

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@hcltech.com

Telephone: + 91 11 26436336

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting ("AGM") of the members of HCL Technologies Limited ("Company") will be held on Tuesday, August 26, 2025, at 11:00 A.M. (IST) through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Audited Financial Statements along with the Reports of the Board of Directors and of the Statutory Auditors thereon.

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and of the Statutory Auditors thereon, and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and of the Statutory Auditors thereon be and are hereby received, considered, and adopted."

Item No. 2 – Re-appointment of Ms. Roshni Nadar Malhotra (DIN-02346621) as a Director liable to retire by rotation.

To re-appoint Ms. Roshni Nadar Malhotra (DIN-02346621) as a Director, who retires by rotation and being eligible, has offered herself for re-appointment, and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Roshni Nadar Malhotra (DIN-02346621), who retires by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment as a Director, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No.3 – Re-appointment of Ms. Vanitha Narayanan (DIN-06488655) 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 of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, and all other applicable provisions, if any, of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any statutory modification(s) or

re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company and on the basis of the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company ("Board"), Ms. Vanitha Narayanan (DIN-06488655), who is currently serving as an Independent Director of the Company till July 18, 2026, and who has submitted a declaration that she meets the criteria of independence as required under Section 149(6) of the Act and Regulations 16(1)(b) & 25(8) of the Listing Regulations 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 as an Independent Director, and who is eligible for re-appointment as a Non-Executive Independent Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company for a second term of five consecutive years commencing from July 19, 2026 to July 18, 2031 (both days inclusive), and she will not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board (which term shall deemed to include any committee of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution."

Item No.4- Re-appointment of Mr. C. Vijayakumar (DIN-09244485) as the Managing Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 201, 203, Schedule V of the Companies Act, 2013 ("Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and subject to the approval of the Central Government, on such conditions and modifications as may be prescribed or imposed, if any, whilst granting such approval, and on the basis of the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company ("Board"), the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. C. Vijayakumar (DIN-09244485), as the Managing Director of the Company with the designation of 'CEO & Managing Director', from September 1, 2025 to March 31, 2030 (both days inclusive), liable to retire by rotation and on the terms and conditions of re-appointment including remuneration that shall be paid w.e.f. April 1, 2025, in such manner and as set out in the Explanatory Statement annexed to this Notice."

"RESOLVED FURTHER THAT the Board (which term shall deemed to include any committee of the Board to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to obtain necessary approval(s) and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolution and the Board is also authorised to alter and vary the terms and conditions of the said re-appointment including remuneration, in such manner and within the overall limits as approved by the members of the Company and as specified in the Explanatory Statement annexed to this Notice."

Item No.5 -Variation in the HCL Technologies Limited - Restricted Stock Unit Plan 2024.

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

"RESOLVED THAT in partial modification(s) of the Special Resolutions passed by the Company on July 3, 2024, via Postal ballot, for:

1. "Approval of 'HCL Technologies Limited - Restricted Stock Unit Plan 2024' and Grant of Restricted Stock Units to the Eligible Employees of the Company thereunder"; and

2. "Grant of Restricted Stock Units to the Eligible Employees of Subsidiaries and/or Associate Companies of the Company under the 'HCL Technologies Limited - Restricted Stock Unit Plan 2024'"

and pursuant to the provisions of Section 62 of the Companies Act, 2013 ("Act") and all other applicable provisions, if any, of the Act and the rules made thereunder, Regulation 7 and other applicable Regulations of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, and such other laws, rules and regulations (including any statutory modifications or amendments thereto or re-enactments 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 to as the "Board", which term shall include the Nomination and Remuneration Committee ("NRC") or any other committee of the Board which may be authorized to exercise the powers conferred by this resolution) for making the following variations to the HCL Technologies Limited - Restricted Stock Unit Plan 2024 ("RSU Plan 2024"):

- (i) increasing the limit for grant of Restricted Stock Units ("RSUs") by 33,00,000 (Thirty-three Lakhs) RSUs that may be granted in one or more tranches under the RSU Plan 2024 and accordingly, the overall grant limit of RSUs that can be granted under the said plan be increased from 84,60,000 (Eighty-four lakhs sixty thousand) RSUs to 1,17,60,000 (One crore seventeen lakhs sixty thousand) RSUs, which shall entitle the RSU holder one fully paid-up equity share of ₹ 2/- each of the Company against each RSU exercised and accordingly, upto 1,17,60,000 (One Crore seventeen lakhs sixty thousand) equity shares of ₹ 2/- each, representing approximately 0.43% of the paid-up equity share capital of the Company as on March 31, 2025 shall be transferred in terms of the RSU Plan 2024 to the employees as designated by the Company /subsidiaries and/or associate companies of the Company who are exclusively working in India or outside India, and/or to the directors of the Company/subsidiaries and/or associate companies of the Company as may be allowed under SBEB & SE Regulations (herein collectively referred as "Eligible Employees"), except an employee/director of the Company/ subsidiaries and/or associate companies of the Company who is a promoter or a person belonging to the promoter group, an Independent director or a director of the Company/subsidiaries and/or associate companies of the Company 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; and
- (ii) increasing the maximum limit of the RSUs that may be granted in one or more tranches to an Eligible Employee under the RSU Plan 2024 from 13,00,000 (Thirteen lakhs) RSUs to 33,00,000 (Thirty-three lakhs) RSUs which on exercise would entitle not more than 33,00,000 (Thirty-three lakhs) equity shares of ₹ 2/- each of the Company, representing approximately 0.12% of the paid-up equity share capital of the Company as on March 31, 2025."

"RESOLVED FURTHER THAT all terms and conditions of the RSU Plan 2024, except the changes mentioned above, and all subsisting consents, authorizations and approvals granted from time to time, including resolutions passed by the Members and/or the Board/NRC, with regard to implementation and administration of the RSU Plan 2024, shall remain unchanged and continue to be in force."

"RESOLVED FURTHER THAT the above-mentioned amendments to the RSU Plan 2024 are not prejudicial to the interests of the RSU holders to whom the RSUs have already been granted but not yet exercised by them."

"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, in the RSU Plan 2024, as amended, to the extent permissible under 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.6- Authorization for secondary acquisition of equity shares of the Company by HCL Technologies Stock Options Trust for implementation of variation in 'HCL Technologies Limited - Restricted Stock Unit Plan 2024' and providing financial assistance in this regard.

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

“RESOLVED THAT in partial modification of the Special Resolution passed by the Company on July 3, 2024 via Postal ballot, for approving the “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 2024' and providing financial assistance in this regard” and pursuant to the provisions of Section 62 of the Companies Act, 2013 (“Act”) and all other applicable provisions, if any, of the Act and the rules made thereunder, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other laws, rules and regulations (including any statutory modifications or amendments thereto or re-enactments 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 “HCL Trust”) for implementing the variation in 'HCL Technologies Limited - Restricted Stock Unit Plan 2024' (“RSU Plan 2024”) through secondary acquisitions by acquiring upto 33,00,000 (Thirty-three lakhs) equity shares of ₹2/- each of the Company, not exceeding approximately 0.12% of the paid-up equity share capital of the Company as on March 31, 2025, in one or more tranches, on the platform of recognized stock exchange(s) for cash consideration in addition to the acquisition of 84,60,000 (Eighty-four lakhs sixty thousand) equity shares of ₹2/- each of the Company, as previously approved by the members of the Company on July 3, 2024.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 67 of the Act and other applicable provisions, if any, of the Act and the rules made thereunder, and pursuant to the SBEB & SE Regulations and such other laws, rules and regulations (including any statutory modifications or amendments thereto or re-enactments 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 to as the “Board”, which term shall include the Nomination and Remuneration committee (“NRC”) or any other committee of the Board which may be authorized 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(s) for cash consideration, upto 33,00,000 (Thirty-three lakhs) equity shares of ₹2/- each of the Company, not exceeding approximately 0.12% of the paid-up equity share capital of the Company as on March 31, 2025, 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 2024, as amended, in addition to the acquisition of 84,60,000 (Eighty-four lakhs sixty thousand) equity shares of ₹2/- each of the Company, as previously approved by the members of the Company on July 3, 2024.”

“RESOLVED FURTHER THAT in case the number of equity shares to be transferred under the RSU Plan 2024, as amended, 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 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.7- Appointment of Secretarial Auditor of the Company.

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

“RESOLVED THAT pursuant to the provisions of Regulation 24A and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circulars issued thereunder from time to time and the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors of the Company (“Board”), M/s. Makarand M. Joshi & Co., Practicing Company Secretaries (Firm Registration Number: P2009MH007000), be and are hereby appointed as the Secretarial Auditor of the Company to hold the office for a period of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30.”

“RESOLVED FURTHER THAT the Board (or which term shall deemed to include any committee of the Board) be and is hereby authorized to fix remuneration of the Secretarial Auditor and to do all such acts, deeds, matters and things, as may be necessary, proper or expedient to give effect to this resolution.”

Date: July 29, 2025
Place: Noida, (U.P.), India

By order of the Board of Directors
For HCL Technologies Limited

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

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 as amended from time to time (“Act”) setting out material facts and reasons in respect of the Special Businesses under Items Nos. 3, 4, 5, 6 & 7 along with the explanation provided on voluntarily basis for Item No. 2 as set out above, is annexed hereto and forms part of the Notice. Further, the relevant details with respect to Items Nos. 2, 3 & 4 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), in respect of Directors seeking re-appointment at this AGM are also annexed.

2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, and other circulars issued in this regard, by the Ministry of Corporate Affairs ("MCA Circulars"), companies are allowed to convene their AGMs through VC/OAVM, without the physical presence of the members at a common venue. Hence, in compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM.

The MCA Circulars read with the Securities and Exchange Board of India ("SEBI") Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 & other circular issued by the SEBI in this regard ("SEBI Circulars"), has also dispensed with the requirement of sending the physical copies of the AGM Notice, and Annual Report to the members. Accordingly, the AGM Notice, and the Annual Report (FY 2024-25) of the Company are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. The members who have not registered their email addresses with the Company/Depositories, a letter providing the exact path, web link, and QR code, where complete details of the AGM Notice and Annual Report (FY 2024-25) is available is being sent.

