

Documents required to be submitted for approval under Clause 24(f) of the Listing Agreement, for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under sections 391, 394 and 101 of the Companies Act, 1956

Sr. No.	Documents to be submitted alongwith application under Clause 24(f) of the Listing Agreement	Annexure No.	Page Nos.
1.	Certified true copy of the resolution passed by the Board of Directors of the company.	Annexure - 1	1- 4
2.	Certified copy of the draft Scheme of Arrangement proposed to be filed before the High Court.	Annexure - 2	5- 51
3.	Valuation report from Independent Chartered Accountant as applicable as per Para 4 of SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013.	Not applicable	-
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	Annexure - 3	52
5.	Fairness opinion by Merchant Banker	Annexure - 4	53-54
6.	Shareholding pattern of all the Companies pre and post Scheme of Arrangement as per Clause 35 of the Listing Agreement.	Annexure - 5	55- 63
7.	Audited financials of the transferee and transferor companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure I	Annexure - 6	64- 65
8.	Compliance Report as per clause 49 of the listing agreement per Annexure II	Annexure - 7	66- 67
9.	Complaint report as per Annexure III. (To be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme).	Noted for future compliance	-
10.	Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 as per Annexure IV	Annexure - 8	68- 69
11.	If as per the company, approval from the shareholders through postal ballot and e-voting, as required under Para 5.16(a), is not applicable then as required under Para 5.16 (b), submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Para 5.16(a). b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	This is being provide separately. -do-	-
12.	Certified true copy of the resolution passed by the Board of Directors of the Company appointing Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI	NSE has been appointed as the DSE.	
13.	Brief details of the transferee and transferor Companies as per format enclosed at Annexure V.	Annexure - 9	70- 73
14.	Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	Annexure - 10	74- 75
15.	Capital evolution details of the transferee and transferor companies as per format enclosed at Annexure VI.	Annexure - 11	76- 78
16.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure VII.	Annexure - 12	79- 80



17.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment as specified in the Clause 24(i) of the listing agreement, as per the format given in SEBI circular CIR/CFD/DIL/1/2014 dated March 25, 2014 enclosed as Annexure VIII.	This is being provided separately	-
18.	Annual Reports of the transferee and transferor companies for the last financial year.	Annexure – 13	81 - 181
19.	Additional details as per format for division being transferred	Annexure – 14	182 - 184
20.	Processing fee (non-refundable) payable will be as below, <u>favoring 'BSE Limited'</u> Rs.1,00,000/- plus Service Tax as applicable, where one entities/companies are Merged or one new company formed due to De-merger Rs. 2,00,000/- plus Service Tax as applicable, where more than one entity/company is Merged or more than one new company formed due to De merger.	Annexure – 15	Chq. No. 748796, dtd. Oct 28, 2015 Standard Chartered Bank Rs.1,14,000/-
21.	Name & Designation of the Contact Person : Mr. Manish Anand, Company Secretary Telephone Nos. (landline & mobile) : +91 9810799759, + 120 2556436 Email ID. : manishanand@hcl.com		

Kindly note that all pages of the documents/details provided should be serially numbered, stamped and certified by the authorized signatory of the company.

Kindly also submit one additional set of the documents at sr. nos. 2 to 11 separately (hard copy as well as soft copy emailed to "bse.schemes@bseindia.com" mentioning company name as subject, for uploading on the Exchange website).

The Exchange reserves the right to modify and ask for additional documents / clarifications depending on a case to case basis. Approval for the proposed scheme will be subject to compliance with the Statutory/ Regulatory requirements, norms of the Board of Directors of the Exchange and other Exchange requirements.

Manand



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF
HCL COMNET LIMITED IN ITS MEETING HELD ON SEPTEMBER 29, 2015**

"RESOLVED THAT pursuant to Sections 391 to 394 and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Companies Act, 2013 and other applicable provisions, if any, and the Memorandum and Articles of Association of the Company and subject to the consent of members and/ or creditors of the Company, approval of the Hon'ble High Court of Delhi (hereinafter referred to as the "High Court") and Registrar of Companies, National Capital Territory of Delhi & Haryana (hereinafter referred to as the "Registrar") and/ or any other relevant authority empowered to approve the Scheme of Arrangement between HCL Technologies Limited, HCL Comnet Limited & their respective shareholders and creditors (hereinafter referred to as the "Scheme") and such other requisite and other approvals, consents, permissions and/or sanctions of any appropriate authority, body or institution (hereinafter collectively referred to as "the concerned authority") and subject to such conditions or guidelines, if any, as may be prescribed, stipulated in this regard by the High Court or the concerned authority or any of them, from time to time, while granting such approvals, consents, permissions and/or sanctions, the Scheme, which inter-alia provides for the transfer of India System Integration Business of HCL Technologies Limited to HCL Comnet Limited ("Company") on a going concern basis for a consideration up to Rs.132 crores be and is hereby approved."

"RESOLVED FURTHER THAT Mr. Manish Anand and Mr. Prahlad Rai Bansal, Directors of the Company be and are hereby severally authorized to undertake various actions in the name of and on behalf of the Company including but not limited to:

- (a) Finalize the Scheme of arrangement including the exact consideration, drafting the notices and explanatory statement under Section 393 of the Companies Act, 1956 for convening/ dispensing the class meetings of the equity shareholders, and creditors with one or more modifications as they may deem fit; application(s)/petition(s) for the scheme of arrangement, any affidavits, pleadings or any other documents and file the same before the Hon'ble High Courts of Delhi, and / or any other relevant court and all such further deeds, documents and writings as may be necessary in that behalf;
- (b) Finalize and submit applications to be made to the relevant Court(s), Company Law Tribunal, Government Departments or other regulatory /statutory or other authorities (hereinafter referred as "relevant authorities") or any other relevant person(s) for seeking and obtaining necessary approvals to the said scheme as may be required and to make appropriate representations, submissions or disclosures to the relevant authorities or relevant persons as may be required for the purpose;
- (c) To engage, hire, appoint and remove one or more counsel/advocate/pleader solicitor(s), advocate(s), attorney(s), accountant(s), consultant(s); Valuer(s), merchant bankers and other expert advisors for the implementation of the Scheme and fix their fee(s) and other expense.
- (d) To intimate to the relevant authorities from time to time for giving effect to the scheme.
- (e) To do all such other acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the purpose of the above resolution or to otherwise give effect to the Scheme.



"RESOLVED FURTHER THAT Mr. Manish Anand, Company Secretary of the Company be and is hereby authorised to file necessary forms with the Registrar of Companies."

"RESOLVED FURTHER THAT a Committee (hereinafter referred to "Restructuring Committee") of the Directors namely (i) Mr. Amal Ganguli, (ii) Mr. S. Madhavan and (iii) Mr. R. Srinivasan be and is hereby constituted and authorized to take the following decisions on behalf of the Board:

- a) To approve any amendments/ modifications to the Scheme as may be advised by the Hon'ble High Court or any other authority.
- b) To consider and approve any certificates, undertakings, affidavits and/or any other documents that may be required to be submitted with the Stock Exchanges, Hon'ble High Court and/or any other authorities and to take all decisions for administering the approval of the Scheme from the Stock Exchanges, Hon'ble High Court and other Authorities.
- c) To decide on any matter of law or administration of the Scheme and to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the purpose of the above resolution or to otherwise give effect to the Scheme.
- d) To delegate the powers in favour of the Officer(s) or Employee(s) of the Company or holding Company for implementing the necessary tasks for seeking approval from various authorities and for implementation of the Scheme including filing of necessary Forms/ Returns, documents, papers etc. or any other action, task etc. as they may deem appropriate.
- e) To do all such acts, deeds and things that may be necessary for implementation of the said Scheme."

"RESOLVED FURTHER THAT the presence of any two of the above Directors of the Company shall constitute the quorum for the meeting of the Restructuring Committee."

"RESOLVED FURTHER THAT subject to the relevant provisions of the Companies Act, 1956 and Companies Act, 2013, the Restructuring Committee is permitted to pass any resolution by circulation and the resolution passed by circulation shall have the same effect and force as if the resolution have been passed in the meeting of Restructuring Committee."

"RESOLVED FURTHER THAT all acts, deeds, matters and things done by the Restructuring Committee for the purpose shall have the same effect as if done by the Board of Directors of the Company."

"RESOLVED FURTHER THAT the Common Seal of the Company, required if any, be affixed on any document in connection with the purpose of the above resolutions, in the presence of any one Director and Company Secretary of the Company."

"RESOLVED FURTHER THAT a copy of the resolution certified as true copy be issued by Mr. Manish Anand, Company Secretary of the Company."

Date: October 30, 2015

Place: Noida (U.P.)

For HCL Technologies Limited


Manish Anand
Company Secretary



HCL COMNET LTD.

(A subsidiary of HCL TECHNOLOGIES LTD.)

Corporate Identity Number: U74899DL2001PLC111951

A-10/11, Sector 3, NOIDA 201 301, UP., India

T: +91 120 4362800 F: +91 120 2539799

Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India

www.hclcomnet.co.in

www.hclisd.com

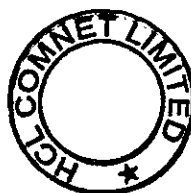
Annex-1

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF HCL COMNET LIMITED IN ITS MEETING HELD ON SEPTEMBER 29, 2015

"RESOLVED THAT pursuant to Sections 391 to 394 and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Companies Act, 2013 and other applicable provisions, if any, and the Memorandum and Articles of Association of the Company and subject to the consent of members and/ or creditors of the Company, approval of the Hon'ble High Court of Delhi (hereinafter referred to as the "High Court") and Registrar of Companies, National Capital Territory of Delhi & Haryana (hereinafter referred to as the "Registrar") and/ or any other relevant authority empowered to approve the Scheme of Arrangement between HCL Technologies Limited, HCL Comnet Limited & their respective shareholders and creditors (hereinafter referred to as the "Scheme") and such other requisite and other approvals, consents, permissions and/ or sanctions of any appropriate authority, body or institution (hereinafter collectively referred to as "the concerned authority") and subject to such conditions or guidelines, if any, as may be prescribed, stipulated in this regard by the High Court or the concerned authority or any of them, from time to time, while granting such approvals, consents, permissions and/ or sanctions, the Scheme, which inter-alia provides for the transfer of India System Integration Business of HCL Technologies Limited to HCL Comnet Limited ("Company") on a going concern basis for a consideration up to Rs.133 crores be and is hereby approved."

"RESOLVED FURTHER THAT Mr. Manish Anand and Mr. Prahlad Rai Bansal, Directors of the Company be and are hereby severally authorized to undertake various actions in the name of and on behalf of the Company including but not limited to:

- (a) Finalize the Scheme of arrangement including the exact consideration, drafting the notices and explanatory statement under Section 393 of the Companies Act, 1956 for convening/ dispensing the class meetings of the equity shareholders, and creditors with one or more modifications as they may deem fit; application(s)/petition(s) for the scheme of arrangement, any affidavits, pleadings or any other documents and file the same before the Hon'ble High Courts of Delhi, and / or any other relevant court and all such further deeds, documents and writings as may be necessary in that behalf;
- (b) Finalize and submit applications to be made to the relevant Court(s), Company Law Tribunal, Government Departments or other regulatory /statutory or other authorities (hereinafter referred as "relevant authorities") or any other relevant person(s) for seeking and obtaining necessary approvals to the said scheme as may be required and to make appropriate representations, submissions or disclosures to the relevant authorities or relevant persons as may be required for the purpose;
- (c) To engage, hire, appoint and remove one or more counsel/advocate/pleader solicitor(s), advocate(s), attorney(s), accountant(s), consultant(s); Valuer(s), merchant bankers and other expert advisors for the implementation of the Scheme and fix their fee(s) and other expense.
- (d) To intimate to the relevant authorities from time to time for giving effect to the scheme.



Manish

3

HCL

- (e) To do all such other acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the purpose of the above resolution or to otherwise give effect to the Scheme.

"RESOLVED FURTHER THAT Mr. Manish Anand, Director of the Company be and is hereby authorised to file necessary forms with the Registrar of Companies."

"RESOLVED FURTHER THAT a committee (hereinafter referred to "Restructuring Committee") of the following Directors namely (i) Mr. Prahlad Rai Bansal , (ii) Mr. Atul Kumar Jain and (iii) Mr. Manish Anand be and is hereby constituted and authorized to take the following decisions on behalf of the Board:

- a) To approve any amendments/ modifications to the Scheme as may be advised by the Hon'ble High Court or any other authority.
- b) To decide any matter of law or question of law arising in regard to the Scheme to make it effective and to do all such other acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the purpose of the above resolution or to otherwise give effect to the Scheme.
- c) To delegate the powers in favour of the Officer(s) or Employee(s) of the Company or holding Company for implementing the necessary tasks for giving effect to the Scheme including filing of necessary Forms/ Returns, documents, papers etc. or any other action, task etc. as they may deem appropriate.
- d) To do such all such acts, deeds and things that may be necessary for implementation of the said Scheme."

"RESOVLED FURTHER THAT the presence of any two of the above Directors of the Company shall constitute the quorum for the meeting of the Restructuring Committee."

"RESOLVED FURTHER THAT subject to the relevant provisions of the Companies Act, 1956 and Companies Act, 2013, the Restructuring Committee is permitted to pass any resolution by circulation and the resolution passed by circulation shall have the same effect and force as if the resolution have been passed in the meeting of Restructuring Committee."

"RESOLVED FURTHER THAT all acts, deeds, matters and things done by the Restructuring Committee for the purpose shall have the same effect as if done by the Board of Directors of the Company."

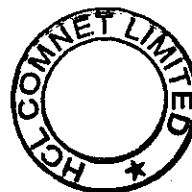
"RESOLVED FURTHER THAT the Common Seal of the Company, required if any, be affixed on any document in connection with the purpose of the above resolutions, in the presence of any two Directors."

"RESOLVED FURTHER THAT a copy of the resolution certified as true copy be issued by any Director and /or Company Secretary of the Company."

Date: October 30, 2015

Place: Noida (U.P.)

For HCL Coment Limited




Manish Anand
Director

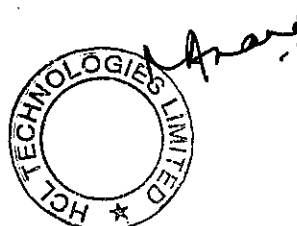
**SCHEME OF ARRANGEMENT
BETWEEN
HCL TECHNOLOGIES LIMITED
AND
HCL COMNET LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

PREAMBLE

This scheme of arrangement is presented under Sections 391 to 394 of the Companies Act, 1956 read with applicable provisions of the Companies Act, 2013, to the extent made effective, and the rules made thereunder for the transfer and vesting of the ISIB Undertaking (as *defined herein after*) of HCL Technologies Limited ("**Transferor Company**") into HCL Comnet Limited ("**Transferee Company**"), a wholly-owned subsidiary of the Transferor Company as a going concern.

