares will be credited to the Selling Member by the Clearing Corporation.
- I/We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me/us.
- I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Company to effect the Buy-back in accordance with the Companies Act, 2013 and the SEBI (Buy Back of Securities) Regulations, 1998.
- This clause is applicable for Non-Resident Shareholders only** - I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended (the "FEMA Regulations") and the rules and regulations framed there under, for tendering Equity Shares in the Buy-back, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
- I/We acknowledge that the responsibility to discharge the tax due on any gains arising on Buy-back is on me/us. I/We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians / authorized dealers / tax advisors appropriately.
- I/We undertake to indemnify the Company, if any tax demand is raised on the Company on account of gains arising to me/us on Buy-back of Equity Shares. I/We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on Buy-back of Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
- Details of Equity Shares held and tendered / offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on the Record Date		
Number of Equity Shares Entitled for Buy-back (Buy-back Entitlement)		
Number of Equity Shares offered for Buy-back (Including Additional Shares)		

Note: An Eligible Shareholder may tender Equity Shares over and above his/her Buy-back Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder upto the Buy-back Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buy-back Entitlement of such Eligible Shareholder shall be accepted in accordance with clauses 19 and 20 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholders over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

Tear along this line

Acknowledgement Slip: HCL Technologies Limited – Buy-back
(To be filled by the Eligible Seller) (Subject to verification)

DP ID _____

Client ID _____

Received from Mr. / Ms. / M/s. _____

Tender Form along with:

No. of Equity Shares offered for Buy-back (In Figures) _____

(In Words) _____

STAMP OF BROKER

13. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)	<input type="checkbox"/> NSDL	<input type="checkbox"/> CDSL
Name of the Depository Participant		
DP ID		
Client ID with the Depository Participant		

14. Eligible Shareholders' Details:

	First / Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Eligible Shareholder				
Signature(s)*				
PAN No.				
Address of the First / Sole Eligible Shareholder				
Telephone No. / Email ID				

*Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorisation should be enclosed with the application form submitted.

Please quote the DP ID and Client ID for all future correspondence

INSTRUCTIONS

1. This Buy-back Offer will open on September 18, 2018 and close on October 3, 2018.
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. The Equity Shares tendered in the Buy-back Offer shall be rejected (i) if the Eligible Shareholder is not a shareholder of the Company as on the Record date; (ii) if there is a name mismatch in the demat account of the Eligible Shareholder; (iii) if the Eligible Shareholder has made a duplicate bid on both the recognized stock exchanges; (iv) in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation; or (v) in case of non-receipt of valid bid in the exchange bidding system.
4. The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to the Buy-back being on a proportionate basis in accordance with the Buy-back Regulations.
5. Eligible Shareholders to whom the Buy-back Offer is made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
6. For the procedure to be followed by the Eligible Shareholders for tendering in the Buy-back, please refer to clause 20 of the Letter of Offer.
7. All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
8. Eligible Shareholders have to fill up the EVENT number issued by the Depository in the column for settlement details along with the market type as "**Buyback**", ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slip (DIS) so that the Equity Shares can be tendered for Buy-back.

All capitalized terms shall have the meanings ascribed to them in the Letter of Offer

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUY-BACK AT THE FOLLOWING ADDRESS QUOTING YOUR DP ID AND CLIENT ID

Link Intime India Private Limited
 C-101, 247 Park, L.B.S. Marg
 Vikhroli (West), Mumbai 400 083
 Tel: +91 22 4918 6200
 Fax: +91 22 4918 6195
 Contact Person: Mr. Sumeet Deshpande
 Email: hcltech.buyback2018@linkintime.co.in