Members may note that the copies of the AGM Notice and the Annual Report (FY 2024-25) are also available on the website of the Company at <https://www.hcltech.com>, websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at <https://www.bseindia.com> and <https://www.nseindia.com>, respectively, and website of National Securities Depository Limited ("NSDL") at <https://www.evoting.nsdl.com>, the agency appointed for facilitating e-voting (including remote e-voting) for the AGM. Members who wish to obtain physical copies of the AGM Notice and the Annual Report (FY 2024-25), may write to us at investors@hcltech.com.

3. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and read with SS-2, Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing the facility of e-voting (including remote e-voting) to its members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system during the remote e-voting period as well as e-voting during the AGM will be provided by NSDL.
4. In accordance with the SEBI Circulars and the MCA Circulars, the facility to appoint a proxy to attend and cast votes for the members is not available for this AGM. However, Institutional/Corporate members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy of its board or governing body resolution / authorization, etc., for authorizing their representatives to attend the AGM through VC/OAVM on their behalf and to cast vote through e-voting (including remote e-voting). The said resolution/authorization shall be sent to the Scrutinizer by e-mail at its registered e-mail address at officenns@gmail.com with a copy marked to NSDL at evoting@nsdl.co.in.
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.
6. Members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the meeting by following the procedure mentioned in the AGM Notice. The facility of participation in the AGM through VC/OAVM will be made available on a first-come first-served basis.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The proceedings of the AGM will be web-casted live for the members of the Company. The recorded transcript of the AGM shall also be made available on the website of the Company at www.hcltech.com as soon as possible after the conclusion of the AGM.

9. For members who have not registered their e-mail IDs, may register the same as under:

For shares held in Physical form	<p>The members holding shares in physical form would need to send the Form ISR-1 duly signed by the registered member(s) along with the requisite documents mentioned in the Form to Register and Share Transfer Agent of the Company ("RTA") at:</p> <p>M/s. MUFG Intime India Private Limited (Unit: HCL Technologies Limited) C-101, Embassy 247, L.B.S. Marg, Vikhroli (W), Mumbai- 400 083 Email: rnt.helpdesk@in.mpms.mufg.com Telephone no: +91 8108116767</p>
For shares held in Dematerialized form	<p>The members holding shares in electronic mode are requested to register/update their e-mail ID with the Depository Participant with whom their respective dematerialized accounts are maintained.</p>

10. The name of the RTA was changed from "M/s. Link Intime India Private Limited" to "M/s. MUFG Intime India Private Limited" w.e.f. December 31, 2024.
11. As the AGM will be held through VC/OAVM, the route map, proxy form and attendance slip are not required and accordingly, not attached to this Notice.
12. The Register of Directors & Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act, and Certificates from the Secretarial Auditor relating to the Company's Restricted Stock Unit (RSU) Plans under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available electronically for inspection during the AGM at NSDL e-voting system at www.evoting.nsdl.com. The members may inspect these records by using their secure login credentials. All other documents referred to in this Notice will also be available for inspection in electronic mode without any fee by the members from the date of circulation of this Notice till the date of the AGM. Members seeking to inspect such documents can send an e-mail to investors@hcltech.com.
13. Members are requested to note that as per Section 124 of the Act, the dividend remaining unclaimed/unpaid for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ("IEPF"). In addition, as per Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time ("IEPF Rules"), all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the IEPF Authority within such period as may be prescribed by the MCA.

In the event of transfer of shares and the unclaimed dividend to the IEPF, members are entitled to claim the same from the IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5.

14. The status of dividends remaining unpaid/unclaimed along with the respective due dates of transfer to the IEPF is provided in the Annual Report.
15. SEBI has mandated the submission of a Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in demat form are therefore requested to submit PAN details to the Depository Participant(s) with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. MUFG Intime India Private Limited or to the Secretarial Department of the Company.
16. As per Regulation 40(1) of the Listing Regulations, as amended and read with SEBI Master Circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23 2025, all requests for transfer, transmission and transposition of securities, issue of duplicate share certificates, claim from 'Unclaimed Suspense Account', renewal/exchange of securities certificates etc. shall be processed only in dematerialized form. In view of the above we urge the members holding shares in physical form to have their shares dematerialized.

However, for the purpose of ease of doing business and securing the rights of the investors, SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 has decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 1, 2019 and rejected/returned/not attended to, due to deficiency in the documents/process/or otherwise, for a period of six months from July 7, 2025 till January 6, 2026. The members are requested to kindly note and take the necessary actions at the earliest.

17. The members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as on Tuesday, August 19, 2025 ("Cut-off date") and who are otherwise not barred to cast their vote, are entitled to vote electronically either through remote e-voting or e-voting during AGM, on the Resolutions set forth in this Notice. A person who is not a member on the Cut-off date should treat this Notice for information purpose only.

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

Commencement of remote e-voting: From 9:00 a.m. (IST) on Thursday, August 21, 2025

End of remote e-voting: At 5:00 p.m. (IST) on Monday, August 25, 2025

The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on the resolutions is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again. However, those members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions during the remote e-voting period and are otherwise not barred from doing so, shall be eligible to vote through remote e-voting system during the AGM.

18. The voting rights of the members shall be reckoned in proportion to the paid-up equity shares registered in the name of the member/beneficial owner as on the Cut-off date.
19. Any person holding shares in physical form, and non-individual members, who acquire shares of the Company and become member of the Company after the Notice is sent through e-mail and holding shares as on the Cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if the member is already registered with NSDL for remote e-voting, then he/she can use his/her existing User ID and password to cast the vote. In case the password is forgotten,

it can be reset by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call at 022- 48867000.

In case of Individual shareholders holding securities in demat mode who acquire shares of the Company and become a member of the Company after sending of the Notice and holding shares as on the Cut-off date may follow steps mentioned in the Notice under "Access to NSDL remote e-voting system".

20. In case of joint holders, such joint holder who is higher in the order of names as per the Register of Members of the Company as on the Cut-off date, will be entitled to vote during the AGM.
21. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details viz., (i) PAN (ii) Contact Details (iii) Mobile Number (iv) Bank Account Details and (v) Signature, shall be eligible to get dividend only in electronic mode after furnishing all the aforesaid details in entirety.

If a security holder updates the above details after payment of dividend(s), then the dividend(s) so not paid would be released automatically once the said details are updated.

As per Section 72 of the Act and the SEBI Circulars, members holding shares in physical mode may submit their nomination by submitting Forms SH-13 & SH-14 and submit Forms ISR-1, ISR-2, ISR-3 for updating the KYC details. The formats for Nomination and updation of KYC details are available in the investors section of the website of the Company at www.hcltech.com, and the same are also available on the website of the Registrar and Share Transfer Agent ("RTA") of the Company at rnt.helodesk@in.mpms.mufg.com -> Resources -> Downloads->KYC->Formats for KYC.

22. SEBI vide its master circular no. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023 has established a common Online Dispute Resolution Portal ("ODR Portal - <https://smartodr.in/login>") in addition to its existing SCORES 2.0 portal via which the investors and the Company can resolve disputes by harnessing online conciliation and/or online arbitration. In terms of said circular, the investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal. The Link to access ODR portal is also available on the website of the Company at <https://www.hcltech.com/investor-relations/investor-faq>.

23. INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING AND JOINING THE AGM ARE AS UNDER:

- I. The way to vote electronically on NSDL e-Voting system and joining virtual AGM consists of "Two Steps" which are mentioned below:




Step 1: Access to NSDL remote e-voting system

A) Login method for remote e-voting and joining virtual AGM for Individual members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on remote e-voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depository Participants. Members 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 members holding securities in demat mode is given below:

Type of members	Login Method
Individual members holding securities in demat mode with NSDL.	<p>A. One Time Password ("OTP") based Login</p> <p>For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email address/mobile number and click on login. 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 e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual AGM & voting during the AGM.</p> <p>B. NSDL IDeAS facility</p> <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com 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 or joining virtual AGM and e-voting during the AGM. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select 'Register Online for IDeAS Portal' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <p>C. Remote E-voting website of NSDL</p> <ol style="list-style-type: none"> Visit the remote 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. 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

	<p>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 or joining virtual AGM and e-voting during the AGM.</p> <p>ii. Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual members holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi Username & Password. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on Login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number & 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.
Individual members (holding securities in demat mode) login through their Depository Participants	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. 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 or joining virtual AGM and e-voting during the AGM.

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

Login type	Helpdesk details
Individual members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-48867000.
Individual members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll free no. 1800-21-09911.

B) Login Method for remote e-voting and joining virtual AGM for the 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.
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 members other than Individual members 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 members 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.
 - 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP 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 and join virtual AGM on NSDL e-voting system.

How to cast your votes electronically and join virtual AGM 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 and virtual AGM is in active status.
2. Select 'EVEN' of Company for which you wish to cast your votes during the remote e-voting period and casting your votes during the AGM. For joining virtual AGM, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 '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 members

1. Institutional members (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 with a copy marked to 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 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 or call on :022 - 48867000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated e-mail address:evoting@nsdl.com.

Process for those members 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 resolutions set out in the Notice:

- i. 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@hcltech.com.
- ii. 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@hcltech.com. If you are an Individual member 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 and for joining virtual AGM for Individual members holding securities in demat mode.
- iii. Alternatively, the members may send a request to evoting@nsdl.com for procuring User ID and Password for e-voting by providing above mentioned documents.

II. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

The procedure for e-voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting. Only those members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

III. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see "VC/OAVM link" placed under "Join General meeting" menu against the Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.