1. BACKGROUND

- 1.1. The Transferor Company was originally incorporated on November 12, 1991 under the name and style of HCL Overseas Limited under the provisions of the Act (*as defined herein after*). Subsequently, in the year 1994, the name of the Transferor Company was changed to HCL Consulting Limited. Thereafter,



the name of the Transferor Company was again changed to its present name i.e. HCL Technologies Limited and a fresh certificate of incorporation was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana on October 6, 1999. The registered office of the Transferor Company is situated in the State of Delhi. Currently, the Transferor Company primarily derives its revenue from an integrated portfolio of services including Software-led IT solutions, Remote Infrastructure Management, Engineering, R&D Services and Business Process Outsourcing Services. The Transferor Company provides holistic, multi-service delivery in key industry verticals including Financial Services, Manufacturing, Consumer Services, Public Services and Healthcare & Life Sciences. The equity shares of the Transferor Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Ltd ("NSE").

- 1.2. The Transferee Company is an unlisted public limited company incorporated on August 8, 2001 under the provisions of the Act *(as defined herein after)* having its registered office situated in the State of Delhi. The Transferee Company is a wholly owned subsidiary of the Transferor Company. The Transferee Company is currently engaged in providing technology services to customers in India. The Transferee Company provides data communication services which includes trading of satellite and non-satellite based communication equipment such as VSAT,



Routers, Switches, Modems etc., application operation services and services related to installation and maintenance of networking equipment. The Transferee Company provides its services across Defence, Financial Services, Government, Telecom, PSU's, Energy and utilities.

2. RATIONALE AND BENEFITS

The Boards of Directors (*as defined herein after*) of the Companies (*as defined herein after*) are of the view that proposed transfer and vesting of the ISIB Undertaking (*as defined herein after*) belonging to the Transferor Company into the Transferee Company as a going concern would, *inter-alia*, have the following benefits:

- a) simplified and transparent business structure of the Transferor Company and the Transferee Company;
- b) more focussed management of the Transferor Company and the Transferee Company;
- c) greater visibility in the performance of the individual businesses;
- d) higher degree of independence as well as accountability with autonomy for each of the business segment;
- e) will thrive in achieving and sustaining competitiveness and development of long-term internal and core competencies;
- f) will also provide for independent collaboration and expansion without committing the existing organization in its entirety; and

Handwritten signature



- g) will create a platform to enhance financial flexibility to pursue the next stage of growth.

3. PARTS OF THE SCHEME

This scheme of arrangement is divided into the following parts:

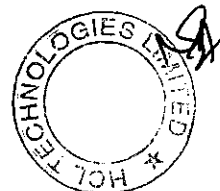
- 3.1. **PART I** deals with the definitions and share capital of the Transferor Company and the Transferee Company;
- 3.2. **PART II** sets out the provisions with respect to transfer and vesting of ISIB undertaking (*as defined herein after*) on going concern basis to the Transferee Company;
- 3.3. **PART III** deals with general terms and conditions applicable to this scheme of arrangement.

PART I

4. DEFINITIONS

In this scheme of arrangement, unless inconsistent with the meaning or context, the following expressions shall have the following meaning:

- 4.1. “**Act**” means the Companies Act, 1956 and applicable rules made there under and includes any amendments, statutory re- enactments, and modification thereof from time to time



and includes the applicable provisions of the Companies Act, 2013, if any, and applicable rules made there under. In a situation where the relevant provisions of the Companies Act, 2013 are notified prior to the Effective Date (*as defined hereinafter*) being achieved, this scheme of arrangement shall be deemed to have been passed under the relevant provisions of Companies Act, 2013 and all references to the Act, sections and rules therein shall be deemed to include a reference to the relevant provisions of the Companies Act, 2013 and the rules made thereunder;

- 4.2. **"Applicable Law(s)"** means (a) all applicable statutes, enactments, acts of legislature, laws, ordinances, rules, bye-laws, regulations, Listing Agreements (*as defined herein after*), notifications, guidelines or policies of any Relevant Authority (*as defined herein after*); and (b) administrative interpretations, writs, injunctions, directions, directives, judgments, arbitral awards, decree, orders or governmental approvals of, or agreements with, any Relevant Authority (*as defined herein after*), as may be in force from time to time;
- 4.3. **"Appointed Date"** means July 1, 2015 or such other date as the board of directors of the Transferor Company and the Transferee Company deems fit and proper or such other date as the Hon'ble High Court (*as defined hereinafter*) may direct or such other competent authority, as may be applicable;



- 4.4. **“Board of Directors”** or **“Board”** means Board of Directors of the Transferor Company and the Transferee Company and shall also include any duly constituted committee(s) thereof, if any or any person authorized by the Board of Directors;
- 4.5. **“Companies”** means the Transferor Company and the Transferee Company, referred collectively;
- 4.6. **“Contract(s)”** shall include all contracts, including but not limited to contracts with the customers (a detailed list of the customer Contracts being executed by the ISIB undertaking is annexed hereto as **Schedule 1**) entered into by the Transferor Company pertaining to the ISIB Undertaking (*as defined hereinafter*) with any Person (*as defined herein after*), agreements, leases, memoranda of undertakings, memoranda of agreement, guarantees, performance guarantees, arrangements, undertakings, deeds, bonds, schemes, arrangements, sales orders, purchase orders or other instruments or understanding of whatsoever nature, whether written or otherwise, to which the Transferor Company is a party, along with all rights, obligations and liabilities pertaining thereto and any other contracts, if any, exclusively pertaining to ISIB Undertaking (*as defined herein after*);



- 4.7. **“Effective Date”** means the last date of the dates on which all conditions and matters referred to in Clause 17 of this Scheme hereof have been fulfilled. References in this Scheme to “upon coming into effect of this Scheme” or “effectiveness of the Scheme” or “the Scheme becoming effective” shall mean the Effective Date;
- 4.8. **“High Court” or “Court”** means the High Court of Delhi at New Delhi having jurisdiction in relation to the Companies or such other Court/ bench having jurisdiction over Companies involved in the Scheme, depending on the context and applicability, and the term “High Court” or “Court” shall be interpreted accordingly and shall include National Company Law Tribunal, under the Act, as may be applicable;
- 4.9. **“India System Integration Business” or “ISIB Business”** means the India business of IT infrastructure management services involving managing customers and IT assets carried on by the Transferor Company;
- 4.10. **“ISIB Undertaking”** means the ISIB Business of the Transferor company comprising inter-alia, all the assets and liabilities relating thereto, as on the Appointed Date, which shall mean and include (without limitation):



A handwritten signature, possibly of a legal representative, written in dark ink.

- a. All assets (wherever situated), whether movable or immovable, tangible or intangible, leasehold or freehold, including all land, buildings, plant and machinery, offices, capital work in progress, furniture, fixtures, office equipment, investments, current assets, loans and advances, deposits, receivables, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, incentives, bills of exchange, letters of intent and loans and advances appearing in the books of accounts of the Transferor company pertaining to or relatable to the ISIB Business.
- b. All rights, entitlements, approvals, licenses, registrations, certifications, guarantees, performance guarantees, warranty service entitlements, consents, permissions, brands, logos, engagements, arrangements, municipal permissions, cash balances, financial assets, funds belonging to or proposed to be utilized for the ISIB Business, bank balances, balances with Government, excise department, tax authorities both state and central government bank accounts, security deposits, privileges, recoverable, receivables, advantages, all other rights and benefits, in connection with or relating to the ISIB Business.



- c. All secured and unsecured debts, liabilities present or future (including contingent liabilities), duties, undertakings and obligations pertaining to the ISIB Business of every kind, nature and description whatsoever and howsoever arising in connection with or relating to the ISIB Business.
- d. All existing and future contracts, RFPs, bids, responses to EOI, memorandum of understanding, entitlements, industrial and other licenses, municipal permissions, approvals, consents, tenancies in relation to any joint venture or other arrangement which may be entered into by the Transferor company in respect of business relating or incidental to the ISIB Business.
- e. All the past track record relating to the ISIB Business, including without limitation, the profitability, production volumes, experience, credentials (including awards and accolades), certifications, accreditations and market share pertaining to or relating to the ISIB Business.
- f. All employees of the Transferor Company employed who are substantially engaged in the ISIB Business as identified by the Board of Directors of the Transferor Company.



g. All records, files, papers, computer programs, manuals, data, catalogues, quotations, sales and advertising materials, label lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form in connection with or relating to the ISIB Business.

4.11. **"IT Act"** means the Income Tax Act, 1961, as amended from time to time read with rules and regulations made there under and shall include any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force;

4.12. **"Listing Agreement"** means: (a) the listing agreement executed between the Transferor Company and BSE; and (b) listing agreement executed between the Transferor Company and NSE, in each case, as amended from time to time;

4.13. **"Person"** includes any individual, trust, entity, joint venture, company, corporation, partnership (whether limited or unlimited), proprietorship or other enterprise, hindu undivided family, union, association of persons, government (central, state or otherwise), or any agency, department, authority or political sub-division thereof, and shall include their respective successors and in case of an individual shall include his/her

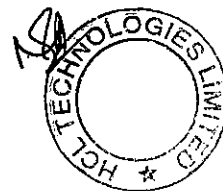


legal representatives, administrators, executors and heirs and in case of a trust shall include the trustee or the trustees and the beneficiary or beneficiaries from time to time;

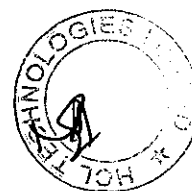
4.14. **“Relevant Authority”** means any regulatory governmental legislative, administrative, local or supervisory body or banking authority or agency or commission, quasi-regulatory agency or body (*including any stock or commodity exchange*), or board, bureau, judicial or arbitral body having jurisdiction in India or any part thereof, including but not limited to the stamp authorities, Competition Commission of India, Reserve Bank of India, SEBI (*as defined herein after*), BSE and NSE, along with the authorities before which appeals against the decisions made by any of the foregoing may be brought and shall include the Tax Authority (*as defined herein after*);

4.15. **“Remaining Business of Transferor Company”** means all undertakings, businesses, activities and operations of the Transferor Company other than the ISIB Business;

4.16. **“SEBI”** means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;



- 4.17. **"SEBI Circular"** means Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, each issued by the SEBI, as amended or replaced from time to time;
- 4.18. **"Scheme" or "the Scheme" or "this Scheme"** means this scheme of arrangement in its present form or with any modifications made under Clause 16 of the Scheme as approved or directed by the High Court or any other appropriate authority;
- 4.19. **"Tax Authority"** means any revenue, customs, fiscal, governmental, statutory, state, provincial, local governmental or municipal authority, body or Person responsible for taxing a Person;
- 4.20. **"Transferee Company"** means HCL Comnet Limited, a public limited company incorporated under the provisions of Act, having its registered office situated at 806, Siddharth 96, Nehru Place, New Delhi-110019. The Transferee Company is the wholly-owned subsidiary of the Transferor Company;
- 4.21. **"Transferor Company"** means HCL Technologies Limited, a public limited company incorporated under the provisions of the Act, having its registered office situated at 806, Siddharth 96, Nehru Place, New Delhi-110019;



4.22. Interpretation

- a) In this Scheme, unless the context otherwise requires:
- i. words of any gender are deemed to include the other genders;
 - ii. words using the singular or plural number also include the plural or singular number, respectively;
 - iii. the terms "hereof", "herein", "hereby", "hereto" and derivative or similar words refer to this entire Scheme or specified clauses, as the case may be;
 - iv. the term "Clause" refers to the specified clause of this Scheme;
 - v. references to any legislation or law or to any provision thereof shall include references to any such law as it may, after the date hereof, from time to time, be amended, supplemented or re-enacted, or to any law which replaces it, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision; and
 - vi. the schedules hereto shall form an integral part of this Scheme.



- b) Headings, sub-headings, italics and bold typeface are only for convenience and shall be ignored for the purposes of Interpretation.

5. SHARE CAPITAL

5.1. Share capital of the Transferor Company as on June 30, 2015 is as under:

Authorized Capital	As at June 30, 2015 (Rs.)
1,500,000,000 Equity Shares of Rs. 2/- each	3,000,000,000
Total	3,000,000,000
Issued, Subscribed and Paid-up Capital	
1,405,978,418 Equity Shares of Rs. 2/- each fully paid-up	2,811,956,836
Total	2,811,956,836

5.2. There has been an alteration in the share capital structure of the Transferor Company from the date mentioned above up to the date of approval of this Scheme by the Board of Directors of the Transferor Company on account of allotment of 3,42,280 equity shares of Rs. 2/- each against the exercise of stock options

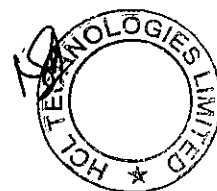


pursuant to the Employees' Stock Option Plan of the Transferor Company. Accordingly, the Issued, Subscribed and Paid-up Share Capital of the Transferor Company as on the date of approval by the Board of Directors is as under:

Authorized Capital	As at June 30, 2015 (Rs.)
1,500,000,000 Equity Shares of Rs. 2/- each	3,000,000,000
Total	3,000,000,000
Issued, Subscribed and Paid-up Capital	
1,406,320,698 Equity Shares of Rs. 2/- each fully paid-up	2,812,641,396
Total	2,812,641,396

5.3. The share capital of the Transferee Company as on June 30, 2015 is as under:

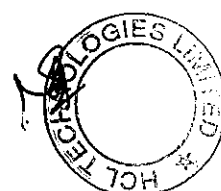
(this space has been intentionally left blank)



Authorized Capital	As at June 30, 2015 (Rs.)
11,00,000 Equity Shares of Rs. 10 each	11,000,000
Total	11,000,000
Issued, Subscribed and Paid-up Capital	
949,900 Equity Shares of Rs. 10 each fully paid-up	9,499,000
Total	9,499,000

5.4. There has been no alteration in the share capital structure of Transferee Company from the date mentioned above till the date of approval of this Scheme by the Board of Directors of the Transferee Company.

5.5. It is provided that until this Scheme becomes effective, the Transferor Company and the Transferee Company are free to alter their authorized, issued, subscribed or paid up share capital as required by their respective business requirements, subject to the necessary approvals from their respective Boards and members or any other Person, if required.



