

August 20, 2018

Mr. Girish Joshi : **BSE Limited**
25th Floor
Phiroze Jeejeebhoy Towers
Dalal Street. Fort
Mumbai 400 001

Mr. Avinash Kharker : **National Stock Exchange of India Limited**
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400051

Sub: Results of Postal Ballot declared on August 20, 2018

Dear Sirs,

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company has conducted the process of Postal Ballot for seeking the approval of the shareholders of the Company for the Buy-back of equity shares, by means of a Special Resolution.

The Special Resolution stated in the Postal Ballot Notice dated July 14, 2018 has been duly approved by the shareholders of the Company with requisite majority.

We are enclosing herewith the results of the Postal Ballot (including remote e-voting) declared on August 20, 2018 under regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, along with the Scrutinizer's Report.

This is for your information and records.

Thanking you,

Yours faithfully,
For **HCL Technologies Limited**



Manish Anand
Company Secretary

Encl. as above

HCL Technologies Limited

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

| | |
|---|-----------------|
| Date of declaration of the results of Postal Ballot | August 20, 2018 |
| Total number of shareholders as on the Cut-Off date | 1,56,784 |
| No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: | Not applicable |
| No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: | Not applicable |

| Resolution: Approval of Buyback of equity Shares | | | | | | | | |
|--|-----------------|-----------------------|-----------------------|---|-------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution required : Special Resolution | | | | | | | | |
| Whether Promoter/ Promoter Group interested in the agenda/ resolution: Promoter/ Promoter Group of the Company are not, in anyway, concerned or interested in passing of the proposed special resolution, save and except to the extent of their shareholding in the Company. | | | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes- In favour | No. of Votes- against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | 1 | 2 | 3=(2/1)*100 | 4 | 5 | 6=(4/2)*100 | 7=(5/2)*100 |
| Promoter and Promoter Group | Remote e-voting | 83,78,80,610 | 83,78,80,610 | 100.00 | 83,78,80,610 | - | 100.00 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 83,78,80,610 | 83,78,80,610 | 100.00 | 83,78,80,610 | - | 100.00 | - |
| Public- Institutional holders | Remote e-voting | 50,07,98,930 | 39,89,74,036 | 79.67 | 39,40,03,635 | 49,70,401 | 98.75 | 1.25 |
| | Postal Ballot | | 4,00,000 | 0.08 | 4,00,000 | - | 100.00 | - |
| | Total | 50,07,98,930 | 39,93,74,036 | 79.75 | 39,44,03,635 | 49,70,401 | 98.76 | 1.24 |
| Public- Others | Remote e-voting | 5,37,27,164 | 48,24,750 | 8.98 | 47,13,326 | 1,11,424 | 97.69 | 2.31 |
| | Postal Ballot | | 1,49,863 | 0.28 | 1,45,354 | 4,509 | 96.99 | 3.01 |
| | Total | 5,37,27,164 | 49,74,613 | 9.26 | 48,58,680 | 1,15,933 | 97.67 | 2.33 |
| Grand Total | | 1,39,24,06,704 | 1,24,22,29,259 | 89.21 | 1,23,71,42,925 | 50,86,334 | 99.59 | 0.41 |



Report of Scrutinizer(s)

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

To,
The Chairman
HCL Technologies Limited
806, Siddharth, 96, Nehru Place,
New Delhi – 110 019

Sub : Passing of Special Resolution by postal ballot (including remote e-voting) - Report of the Scrutinizer

Dear Sir(s),

1. The Board of Directors of HCL Technologies Limited (the "Company") had appointed me as the Scrutinizer to conduct the postal ballot process (including remote e-voting) in a fair and transparent manner for seeking the approval of the shareholders for the Buy-back of Equity Shares by the Company.
2. The Company Secretary had, pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, vide Postal Ballot Notice dated July 14, 2018, circulated to the shareholders the following Special Resolution for approval:-

| Type of Resolution | Resolution Description |
|--------------------|--|
| Special Resolution | Approval of Buyback of Equity Shares of the Company. |

In the above matter, I hereby submit my Report as under:

- (i) The Company completed the dispatch of the said Postal Ballot Notice on July 17, 2018 along with the Postal Ballot Form and postage pre-paid self-addressed business reply envelope to its shareholders whose names appeared in the Register of members or the list of beneficial owners, as received from National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') as on the Cut-off date i.e. July 12, 2018.
- (ii) The shareholders of the Company had an option to vote either through the physical Postal Ballot Form or through electronic voting ('remote e-voting') facility, to cast their votes on the designated website 'www.evoting.nsdl.com' via NSDL.