Further, members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Members are encouraged to join the AGM through laptops/desktops with high-speed internet connectivity for better experience. Participants connecting from mobile devices or tablets or through laptops via mobile hotspot may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 3. Members will be required to turn-on their camera while speaking at the AGM.
 4. Members who would like to express their views/ask questions as a speaker during the AGM may pre-register themselves by sending their questions in advance along with their name, demat account number/folio number, e-mail ID and mobile number, from their registered e-mail address, at investors@hcltech.com before August 19, 2025.
 5. Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time during the AGM.
24. The Company has appointed M/s. Nityanand Singh & Co., Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM, in a fair and transparent manner.
 25. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (including the votes cast during the AGM) in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall after the conclusion of the AGM submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against the resolutions, to the Chairperson of the Company (or to such other person authorized by the Chairperson in writing) on or before August 28, 2025
 26. The results of remote e-voting and e-voting during the AGM, on the resolutions shall be aggregated and declared after the receipt of scrutinizer's report by the Chairperson or any director or any other person authorised by the Chairperson and the resolutions will be deemed to be passed on the date of the AGM, subject to receipt of the requisite number of votes in favour of the resolutions.

27. The results of the voting along with the Scrutinizer's report shall be placed on the website of the Company at www.hcltech.com and on the website of the NSDL at www.evoting.nsdl.com immediately after their declaration. The results shall also be immediately communicated to BSE and NSE. The results of the voting will also be displayed on the notice board of the Company at its Registered Office and its Corporate Office.

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

Item No. 2 – Re-appointment of Ms. Roshni Nadar Malhotra (DIN-02346621) as a Director liable to retire by rotation.

This Explanatory Statement for Item No. 2 is provided though strictly not required as per Section 102 of the Companies Act, 2013 ("Act").

Pursuant to the provisions of Section 152 and other applicable provisions of the Act & the Rules made thereunder, and in terms of the Articles of Association of the Company, not less than two-thirds of the total number of Directors of the Company (excluding the Independent Directors) shall be liable to retire by rotation. Further, at every Annual General Meeting ("AGM"), one-third of such number of directors, shall retire by rotation and they are eligible for re-appointment.

Currently, there are three directors who are liable to retire by rotation and accordingly one director shall retire by rotation at the ensuing AGM.

Ms. Roshni Nadar Malhotra (DIN-02346621), Non-Executive, Non-Independent Director being longest in office shall retire at the ensuing AGM and being eligible, has offered herself for re-appointment as Director of the Company.

Ms. Roshni Nadar Malhotra is the Chairperson of the Board of Directors and the Company. She also chairs the Corporate Social Responsibility Committee of the Company. She is a member of the Stakeholders' Relationship Committee and the ESG & Diversity Equity Inclusion Committee of the Company.

The Nomination and Remuneration Committee ("NRC") recommended the re-appointment of Ms. Roshni Nadar Malhotra as Director, liable to retire by rotation. While recommending her re-appointment, the NRC considered the following:

- a) Her rich & varied experience in the industry, her strategic vision, global outlook, expertise in management, and passion for business & social enterprise.
- b) Her involvement in the Company's strategy, and the Company's excellent performance under her guidance.
- c) Her active engagement in the deliberations of the Board and the Committee meetings of the Company, and her regular attendance & contribution in the Board and the Committee meetings, reflecting her strong time commitment and dedication.

The Board of Directors ('Board') considered the positive outcome of performance evaluation, and the recommendations of the NRC. In the opinion of the Board, she is a person of integrity, and considering her skills, experience, contribution & commitment, it would be in the interest of the Company to re-appoint Ms. Roshni Nadar Malhotra as a Non-Executive Non-Independent Director of the Company. Accordingly, the Board in its meeting held on April 21-22, 2025, approved her re-appointment as a Non-Executive Non-Independent Director, liable to retire by rotation and recommended the same to the members for its approval.

The Company has received from Ms. Roshni Nadar Malhotra (i) consent in writing to act as a Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under Section 164 (1) and Section 164(2) of the Act. Further, 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.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Ms. Roshni Nadar Malhotra herself and Mr. Shikhar Malhotra, her husband, and their relatives, are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution as set out in Item No. 2 for approval of the Members to be passed as an Ordinary Resolution.

Brief Profile of Ms. Roshni Nadar Malhotra

Roshni Nadar Malhotra is the Chairperson of HCLTech, a leading global technology organization with annual revenues of over US \$14 billion and the Chairperson of its Corporate Social Responsibility Committee of the Board.

Roshni is a Trustee of the Shiv Nadar Foundation. Since its inception, the Shiv Nadar Foundation has invested \$1.5 billion in nation building institutions and driving transformational leadership. Roshni is also the Chairperson and driving force behind VidyaGyan, a leadership academy for the economically underprivileged, meritorious, rural students of Uttar Pradesh, and has been working towards nurturing future leaders from rural India who can be catalysts of change for their communities, villages and the nation at large.

Passionate about wildlife and conservation, Roshni established The Habitats Trust in 2018. The Foundation aims to work towards protecting India's natural habitats and its indigenous species with the core mission of creating and conserving sustainable ecosystems through strategic partnerships and collaborations with all stakeholders, at every level.

Roshni is a member of the Dean's Advisory Council at the MIT School of Engineering, USA and also a member of the Kellogg School of Management Executive Board for Asia. She serves on the board of directors of US-India Strategic Partnership Forum (USISPF) and is on the global board of directors of The Nature Conservancy (TNC). She is also an independent director on the board of the HDFC Asset Management Company.

In recognition of her outstanding work both in business and in philanthropy, Roshni has received several honors and accolades. France's highest civilian award Chevalier de la Légion d'Honneur (Knight of the Legion of Honour) has been conferred on her in 2024.

In 2024, she was featured for the eighth consecutive year in 'The World's 100 Most Powerful Women' list, compiled and released by Forbes.

Since 2019, she has been producing an episode series on the most endangered wildlife species in India - 'On The Brink'. The episodes on Bats and Gharials have been recipients of two National Film Awards in the category of science & environment. Roshni has also produced a children's film, 'Halkaa', based on the unique journey of a slum child battling the issue of open defecation.

Roshni holds an undergraduate degree in Communications from Northwestern University and a MBA from the Kellogg School of Management. At Kellogg, she was awarded the Dean's Distinguished Service Award. In 2023, Roshni was conferred with the Schaffner Award by Kellogg for her contribution to the society. Roshni was conferred with Lewis Institute Community Changemaker Award by Babson College in 2017.

Additional information in respect of Ms. Roshni Nadar Malhotra, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, is given at Annexure A to this Notice.

Item No.3- Re-appointment of Ms. Vanitha Narayanan (DIN-06488655) as an Independent Director of the Company.

Ms. Vanitha Narayanan (DIN-06488655) was appointed as an Independent Director on the Board of the Company on July 19, 2021, for a period of five years to hold office till July 18, 2026. The same was approved by the members at the Annual General Meeting ("AGM") held on August 27, 2021.

As per the provisions of Section 149 of the Act, an Independent Director may hold office for two consecutive terms of up to 5 consecutive years each. Accordingly, the first term of five years of Ms. Vanitha Narayanan, as a Non-Executive Independent Director of the Company shall end on July 18, 2026.

The Nomination and Remuneration Committee ("NRC") recommended the re-appointment of Ms. Vanitha Narayanan as an Independent Director for a second term of five consecutive years effective from July 19, 2026. While recommending her re-appointment, the NRC considered the following outcome of her performance evaluation:

- a) Her broad spectrum of skills and experience as a leader and a successful track record spanning over three decades in technology and telecommunications, significantly enhances the overall skill diversity of the Board.
- b) Her valuable guidance and insights provided to the Board, Committees and senior management on various aspects including transforming businesses, unwavering client focus and advisory.
- c) Her active engagement in the deliberations of the Board and the Committee meetings of the Company and regularity in attending the meetings reflecting her exemplary time commitment and dedication.

The Board of Directors, after considering the NRC recommendations and performance evaluation, in its meeting held on July 14, 2025, recommended the re-appointment of Ms. Vanitha Narayanan as an Independent Director. In the opinion of the Board, she is a person of integrity and considering her skills and relevant experience in the technology and telecommunications sector, her re-appointment would be in the interest of the Company. She fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Appointment Rules") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for her re-appointment as an Independent Director and she is independent of the management.

In view of the above, it is proposed to re-appoint Ms. Vanitha Narayanan as an Independent Director on the Board of the Company for a second consecutive term of five consecutive years, not liable to retire by rotation, commencing from July 19, 2026, to July 18, 2031 (both days inclusive).

In terms of the provisions of Section 160(1) of the Act, the Company has received a notice in writing proposing her candidature for re-appointment as an Independent Director of the Company.

The Company has received from Ms. Vanitha Narayanan (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(1) and 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) & 25(8) of the Listing 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.

The draft terms and conditions of her appointment are available on the website of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except Ms. Vanitha Narayanan and her relatives, are in any way concerned or interested, financially or otherwise in this Resolution.

The Board of Directors recommends the resolution as set out at Item No.3 for approval of the Members to be passed as a Special Resolution.

Brief Profile of Ms. Vanitha Narayanan

Ms. Vanitha Narayanan, aged 66 years is a BA from Stella Maris College, Madras, MBA (Marketing & Advertising) from University of Madras and MBA (Management Information Systems & Accounting) from University of Houston. She is a senior Global executive and Board leader with a successful track record spanning three decades in technology and telecommunications. In 2020, she retired after a career spanning three decades at IBM where she held multiple key roles leading large businesses in the United States, Asia-Pacific and India geographies. These roles included serving as Managing Director & Chairperson of IBM India, Vice President for the Communications Sector across Asia Pacific, Vice President for Global Telecommunications Solutions and finally Managing Director for a strategic Telecom client before her retirement. She has a reputation for her deep industry expertise in Telecom, Transforming businesses, unwavering client focus and passion for continuous learning. She played a significant role as leader and influencer across industry bodies during her decade in India.

She was the first woman chairperson of AMCHAM India (2015- 2016) and served as a member on the National Executive Board from 2014-18. She was on the executive council of National Association of Software and Services Companies (NASSCOM) 2016-18 and on the Catalyst India Advisory Board. She also served as the Chairperson of the Board of Governors for National Institute of Technology (NIT), Suratkal (2014-2017) and was a member of the National Council of Confederation of Indian Industry (CII) and served as Co-Chair of National Committee for MNCs. She was named one of the 'Most Powerful Women' in Business in India by both Fortune India (2016- 2017) and Business India (2014-2017), one of the 12 Global Indian Super Women of 2016 by CXO Today and conferred with the Degree of Doctor of Letters by the LNM Institute of Information Technology.