PART-II
TRANSFER AND VESTING OF ISIB UNDERTAKING AS
A GOING CONCERN

6. TRANSFER AND VESTING OF ISIB UNDERTAKING

- 6.1. Upon coming into effect of this Scheme and with effect from the Appointed Date, the ISIB Undertaking belonging to the Transferor Company shall stand transferred and vested into the Transferee Company, as a going concern without any further act, deed, instrument, matter or thing, together with its assets, properties, liabilities, rights, benefits, obligations, privileges and interests therein, subject to existing charges, if any. The transfer of the ISIB Undertaking under this Scheme shall be in compliance with the IT Act.
- 6.2. Upon coming into effect of this Scheme and with effect from the Appointed Date and subject to the provisions of this Scheme, including in relation to the mode of transfer or vesting, all immovable property(ies), if any, relating to the ISIB Undertaking, including tangible assets, land together with building, plant and machinery and structures standing thereon, if any (*whether freehold, leasehold, leave and licensed, right of way, tenancies and/or otherwise*), capital work-in-progress and all documents of title, receipts and easements in relation thereto, all rights, covenants, continuing rights, title and interest in



connection with the said immovable properties shall, unless otherwise agreed between the Companies, be transferred to and stand vested in and/or be deemed to be transferred to and stand vested in the Transferee Company in the mode and manner as prescribed in this Scheme on a going concern basis pursuant to the provisions of Section 391 to 394A of the Act and all other applicable provisions of the Act so as to become, on and from the Appointed Date, the immovable property(ies) including tangible assets, land together with building, plant and machinery and structures standing thereon, if any, of the Transferee Company. Upon the coming into effect of the Scheme, the title to such immovable properties shall be mutated and transferred by Relevant Authorities, in accordance with terms hereof, in favour of the Transferee Company. It is expressly clarified that in so far any leasehold properties forming part of the ISIB Undertaking, if any, are concerned, the Transferee Company may enter into fresh lease agreements or terminate any lease agreements that are already in existence with any third party.

- 6.3. Upon coming into effect of this Scheme and with effect from the Appointed Date and subject to the provisions of this Scheme, including in relation to the mode of transfer or vesting, all rights, obligations, benefits, titles, interest and privileges in the movable, tangible and intangible properties, assets including plant, machinery and equipment, vehicles, bank balances, cash and cash



MA

equivalents, all trade receivables (*whether billed or unbilled*) including but not limited to all loans and advances, whether long-term or short-term, secured or unsecured, recoverable in cash or kind or value to be received including interest accrued thereon, all deposits whether with government or semi government, local authorities or any other institution and bodies, amounts receivables from Central Government/ State Government(s) under any of their scheme/plans, balances recoverable from government authorities, if any, all investments including non- current investments of all kinds either in equity shares of listed or unlisted companies or any other investments, if any, made by the Transferor Company, office equipment's, electrical installations, deferred costs, prepaid expenses, deposits, advance suppliers, employee advances, finance lease receivable, capital advances, offices, inventories including but not limited to computers, software, furniture & fixtures, other current assets, capital work-in-progress, benefits arising of whatsoever nature and wherever situated belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the Transferor Company, intellectual property (*whether registered or unregistered*), if any, pertaining to the ISIB Undertaking, shall be transferred to and stand vested in and/or be deemed to be transferred to and stand vested in the Transferee Company in the mode and manner as prescribed in this scheme on a going concern basis pursuant to the provisions of Section 391 to 394A of the Act and all other applicable provisions of the



Handwritten signature or initials, possibly "SA", written in ink.

Act so as to become, on and from the Appointed Date, the rights, obligations, benefits, titles, interest and privileges of the Transferee Company. It is expressly clarified that all trade receivables due on account of contracts pertaining to the ISIB Business fully executed by the Transferor Company prior to the Appointed Date shall be to the account of the Transferor Company and shall not form part of the ISIB Undertaking and shall not be transferable to the Transferee Company.

6.4. All the assets, as mentioned herein above, that have accrued or which may accrue to the Transferor Company pertaining to the ISIB Undertaking on or after the Appointed Date shall pursuant to the provisions of Section 394 and other applicable provisions of the Act and without any further act, instrument or deed, be transferred to and stand vested in and/or be deemed to have been transferred to and stand vested in and be available to the Transferee Company upon the Scheme becoming effective.

6.5. Upon the Scheme becoming effective, in respect of such of the assets, as mentioned herein above, of the Transferor Company pertaining to the ISIB Undertaking as are movable in nature and are capable of being transferred by manual delivery or transferring possession or by endorsement and/ or delivery shall be transferred as such with the end and intent that the property therein upon such transfer become the property, assets, rights,



title, obligations, privileges, benefits, interest and authorities of the Transferee Company in pursuance of section 394 and other applicable provisions of the Act without any further act, instrument or deed.

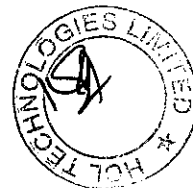
6.6. With effect from the Appointed Date and upon coming to effect of the Scheme:

- a) All licenses, contracts, rights, claims, including refund claims lying with any Relevant Authority which may accrue to the Transferor Company pertaining to the ISIB Undertaking, if any, shall, pursuant to the provisions of section 394 and other applicable provisions of the Act, without any further act, instrument or deed, shall stand transferred to and vested in and/or be deemed to have been transferred to and stand vested in and be available to the Transferee Company. The Transferee Company shall file the relevant intimations, if required, for the record of the Relevant Authority who shall take them on file and record the change of the name pursuant to this Scheme becoming effective.
- b) The entire taxes, direct and indirect or any other taxes, including but not limited to prepaid taxes being tax deducted at source (TDS)/advance tax, MAT credits, sales tax, value added tax (VAT) and also self-assessment



taxes, if any, paid by the Transferor Company under the IT Act or any other statute, pertaining to the ISIB Business for the period commencing from the Appointed Date, shall be deemed to be the taxes paid by or for the benefit of the Transferee Company and credit for such taxes shall be allowed to the Transferee Company notwithstanding that certificates or challans or orders for such taxes are in the name of the Transferor Company and not in the name of the Transferee Company. The Transferee Company shall, after the Effective Date, be entitled to file with the Relevant Authority the relevant return(s) as required under the IT Act or under Applicable Laws for the period after the Appointed Date notwithstanding that the period for filing such return may have elapsed. Further, the Companies shall, after the Effective Date, be entitled to revise the relevant returns, if any, filed by the Transferor Company for any relevant year, if so necessitated or consequent to this Scheme, notwithstanding that the time prescribed for such revision may have elapsed.

- c) all kinds of intellectual property rights, if any, (*whether or not registered*) with the Relevant Authority concerned or applications submitted at any time on or before the Effective Date by the Transferor Company or by the employees / officers / directors of the Transferor



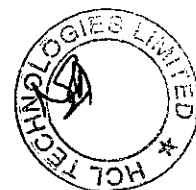
Company for the benefit or which may pertain to the ISIB Undertaking, if any, shall stand transferred to and vested along with all the undertakings in the name of the Transferee Company without any further act, instrument or deed.

- d) The past track record of the Transferor company relating to the ISIB Business, including without limitation, the profitability, production volumes, experience, credentials and market share, shall be deemed to be the track record of the Transferee Company for all commercial and regulatory purposes including for the purpose of eligibility, standing, evaluation and participation of the Transferee Company in all existing and future bids, tenders and contracts of all authorities, agencies and clients.
- e) Upon the Scheme becoming effective, all bids/tenders made or applied for by the Transferor Company pertaining to the ISIB Business before any third party or any other Person shall be assigned/transferred/novated to the Transferee Company by the Transferor Company without requiring any further act, instrument or deed and the same shall not require any approval from any third party or any other Person. The relevant intimation(s) of the aforesaid shall be given by the Companies, as may be required, to any third party or any other Person before



whom the bid/tender is made or applied for. It is expressly clarified that until the time the said bids/tenders are not assigned/transferred/novated, the Transferor Company, if so authorized by the applicable laws, bye-laws, regulations, rules etc. for the time being in force of any third party or any other Person before whom the bid is made, shall execute the job for and behalf of the Transferee Company and shall on regular basis transfer all properties, rights and obligations thereof to the Transferee Company.

- f) Upon the Scheme becoming effective and until the time the contracts and licenses pertaining to the ISIB Undertaking are not transferred (*either by way of novation or assignment or endorsed or otherwise*) by the Relevant Authority in the name of the Transferee Company, the Transferor Company shall carry on the business pertaining to the ISIB Undertaking on behalf of and in trust for the Transferee Company. It is expressly clarified that any income, privilege, obligations, rights, entitlements, losses, benefits, expenditure etc., occurring after the Effective Date and until the time the Contracts and licenses pertaining to the ISIB Undertaking are not transferred in favour of the Transferee Company, shall on regular basis be passed on by the Transferor Company to the Transferee Company.



g) Upon the Scheme becoming effective and until such time the names of the bank accounts of the Transferor Company in relation to the ISIB Undertaking, if any, are replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Company in relation to the ISIB Undertaking, in so far as may be necessary. The banks shall continue to honour the cheques, other negotiable instruments, payment orders and instructions issued/ signed by the Transferor Company or signed by the existing signatories of the Transferor Company for payment after the Effective Date. Similarly, all cheques and other negotiable instruments received in the name of the Transferor Company in relation to the ISIB Undertaking, w.e.f. the Effective Date and until such time shall be for and on account of the Transferee Company and accordingly to be accepted by the bankers of the Transferor Company and credited to the account of the Transferee Company.

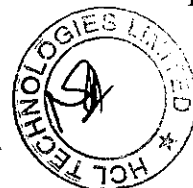
6.7. Upon coming into effect of the Scheme and with effect from the Appointed Date:

- a) All secured or unsecured debts, liabilities including but not limited to deferred tax liabilities, contingent liabilities, current liabilities, non-current liabilities,



statutory payables, TDS payable, expenses payable and other current liabilities or other advances received, whether disclosed or undisclosed, whether accounted for in the books of accounts or not, duties, taxes, statutory expenses, short-term and long-term provisions and obligations, if any, of the Transferor Company along with any charge, encumbrance, lien or security thereon, if any, in relation to the ISIB Undertaking shall also be vested or deemed to be vested, without any further act, instrument or deed, to the Transferee Company, pursuant to the provisions of Section 394 and other applicable provisions of the Act so as to become the debts, liabilities, duties and obligations of the Transferee Company. Further, it shall not be necessary to obtain separate consent of any Person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this sub-clause.

- b) Where any of the debts, liabilities, obligations and duties of the Transferor Company pertaining to the ISIB Undertaking on the Appointed Date transferred to the Transferee Company have been discharged by the Transferor Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company.



c) All loans raised and utilized and all debts whether by way of debentures, bank loan or otherwise, duties, undertakings, liabilities and obligations incurred or undertaken by the Transferor Company in relation to the ISIB Undertaking after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of the Scheme, pursuant to the provisions of Section 394 and other applicable provisions of the Act, without any further act, instrument or deed shall stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company and shall become the debt, duties, undertakings, liabilities and obligations of the Transferee Company.

6.8. Upon the Scheme becoming effective subject to Applicable Laws, all license(s), permission(s), approval(s), registration(s) with any Relevant Authority, wherever applicable, and/or consents held by the Transferor Company pertaining to the ISIB Undertaking, and not surrendered, shall stand vested in the Transferee Company, with effect from the Appointed Date, without any further act, deed, instrument, matter or thing and shall be appropriately registered with the concerned Relevant



Authority in favour of the Transferee Company. The benefits of all license(s), permission(s), approval(s), registration(s) with any Relevant Authority pertaining to the ISIB Undertaking, wherever applicable to the Transferor Company shall vest in and become available to the Transferee Company pursuant to the Scheme becoming effective. However, if any license(s), permission(s), approval(s), registration(s) with any Regulatory Authority, wherever applicable, and/or consents held by the Transferor Company pertaining to ISIB Undertaking that are not required by the Transferee Company, will, if required, under Applicable Laws, be cancelled or surrendered by the Transferor Company.

- 6.9. It is expressly clarified that in case any question arises as to whether any particular asset or liability, as mentioned above and/or employee pertains or does not pertain to the ISIB Undertaking or even pertains to ISIB Business but whether or not forms part of the ISIB Undertaking, the same shall be decided by mutual agreement between the Board of Directors of the Companies or any other person authorised by the Board in that behalf.



7. CONSIDERATION

7.1. Subject to the terms and conditions of this Scheme and as may be determined by the Board of Directors of the Companies, in consideration for the transfer and vesting of the ISIB Undertaking on going concern basis by the Transferor Company to the Transferee Company in terms of this Scheme, the Transferee Company shall be required to pay consideration of INR 132 Crores (Indian National Rupees One Hundred Thirty Two Crores).

7.2. The Consideration as stated above in clause 7.1 of the Scheme shall upon the Scheme becoming effective, be paid in cash unless otherwise agreed to be discharged in any other mode or combination of one or more modes by the Board of Directors of the Companies.

8. CONDUCT OF BUSINESS TILL EFFECTIVE DATE

8.1. The Transferor Company shall carry on the ISIB Business and other incidental matters with due prudence in the same manner as carried before and shall not without the prior written consent of the Transferee Company, alienate, charge, mortgage, encumber or otherwise deal with or dispose of the ISIB Undertaking or any part thereof except in the ordinary course of business or if the same is expressly permitted by this Scheme.



Notwithstanding the above, the Transferor Company will not, in any event, transfer or otherwise dispose of or create any form of encumbrance in any manner over the shares held by the Transferor Company in the Transferee Company, without prior approval of the Transferee Company in this regard.

8.2. Save and except as otherwise specified in this Scheme, any income or profit accruing or arising to the Transferor Company or expenditure or losses incurred or suffered by the Transferor Company pertaining to the ISIB Undertaking from the Appointed Date and till the Effective Date shall for all purposes be treated as the income or profits or losses or expenditures, as the case may be, of the Transferee Company.

8.3. All estate(s), property(ies) asset(s), benefit(s), privilege(s), right(s), obligation(s), title(s), interest(s) and authority(ies), if any, pertaining to the ISIB Undertaking, accrued to and/or acquired by the Transferor Company after the Appointed Date and prior to the Effective Date shall have been or deemed to have been accrued to and/or acquired for and on behalf of the Transferee Company and shall upon the coming into effect of this Scheme, pursuant to the provisions of section 394 and other applicable provisions of the Act, without any further act, instrument or deed be and stand transferred to and/or vested in or be deemed to have been transferred to and/or vested in



the Transferee Company to that extent and shall become the estate(s), asset(s), property(ies), obligation(s), right(s), title(s), interest(s) and authority(ies) of the Transferee Company.

9. EMPLOYEES

9.1. Upon the Scheme becoming effective, all staff, workmen and employees engaged in ISIB Business of the Transferor Company on the Effective Date shall be deemed to have become staff, workmen and employees of the Transferee Company with effect from the Appointed Date without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferor Company shall not be less favourable than those applicable to them in the Transferor Company on the Effective Date.

9.2. It is expressly stated that the Transferee Company agrees that the services of all such employees with the Transferor Company up to the Effective Date shall be taken into account for the purposes of all retirement benefits to which they may be eligible in the Transferor Company on the Effective Date. Further, it is expressly clarified that all the employees so transferred pursuant to the Scheme becoming effective and to whom employees' stock options ("ESOPs") pertaining to equity shares of the Transferor Company have been vested shall continue to be eligible to exercise the rights vested with them in respect of the ESOPs.