- (iii) I had monitored the process of remote e-voting through the Scrutinizer's secured link provided by NSDL on the designated website.
- (iv) The remote e-voting period commenced on July 18, 2018 at 09:00 A.M. (IST) and completed on August 16, 2018 at 05:00 P.M (IST).
- (v) Particulars of all the Postal Ballot Forms received from the shareholders have been entered in a register separately maintained for the purpose. Similarly, votes cast through remote e-voting have also been recorded in the register maintained for the purpose.
- (vi) The Postal ballot Forms were kept in my safe custody before commencing the scrutiny of such Postal Ballot Forms.
- (vii) The Postal Ballot Forms were duly opened in my presence and were scrutinized and the shareholding was matched /confirmed with the Register of Members or list of beneficial owners of the Company as on the cut-off date, i.e. July 12, 2018.
- (viii) All Postal Ballot Forms received up to the close of working hours on August 16, 2018, the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny.
- (ix) I did not find any defaced or mutilated Postal Ballot Form .
- (x) No duplicate Postal Ballot Form was issued by the Company.
- (xi) The summary of the Postal Ballot Notices and Postal Ballot Form sent via Registered Post and via e-mail is as under:-

| S. No. | Particulars | No. of Shareholders | Total No. of Shares |
|--------|--|---------------------|----------------------|
| 1 | Postal Ballot Notices and Postal Ballot Forms dispatched to the shareholders of the Company till July 17, 2018 by Registered Post. | 30,864 | 32,22,25,472 |
| 2 | Postal Ballot Notices and Postal Ballot Forms sent through E-mail by NSDL on July 16, 2018. | 1,25,920 | 107,01,81,232 |
| | Total | 1,56,784 | 139,24,06,704 |



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

Special Resolution for Approval of Buy-back of Equity Shares

(A) Number of votes cast through Postal Ballot Forms and remote e-voting :

| S. No. | Particulars | No. of Postal Ballots | Total No. of Shares |
|--------|---|-----------------------|----------------------|
| 1 | Postal Ballot Forms received from the shareholders of the Company. | 488 | 5,54,821 |
| | Less: Postal Ballot Forms found invalid | 59 | 4,958 |
| | Net valid Postal Ballot Forms | 429 | 5,49,863 |
| 2 | Valid Votes cast by shareholders through remote e-voting. | 2,676 | 124,16,79,396 |
| | Total valid votes cast through Postal Ballot Forms and remote e-voting | 3,105 | 124,22,29,259 |

(B) Results of votes cast through Postal Ballot Forms and remote e-voting:

| S. No. | Particulars | No. of shareholders who cast valid votes | Total No. of Shares | % of Votes cast to total valid votes cast |
|--------|--|--|----------------------|---|
| 1 | Total number of votes cast in favour of the Special Resolution | 2,921 | 123,71,42,925 | 99.59 |
| 2 | Total number of votes cast against the Special Resolution | 184 | 50,86,334 | 0.41 |
| | Total | 3,105 | 124,22,29,259 | 100 |

I have, on reckoning of voting rights of the shareholders on the basis of the paid up value of the shares registered in their names, found that the above Special Resolution has been duly passed with requisite majority. You may accordingly declare the results of voting by postal ballot including remote e-voting.



The voting results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is enclosed as Annexure A.

The Postal Ballot Forms and other related papers/Registers and records are being handed over for safe custody to the Company.

Thanking you,

Yours truly

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



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

Place : New Delhi

Date : 20th August, 2018

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

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| Resolution: Approval of Buyback of equity Shares | | | | | | | | |
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| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | 83,78,80,610 | 83,78,80,610 | 100.00 | 83,78,80,610 | - | 100.00 | - |
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| Public- Others | Remote e-voting | 5,37,27,164 | 48,24,750 | 8.98 | 47,13,326 | 1,11,424 | 97.69 | 2.31 |
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