She currently serves as an Independent Director on the board of ReNew Energy Global Plc. and SLB (Formerly known as Schlumberger Limited).

She is passionate about mentorship, elevating the presence of women in technology and advising corporations as they strive to hit key growth milestones.

Additional information in respect of Ms. Vanitha Narayanan, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, is given at Annexure B to this Notice.

Item No. 4- Re-appointment of Mr. C. Vijayakumar (DIN- 09244485) as the Managing Director of the Company.

The Board of Directors of the Company ("Board") in its meeting held on July 24, 2025, after considering the recommendations of the Nomination and Remuneration Committee of the Company ("NRC") has approved the re-appointment of Mr. C. Vijayakumar (DIN-09244485), as the Managing Director of the Company with the designation as Chief Executive Officer and Managing Director ("CEO & MD") from September 1, 2025 to March 31, 2030 ("Proposed Term") on the terms & conditions including remuneration to be paid to him, and the remuneration so approved will be effective from the commencement of FY 2025-26 i.e. April 1, 2025.

Background

C. Vijayakumar was appointed as the Chief Executive Officer in October 2016. Recognizing his exemplary leadership, he was subsequently appointed as the CEO & Managing Director for a five-year term beginning July 20, 2021, and ending July 19, 2026, the said appointment was approved by the members in the Annual General Meeting ("AGM") held on August 27, 2021.

Over the past nine years, HCL Technologies has transformed into a global digital leader, significantly strengthening its brand, performance, and global relevance. The Board acknowledges C. Vijayakumar's deep understanding of the global IT landscape, his commitment to innovation in a rapidly changing business and technology landscape, and his ability to inspire and lead teams to achieve exceptional outcomes for all stakeholders.

Explanation for proposed re-appointment and remuneration is given below.

The NRC and the Board considered the following key factors, for recommending the re-appointment of C. Vijayakumar as the Managing Director:

- 1. Proven Leadership and Strategic Vision:** C. Vijayakumar has guided HCL Technologies through a pivotal growth phase, successfully transitioning the Company into a digital-first, client-centric global technology leader. His leadership has been characterized by sharp strategic clarity, operational resilience, and relentless focus on value creation for all the stakeholders.
- 2. Outstanding Financial Performance:** Under C. Vijayakumar's leadership, HCL Technologies has demonstrated sustained, top-tier performance across critical financial metrics over the nine-year period from FY16 to FY25.
 - **Revenue CAGR:** 9.3% - Highest among the comparison set
 - **EBIT CAGR:** 8.1% - Second highest among the comparison set
 - **Net Income CAGR:** 6.9% - Second highest among the comparison set
 - **Free Cash Flow CAGR:** 12% - Highest among the comparison set (adjusted for one-time benefit in FY25)

The comparison set includes Accenture, TCS, Infosys, Cognizant, Wipro, Tech Mahindra, and HCLTech. These outcomes reflect not only the Company's consistent growth and operational discipline but also its

superior performance relative to other leading global and Indian IT services providers over a sustained multi-year horizon.

3. **Highest Total Shareholder return:** Under C. Vijayakumar's leadership, HCLTech's market capitalization has increased from ₹1,15,000 crore on March 31, 2016, to ₹4,32,000 crore on March 31, 2025, reflecting a growth of 3.8 times since FY16. Over the same period, the market capitalization of the other four leading Indian-listed IT services firms among the top five has grown by approximately 2.5 times.
4. **Technology and Innovation Leadership:** C. Vijayakumar has led the strategic expansion of HCLTech's portfolio across high-growth areas such as cloud, digital business, cybersecurity, digital engineering, and software products, while also establishing early success in AI-led offerings. His forward-looking vision has enabled the Company to build deep partnerships with leading hyperscalers and technology companies and invest in scalable platforms, significantly enhancing HCLTech's differentiation in a fast-evolving and competitive technology landscape.
5. **Client-Centric Growth and Global Expansion:** C. Vijayakumar has driven significant growth through a client-centric approach, expanding HCLTech's global footprint and strengthening service excellence. From FY16 to FY25, the number of \$100M+ clients increased from 8 to 22, \$50M+ clients from 19 to 52, and \$20M+ clients from 75 to 138. This growth reflects rising client relevance and deepening strategic partnerships, marked by increasing wallet share among HCLTech's top accounts. It was enabled by a "One HCLTech" approach, underpinned by an increasingly integrated go-to-market model offering all HCLTech Services under a verticalized organizational structure that enhanced client alignment, execution agility, and responsiveness.
6. **People Leadership and Organizational Culture:** C. Vijayakumar's authentic leadership has been central to fostering a high-performance, inclusive culture rooted in transparency, fairness, and meritocracy. The Company has demonstrated strong retention, leadership stability, and a deep bench of homegrown talent. Under his guidance, HCLTech has made significant investments in continuous skilling, career development, and employee engagement-enhancing its reputation as an employer of choice and ensuring a future-ready workforce.
7. **Company Recognitions:** During C. Vijayakumar's tenure, HCLTech has received numerous accolades across diverse dimensions including service quality, service offerings, people and workplace culture, ESG and CSR initiatives, investor relations, ethical governance, and corporate leadership. A curated selection of these recognitions is outlined below:
 - i. HCLTech became the only service provider to be rated in the Customer's Choice quadrant across all six active Gartner Voice of the Customer (VoC) reports related to the IT services market.
 - ii. World's Fastest-Growing IT Services Brand: Recognized in Brand Finance Global 500 and IT Services Top 25, 2025 rankings.
 - iii. Named among Ethisphere's World's Most Ethical Companies® for two consecutive years (2024 and 2025).
 - iv. Featured by Forbes as one of the World's Best Employers for five consecutive years.
 - v. Ranked as the No.1 India-headquartered company in TIME magazine's World's Best Companies 2024 list
 - vi. HCLTech has been recognized by MSCI as an ESG leader in the software and services industry and has achieved Gold rating in EcoVadis certification.

- vii. For the second consecutive year, HCLTech was the most decorated India-headquartered IT services company in this prestigious Extel's Asia Executive Team Survey 2025 survey. The Company achieved 17 Top 3 rankings across Overall, Buy-Side, and Sell-Side categories in the Technology IT Services and Software sector, including 9 #1 rankings. In this survey, C. Vijayakumar was ranked Best CEO #1 by the Sell-Side and #2 Overall.

Leadership Continuity and Strategic Stability: As the global technology industry stands at a massive inflection point, driven by rapid advancements in AI, evolving client expectations, and shifts in business models, HCLTech must navigate transformational change while maintaining execution excellence. In this context, C. Vijayakumar's continued leadership provides the Company with critical strategic stability, organizational resilience, and stakeholder confidence. His deep institutional knowledge, global perspective, and proven ability to steer organization through multiple cycles of change make him uniquely positioned to lead HCLTech through the next phase of transformation. His leadership is aligned with the Company's long-term ambitions to be a global leader in next-generation technologies and services. As HCLTech prepares to evolve its business model, expand its solution offerings, and deepen client relevance, C. Vijayakumar is well placed to guide the organization through this pivotal journey of reinvention and growth.

In view of C. Vijayakumar's exceptional track record of leadership, superior financial execution, strategic foresight, and commitment to long-term value creation, the Board on the recommendations of the NRC has approved his re-appointment as the CEO & Managing Director ("CEO & MD") of HCL Technologies from September 1, 2025 to March 31, 2030 (Proposed Term).

Remuneration

The NRC and the Board, while proposing the remuneration, have taken into account the all-round performance of the Company under the leadership of C. Vijayakumar as well as the following key considerations:

- 1. Benchmarking Against Global Peers:** A comprehensive benchmarking exercise was conducted with large global IT companies of comparable revenue and market capitalization, ensuring alignment with industry standards.
- 2. Geographic Consideration:** The benchmarks specifically focused on CEOs based in the United States, reflecting the global nature of the role and its responsibilities, as well as location-based compensation norms.
- 3. Recognition of Proven Leadership:** The revised compensation acknowledges C. Vijayakumar's successful and long-tenured leadership as CEO, recognizing his significant contributions to the Company's growth and sustained performance over the years.
- 4. Alignment with Strategic Vision:** The compensation structure also reflects the Company's long-term ambitions to be a global leader in next-generation technologies and services, ensuring continued leadership stability and motivation to drive transformative growth.

As the Company navigates the era of new technologies and evolving business environment, the NRC and the Board believe that leadership stability and continuity are important to the Company's growth and the interest of its members.

Therefore, basis the recommendation of the NRC, the Board has approved the following remuneration to C. Vijayakumar effective April 1, 2025. A brief comparison of current terms and proposed remuneration for C. Vijayakumar are as follows:

(All figures are in US \$ and per annum)

Remuneration category	Current*	Proposed	Associated terms
Fixed salary	2,000,000	2,500,000	NA
Long Term Incentive: Tenure based RSUs	1,260,000	3,780,000	Annual vesting at end of each FY
Total fixed remuneration	3,260,000	6,280,000	
Performance bonus – cash component <i>Basis annual Key Performance Parameters</i>	2,000,000	3,500,000	Payable annually Refer "b" below
Long Term Incentive (Part 1) <i>Basis Relative Total Shareholder Return ("TSR")</i>	5,040,000	3,528,000	Paid annually Refer "c4" below
Long Term Incentive (Part 2) <i>Basis Relative Revenue Growth</i>		3,087,000	Staggered vesting Refer "d" below
Long Term Incentive (Part 3) <i>Basis Free Cash Flow ("FCF") as % of Net Income</i>		2,205,000	Annual vesting Refer "e" below
Total performance linked remuneration	7,040,000	12,320,000	
Total Remuneration per annum	10,300,000	18,600,000	

*Current compensation was last fixed in April 2017 with no further changes.