9.3. It is expressly clarified that upon the Scheme becoming effective, all employees of Transferor Company who have been transferred with the ISIB Business to the Transferee Company will contribute to the Provident Fund, or any other Special Fund or Trusts created or existing for the benefit of the staff, workmen of the Transferee Company by the Transferee Company. All existing amounts, whether paid or outstanding, under the Provident Fund or any other Special Fund or Trusts created or existing for the benefit of the staff, workmen of the Transferor Company, pertaining to the employees being transferred with the ISIB Business to the Transferee Company, shall at an appropriate stage be transferred to the relevant funds of Transferee Company subject to the required approval/intimation to the Provident Fund Authorities and/or other appropriate authorities, if any and until such time, shall be maintained separately by the Transferor Company. The Board of Directors of the Transferee Company and the Trustees of the respective Trusts of the Transferee Company shall be entitled to take all steps as may be prudently necessary to implement the above. Further, the services of the employees of the Transferor Company transferred with the ISIB Business to the Transferee Company will be treated as having been continuous for the purpose of the aforesaid schemes/fund.



9.4. It is expressly provided that, upon the Scheme becoming effective, the Provident Fund, Gratuity Fund, Superannuation Fund or any other Special Fund or Trusts created or existing for the benefit of the staff, workmen and employees of the Transferor Company shall become the trusts/ funds of the Transferee Company for all purposes whatsoever in relation to the administration or operation of such Fund or Funds or in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof as per the terms provided in the respective Trust Deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Transferor Company in relation to such Fund or Funds shall become those of the Transferee Company.

9.5. The Transferee Company will file the relevant intimations with the Relevant Authorities concerned, for actions arising out of Clause 9.3, who shall take the same on record and endorse the name of the Transferee Company in place of Transferor Company.

10. CONTRACTS, DEEDS, RESOLUTIONS, ETC.

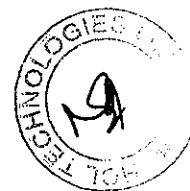
10.1. Save as otherwise provided in this Scheme, all contracts, bids submitted, deeds, understandings, guarantees, resolutions, instruments and writings and benefits of whatsoever nature, if any, pertaining to the ISIB Undertaking, to which the



Transferor Company is a party and subsisting or having effect on the Effective Date, shall remain in full force and effect against or in favour of the Transferee Company and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto.

11. LEGAL PROCEEDINGS

11.1. If any suit, appeal, litigation or other proceedings of whatsoever nature by or against the Transferor Company in relation to the ISIB Undertaking is pending before the Relevant Authority or elsewhere, the same shall not abate or be discontinued or be in any way prejudicially affected by reason of the transfer of the ISIB Undertaking or anything contained in this Scheme, but the said suit, appeal, litigation or other legal proceedings, as the case may be, be continued, prosecuted and enforced, as the case may be, by or against the Transferee Company and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Transferor Company, as if this Scheme has not been made. In a situation where said suit, appeal, litigation or other legal proceedings referred to herein require the Transferor Company and/or the Transferee Company to be jointly treated as parties thereto, the Transferee Company shall be added as party to such proceedings.



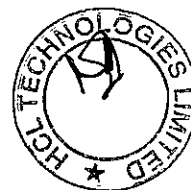
11.2. On and from the Effective Date, the Transferee Company may, if required, initiate any legal proceedings in relation to ISIB Undertaking in its own name, whether pertaining to the period prior to the Appointed Date or thereafter.

12. ACCOUNTING TREATMENT

12.1. Accounting treatment in the books of the Transferor Company:

Upon the Scheme becoming effective, the Transferor Company shall account for the Scheme and its effects in its books of account with effect from the Appointed Date as under:

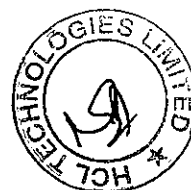
- a) The assets and liabilities of the Transferor Company shall stand reduced to the extent of value of the ISIB Undertaking transferred to the Transferee Company.
- b) The Transferor Company shall record the amount of Consideration as "Receivable from the Transferee Company" in its books of accounts. On receipt of Consideration from the Transferee Company, either by way of cash or in any other mode as the Board of the Companies mutually agree, the Consideration so received shall be appropriately recorded in the books of account of the Transferor Company as per the prevalent accounting standards as applicable to the Transferor Company.



12.2. Accounting treatment in the books of the Transferee Company:

Upon the Scheme becoming effective, the Transferee Company shall account for the Scheme and its effects in its books of account with effect from the Appointed Date as under:

- a) All the assets and liabilities related to the ISIB Undertaking as appearing in the books of accounts of the Transferor Company as on the Appointed Date shall stand transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company, as per the applicable accounting standards and as determined by the Board;
- b) The excess or deficit in the value of assets so recorded, if any, by the Transferee Company over: (a) the liabilities of the ISIB Undertaking so recorded by the Transferee Company or vice versa and (b) the consideration as detailed in Clause 7.1 of this Scheme paid by the Transferee Company to the Transferor Company shall be appropriated in the books of the Transferee Company either as capital reserve or goodwill, if required.



13. SAVING OF CONCLUDED TRANSACTIONS

13.1. The transfer and vesting of the asset(s), liability(ies), rights, interests, obligations, privileges, benefits, reserves, provisions, and obligation(s) relating to the ISIB Undertaking of the Transferor Company, as described under this Scheme and the continuance of the proceedings by or against the Transferee Company, under Clause 11 of this Scheme above shall not in any way affect any transaction(s) or proceeding(s) in relation to the ISIB Undertaking already completed by the Transferor Company, on and after the Appointed Date to the end and intent that the Transferee Company accepts all acts, deeds, matters and things done and executed by and/ or on behalf of the ISIB Undertaking, as acts, deeds and things done and executed by and on behalf of the Transferee Company.

14. REMAINING BUSINESS TO CONTINUE WITH TRANSFEROR COMPANY

14.1. The Remaining Business and all assets, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed by the Transferor Company.

14.2. All legal, taxation or other proceedings whether civil or criminal by or against the Transferor Company under any statute or Applicable Law, whether pending on the Appointed Date or which may be instituted at any time thereafter, and in each case relating to the Remaining Business (*including those*

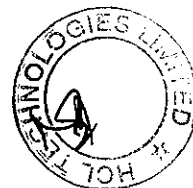


relating to any property, right, power, liability, obligation or duties of the Transferor Company in respect of the Remaining Business) shall be continued and enforced by or against the Transferor Company after the Effective Date. The Transferee Company shall not in any event be responsible or liable in relation to any such legal, taxation or other proceeding against the Transferor Company, which may relate to the Remaining Business.

14.3. If proceedings are taken against the Transferee Company in respect of the matters referred to under clause 14.2 above, it shall defend the same in accordance with the advice of the Transferor Company and at the cost of the Transferor Company, and the latter shall reimburse and indemnify the Transferee Company against all liabilities and obligations incurred by the Transferee Company in respect thereof.

14.4. With effect from the Appointed Date and up to and including the Effective Date:

- (a) the Transferor Company shall carry on and shall be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf;
- (b) all profits accruing to the Transferor Company thereon or losses arising or incurred by it (*including the effect of taxes, if any, thereon*) relating to the Remaining Business shall,



for all purposes, be treated as the profits or losses, as the case may be, of the Transferor Company; and

- (c) All assets and properties acquired by the Transferor Company in relation to the Remaining Business on and after the Appointed Date shall belong to and continue to remain vested in the Transferor Company.

PART III

GENERAL TERMS AND CONDITIONS

15. APPLICATION TO HIGH COURT

- 15.1. The Transferor Company and the Transferee Company shall file necessary applications / petitions before the High Court under section 391 to 394 of the Act and other applicable provisions, if any under the Act or Applicable Laws, for the sanction of this Scheme.

16. MODIFICATIONS/AMENDMENTS TO THE SCHEME

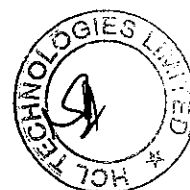
- 16.1. The Transferor Company and the Transferee Company by their respective Board, may assent to/ make and/or consent to any modifications/ amendments to this Scheme or to any conditions or limitations that the High Court and/or any other Relevant Authority or Person under any Applicable Law(s) may deem fit to direct or impose, or which may



otherwise be considered necessary, desirable or appropriate by them. The Companies by their respective Board's be and are hereby authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions of law or otherwise, whether by reason of any directive or orders of Relevant Authority or otherwise however arising out of or under or by virtue of the Scheme and/ or any matter concerned or connected therewith.

16.2. It is expressly clarified that the term Relevant Authority, under Clause 16.1 above, save as otherwise provided in this Scheme, shall specifically include BSE and NSE with which the Transferor Company shall file a copy of this Scheme along with other documents as specified under the Listing Agreement.

16.3. If any part of this Scheme is considered invalid, ruled illegal by any court of a competent jurisdiction or Relevant Authority, or unenforceable under present or future law(s), then such part shall be severable from the remainder of the Scheme, and the Scheme shall not be given effect, unless the deletion of such part shall cause this Scheme to become materially adverse to any of the Companies or their respective members or creditors, in which case the Scheme will be modified to such extent, as will best preserve for them the benefits and obligations of the Scheme, including but not limited to such part.



17. CONDITIONALITY OF THE SCHEME

17.1. The Scheme is and shall be conditional upon and subject to:

- a) The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and/or creditors and/or any class thereof of the Transferor Company and the Transferee Company as prescribed under the Act, Listing Agreement and/or SEBI Circulars or as may be directed by the High Court or any other Relevant Authority as may be applicable except to the extent as may be waived by the Court and/or Relevant Authority as may be applicable.
- b) The approval of the public shareholders of the Transferor Company in accordance with the provisions of the SEBI Circulars issued in this behalf, if required.
- c) The sanction of this Scheme by the High Court under Section 391 to 394 and other applicable provisions of the Act.
- d) Certified copy of the order of the High Court sanctioning the Scheme being filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana by the Companies.



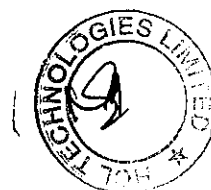
- e) The requisite(s), consent(s), approval(s) or permission(s) of Stock Exchanges, if any, which in terms of the SEBI Circulars or Listing Agreement may be necessary for the implementation of this Scheme.

18. EFFECT OF NON-RECEIPT OF APPROVALS

18.1. In the event any of the said sanctions and approvals referred to in Clause 17 of this Scheme above not being obtained and/or the Scheme not being sanctioned by the High Court or such other appropriate authority, if any, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated herein under or as to any rights and/or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as if specifically provided in the Scheme or as may otherwise arise in law and agreed between some or all of the respective parties to this Scheme.

19. COSTS, CHARGES AND EXPENSES

19.1. All costs, charges, taxes including duties, levies and other expenses, if any (*save as expressly otherwise agreed*) arising out of, in connection to or in relation to or incurred in carrying out and implementing this Scheme and to put it into operation shall be borne and paid by the Transferee Company. It is

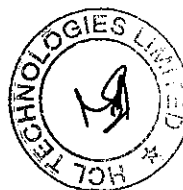


expressly clarified that wherever the chargeability of duties, taxes etc. are dependent upon the order of the High Court, being instrument in nature of conveyance, then in that case, the order of the High Court shall be considered as the principal instrument, being finally executed, for the purposes of payments of duties, fees, cess, taxes etc., if any, and that the Transferee Company shall be liable to pay all such duties, fees, cess, taxes etc., if any, in this regard.

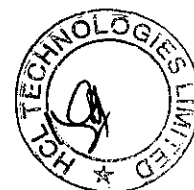


Schedule –I

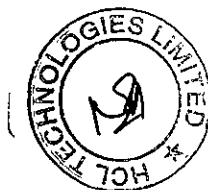
S. No.	Customer Name	PO/ Agreement Reference
1	Assam Police Housing Corporation Ltd	Additional order vide LOI CID XII/SCRV(COMP)/CCTNS/7408/PT-II/19 dated 10/02/2012
2	Assam Police Housing Corporation Ltd	Agreement dated 21st Mar'2012 + Additional Orders
3	Axis Bank Ltd	AXISIT/ 15-16/00116 dated 7th May'15
4	Axis Bank Ltd	Agreement dated 11th Dec'14
5	Bharat Electronics Ltd	License PO - BEPO/C4/4900199288 dated 23-12-2014
6	Bharat Electronics Ltd	Services PO - BEPO/S74/4800019715 dated 23-12-2014
7	Centre for Railway information Systems	PO- 2015/CRIS/1068/1113499 dated 27-04-2015 (COA)
8	Centre for Railway information Systems	2014/cris/1113424 dated 31.10.2014 (MDAS)
9	Centre for Railway information Systems	2014/cris/1113432 dated 26.11.2014 (TIBCO)
10	Comviva Technologies Ltd	28197 dated 31-5-2015 (PO end date 30-sep-2015)
11	Container Corporation of India Ltd	CON/IT/1221/14/46 dated 13/03/2015
12	Container Corporation of India Ltd	CON/IT/1199/13/29 dated 28/10/13
13	Container Corporation of India Ltd	CON/IT/1219/14/44 dated 03/02/15
14	Container Corporation of India Ltd	CON/IT/1195/12/12 dated 08/06/12
15	Container Corporation of India Ltd	CON/IT/1217/14/20 dated 18/07/14
16	Container Corporation of India Ltd	CON/IT/1220/14/37 dated 15/12/14
17	Dena Bank	HO/ITD/0350/2015 dated 18.06.2015
18	Dakshin Haryana Bijli Vitran Nigam Ltd	Agreement dated 23/11/12 + Additional orders/ CRs
19	Dakshinanchal Vidyut Vitran Nigam Ltd	Agreement dated 22/02/2010 + Additional Orders/ CR
20	Dedicated Freight Corridor Corporation of India Ltd	DFCCIL/IT/SI/2011 dated 29/03/12 + Additional Orders/ CRs
21	Electronics Corporation of India Ltd	H-3334/39-J/0202 dated 06-01-2015
22	Export Credit Guarantee Corporation of India Ltd	Agreement dated 30/06/2010 + Additional Orders/ CRs
23	GAIL (India) Ltd	W/O GAIL/NOID/14140/5800001993/C&P/20054290 dated 19.05.2015
24	Geological Survey of India	1649A/101/8/COS/PUR/AP&MD/26B-2014 dated 12/09/14
25	GVK Biosciences Pvt. Ltd.	CRPHDM15-15190111 dated 16 jun-14
26	HCL Infosystems Ltd	RVPNL - HCL/2005/05 dated 10/09/2005, UID - 7000029625 dated A14/01/2015, Agreement dated 01/04/2010, 28/03/2012
27	HCL Infotech Ltd	BSNL - 7000026353 dated 22/04/2014, 35000481 dated 04/08/2009, 7000012821 dated 24/07/12
28	HDFC Bank Limited	PO/HCL/TECH/009148/2014-15 dated 20-mar-2015 valid till 31-march-16



S.No.	Customer Name	PO/ Agreement Reference
29	HDFC Bank Limited	Agreement dated 23-dec-2010
30	HT Media Ltd	Agreement dated 23/09/2014
31	ICICI Bank Ltd	IT/PO/2014-15/035425 dated 20 feb-2015 (PO end date - 31-jan-16)
32	Indian Bank/ Indian Bank Head Office	Purchase order -1 dated 23-6-2015
33	Indian Railway Catering and Tourism Corporation Ltd	(APPS & SI)2012/IRCTC/ERTD/ENHANCED E-TKT SYSTEM/31-M/PO/01 dated 14/11/13
34	ITI Limited	PG484LO15AI dated 30 dec-2014
35	Jamia Millia Islamia University	F.NO. C-67(A)/PICO/RO/JMI/2013 dated 25/06/2013
36	Madhya Pradesh Computerization of Police Society	Agreement dated 27/09/2012 + Additional Orders/ CRs
37	Madhyanchal Vidyut Vitran Nigam Ltd	Ref No. 22/MD/MVVNL/RAPDRP dated 24/02/2010 + Additional Orders/ CRs
38	Mankind Pharma Limited	dated 05/04/2014
39	National Informatics Centre	RC - NIC/TPS/2013/37/RC/J/01 dated 24/03/2015
40	National Informatics Centre	RC - NIC/TPS/2013/37/RC/K/01 dated 24/03/2015
41	National Informatics Centre	RC - NIC/TPS/2013/37/RC/N/01 dated 24/03/2015
42	National Informatics Centre	RC - NIC/TPS/2014/20/RC/01 dated 12/02/2015
43	National Informatics Centre	RC - NIC/TPS/2013/36/RC/B/01 dated 24/03/2015
44	National Informatics Centre	RC - NIC/TPS/2013/36/RC/A/01 dated 24/03/2015
45	National Informatics Centre Services Inc	RC - NIC/TPS/2013/37/RC/J/01 dated 24/03/2015
46	National Informatics Centre Services Inc	RC - NIC/TPS/2013/37/RC/K/01 dated 24/03/2015
47	National Informatics Centre Services Inc	RC - NIC/TPS/2013/37/RC/N/01 dated 24/03/2015
48	National Informatics Centre Services Inc	RC-NIC/TPS/2014/20/RC/01 dated 12/02/2015
49	National Informatics Centre Services Inc	RC-NIC/TPS/2013/36/RC/B/01 dated 24/03/2015
50	National Informatics Centre Services Inc	RC-NIC/TPS/2013/36/RC/A/01 dated 24/03/2015
51	National Insurance Company Limited	Eula Renewal PO dated 25/02/2013
52	National Insurance Company Limited	Agreement dated 21/11/2008
53	National Insurance Company Limited	Agreement dated 24/03/2015
54	Oriental Bank of Commerce	OBC/HO/DIT/IS/245/15-16 dated 16 jun-2015 PO end date (2020)
55	Paschimanchal Vidyut Vitran Nigam Ltd	Agreement dated 23/02/2010 + Additional Orders + CRs
56	Pernod Ricard India Pvt Ltd.	HH/1400237 dated 20-may-2015
57	Power Grid Corporation of India Ltd	CC-CS/173-CC/ERP-1067/3/GI/NOA-1/5230 dated 03/03/2015
58	Power Grid Corporation of India Ltd	1).cc-cs/173-cc/erp-1067/3/GI/CA-I/5230 dated 30.03.2015 2) cc-cs/173-cc/erp-1067/3/GI/CA-II/5231 dated 30.03.2015
59	Purvanchal Vidyut Vitran Nigam Ltd	Ref No. 2150/PUVVNL(V)/R-APDRP/PART-A dated 19/02/2010 + Additional Orders/ CRs
60	RajCOMP Info Services Ltd	F4.3(145)/RISL/TECH/15/11623 dated 12/03/2015
61	RajCOMP Info Services Ltd	F3.3(83)/RISL/PUR/2014/11624 dated 12/03/2015
62	RajCOMP Info Services Ltd	Agreement dated 17/02/2015



S. No.	Customer Name	PO/ Agreement Reference
63	Reserve Bank of India	DIT.CO.NO. 1633/07.71.011/2014-15 dated 25/03/2015
64	Reserve Bank of India	Agreement dated 24/06/2008
65	SBI General Insurance Company Ltd.	CR order Version 1.0 dated 24/02/2012
66	SBI General Insurance Company Ltd.	Agreement dated 18/03/2010 + Additional Orders + CRs
67	SBI General Insurance Company Ltd.	Agreement dated 09/09/2010
68	SBI General Insurance Company Ltd.	Agreement dated 20/05/2015
69	Shiv Nadar Foundation / Shiv Nadar University	SNU/2015-16/IT/0017 dated 9-04-2015 PO end date 31-10-2015
70	Shiv Nadar Foundation / Shiv Nadar University	SO- SNU/2014-15/IT/607 dated 23-12-2014 (Services effected from 23-dec-2015 for 1 year
71	Tide Water Oil Co.(India) Pvt. Ltd.	PO No 9020000160 dated 19th Dec'14
72	Triveni Engineering and Industries Ltd	dated 23/09/2014
73	Union Bank of India	DIT:MFTP:HW:259 dated March 2015 (PO end date is 3 apr-2016)
74	Union Bank of India	DIT:MFTP:1971 dated 14 may 2015 (PO end date is 23 May-2016)
75	Union Bank of India	DIT:MFTP:HW:254 A dated 27 march 2015 (PO end date is 3 apr-2016)
76	Uttar Haryana Bijli Vitran Nigam Ltd/ CGM PD&C UHBVN (Uttar Haryana)	Work Order No. 503/TED-154/R-APDRP/IT/258 dated 23 nov12
77	Uttar Haryana Bijli Vitran Nigam Ltd/ CGM PD&C UHBVN (Uttar Haryana)	Agreement dated 23/11/12 + Additional Orders/ CRs
78	Uttar Pradesh Power Corporation Limited	LOI No. 1534/DC/PCL/14 dated 30/06/2014
79	Uttar Pradesh Power Corporation Limited	Agreement dated 11/08/2014
80	Vijaya Bank	PO-DIT/PC/116/2014-15 dated 21.01.2015 (Valid for 5 years)
81	Broadcom Technologies Pvt Ltd	6000006394 dated 09/07/2015
82	HT Media Limited	Only Agreement dated 23/09/2014
83	HT Media Limited	Agreement dated 23/09/2014
84	Securities and Exchange Board of India	SEBI/25418/2012 dated 12/11/2012
85	Oxford University Press	OUP/IT/AMC/2014-15/007
86	Sharda University	REF- Estate /PO/SU/09/2011 dated 28/09/2011
87	Bajaj Energy Pvt. Ltd	6800000490 dated 12/08/2011
88	Center for Development of Telematics	Tender No. CDOT/TENDER/2013-14/005 dated 04/10/2013 & PO dated 28/04/2014
89	Defence Research & Development Organisation	DMS/LP/20/MS/II/PC-74(11-12) dated 17/04/12
90	Pricewaterhouse Coopers Private Limited	101208207 dated 29/01/15
91	PwC	PO dated 30/06/2015
92	Unique Identification Authority of India Ltd	F.NO. T-11011/56/2011-TECH dated 29/05/15
93	Cyan Technology Limited	23984 dated 09/09/14
94	Cairn India Limited	7400010844 dated 11/06/2014
95	Engineers India Limited	7708/8530-01/1002/01 dated 11/09/2007



S. No.	Customer Name	PO/ Agreement Reference
96	SAP India Pvt. Ltd.	5000124325 dated 10/10/2012
97	Midland Credit Management India Pvt	MCM IPL/2013-2014/231 dated 13/01/2013
98	Midland Credit Management India Pvt	MCM IPL/2014-2015/50 dated 02/06/2014
99	Rail Coach Factory	LOA No. IT/86106 VOL-4 dated 17/01/2012
100	Rail Coach Factory	Agreement Ref IT/86106 dated 10.07.2012
101	Sundaram Asset Management Company Ltd	SAM/HCT/068/2014-15 dated 28/01/2015
102	Sundaram Asset Management Company Ltd	Agreement dated 13/02/2015



HCL TECHNOLOGIES LTD.

Corporate Identity Number: L74140DL1991PLC046369

A 10-11, Sector 3, NOIDA 201 301, UP, India.

T: +91 120 4013000 F: +91 120 2526907

Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.

www.hcltech.com

www.hcl.com

Annexure-3

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE AUDIT COMMITTEE OF HCL TECHNOLOGIES LIMITED IN ITS MEETING HELD ON OCTOBER 16, 2015

"RESOLVED That in terms of Section 177 and other relevant provisions of the Companies Act, 2013 and the listing Agreement entered by the Company with the Stock Exchange(s), the approval of the Audit Committee be and is hereby accorded for entering into a related party transaction with HCL Comnet Limited, a wholly owned subsidiary, for transfer of India System Integration Business of the Company on a going concern basis, for a consideration up to Rs. 132 crores, through the Scheme of Arrangement under Sections 391-394 of the Companies Act, 1956, to be approved by the Hon'ble High Court of Delhi."

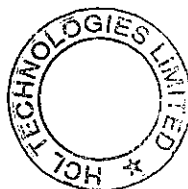
"RESOLVED FURTHER THAT the draft Scheme of Arrangement under the provisions of Sections 391-394 of the Companies Act, 1956 proposed to be entered into between HCL Technologies Limited and HCL Comnet Limited as placed before the Audit Committee be and is hereby approved and the same is recommended for consideration and approval by the Board of Directors of the Company."

Date: October 30, 2015

Place: Noida (U.P.)

For HCL Technologies Limited


Manish Anand
Company Secretary



52

HCL

Wednesday, October 28, 2015

The Board of Directors,

HCL Technologies Limited
806, Sidharth, 96, Nehru Place,
New Delhi-110 019

Dear Sirs,

**FAIRNESS OPINION CERTIFICATE ON TRANSFER OF ISIB BUSINESS OF
HCL TECHNOLOGIES LIMITED TO HCL COMNET SYSTEM AND SERVICES
LIMITED**

We, Karvy Investor Services Limited ('**Karvy**' or '**KISL**'), refer to our offer letter no. KISL/IB/HCL/2015-16/035 dated Wednesday, October 28, 2015, to act as an Independent Merchant Banker for furnishing a '**Fairness Opinion**' on the Scheme of Arrangement for transfer of ISIB business of HCL Technologies Limited ("Transferor Company") to HCL Comnet System and Services Limited ("Transferee Company") in a transfer of undertaking transaction (the "Scheme"), to comply with the listing agreement of the stock exchanges.

The ISIB Business of HCL Technologies Limited refers to the 'India System Integration Business', which is the India business of IT infrastructure management services involving managing customers and IT assets.

We have been given to understand that, the proposed Scheme is subject to shareholder and regulatory approvals. The scheme is conceived to provide the following benefits:

- a) simplified and transparent business structure of the Transferor Company and the Transferee Company;
- b) more focused management of the Transferor Company and the Transferee Company;
- c) greater visibility in the performance of the individual businesses;
- d) higher degree of independence as well as accountability with autonomy for each of the business segment;
- e) will thrive in achieving and sustaining competitiveness and development of long-term internal and core competencies;
- f) will also provide for independent collaboration and expansion without committing the existing organization in its entirety; and
- g) will create a platform to enhance financial flexibility to pursue the next stage of growth.



CERTIFIED TRUE COPY
For HCL TECHNOLOGIES LIMITED

Page 1 of 2

Karvy Investor Services Limited

Registered Office: Karvy House, 46, Avenue 4, Street No.1, Banjara Hills, Hyderabad - 500 034.

T: +91 40 2331 2454/2342 8774 | F: +91 40 2331 1968/2337 4714

e-mail: cmg@karvy.com/igmbd@karvy.com | www.karvy.com

Manish Anand
MANISH ANAND
Company Secretary

53

The transfer of undertaking is proposed at a cash consideration of Rs. 132 Crores as decided by the Board of Directors of the respective companies.

We refer to the above information, the Scheme document, financials of the companies, the information and the explanations submitted to us by the management of both the companies. We further refer to the fact that, the Transferee Company is a wholly owned subsidiary of the Transferor Company and no shares are to be issued as consideration for the proposed transfer. Hence, the valuation of the Transferor and Transferee Company have not been undertaken by an independent valuer in line with vide SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013.


Based on the above information, material, data and the Scheme made available to us, *to the best of our knowledge and belief*, the transfer proposed as per the Scheme is **Fair**.

This fairness opinion is furnished solely for the use of the Transferor and Transferee Company to comply with clause 24 of the listing agreement of the stock exchange(s) and should not be used for any other purpose without our prior written consent.