Note: Remuneration that is linked to performance as a % of the total remuneration will change from the current **68%** to **66%** in the proposed.

Details of proposed remuneration

- Fixed Salary:** US \$ 2,500,000 per annum, to be paid at such intervals as per the Company's payroll practice in the country in which C. Vijayakumar is based. Annual increments to fixed salary, which shall not exceed 10% of the last drawn fixed salary, will be decided by the Board taking into account certain factors like inflation, general increase for other Executives and other business context.
- Performance bonus:** Up to US \$ 3,500,000 per annum payable at the end of each financial year basis achievement of targets against Key Performance Parameters (KPP) as under:

KPP	Weight
Revenue growth target achievement	50%
EBIT% target achievement	40%
Achieving strategic goal(s)	10%

Annual targets for the KPP shall be decided by the Board. The Board will also review & make any changes in the KPP and/or the weights, as it may deem appropriate.

- c) **Long Term Incentive (Part 1):** Cash incentive with value up to US \$ 3,528,000 per annum payable at the end of each financial year basis the relative TSR delivered cumulatively at the end of Financial Year.
- d) **Long Term Incentive (Part 2):** Performance linked RSUs with grant value of US \$ 3,087,000 per annum i.e. US \$ 15,435,000 over the 5-year period from April 2025 to March 2030 that will vest in 3 tranches; up to 40% at the end of financial year FY'27; upto 40% at the end of financial year FY'29; upto 20% at the end of financial year FY'30 subject to Company's relative Revenue growth measured cumulatively at the end of the respective vesting period.
- e) **Long Term Incentive (Part 3):** Performance linked RSUs with grant value of US \$ 2,205,000 per annum that will vest subject to achievement of the annual target defined for Free Cash Flow as % of Net Income.

Note 1: TSR and Revenue growth assessment will be done relative to comparable industry peers as decided by the Board. For LTI Part I and Part II to vest in full, HCLTech's performance in the respective parameters should be the highest i.e. ranked No. 1 among the defined list of comparable industry peers. The Board may make changes in these comparatives/parameters, as it may deem appropriate.

Note 2: The aforesaid RSUs are proposed to be granted under the ` HCL Technologies Limited Restricted Stock Unit Plan 2024 ("RSU Plan 2024") of the Company. In order to grant the said RSUs under the RSU Plan 2024, there will be a need to make some variations in the said Plan, subject to the approval of the members of the Company. The proposal for seeking the members' approval is included in this Notice under Item no. 5.

- f) **Perquisites:** The CEO & MD shall be entitled to perquisites, medical benefits, social security contributions, facilities and amenities (hereinafter referred to as "Perquisites") including membership fees of clubs, Company car and any other 'perquisites' as per the policy / rules of the Company in force or as may be approved by the Board from time to time.

One-time award

Under C Vijayakumar's leadership, during the period FY'16 to FY'25, relative to its comparable peers, HCLTech delivered highest Revenue CAGR, second highest EBIT CAGR & Net Income CAGR, highest market capitalization growth and TSR, highest FCF CAGR (as per details given in Clause 2 and Clause 3 above, under the key factors, for recommending the re-appointment). In recognition of his extraordinary performance, NRC recommended a **one-time award of 282,447 RSUs with a vesting date of October 30, 2026**, which the Board has approved.

Other terms and conditions

A. Tenure of Re-appointment

The re-appointment as CEO & MD is from September 1, 2025, to March 31, 2030. The proposed remuneration shall be effective from the commencement of FY'26, i.e. from April 1, 2025.

B. Nature of Duties

The CEO & MD shall devote his whole time and attention to the business of the Company and its subsidiaries and shall perform such duties as may be entrusted to him and exercise such powers as may be assigned to him by the Board from time to time, subject to the superintendence, control and direction of the Board in connection with and in the best interests of the business of the Company and its subsidiaries, including performing duties as assigned to the CEO & MD from time to time by serving on the Boards of such subsidiaries, associate companies, joint venture companies or any other executive body or any committee of these companies.

C. Base location

The large part of the business of the Company continues to be in the USA, therefore, the CEO & MD will continue to be based in the USA and will be on the rolls of HCL America Inc., a wholly owned step-down subsidiary of the Company incorporated in the USA, and will be paid remuneration from this subsidiary. The Board may from time to time decide that the CEO & MD can be paid remuneration either by the Company or by any of its wholly owned subsidiary(ies) or partly by the Company and partly by its wholly owned subsidiary(ies). Accordingly, for the purpose of the payment / terms of remuneration, the word "Company" shall include its wholly owned subsidiary (ies). The remuneration can be paid in US dollars or equivalent in any other currency.

The Board may decide to change his base location as and when the Board deems it fit in the interest of the Company.

- D.** The total remuneration including all benefits and perquisites as stated above, payable to the CEO & MD shall be within the maximum amount permissible under Section 197 of the Act read with Schedule V of the Act and any other applicable provisions of the Act or as approved by the members of the Company, from time to time.
- E.** The terms and conditions of re-appointment including remuneration of the CEO & MD may be altered and varied from time to time by the Board as it may, in its discretion deem fit, subject to the limits/conditions stipulated in the Act or any limits as approved by the members of the Company, in such manner as may be agreed to between the Board and the CEO & MD, and subject to such other approvals as may be required.
- F.** The re-appointment as the Managing Director may be terminated by either party by giving to the other party six months' notice of such termination. However, the Company will have an option to terminate the services on immediate basis or by a shorter notice by paying remuneration in lieu thereof.
- G.** The employment of the CEO & MD may be terminated by the Company without notice or payment in lieu of notice:
 - a. if the CEO & MD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
 - b. in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the CEO & MD of any of the stipulations imposed by the Company.

- H. Upon the termination, by whatever means, of the CEO & MD's employment:
- a. the CEO & MD shall immediately cease to hold offices held by him in the Company, its subsidiaries or associated companies or joint venture companies without claim for compensation for loss of office by virtue of Section 167(l)(h) of the Act and unless the Board of Directors of the Company decide otherwise, shall resign as trustee of any trusts connected with the Company.
 - b. the CEO & MD shall not without the prior written consent of the Company, at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies or joint venture companies.
- I. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the CEO & MD, unless specifically provided otherwise.
- J. The CEO & MD shall adhere with the Company's Code of Business Ethics and Conduct and all other Company's Codes that are applicable to him as an Employee or as a Director. He shall not enter into any transactions that have a conflict of interest with the Company.
- K. In the event the CEO & MD ceases to be the Director of the Company for any reason whatsoever, he shall cease to be the CEO & MD.

C. Vijayakumar is not a resident of India in terms of Part I of Schedule V to the Act, and hence the said re-appointment shall be subject to approval of the Central Government in terms of Section 196(4) read with Section 201 and Schedule V to the Act.

Except C. Vijayakumar and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 4 of the Notice.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of re-appointment pursuant to Section 190 of the Act.

The Company has received from C. Vijayakumar (i) consent in writing to act as Managing Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 (1) and Section 164(2) of the Act. He has confirmed that he 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.

In compliance with the applicable provisions of the Act, read with Schedule V to the Act, and subject to the approval of the Central Government as mentioned above, the terms and conditions of re-appointment including remuneration of C. Vijayakumar as the CEO & MD as specified above are now being placed before the Members of the Company for their approval. The Board recommends the Resolution at Item No. 4 for approval by the Members as an Ordinary Resolution.

Brief profile of C Vijayakumar

C. Vijayakumar (CVK) was appointed as CEO in October 2016. Recognizing his exemplary leadership, he was subsequently appointed as CEO & Managing Director for a five-year term beginning July 20, 2021. Over the past nine years, his tenure has transformed HCL Technologies into a global digital leader, significantly strengthening its brand, performance, and global relevance.

CVK is a graduate in Electrical & Electronics Engineering from P.S.G. College of Technology, Tamil Nadu, India. He joined HCL Comnet in 1994 as a Network Engineer. As part of the founding team of HCL Technologies wholly owned subsidiary HCL Comnet, he was part of the core team that is widely credited with having founded the Remote Infrastructure Management proposition which is today a multi-billion-dollar global industry. Over the years, CVK has held several technology, business, and operational leadership positions at HCLTech and is widely recognized in the industry for his strategic thinking and impeccable execution.

CVK spearheads HCLTech's strategy to leverage Digital, Cloud, Engineering, Cybersecurity and Artificial Intelligence to create a growth blueprint which has made HCLTech one of the fastest growing companies in its chosen markets. He has played a pivotal role in incubating and building a new Software product portfolio for the company, which is a billion-dollar business unit today.

CVK has been honored with India's Best CEO Award in the IT Services – Super Large category by Fortune India in October 2024. He was also ranked #1 in the Best CEO category (overall and sell-side segments) in both tracks in 14th Annual Asia Executive Team survey published by Institutional Investor Research in 2024. His leadership has been lauded across the industry with Business Today, rating him as the 'Best CEO of the Year' in IT/ITES Industry in 2021.

He is currently member of the World Economic Forum's IT Governor's Community, a Board Member of the US-India Business Council, a member of WSJ's CEO Council and a UN Women HeForShe Champion. He is deeply invested in accelerating the company's ESG agenda, efforts around which have resulted in HCLTech being recognized as an ESG leader in multiple global forums such as S&P, MSCI. & Eco Vadis.

Additional information in respect of C. Vijayakumar pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standard on General Meetings (SS-2), is given at Annexure C to this Notice.

Item No. 5 & 6- Variation in the HCL Technologies Limited - Restricted Stock Unit Plan 2024; and Authorisation for secondary acquisition of equity shares of the Company by HCL Technologies Stock Options Trust for implementation of variation in 'HCL Technologies Limited - Restricted Stock Unit Plan 2024' and providing financial assistance in this regard

The Company had introduced HCL Technologies Limited - Restricted Stock Unit Plan 2024 ("RSU Plan 2024 or Plan") with an objective of aligning the incentives of the management more closely with the interest of the members, 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 employees for longer period.