Thanking you,

Yours faithfully,

**For and on behalf of
Karvy Investor Services Limited**


**Rohan Menon
Senior Manager**



**CERTIFIED TRUE COPY
For HCL TECHNOLOGIES LIMITED**


**MANISH ANAND
Company Secretary**

(I)(a) Statement Showing Shareholding Pattern

(Pre-Scheme of Arrangement)

Name of the Company : HCL Technologies Limited				
Scrip Code : BSE - 532281; NSE - HCLTECH		Name of the Scrip, Class of Security : Equity		
Quarter Ended: June 30, 2015				
Partly paid-up shares:-		No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
	Held by promoter/ promoters's group	Nil	-	-
	Held by public	Nil	-	-
	Total	Nil	-	-
Outstanding convertible securities:-		No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
	Held by promoter/ promoters's group	Nil	-	-
	Held by public	Nil	-	-
	Total	Nil	-	-
Warrants:-		No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of the convertible warrants
	Held by promoter/ promoters's group	Nil	-	-
	Held by public	Nil	-	-
	Total	Nil	-	-
Total paid-up capital of the company assuming full conversion of warrants and convertible securities		Nil	-	-
		Nil	-	-
		Nil	-	-

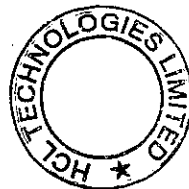
Category code (I)	Category of Shareholder (II)	Number of Shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialized form (V)	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of Shares (VIII)	As a percentage (IX)= VIII/IV*100
(A)	Promoter and Promoter Group							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	-	-	-	-	-	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(c)	Bodies Corporate	2	612,622,144	612,622,144	43.57%	43.57%	Nil	Nil
(d)	Financial Institutions/ Banks	-	-	-	-	-	-	-
(e)	Any Others (Specify)	-	-	-	-	-	-	-
(e-i)	Directors & their Relatives	3	788	788	0.00%	0.00%	Nil	Nil
(e-ii)	Trust **	1	80	80	0.00%	0.00%	Nil	Nil
	Sub Total(A)(1)	6	612,623,012	612,623,012	43.57%	43.57%	Nil	Nil
2	Foreign							
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-
(b)	Bodies Corporate	1	239,097,816	239,097,816	17.01%	17.01%	Nil	Nil
(c)	Institutions	-	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-
(e)	Any Others(Specify)	-	-	-	-	-	-	-
	Sub Total(A)(2)	1	239,097,816	239,097,816	17.01%	17.01%	Nil	Nil
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	7	851,720,828	851,720,828	60.58%	60.58%	Nil	Nil



(B)	Public shareholding							N.A.	N.A.
1	Institutions								
(a)	Mutual Funds/ UTI	305	48,799,184	48,797,020	3.47%	3.47%	-	-	-
(b)	Financial Institutions/ Banks	23	777,941	777,145	0.06%	0.06%	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-	-
(e)	Insurance Companies	30	14,036,744	14,036,744	1.00%	1.00%	-	-	-
(f)	Foreign Institutional Investors	908	406,713,190	406,712,390	28.93%	28.93%	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-	-	-	-	-
(I)	Any Other (specify)								
(I-i)	Foreign Banks	3	1,200	1,200	0.00%	0.00%	-	-	-
	Sub-Total (B)(1)	1,269	470,328,259	470,324,499	33.45%	33.45%	-	-	-
B 2	Non-institutions							N.A.	N.A.
(a)	Bodies Corporate	1,421	33,718,568	33,711,548	2.40%	2.40%	-	-	-
(b)	Individuals								
	i. Individual shareholders holding nominal share capital up to Rs. 1 lakh	117,893	33,847,063	33,168,464	2.41%	2.41%	-	-	-
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	67	7,191,884	7,191,884	0.51%	0.51%	-	-	-
(c)	Qualified Foreign Investor	-	-	-	0.00%	0.00%			
(d)	Any Other (specify)								
(d-i)	Trusts	36	1,337,122	1,337,122	0.10%	0.10%	-	-	-
(d-ii)	Foreign Nationals	12	74,767	74,767	0.01%	0.01%	-	-	-
(d-iii)	Non-Resident Indians	3,194	5,888,415	5,858,975	0.42%	0.42%	-	-	-
(d-iv)	Overseas Corporate Bodies	9	18,124	17,244	0.00%	0.00%	-	-	-
(d-v)	Clearing Members	465	1,364,123	1,364,123	0.10%	0.10%	-	-	-
(d-vi)	Hindu Undivided Families	1,804	489,265	489,265	0.03%	0.03%	-	-	-
	Sub-Total (B)(2)	124,901	83,929,331	83,213,392	5.97%	5.97%	-	-	-
	Total Public Shareholding (B) = (B)(1)+(B)(2)	126,170	554,257,590	553,537,891	39.42%	39.42%	N.A.	N.A.	
	TOTAL (A)+(B)	126,177	1,405,978,418	1,405,258,719	100.00%	100.00%	Nil	Nil	
(C)	Shares held by Custodians and against which Depository Receipts have been issued #							N.A.	N.A.
i.	Promoter and Promoter group	-	-	-	-	-			
ii.	Public	-	-	-	-	-			
	GRAND TOTAL (A)+(B)+(C)	126,177	1,405,978,418	1,405,258,719	100.00%	100.00%	Nil	Nil	

The Company has not issued any shares to the custodians against which Depository Receipts have been issued.

M. Prasad



(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr. No. (I)	Name of the shareholder (II)	Details of Shares held		Encumbered Shares			Details of warrants		Details of convertible securities		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital (XII)
		Number (III)	As a % of grand Total (A)+(B)+(C) (IV)	Number (V)	As a percentage (VI) = (V)/(III)*100	As a % of grand Total (A)+(B)+(C) of sub-clause (I)(a) (VII)	Number of warrants held (VII)	As a % of total number of warrants of the same class (IX)	Number of convertible securities held (X)	As a % of total number of convertible securities of the same class (XI)	
1	Vama Sundari Investments (Delhi) Pvt. Ltd.	600,097,024	42.68%	-	-	-	-	-	-	-	-
2	HCL Corporation Private Limited	12,525,120	0.89%	-	-	-	-	-	-	-	-
3	HCL Holdings Private Limited *	239,097,816	17.01%	-	-	-	-	-	-	-	-
4	Mr. Shiv Nadar	368	0.00%	-	-	-	-	-	-	-	-
5	Ms. Kiran Nadar	72	0.00%	-	-	-	-	-	-	-	-
6	Ms. Roshni Nadar Malhotra	348	0.00%	-	-	-	-	-	-	-	-
7	SSN Trust **	80	0.00%	-	-	-	-	-	-	-	-
TOTAL		851,720,828	60.58%	-	-	-	-	-	-	-	-

* This is an Overseas Corporate Body.

** These are public charitable trusts in which promoter does not hold any beneficial interest

(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Details of warrants		Details of convertible		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % of total number of warrants of the same class	Number of convertible securities held	% w.r.t. total number of convertible securities of the same class	
	Nil	-	-	-	-	-	-	-
TOTAL		-	-	-	-	-	-	-

(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the Company

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert(PAC) with them	Number of shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Details of warrants		Details of convertible		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants	As a % of total number of warrants of the same class	Number of convertible securities held	% w.r.t. total number of convertible securities of the same class	
	Nil	-	-	-	-	-	-	-
TOTAL		-	-	-	-	-	-	-

(I)(d) Statement showing details of locked-in shares

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Promoter/ Promoter Group/ Public
	Nil	0	0.00	0.00
TOTAL		0	0.00	0.00



(II)(a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
Not Applicable				
TOTAL		0	0	0.00

(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by
'promoter/ promoter group' are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
Not Applicable				
TOTAL			0	0.00

(III)(a) Statement showing the voting pattern of shareholders, if more than one class of shares/ securities is issued
by the issuer.

The Company has issued only one class of security



(I)(a) Statement Showing Shareholding Pattern

(Post-Scheme of Arrangement)

Name of the Company : HCL Technologies Limited				
Scrip Code : BSE - 532281; NSE - HCLTECH		Name of the Scrip, Class of Security : Equity		
Partly paid-up shares:-		No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
	Held by promoter/ promoters's group	Nil	-	-
	Held by public	Nil	-	-
	Total	Nil	-	-
Outstanding convertible securities:-		No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
	Held by promoter/ promoters's group	Nil	-	-
	Held by public	Nil	-	-
	Total	Nil	-	-
Warrants:-		No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of the convertible warrants
	Held by promoter/ promoters's group	Nil	-	-
	Held by public	Nil	-	-
	Total	Nil	-	-
Total paid-up capital of the company assuming full conversion of warrants and convertible securities		Nil	-	-
		Nil	-	-
		Nil	-	-

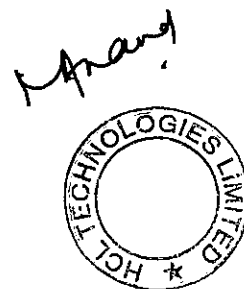
Category code (I)	Category of Shareholder (II)	Number of Shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialized form (V)	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of Shares (VIII)	As a percentage (IX)= VIII/IV*100
(A)	Promoter and Promoter Group							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	-	-	-	-	-	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(c)	Bodies Corporate	2	612,622,144	612,622,144	43.57%	43.57%	Nil	Nil
(d)	Financial Institutions/ Banks	-	-	-	-	-	-	-
(e)	Any Others (Specify)	-	-	-	-	-	-	-
(e-i)	Directors & their Relatives	3	788	788	0.00%	0.00%	Nil	Nil
(e-ii)	Trust **	1	80	80	0.00%	0.00%	Nil	Nil
	Sub Total(A)(1)	6	612,623,012	612,623,012	43.57%	43.57%	Nil	Nil
2	Foreign							
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-
(b)	Bodies Corporate	1	239,097,816	239,097,816	17.01%	17.01%	Nil	Nil
(c)	Institutions	-	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-
(e)	Any Others(Specify)	-	-	-	-	-	-	-
	Sub Total(A)(2)	1	239,097,816	239,097,816	17.01%	17.01%	Nil	Nil
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	7	851,720,828	851,720,828	60.58%	60.58%	Nil	Nil



(B)	Public shareholding						N.A.	N.A.
1	Institutions							
(a)	Mutual Funds/ UTI	305	48,799,184	48,797,020	3.47%	3.47%	-	-
(b)	Financial Institutions/ Banks	23	777,941	777,145	0.06%	0.06%	-	-
(c)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-
(e)	Insurance Companies	30	14,036,744	14,036,744	1.00%	1.00%	-	-
(f)	Foreign Institutional Investors	908	406,713,190	406,712,390	28.93%	28.93%	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-	-	-	-
(I)	Any Other (specify)							
(I-i)	Foreign Banks	3	1,200	1,200	0.00%	0.00%	-	-
	Sub-Total (B)(1)	1,269	470,328,259	470,324,499	33.45%	33.45%	-	-
B 2	Non-institutions						N.A.	N.A.
(a)	Bodies Corporate	1,421	33,718,568	33,711,548	2.40%	2.40%	-	-
(b)	Individuals							
	i. Individual shareholders holding nominal share capital up to Rs. 1 lakh	117,893	33,847,063	33,168,464	2.41%	2.41%	-	-
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	67	7,191,884	7,191,884	0.51%	0.51%	-	-
(c)	Qualified Foreign Investor	-	-	-	0.00%	0.00%		
(d)	Any Other (specify)							
(d-i)	Trusts	36	1,337,122	1,337,122	0.10%	0.10%	-	-
(d-ii)	Foreign Nationals	12	74,767	74,767	0.01%	0.01%	-	-
(d-iii)	Non-Resident Indians	3,194	5,888,415	5,858,975	0.42%	0.42%	-	-
(d-iv)	Overseas Corporate Bodies	9	18,124	17,244	0.00%	0.00%	-	-
(d-v)	Clearing Members	465	1,364,123	1,364,123	0.10%	0.10%	-	-
(d-vi)	Hindu Undivided Families	1,804	489,265	489,265	0.03%	0.03%	-	-
	Sub-Total (B)(2)	124,901	83,929,331	83,213,392	5.97%	5.97%	-	-
	Total Public Shareholding (B) = (B)(1)+(B)(2)	126,170	554,257,590	553,537,891	39.42%	39.42%	N.A.	N.A.
	TOTAL (A)+(B)	126,177	1,405,978,418	1,405,258,719	100.00%	100.00%	Nil	Nil
(C)	Shares held by Custodians and against which Depository Receipts have been issued #						N.A.	N.A.
i.	Promoter and Promoter group	-	-	-	-	-		
ii.	Public	-	-	-	-	-		
	GRAND TOTAL (A)+(B)+(C)	126,177	1,405,978,418	1,405,258,719	100.00%	100.00%	Nil	Nil

The Company has not issued any shares to the custodians against which Depository Receipts have been issued.

Note! No. of shares may change due to allotment of shares pursuant to Employees stock option plan of the company.



(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr. No. (I)	Name of the shareholder (II)	Details of Shares held		Encumbered Shares			Details of warrants		Details of convertible securities		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital (XII)	
		Number (III)	As a % of grand Total (A)+(B)+(C) (IV)	Number (V)	As a percentage (VI) = (V)/(III)*100	As a % of grand Total (A)+(B)+(C) of sub-clause (I)(a) (VII)	Number of warrants held (VII)	As a % of total number of warrants of the same class (IX)	Number of convertible securities held (X)	As a % of total number of convertible securities of the same class (XI)		
1	Vama Sundari Investments (Delhi) Pvt. Ltd.	600,097,024	42.68%	-	-	-	-	-	-	-	-	-
2	HCL Corporation Private Limited	12,525,120	0.89%	-	-	-	-	-	-	-	-	-
3	HCL Holdings Private Limited *	239,097,816	17.01%	-	-	-	-	-	-	-	-	-
4	Mr. Shiv Nadar	368	0.00%	-	-	-	-	-	-	-	-	-
5	Ms. Kiran Nadar	72	0.00%	-	-	-	-	-	-	-	-	-
6	Ms. Roshni Nadar Malhotra	348	0.00%	-	-	-	-	-	-	-	-	-
7	SSN Trust **	80	0.00%	-	-	-	-	-	-	-	-	-
TOTAL		851,720,828	60.58%	-	-	-	-	-	-	-	-	-

* This is an Overseas Corporate Body.

** These are public charitable trusts in which promoter does not hold any beneficial interest

(I)(c) (i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Details of warrants		Details of convertible		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital	
				Number of warrants held	As a % of total number of warrants of the same class	Number of convertible securities held	% w.r.t. total number of convertible securities of the same class		
	Nil	-	-	-	-	-	-	-	-
TOTAL		-	-	-	-	-	-	-	-

(I)(c) (ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the Company

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert(PAC) with them	Number of shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Details of warrants		Details of convertible		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital	
				Number of warrants	As a % of total number of warrants of the same class	Number of convertible securities held	% w.r.t. total number of convertible securities of the same class		
	Nil	-	-	-	-	-	-	-	-
TOTAL		-	-	-	-	-	-	-	-

(I)(d) Statement showing details of locked-in shares

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Promoter/ Promoter Group/ Public
	Nil	-	-	-
TOTAL		0	0.00	0.00



(II)(a) Statement showing details of Depository Receipts (DRs)

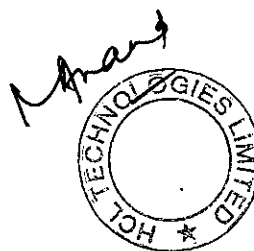
Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
Not Applicable				
TOTAL		0	0	0.00

(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by
'promoter/ promoter group' are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
Not Applicable				
TOTAL			0	0.00

(III)(a) Statement showing the voting pattern of shareholders, if more than one class of shares/ securities is issued
by the issuer.

The Company has issued only one class of security



HCL COMNET LTD.

(A subsidiary of HCL TECHNOLOGIES LTD.)

Corporate Identity Number: U74899DL2001PLC111951

A-10/11, Sector 3, NOIDA 201 301, UP., India

T: +91 120 4362800 F: +91 120 2539799

Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India

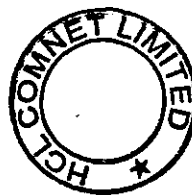
www.hclcomnet.co.in

www.hclisd.com

Annexure-5**HCL Comnet Limited****Statement showing Shareholding Pattern (Pre and Post Scheme of Arrangement)**

Sr. No.	Name of the Shareholder	Pre-Scheme of Arrangement		Post- Scheme of Arrangement	
		No. of Shares (Face value Rs.10/- each)	% of shareholding	No. of Shares (Face value Rs.10/- each)	% of shareholding
1	HCL Technologies Limited	949,840	99.994%	949,840	99.994%
2	Mr. Amit Roy (held as nominee of HCL Technologies Limited)	10	0.001%	10	0.001%
3	Mr. Sanjeev Nikore (held as nominee of HCL Technologies Limited)	10	0.001%	10	0.001%
4	Mr. Manish Anand (held as nominee of HCL Technologies Limited)	10	0.001%	10	0.001%
5	Mr. C.R.D. Prasad (held as nominee of HCL Technologies Limited)	10	0.001%	10	0.001%
6	Mr. Shamsheer Singh (held as nominee of HCL Technologies Limited)	10	0.001%	10	0.001%
7	Mr. Atul Kumar Jain (held as nominee of HCL Technologies Limited)	10	0.001%	10	0.001%
	Total	949,900	100.000%	949,900	100.000%

For HCL Comnet Limited



Manish Anand
Manish Anand
(Director)

63

HCL

Financial Details of the transferee and transferor companies for the previous 3 years as per the audited statement of Accounts

Name of the Company: **HCL Technologies Limited**

(Rs. in Crores)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2015-14	2014-13	2013-12 ***
Equity Paid up Capital	281	140	139
Reserves and surplus	19,125	15,606	10,093
Carry forward losses	-	-	-
Net Worth	19,406	15,746	10,233
Miscellaneous Expenditure	-	-	-
Secured Loans	41	539	544
Unsecured Loans	-	29	82
Fixed Assets	3,608	2,967	2,442
Income from Operations	17,153	16,497	12,768
Total Income	18,353	17,156	13,159
Total Expenditure	10,654	9,759	8,573
Profit before Tax	7,699	7,398	4,587
Profit after Tax	6,346	5,985	3,798
Cash profit *	5,336	6,147	4,170
EPS**	45	43	27
Book value (Rs. Per share)	2	2	2

*Taken as operating cash flow as per Cash Flow Statement

**Adjusted for Bonus issue for FY 13-14 and FY 12-13

***After taking into effect of scheme of arrangement of HCL Comnet Systems & Services Ltd.



Handwritten signature

Name of the Company: **HCL Comnet Limited**

(Rs. in Crores)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2015-14	2014-13	2013-12
Equity Paid up Capital	1	1	1
Reserves and surplus	237	190	173
Carry forward losses	-	-	-
Net Worth	238	191	174
Miscellaneous Expenditure	-	-	-
Secured Loans	1	1	14
Unsecured Loans	4	5	424
Fixed Assets	10	18	21
Income from Operations	505	547	561
Total Income	578	564	601
Total Expenditure	520	539	556
Profit before Tax	58	25	45
Profit after Tax	47	17	33
Cash profit *	8	67	39
EPS	491	174	348
Book value	10	10	10

*Taken as operating cash flow as per Cash Flow Statement

Anand

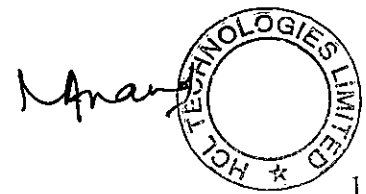


Compliance Report on Corporate Governance

Name of the Company : HCL Technologies Limited

Quarter ending on : September 30, 2015

Particulars	Clause of Listing Agreement	Compliance Status (Yes / No)	Remarks
(1)	(2)	(3)	(4)
II. Board of Directors	49(II)		
(A) Composition of Board	49(IIA)	Yes	-
(B) Independent Directors	49(IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49(IIC)	Yes	-
(D) Other provisions as to Board and Committees	49(IID)	Yes	-
(E) Code of Conduct	49(IIE)	Yes	Refer Note. 1
(F) Whistle Blower Policy	49(IIF)	Yes	Refer Note. 1
III. Audit Committee	49(III)		
(A) Qualified & Independent Audit Committee	49(IIIA)	Yes	-
(B) Meeting of Audit Committee	49(IIIB)	Yes	-
(C) Powers of Audit Committee	49(IIIC)	Yes	-
(D) Role of Audit Committee	49(IIID)	Yes	-
(E) Review of Information by Audit Committee	49(IIIE)	Yes	-
IV. Nomination and Remuneration Committee	49(IV)	Yes	-
V. Subsidiary Companies	49(V)	Yes	-
VI. Risk Management	49(VI)	Yes	-
VII. Related Party Transactions	49(VII)	Yes	Refer Note. 2



Particulars	Clause of Listing Agreement	Compliance Status (Yes / No)	Remarks
(1)	(2)	(3)	(4)
VIII. Disclosures	49(VIII)		
(A) Related party transactions	49(VIIA)	Yes	Refer Note. 2
(B) Disclosure of Accounting Treatment	49(VIIIB)	Yes	-
(C) Remuneration of Directors	49(VIIIC)	Yes	-
(D) Management	49(VIIID)	Yes	-
(E) Shareholders	49(VIIIE)	Yes	-
(F) Proceeds from Public issues, rights issue, preferential issues, etc.	49(VIIIF)	N.A.	-
IX. CEO/CFO Certification	49(IX)	Yes	Refer Note. 1
X. Report on Corporate Governance	49(X)	Yes	Refer Note. 1
VII. Compliance	49(XI)	Yes	Refer Note. 1

Note:1 The Annual Report disclosure requirements have been complied in the Annual Report for the Financial Year 2014-15.

Note: 2 The Company has entered into transactions with HCL America Inc., (a wholly owned step down subsidiary of the Company) a Related Party under Clause 49(VII) of the Listing Agreement in regard to rendering / obtaining of services, product sales and other miscellaneous income all aggregating to Rs.1,815.16 crores for quarter ended September 30, 2015. These transactions may be regarded as material in terms of the Listing Agreement.

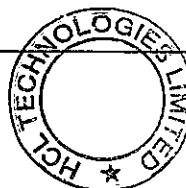


Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Arrangement between HCL Technologies Limited and its wholly owned subsidiary HCL Comnet Limited

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	National Stock Exchange of India Limited
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied – enclosed as Annexure - 2
2.b	Valuation Report from Independent Chartered Accountant	Not Applicable
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied – enclosed as Annexure - 3
2.d	Fairness opinion by merchant banker	Complied – enclosed as Annexure- 4
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied – enclosed as Annexure- 5
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied – enclosed as Annexure -6
2.g	Compliance with Clause 49 of Listing Agreement	Complied – enclosed as Annexure- 7
2.h	Complaints Report	Noted for compliance as per time limit
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	Not Applicable- since, consideration is for cash
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not Applicable- since, consideration is for cash
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Not Applicable- since, consideration is for cash



Handwritten signature

68


HCL

6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	There are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee at any future date.
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable- since, consideration is for cash

Date: October 30, 2015

Place: Noida (U.P.)

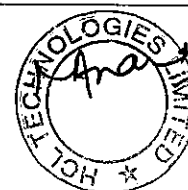
For HCL Technologies Limited


Manish Anand
 Company Secretary

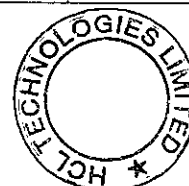


Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Name of the company	HCL Comnet Limited	HCL Technologies Limited
Date of Incorporation & details of name changes, if any	August 8, 2001	November 12, 1991
Registered Office	806, Siddharth 96, Nehru Place New Delhi-110001	806, Siddharth 96, Nehru Place New Delhi-110001
Brief particulars of the scheme	Upon coming into effect of this Scheme and with effect from the Appointed Date, the India System Integration Business ('ISIB') Undertaking belonging to the Transferor Company shall stand transferred and vested into the Transferee Company, as a going concern without any further act, deed, instrument, matter or thing, together with its assets, properties, liabilities, rights, benefits, obligations, privileges and interests therein, subject to existing charges, if any.	
Rationale for the scheme	<ul style="list-style-type: none"> i. Simplified and transparent business structure of the Transferor Company and Transferee Company; ii. More focused management of the Transferor Company and Transferee Company; iii. Greater visibility in the performance of the individual businesses; iv. Higher degree of independence as well as accountability with autonomy for each of the business segment; v. Will thrive in achieving and sustaining competitiveness and development of long-term internal and core competencies; vi. Will also provide for independent collaboration and expansion without committing the existing organization in its entirety; and vii. Will create a platform to enhance financial flexibility to pursue the next stage of growth. 	
Date of resolution passed by the Board of Directors of the company approving the scheme	September 29, 2015	October 16, 17 & 19, 2015



Date of meeting of the Audit Committee in which the draft scheme has been approved	September 29, 2015	October 16, 2015
Appointed Date	July 1, 2015	July 1, 2015
Name of Exchanges where securities of the company are listed	Unlisted Company	NSE & BSE
Nature of Business	The Company is currently engaged in providing technology services to customers in India. The Transferee Company provides data communication services which includes trading of satellite and non-satellite based communication equipment such as VSAT, Routers, Switches, Modems etc., application operation services and services related to installation and maintenance of networking equipment. The Transferee Company provides its services across Defense, Financial Services, Government, Telecom, PSU's, Energy and utilities.	The Company primarily drives its revenue from an integrated portfolio of services including Software-led IT solutions, Remote Infrastructure Management, Engineering, R&D Services and Business Process Outsourcing Services. The Transferor Company provides holistic, multi-service delivery in key industry verticals including Financial Services, Manufacturing, Consumer Services, Public Services and Healthcare & Life Sciences
Capital before the scheme	Rs.94,99,000 comprised of 9,49,900 equity shares of face value of Rs.10/- each	Rs.2,812,641,396 comprised of 1,406,320,698 equity shares of face value of Rs.2/- each
No. of shares to be issued	Nil	
Cancellation of shares on account of cross holding, if any	Not applicable	Not applicable
Capital after the scheme	Rs. 94,99,000 comprised of 9,49,900 equity shares of face value of Rs.10/- each	Rs.2,812,641,396 comprised of 1,406,320,698 equity shares of face value of Rs.2/- each * * No. of shares may increase due to allotment of shares pursuant to Employees Stock option plan of the Company.
Net Worth (Rs. in crores)		
Pre	19,240.78	237.68
Post	19,240.78	237.68

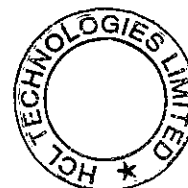


Manoj

Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Not Applicable			
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Not Applicable			
Fair value per shares Rs.	Not applicable		Not applicable	
Exchange ratio	Not applicable			
Name of Merchant Banker giving fairness opinion	M/s. Karvy Investor Services Limited			
Shareholding pattern HCL Technologies Limited (Transferor Company) As on June 30, 2015	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	851,720,828	60.58%	851,720,828	60.58%
Public	554,257,590	39.42%	554,257,590 *	39.42%
Custodian	-	-	-	-
TOTAL	1,405,978,418	100.00%	1,405,978,418	100.00%
No of shareholders	1,26,177		1,26,177	
Names of the Promoters	i. Vama Sundari Investments (Delhi) Pvt. Ltd. ii. HCL Corporation Private Limited iii. HCL Holdings Private Limited iv. Mr. Shiv Nadar v. Ms. Kiran Nadar vi. Ms. Roshni Nadar Malhotra vii. SSN Trust			
Names of the Board of Directors	i. Mr. Sivaprasad Sivasubramaniam Nadar ii. Ms. Roshni Nadar Malhotra iii. Mr. Amal Ganguli iv. Mr. Keki Minoo Mistry v. Mr. Ramanathan Srinivasan vi. Ms. Robin Ann Abrams vii. Mr. Sudhinder Krishan Khanna viii. Mr. Subramanian Madhavan ix. Dr. Sosale Shankara Sastry x. Mr. Thomas Sieber			
Details regarding change in management control if any	None			

* No. of public shareholders and their shareholding may change due to allotment of shares pursuant to Employees Stock option plan of the Company.

Handwritten signature



Shareholding pattern HCL Comnet Limited (Transferee Company) As on June 30, 2015	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter (HCL Technologies Limited and its 6 nominees)	9,49,900	100%	9,49,900	100%
Public	-	-	-	-
Custodian	-	-	-	-
TOTAL	9,49,900	100%	9,49,900	100%
No of shareholders	7		7	
Names of the Promoters	HCL Technologies Limited			
Names of the Board of Directors	i. Mr. Prahlad Rai Bansal ii. Mr. Atul Kumar Jain iii. Mr. Manish Anand iv. Ms. Poornima Savargaonkar v. Ms. Renu Kawatra			
Details regarding change in management control if any	None			



PRYD & Associates

CHARTERED ACCOUNTANTS



Net-worth certificate

M/s. **HCL Technologies Limited**, a Company incorporated under the Companies Act, 1956 and having its registered office at 806, Siddharth, 96, Nehru Place, New Delhi-110019 has requested us to issue a certificate of net-worth as on June 30, 2015 for onward submission with the National Stock Exchange of India Limited and BSE Limited in connection with the approval of a Scheme of Arrangement for transfer of 'India System Integration Business' of the Company to its wholly owned subsidiary, **HCL Comnet Limited** on a going concern basis with an objective to have simplified business structure with greater visibility in the performance of individual businesses.

As per the relevant records, information and explanations given to us and based on our examination of above, we hereby certify the net-worth of the Companies as on **June 30, 2015** as under:

HCL Technologies Limited

Statement of Computation of Indicative Net worth Pre and Post the Scheme of Arrangement

	Amount in (Rs/ Crores)	
	As at June 30, 2015	
Particulars	Pre-Scheme of Arrangement	Post-Scheme of Arrangement
<u>Share Capital</u>		
A). Equity Shares- Issued & fully paid-up	281.20	281.20
<u>Reserves and Surplus *</u>		
Securities Premium Account	1,881.21	1,881.21
General Reserve	2,639.20	2,639.20
Net surplus in the statement of Profit and Loss Account	14,439.17	14,439.17
B). Total Reserves and Surplus	18,959.58	18,959.58
C). Less: Miscellaneous Expenditure written off	-	-
Networth(A+B-C)	19,240.78	19,240.78

Note: Free Reserves have been considered as per Section 2(43) of the Companies Act, 2013

Date – 30-Oct-15
Place – New Delhi, India

For **PRYD & Associates**
FRN – 011626N
Chartered Accountants


CA P M Mittal
(Partner)
M.No. 094667

PRYD & Associates
CHARTERED ACCOUNTANTS



HCL Comnet Limited

Statement of Computation of Indicative Net worth Pre and Post the Scheme of Arrangement

		Amount in (Rs/ Crores)
		As at June 30, 2015
Particulars	Pre-Scheme of Arrangement	Post-Scheme of Arrangement
Share Capital		
A). Equity Shares- Issued & fully paid-up	0.95	0.95
Reserves and Surplus *		
Securities Premium Account	53.99	53.99
Net surplus in the statement of Profit and Loss Account	182.67	182.67
B). Total Reserves and Surplus	236.67	236.67
C). Less: Miscellaneous Expenditure written off	-	-
Networth	237.62	237.62

Note: Free Reserves have been considered as per Section 2(43) of the Companies Act, 2013

For PRYD & Associates
FRN – 011626N
Chartered Accountants

Date – 30-Oct-15
Place – New Delhi, India



M.No. 094667

HCL TECHNOLOGIES LTD.