The RSU Plan 2024 was approved by the members on July 3, 2024, through Postal Ballot. In terms of the Plan, a maximum of 84,60,000 (Eighty-four lakhs sixty thousand) Restricted Stock Units ("RSUs") were to be offered and granted to the Eligible Employee, which on exercise would entitle the RSU holder not more than 84,60,000 (Eighty-Four lakhs sixty thousand) equity shares of ₹2/- each of the Company (approximately 0.31% of the paid-up equity share capital as on March 31, 2024). Further the maximum number of RSUs to be

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

The Plan of the Company is being implemented through a Trust mechanism via HCL Technologies Stock Options Trust (hereinafter referred to as "HCL Trust") wherein HCL Trust would acquire such number of equity shares of the Company, as it may require to discharge its obligations under the Plan and would transfer the same to the Eligible Employees on exercise of the vested RSUs by the Eligible Employees. No fresh shares shall be issued by the Company either to HCL Trust or to the Eligible Employees. Accordingly, there shall be no equity dilution for the members of the Company.

While the RSUs (both tenure based and performance based) would be granted at face value there would not be any additional cost on account of granting of these RSUs as the Company is only converting the cash component of the Long Term Incentive ("LTI") plan in the form of RSUs by applying the closing market price of the Company's share on the date immediately prior to the date of grant of RSUs. 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. The funding for these shares would be out of the LTI cost that are part of the Company's budget, and these would have otherwise been paid in cash, in case the Company had continued with 100% cash based LTI plan. However, the Nomination and Remuneration Committee ("NRC") may grant performance/tenure based RSUs, on merit basis outside the LTI Plan and also against the Company's Reward & Recognition program for select key individuals.

In resolution no. 4 of this Notice, the approval of the members is being sought for the re-appointment of Mr. C. Vijayakumar, as the Managing Director of the Company from September 1, 2025 to March 31, 2030 and also his remuneration is proposed to be approved from FY 2025 to FY 2030. In terms of his remuneration, it is proposed to grant him the RSUs as part of his LTI plan. In terms of the said plan, the RSUs to be granted shall be based on the closing market price of the Company's shares on the day immediately prior to the grant date. Accordingly, the RSUs that may be granted to him would not be more than 33,00,000 (Thirty-three lakhs) RSUs, which on exercise would entitle him not more than 33,00,000 (Thirty-three lakhs) equity shares of ₹2/- each of the Company. The details of his remuneration, including the LTI and the RSUs, have been explained in the Explanatory Statement to Resolution No. 4 regarding his re-appointment & remuneration.

In order that the aforesaid RSUs be granted to him, it is proposed to increase the number of RSUs that can be granted under of the RSU Plan 2024 so that there is no adverse impact on other eligible employees who would be considered for granting RSUs in future. Further, to enable the grant of said RSUs, it is proposed to increase the limit of the maximum number of RSUs that can be granted to any Eligible Employee from the current limit of 13,00,000 RSUs to 33,00,000 RSUs.

Accordingly, the Board of Directors of the Company ("Board") in its meeting held on July 24, 2025, based on the recommendations of the NRC and subject to the approval of the members, has approved the following variations to Section 4 of the RSU Plan 2024:

- i) increasing the limit for grant of RSUs by 33,00,000 (Thirty- three lakhs) RSUs that may be granted in one or more tranches under the RSU Plan 2024 and accordingly, the overall grant limit of RSUs that can be granted under the said plan be increased from 84,60,000 (Eighty-four lakhs sixty thousand) RSUs to 1,17,60,000 (One crore seventeen lakhs sixty thousand) RSUs, which shall entitle the grantees to receive not more than 1,17,60,000 (One crore seventeen lakhs sixty thousand) equity shares of ₹2/- each of the

Company, representing approximately 0.43% of the paid-up equity share capital of the Company as on March 31, 2025; and

- ii) increasing the maximum limit of the RSUs that may be granted in one or more tranches to an Eligible Employee under the RSU Plan 2024 from 13,00,000 (Thirteen lakhs) RSUs to 33,00,000 (Thirty-three lakhs) RSUs which on exercise would entitle not more than 33,00,000 (Thirty-three lakhs) equity shares of ₹2/- each of the Company, representing approximately 0.12% of the paid-up equity share capital of the Company as on March 31, 2025.

The RSUs that can be granted to the CEO & MD would not exceed 33,00,000 RSUs and in case the number of RSUs so granted to him are less than 33,00,000, the balance RSUs shall be available to the existing and new Eligible Employees of the Company and its subsidiaries/associate companies. All the subsidiaries are wholly owned direct / step-down subsidiaries of the Company and the targets for the employees of the subsidiaries are fixed keeping in view the consolidated position. The employees of the associate companies would get covered only if their objectives are aligned with the Company's objectives. Further, the cost of the LTI / RSU pertaining to the employees of the subsidiaries/associate company(ies) shall be borne by the respective subsidiary/associate company only and shall not be borne by the Company.

To implement the variations in the RSU Plan 2024, the approval of the members is also required for the following:

- i. Secondary acquisitions upto 33,00,000 (Thirty-three lakhs) equity shares of ₹2/- each of the Company, in one or more tranches, on the platform of recognized stock exchange(s) for cash consideration by HCL Trust in addition to the acquisition of 84,60,000 (Eighty-four lakhs sixty thousand) equity shares of ₹2/- each of the Company, as previously approved by the members via special resolution passed on July 3, 2024.
- ii. 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(s) for cash consideration, upto 33,00,000 (Thirty-three lakhs) equity shares of ₹2/- each of the Company, in addition to the acquisition of 84,60,000 (Eighty-four lakhs sixty thousand) equity shares of ₹2/- each of the Company, as previously approved by the members via special resolution passed on July 3, 2024.

Accordingly, resolution no. 6 set out in the Notice is being placed for the approval of the members of the Company.

Apart from the above variations, all other terms and conditions of the RSU Plan 2024 shall remain unchanged with respect to its implementation and administration as approved initially by the members of the Company on July 3, 2024.

The RSU Plan 2024, as amended, shall be effective on and from the date of receipt of approval of the members of the Company and will be in effect for a period of 8 years from July 3, 2024, being the date of initial approval of the RSU Plan 2024 by the members 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 resolutions nos. 5 & 6 set out in the Notice for approval of the members as Special Resolutions.

The salient features and other details of the RSU Plan 2024 as required pursuant to Regulation 6 and 7 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), are provided hereunder. These details are in line with the details provided in the postal ballot notice dated May 31, 2024, issued to the members of the Company, for the adoption of the RSU Plan 2024. Certain additional details pertaining to the proposed variations have been included in point nos. 2, 9, and 14 below.

1. Brief Description of the RSU Plan 2024

The RSU Plan 2024 grants RSUs to the Eligible Employees, which entitles them to receive equity shares on exercise of the vested RSUs. The RSU Plan 2024 shall be administered and implemented by the NRC through the HCL Trust (herein collectively referred as the 'Administrator').

The RSU Plan 2024 is designed to be implemented by way of secondary acquisition of equity shares of the Company by 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 2024 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 1,17,60,000 (One crore seventeen lakhs sixty thousand) RSUs may be offered and granted under the RSU Plan 2024, which on exercise would entitle not more than 1,17,60,000 (One crore seventeen lakhs sixty thousand) equity shares of ₹ 2/- each of the Company (approximately 0.43% of the paid-up equity share capital as on March 31, 2025), which may be adjusted for any corporate action(s) in terms of the RSU Plan 2024.

3) Identification of classes of employees entitled to participate and beneficiaries in the RSU Plan 2024

The following classes of employees/directors shall be entitled to participate and shall be the beneficiaries in the RSU Plan 2024:

- 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 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 RSU Plan 2024.
- 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 RSU Plan 2024.
- In the event of retirement/superannuation, the tenure & performance based unvested RSUs shall vest proportionately in the Grantee on the date of retirement/superannuation.
In accordance with the Company policy, the proportionate RSUs shall be calculated by dividing the unvested RSUs by the number of days in which these RSUs were to be vested as per the Award Agreement and multiplying by the number of days from the date of grant till the date of retirement/superannuation, any fraction RSU arising due to this calculation to be rounded up.
- 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 company or associate company 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 or associate company of the Company (as the case may be) or within the exercise period, whichever is earlier.	All the unvested RSUs as on the last date of employment with the Company/subsidiary or associate 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 or associate company (as the case may be) or within the exercise period, whichever is earlier.	<p>In the event of retirement/superannuation, the unvested RSUs shall vest proportionately in the Grantee on the date of retirement /superannuation.</p> <p>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.</p>
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.
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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 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. 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 RSU Plan 2024 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 2024

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 or associate company and accomplishments whether directly or through its subsidiary or associate company, the employee's present and potential contribution to the success of the Company whether directly or through its subsidiary or associate company 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 1,17,60,000 (One crore seventeen lakhs sixty thousand) RSUs may be granted under the RSU Plan 2024, which on exercise would entitle the RSU holder not more than 1,17,60,000 (One crore seventeen lakhs sixty thousand) equity shares of ₹2/- each (approximately 0.43% of the paid-up equity share capital as on March 31, 2025), 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 RSU Plan 2024.

The maximum number of RSUs to be granted to an Eligible Employee under the RSU Plan 2024 shall not exceed 33,00,000 (Thirty-three lakhs only) RSUs, which on exercise would entitle not more than 33,00,000 (Thirty-three lakhs only) equity shares of ₹2/- each of the Company.

10) Maximum quantum of benefits to be provided per employee under the RSU Plan 2024

The maximum quantum of benefits to the Eligible Employees under the RSU Plan 2024 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 2024 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 2024 and it shall delegate the administration/implementation of the RSU Plan 2024 to the HCL Trust in accordance with the requirements of applicable laws.

12) Whether the RSU Plan 2024 involves new issue of shares by the Company or secondary acquisition by the trust or both

The RSU Plan 2024 involves only secondary acquisitions of shares of the Company from the recognized stock exchange(s) for cash consideration by HCL Trust. No fresh shares shall be issued by the Company either to HCL Trust or to the Grantee under the RSU Plan 2024.

HCL Trust may acquire for the purpose of implementation of the RSU Plan 2024, in one or more tranches, such number of shares of the Company from the secondary market, not exceeding 0.43% of the paid-up equity share capital of the Company as on March 31, 2025.

13) The amount of loan to be provided for implementation of the RSU Plan 2024 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 2024 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(s). Such amount provisioned to 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 HCL Trust shall be mutually agreed in accordance with applicable law.

HCL Trust may decide to waive dividend(s) on the equity shares held by it pursuant to the RSU Plan 2024. In case HCL Trust receives any dividend(s) on equity shares held by it, the same 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 2024 is to be implemented through secondary acquisition of equity shares by 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 HCL Trust for discharging its obligations under the RSU Plan 2024.

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 2024 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 2024 is being implemented is stated in Clause 3 above.

The details regarding the money being provided for purchase of shares has been explained above in this clause.

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	KWO B 58 Kingswood Oriental, Jaypee Greens Wish Town, Sector -128, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301.	Service	Indian
Mr. Sanjay Berry	974, Housing Board Colony, Sector 21C, Faridabad, Haryana, 121001,	Service	Indian
Mr. Subodh Jain	Flat No. 08013, 1 st Floor, Tower 8, ATS, Advantage Ahinsa Khand 1, Indirapuram, Ghaziabad, Uttar Pradesh, India- 201014.	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 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 2024 or trust and effect thereof

None of the Key Managerial Personnel (KMPs), Directors and Promoters are interested in the RSU Plan 2024/Trust except that the KMPs/Director(s) may deem to be interested in the RSU Plan 2024 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 2024

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 2024, subject to the provisions of the Act, SEBI SBEB & SE 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 2024 would be exercised

The SEBI SBEB & SE Regulations provide that the trustee of a trust governed under the SBEB & SE 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 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 HCL Trust for the purposes of the RSU Plan 2024

Subject to limits specified under the SEBI SBEB & SE Regulations, HCL Trust may acquire up to 1,17,60,000 (One crore seventeen lakhs sixty thousand) equity shares of the Company from the secondary market, which is approximately 0.43 % of the paid-up equity capital of the Company as on March 31, 2025.

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 SBEB & SE 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.

Item No. 7- Appointment of Secretarial Auditor of the Company.

In terms of Section 204 of the Companies Act 2013 ("Act") read with rules made thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is required to undertake secretarial audit by a Secretarial Auditor who shall be the Company Secretary in practice, and annex with its Board's report, a secretarial audit report given by the Secretarial Auditor. Further, as per Listing Regulations, the Company can appoint a Secretarial Auditor for not more than two terms of five consecutive years, with the approval of the Members on the recommendation of the Board of Directors at its Annual General Meeting ("AGM").

In view of the above, basis the recommendations of the Audit Committee, and after considering various factors such as industry experience in conducting secretarial audits, due diligence audits, compliance audits, competency of the audit team, efficiency in conduct of audit, independence, etc. the Board of Directors at its meeting held on April 21-22, 2025 approved the appointment of M/s. Makarand M. Joshi & Co. ("MMJC"), Practicing Company Secretaries (Firm Registration Number: P2009MH007000), as the Secretarial Auditor for the Company to hold office for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-2030, subject to the approval of the members of the Company.

MMJC has been the Secretarial Auditor of the Company since FY 2024-25. During the FY 2024-25, one of the group entity of MMJC was appointed for conducting the secretarial audit (including voluntary audits) of other Indian subsidiaries of the Company. The audit fees paid to MMJC for the secretarial audit (including other certification) of the Company was ₹7.4 lakhs and to their group entity for the secretarial/voluntary audit of certain subsidiaries of the Company was ₹4.2 lakhs, plus expenses and taxes, as applicable,

In terms of the Listing Regulation, any association of the firm as the Secretarial Auditor of the Company before March 31, 2025, shall not be considered for the purpose of calculating the tenure of the Secretarial Auditor. Accordingly, the first term of five consecutive years of MMJC as a Secretarial Auditor of the Company shall be commenced from April 1, 2025.

The proposed fee to be paid to MMJC would be around ₹7.6 lakhs, plus expenses and taxes, as applicable, for the financial year 2025-26. The proposed remuneration includes Secretarial Audit as well as fee for the Annual Secretarial Compliance Report, Non-Disqualification of Directors, Employee Stock Option Scheme, Annual Return and other statutory certifications. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any. Further, the Company may obtain certifications and avail other permissible services under statutory regulations from MMJC, as may be required from time to time. The remuneration for certifications and other permissible services will be paid on mutually agreed terms.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of MMJC for the remaining part of the tenure.

One of the subsidiaries of the Company has also appointed MMJC to undertake its secretarial audit at a fee of ₹1.5 lacs, plus expenses and taxes, as applicable, for the financial year 2025-26.

MMJC have given their consent to act as the Secretarial Auditor of the Company. They have confirmed that they are not disqualified for appointment and their appointment is within limits as prescribed under the Auditing Standards issued by the Institute of Company Secretaries of India and the Listing Regulations. Further, they are a peer reviewed firm. MMJC has not been associated with the promoter & promoter group of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise to this resolution.

The Board of Directors recommends the resolution as set out in Item No.7 for approval of the Members to be passed as an Ordinary Resolution.

Brief Profile of MMJC

Makarand M. Joshi & Co. ("MMJC") is a leading firm of Practicing Company Secretaries, having firm registration number P2009MH007000 and website- www.mmjc.in, specializing in various corporate secretarial and compliance services. They offer a wide range of services, including company formation, Secretarial Audits, Compliance Audits, and Due Diligence across sectors like banking, financial services, IT/Telecom, pharmaceuticals, FMCG, and infrastructure etc. The firm offers end-to-end advisory and compliance services under Corporate Laws, SEBI Regulations, NBFC Laws, FEMA, and Merger & Acquisition.

The firm is led by Makarand M. Joshi, a Fellow member of the Institute of Company Secretaries of India ('ICSI'), member of SEBI's advisory Committee and member of Expert Group on Secretarial Standards Board [SSB] of ICSI, with a strong background in corporate governance and company law.

MMJC expertise includes conducting secretarial audits, due diligence audits, compliance audits, etc. MMJC has 10 Years of experience in Secretarial Audit, since Secretarial Audit is introduced in the year 2014 and 24 Years of experience in other services. MMJC has a dedicated team of over 195 professionals including more than 70 qualified company secretaries.

DETAILS OF DIRECTORS RECOMMENDED FOR RE-APPOINTMENT AS REQUIRED UNDER THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Annexure – A

Name of Director	Ms. Roshni Nadar Malhotra
Date of Birth	16-Sept-1981
Age	43 years
Date of first Appointment on the Board	29-July-2013
Qualifications	Undergraduate Degree in Communications from Northwestern University and MBA from the Kellogg School of Management.
Nature of expertise, experience in specific functional area	Ms. Roshni Nadar Malhotra has expertise in Management, Strategy & Social Enterprise.
Past Remuneration	<p>Being a Non-Executive Director, Ms. Roshni Nadar Malhotra does not receive any fixed remuneration. She has received sitting fees for attending the Board / its Committee meetings, and the commission as approved by the Board within the limits approved by the members of the Company.</p> <p>The details of the sitting fees and commission paid to her during the financial year ended March 31, 2025, have been provided in the Corporate Governance Report which forms part of the Annual Report.</p>
Terms and conditions of appointment / re-appointment including Remuneration to be paid	<p>Re-appointment as a Non-Executive Non-Independent Director, liable to retire by rotation. Ms. Roshni Nadar Malhotra would not be paid any fixed remuneration.</p> <p>Ms. Roshni Nadar Malhotra would be entitled to the sitting fee for attending the Board / Committee meetings. She would also be entitled to the commission, as may be approved, in terms of the provisions of the Companies Act, 2013 and the Listing Regulations.</p>
Number of shares held in the Company including shares held as a Beneficial Owner as on June 30, 2025	<p>Number of shares held in the Company: She holds 696 equity shares of ₹2/- each directly in the Company.</p> <p>Number of shares held as a Beneficial Owner: Vama Sundari Investments (Delhi) Private Limited and HCL Corporation Private Limited hold 44.167% and 0.17% equity shares respectively in the Company. Ms. Roshni Nadar Malhotra holds 57.33% stake in both these companies. Accordingly, her proportionate indirect shareholding in the Company is 25.42%. The balance 42.67% stake in Vama Sundari Investments (Delhi) Private Limited and HCL Corporation Private Limited are held by her other family members (Mrs. Kiran Nadar –Mother, Mr. Shiv Nadar –Father and Mr. Shikhar Neelkamal Malhotra –Spouse). Accordingly, the aggregate shareholding of Ms. Roshni Nadar Malhotra along with her family members in the company is 44.337%.</p>

	HCL Holdings Private Limited holds 16.46% equity shares in HCL Technologies Limited. The shareholding in HCL Holdings Private Limited is held through Vama Sundari Trust. Since it is a discretionary trust, interest of none of the beneficiaries has materialized or crystallized as on the date of this disclosure and, as a consequence, cannot be determined. The Settlor of this Trust is Ms. Roshni Nadar Malhotra.																																						
Relationship with other Directors / KMPs	Ms. Roshni Nadar Malhotra is the wife of Mr. Shikhar Malhotra, Non-Executive Non- Independent Director of the Company.																																						
Directorships held in other Companies	<p>Ms. Roshni Nadar Malhotra is a Director on the Board of the following Companies:</p> <table border="1"> <thead> <tr> <th>Name of other Companies</th><th>Position held</th></tr> </thead> <tbody> <tr> <td colspan="2">Listed Company</td></tr> <tr> <td>HDFC Asset Management Company Limited</td><td>Independent Director</td></tr> <tr> <td colspan="2">Private Companies</td></tr> <tr> <td>HCL IT City Lucknow Private Limited</td><td>Whole Time Director</td></tr> <tr> <td>Blueberry Investments (Chennai) Private Limited</td><td>Director</td></tr> <tr> <td>Guddu Investments (Chennai) Private Limited</td><td>Director</td></tr> <tr> <td>HCL Avitas Private Limited</td><td>Director</td></tr> <tr> <td>HCL Capital Private Limited</td><td>Director</td></tr> <tr> <td>HCL Corporation Private Limited</td><td>Director</td></tr> <tr> <td>HCL Games Private Limited</td><td>Director</td></tr> <tr> <td>HCL Sterna Private Limited</td><td>Director</td></tr> <tr> <td>Julian Investments (Chennai) Private Limited</td><td>Director</td></tr> <tr> <td>KRN Education Private Limited</td><td>Director</td></tr> <tr> <td>SSN Investments (Delhi) Private Limited</td><td>Director</td></tr> <tr> <td>Slocum Investments (Chennai) Private Limited</td><td>Director</td></tr> <tr> <td>SSN Investments (Chennai) Private Limited</td><td>Director</td></tr> <tr> <td>SSN Investments (Pondi) Private Limited</td><td>Director</td></tr> <tr> <td>Vama Sundari Investments (Delhi) Private Limited</td><td>Director</td></tr> </tbody> </table>	Name of other Companies	Position held	Listed Company		HDFC Asset Management Company Limited	Independent Director	Private Companies		HCL IT City Lucknow Private Limited	Whole Time Director	Blueberry Investments (Chennai) Private Limited	Director	Guddu Investments (Chennai) Private Limited	Director	HCL Avitas Private Limited	Director	HCL Capital Private Limited	Director	HCL Corporation Private Limited	Director	HCL Games Private Limited	Director	HCL Sterna Private Limited	Director	Julian Investments (Chennai) Private Limited	Director	KRN Education Private Limited	Director	SSN Investments (Delhi) Private Limited	Director	Slocum Investments (Chennai) Private Limited	Director	SSN Investments (Chennai) Private Limited	Director	SSN Investments (Pondi) Private Limited	Director	Vama Sundari Investments (Delhi) Private Limited	Director
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SSN Investments (Pondi) Private Limited	Director																																						
Vama Sundari Investments (Delhi) Private Limited	Director																																						
Committee Membership / Chairmanship held in other Companies	<p>HCL Avitas Private Limited CSR Committee- Chairperson</p> <p>HCL Capital Private Limited Corporate Social Responsibility Committee- Chairperson Investment Committee- Chairperson</p>																																						

	<p>Audit Committee- Member Asset Liability Management Committee- Member IT Strategy Committee- Member Nomination Committee- Member Risk Management Committee- Member Special Committee of the board for monitoring and follow-up of cases of Frauds- Member</p> <p>HCL Corporation Private Limited</p> <p>Asset Liability Management Committee- Chairperson Audit Committee- Chairperson Risk Management Committee- Chairperson Treasury Committee- Chairperson Corporate Social Responsibility Committee- Member IT Strategy Committee- Member Nomination Committee- Member Special Committee of the Board for Monitoring and Follow-up of cases of Frauds- Member</p> <p>HCL IT City Lucknow Private Limited CSR Committee- Chairperson</p> <p>KRN Education Private Limited CSR Committee- Member</p> <p>SSN Investments (Pondi) Private Limited CSR Committee- Member</p> <p>Vama Sundari Investments (Delhi) Private Limited Treasury Committee- Chairperson Asset Liability Management Committee- Member Audit Committee- Member Corporate Social Responsibility Committee- Member Group Risk Management Committee- Member IT Strategy Committee- Member Nomination Committee- Member</p>
Resignation from Listed entities in the past three years	None
No. of Board Meetings attended during the Financial year ended March 31, 2025	7 Board Meetings were held during the Financial Year 2024-25. All these meetings were attended by her.

Annexure – B

Name of Director	Ms. Vanitha Narayanan
Date of Birth	20-May-1959
Age	66 years
Date of first Appointment on the Board	19-July-2021
Qualifications	B.A. from Stella Maris College, Madras MBA (Marketing & Advertising) from University of Madras and MBA (Management Information Systems & Accounting) from University of Houston
Nature of expertise, experience in specific functional area	Deep industry expertise in Telecom, Transforming businesses, unwavering client focus. She played a significant role as leader and influencer across industry bodies during her decade in India.
Past Remuneration	Being an Independent Director, Ms. Vanitha Narayanan does not receive any fixed remuneration. She has received sitting fees for attending the Board / its committee meetings, and the commission as approved by the Board within the limits approved by the members of the Company. The details of the sitting fees and commission paid to her during the financial year ended March 31, 2025, have been provided in the Corporate Governance Report which forms part of the Annual Report.
Terms and conditions of appointment / re-appointment including Remuneration to be paid	Re-appointment as an Independent Director for a term of five consecutive years, with effect from July 19, 2026, 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, in terms of the provisions of the Act and the Listing Regulations.
Number of shares held in the Company including shares held as a Beneficial Owner as on June 30, 2025	Nil
Relationship with other Directors / KMPs	None
Directorships held in other Companies	She is an Independent Director on the Board of ReNew Energy Global Plc and SLB (Formerly known as Schlumberger Limited), companies incorporated outside India. She also holds directorship in HCL America Inc, HCL America Solution Inc and HCL Bermuda Limited, all wholly owned step- down subsidiaries of the Company, incorporated outside India, since August 05, 2024.

<p>Committee Membership / Chairmanship held in other Companies</p>	<p>SLB (Formerly known as Schlumberger Limited), company incorporated outside India Nomination and Governance Committee – Chairperson Compensation Committee – Member</p> <p>Renew Energy Global Plc., company incorporated outside India Compensation Committee – Chairperson Audit Committee – Member F&O Committee – Member</p>
<p>Resignation from Listed entities in the past three years</p>	<p>None</p>
<p>No. of Board Meetings attended during the Financial year ended March 31, 2025</p>	<p>7 Board Meetings were held during the financial year 2024-25. All these meetings were attended by her.</p>
<p>The skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements including summary of the performance evaluation</p>	<p>Refer Explanatory Statement</p>

Annexure – C

Name of Director	Mr. C. Vijayakumar
Date of Birth	11-May-1968
Age	57 Years
Date of first Appointment on the Board	20-July-2021
Qualifications and Experience	Graduate in Electrical & Electronics Engineering from P.S.G. College of Technology, Tamil Nadu, India.
Nature of expertise, experience in specific functional area	Expertise in Technology, Business & Operational leadership matters. He is widely recognized in the industry for his strategic thinking and impeccable execution.
Past Remuneration	Details have been provided in the Corporate Governance Report which forms part of the Annual Report 2024-25.
Terms and conditions of re-appointment including remuneration to be paid	Re-appointment as the Managing Director of the Company with a designation of 'CEO & Managing Director' from September 1, 2025, to March 31, 2030 (both days inclusive). The remuneration details (effective from April 1, 2025) are given in Explanatory Statement of this Notice.
Number of shares held in the Company including shares held as a Beneficial Owner as on June 30, 2025	He holds 10,01,218 equity shares of ₹2/- each in the Company.
Relationship with other Directors /KMPs/ Managers	None
Directorships/Committee Membership and Chairmanship held in other Companies	He is the Director on the Board of HCL America Inc., HCL America Solutions Inc, HCL Latin America Holdings LLC, Geometric Americas Inc and HCL Canada Inc., all wholly owned subsidiaries of the Company, incorporated outside India and whose financial statements / accounts are consolidated with that of the Company. He does not hold any Committee Memberships in other Companies.
Resignation from Listed entities in the past three years	None
No. of Board Meetings attended during the financial year ended March 31, 2025	7 Board Meetings were held during the Financial Year ended March 31, 2025. All these meetings were attended by him.

Date: July 29, 2025
Place: Noida, (U.P.), India

By Order of the Board of Directors
For HCL Technologies Limited

Corporate Office Address:
Plot No.: 3A, Sector 126,
Noida – 201 304, (U.P.), India

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

Information at a Glance

Sr.	Particulars	Details
1.	Day, Date and Time of AGM	Tuesday, August 26, 2025 at 11:00 A.M. (IST)
2.	Mode	Video Conferencing (VC) or Other Audio-Visual Means (OAVM)
3.	Participation through Video-Conferencing	Members can join AGM through VC/OAVM mode 30 minutes before the commencement of meeting
4.	Helpline Number for VC Participation	+91 22 48867000
5.	Speaker Registration before AGM	Members who would like to express their views/ask questions as a speaker during the AGM may pre-register themselves by sending their questions in advance along with their name, demat account number/folio number, e-mail ID and mobile number, from their registered e-mail address, at investors@hcltech.com before August 19, 2025.
6.	Webcast and transcripts	The proceedings of the AGM will be web-casted live for the members of the Company. Recorded transcript will be made available on website of Company at www.hcltech.com
7.	Cut-off date for e-voting	Tuesday, August 19, 2025
8.	Remote E-voting start time & date and E-voting end time & date	<p style="text-align: center;">Commencement of remote e-voting: From 9:00 a.m. (IST) on Thursday, August 21, 2025</p> <p style="text-align: center;">End of remote e-voting: At 5:00 p.m. (IST) on Monday, August 25, 2025</p>
9.	Name, address, website and contact details of e-voting (including remote e-voting) service provider	<p>National Securities Depository Limited 301, 3rd Floor, Naman Chambers, G - Block, Plot No. C-32 Bandra Kurla Complex, Bandra East, Mumbai- 400051 Website: www.evoting.nsdl.com</p> <p>Contact Details: Ms. Pallavi Mhatre Senior Manager- NSDL E-mail address: pallavid@nsdl.co.in Telephone no.: +91-22-48867000</p>
10.	Name, address and contact details of Registrar and Share Transfer Agent	<p>M/s. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) Unit: HCL Technologies Limited C-101, Embassy 247, L.B.S. Marg, Vikhroli (W), Mumbai - 400083 Contact Details: E-mail address: rnt.helpdesk@in.mpms.mufg.com Telephone no: +91 8108116767</p>