Corporate Identity Number: L74140DL1991PLC046369

A 10-11, Sector 3, NOIDA 201 301, UP, India.

T: +91 120 4013000 F: +91 120 2526907

Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.

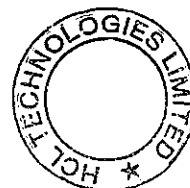
www.hcltech.com

www.hcl.com

Annexure - 11

Capital Evolution details- HCL Technologies Limited

Date of Issue/	No. of Shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
1999-2000	74688188	-	Shares Prior to Public Issue of face value of Rs.4/- each	124480313	Yes
	14200000	580	Allotment of Shares under Initial Public Offering of the Company in December 1999.	138680313	Yes
	1083218	4 *	Shares allotted under Employees Stock Option Plan of the Company.	139763531	Yes
2000-2001	1862384	4 *	Shares allotted under Employees Stock Option Plan of the Company.	141625915	Yes
After sub-division of Rs.4/- ordinary shares into Rs.2/- each					
	141625915	-	W.e.f. 12.12.2000, each equity shares of Rs. 4/- each was sub-divided into 2 equity shares of Rs. 2/- each. The number of shares in Col 2 is the difference between the number of shares after and before the Stock Split.	283251830	Yes
	1667878	2 *	Shares allotted under Employees Stock Option Plan of the Company, after 12.12.2000.	284919708	Yes
2001-2002	2964582	2 *	Shares allotted under Employees Stock Option Plan of the Company.	287884290	Yes
2002-2003	552348	2 *	Shares allotted under Employees Stock Option Plan(s) of the Company.	288436638	Yes
2003-2004	7090990	2	Pursuant to Scheme of Arrangement between HCL Infosystems Ltd. and HCL Technologies Ltd. 70,90,990 equity shares of face value of Rs.2/- each were issued.	295527628	Yes
	552810	2 *	Shares allotted under Employees Stock Option Plan(s) of the Company.	296080438	Yes
2004-2005	3775357	2 *	Shares allotted under Employees Stock Option Plan(s) of the Company.	299855795	Yes
	19358989	361	Preferential allotment of 1,93,58,989 equity shares to Deutsche Bank AG ("DBAG") towards consideration for acquiring balance 49% stake in the Joint Venture with DBAG.	319214784	Yes



Date of Issue/	No. of Shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
2005-2006	4227566	2 *	Shares allotted under Employees Stock Option Plan(s) of the Company.	323442350	Yes
2006-2007	2011568	2 *	Shares allotted under Employees Stock Option Plan(s) of the Company.	325453918	Yes
	325453918	-	Issuance of bonus shares in the ratio of 1 equity shares for every 1 share held.	650907836	Yes
	12775280	2 *	Shares allotted under Employees Stock Option Plan(s) of the Company, after bonus issue.	663683116	Yes
2007-2008	2657156	2 *	Shares allotted under Employees Stock Option Plan(s) of the Company.	666340272	Yes
2008-2009	3916328	2 *	Shares allotted under Employees Stock Option Plan(s) of the Company.	670256600	Yes
2009-2010	8527212	2 *	Shares allotted under Employees Stock Option Plan(s) of the Company.	678783812	Yes
2010-2011	9904712	2 *	Shares allotted under Employees Stock Option Plan(s) of the Company.	688688524	Yes
2011-2012	4594952	2 *	Shares allotted under Employees Stock Option Plan(s) of the Company.	693283476	Yes
2012-2013	3576256	2 *	Shares allotted under Employees Stock Option Plan(s) of the Company.	696859732	Yes
	10125	2	Shares allotted under Scheme of Arrangement with HCL Comnet Systems & Services Ltd.	696869857	Yes
2013-2014	3106524	2 *	Shares allotted under Employees Stock Option Plan(s) of the Company.	699976381	Yes
2014-2015	3154076	2 *	Shares allotted under Employees Stock Option Plan(s) of the Company.	703130457	Yes
	702847961	-	Issuance of bonus shares in the ratio of 1 equity shares for every 1 share held.	1405978418	Yes
2015-2016	342280	2 *	Shares allotted under Employees Stock Option Plan(s) of the Company.	1406320698	Yes

* Shares under ESOP have been allotted at various prices.



Manan

HCL COMNET LTD.

(A subsidiary of HCL TECHNOLOGIES LTD.)

Corporate Identity Number: U74899DL2001PLC111951

A-10/11, Sector 3, NOIDA 201 301, UP., India

T: +91 120 4362800 F: +91 120 2539799

Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India

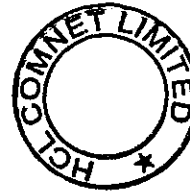
www.hclcomnet.co.in

www.hclisd.com

Annexure - 11**Capital Evolution details- HCL Comnet Limited**

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
14-Aug-01	50,000	10	Subscription to MoA	50,000	No- Unlisted company
5-Dec-01	449,900	610	Fresh Issue of shares	499,900	No- Unlisted company
24-Jun-04	450,000	610	Fresh Issue of shares	949,900	No- Unlisted company

For HCL Comnet Limited

Manish Anand
(Director)

Confirmation by the Company Secretary

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Arrangement between HCL Technologies Limited and its wholly owned subsidiary HCL Comnet Limited

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of ~~amalgamation/~~ arrangement does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(g) of the Listing agreement or the requirements of BSE Limited.
- b) In the explanatory statement, if required, to be forwarded by the company to the shareholders u/s 393 ~~or accompanying a proposed resolution to be passed u/s 100~~ of the Companies Act, it shall disclose:
 - i) the pre and post-arrangement or ~~amalgamation (expected)~~ capital structure and shareholding pattern and
 - ii) the "fairness opinion" obtained from an Independent merchant banker on ~~valuation of assets / shares done by the valuer for the fairness of the Scheme between the Company and unlisted Company.~~
 - iii) The Complaint report as per the format given in Annexure III.
 - iv) The observation letter issued by the Stock Exchanges.
- c) The draft scheme of ~~amalgamation/~~ arrangement together with all documents mentioned in Clause 5.16 (c) SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, shall be disseminated on company's website as per www.hcltech.com given hereunder:
- d) The Company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The Company shall obtain shareholders' approval, if required, by way of special resolution passed through postal ballot/ e-voting.



Manoj

79

HCL

- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.

Date: October 30, 2015

Place: Noida (U.P.)

For HCL Technologies Limited


Manish Anand
Company Secretary



HCL TECHNOLOGIES LIMITED

INDIAN - GAAP

STANDALONE FINANCIAL STATEMENT

For the year ended 30 June 2015

INDEPENDENT AUDITOR'S REPORT

To the Members of HCL Technologies Limited

Report on the Financial Statements

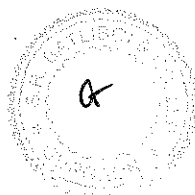
We have audited the accompanying Standalone Financial Statements of HCL Technologies Limited ("the Company"), which comprise the Balance Sheet as at June 30, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at June 30, 2015, its profit, and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the directors as on June 30, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on June 30, 2015, from being appointed as a director in terms of section 164 (2) of the Act;



S.R. BATLIBOI & Co. LLP

Chartered Accountants

- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements as of June 30, 2015;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts as of June 30, 2015;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **S.R. BATLIBOI & CO. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E



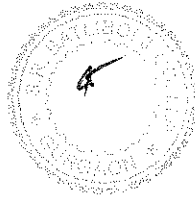
per **Tridibes Basu**

Partner

Membership Number: 17401

Place: Gurgaon, India

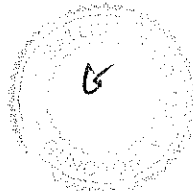
Date: August 3, 2015



Annexure referred to in paragraph 1 of the section on "Report on Other Legal and Regulatory Requirements" of our report of even date

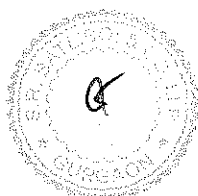
Re: HCL Technologies Limited (the Company)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets were physically verified by the management in accordance with a planned programme of verifying them in phased manner over the period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a) and (b) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the company in respect of these areas.
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the products/services of the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.



- (c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax and cess on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961#	Income Tax	14,466,193	2011-12	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961#	Income Tax	121,896,648	2010-11	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961#	Income Tax	1,959,632	2009-10	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961#	Income Tax	126,674	2004-05	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	925,475,897	2010-11	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	494,096,804	2009-10	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	1,797,077,617	2007-08	Income Tax Appellate Tribunal
Income Tax Act, 1961#	Income Tax	88,854,241	2006-07	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	1,590,135,881	2006-07	Income Tax Appellate Tribunal
Income Tax Act, 1961#	Income Tax	650,674	2005-06	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	137,097,922	2005-06	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	9,825,346	2005-06	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	82,365,915	2005-06	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	14,660,911	2005-06	Income Tax Appellate Tribunal
Income Tax Act, 1961*	Income Tax	59,070,422	2005-06	Delhi High Court
Income Tax Act, 1961#	Income Tax	20,696	2004-05	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	17,640,000	2004-05	Delhi High Court
Income Tax Act, 1961*	Income Tax	73,604,302	2004-05	Delhi High Court
Income Tax Act, 1961	Income Tax	440,744,283	2004-05	Supreme Court of India



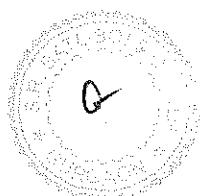
S.R. BATLIBOI & Co. LLP

Chartered Accountants

Name of the Statute	Nature of Dues	Amount (Rs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961*	Income Tax	23,055,804	2004-05	Delhi High Court
Income Tax Act, 1961#	Income Tax	217,648	2003-04	Income Tax Appellate Tribunal
Income Tax Act, 1961*	Income Tax	208,566,888	2003-04	Delhi High Court
Income Tax Act, 1961	Income Tax	1,660,000	2003-04	Delhi High Court
Income Tax Act, 1961	Income Tax	109,913,332	2003-04	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	14,255,745	2003-04	Supreme Court of India
Income Tax Act, 1961	Income Tax	18,280,770	2002-03	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	66,575,462	2002-03	Supreme Court of India
Income Tax Act, 1961	Income Tax	2,852,500	2001-02	Delhi High Court
Finance Act 1994, read with Service Tax Rules, 1994	Service Tax	1,141,542	2006-11	Customs ,Excise, Service Tax Appellant Tribunal, New Delhi
Finance Act 1994, read with Service Tax Rules, 1994	Service Tax	413,219	2009-10	Customs ,Excise, Service Tax Appellant Tribunal, New Delhi
Finance Act 1994, read with Service Tax Rules, 1994	Service Tax	21,512,883	2006-07	Commissioner Appeals, Central Excise, Noida
Finance Act 1994, read with Service Tax Rules, 1994	Service Tax	8,162,466	2006-07	Customs ,Excise, Service Tax Appellant Tribunal, New Delhi
Central Excise Act, 1944	Excise Act	17,367,443	2011-12	Customs ,Excise, Service Tax Appellant Tribunal, Chennai
Customs Act, 1962	Custom Duty	5,517,609	2005-06	Customs ,Excise, Service Tax Appellant Tribunal, Bangalore

* In these cases tax demand may arise only if the matter currently subjudice before Honorable Delhi High Court is decided against the Company.

Pursuant to scheme for demerger of IT enabled business of HCL Comnet Systems & Services Limited in FY 2012 - 13



S.R. BATLIBOI & Co. LLP

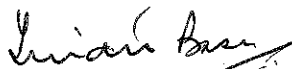
Chartered Accountants

- (d) According to the information and explanations given to us, the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.
- (viii) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (ix) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (x) According to the information and explanations given to us, the Company has given guarantee for loans taken by others from banks and financial institutions, the terms and conditions whereof, in our opinion, are not prima-facie prejudicial to the interest of the Company.
- (xi) Based on the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For S.R. BATLIBOI & CO. LLP

Chartered Accountants

ICAI Firm registration number: 301003E



per Tridibes Basu

Partner

Membership Number: 17401

Place: Gurgaon

Date: August 3, 2015



HCL Technologies Limited
Balance Sheet as at 30 June 2015
(All amounts in crores of ₹)

	Note No.	As at 30 June 2015	As at 30 June 2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	2.1	281.20	140.00
(b) Reserves and surplus	2.2	19,124.53	15,605.61
		19,405.73	15,745.61
(2) Share application money pending allotment	2.3	0.02	7.65
(3) Non - current liabilities			
(a) Long-term borrowings	2.4	27.22	27.45
(b) Other long-term liabilities	2.5	282.94	515.43
(c) Long term provisions	2.6	198.77	175.28
		508.93	718.16
(4) Current liabilities			
(a) Short term borrowings	2.7	-	29.25
(b) Trade payables	2.8	468.58	392.47
(c) Other current liabilities	2.8	3,643.67	4,006.16
(d) Short term provisions	2.9	888.13	915.20
		5,000.38	5,343.08
TOTAL		24,915.06	21,814.50
II. ASSETS			
(1) Non-current assets			
(a) Fixed Assets			
(i) Tangible assets	2.10	3,024.98	2,404.30
(ii) Intangible assets	2.10	39.25	44.27
(iii) Capital work in progress		543.95	518.50
		3,608.18	2,967.07
(b) Non-current investments	2.11	3,500.23	3,559.72
(c) Deferred tax assets (net)	2.12	217.88	311.79
(d) Long term loans and advances	2.13	1,106.39	791.65
(e) Other non-current assets	2.14	308.10	177.75
		8,740.78	7,807.98
(2) Current Assets			
(a) Current investments	2.11	624.73	556.29
(b) Inventories	2.15	83.65	15.54
(c) Trade receivables	2.16	3,578.28	3,224.19
(d) Cash and bank balances	2.17	8,829.41	7,911.08
(e) Short - term loans and advances	2.18	1,657.70	984.32
(f) Other current assets	2.19	1,400.51	1,315.10
		16,174.28	14,006.52
TOTAL		24,915.06	21,814.50

Summary of significant accounting policies

1 & 2

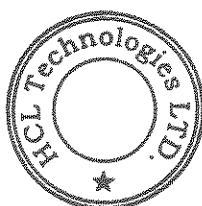
The accompanying notes are an integral part of the financial statements

As per our report of even date

FOR S. R. BATLIBOI & CO. LLP
ICAI Firm Registration Number : 301003E
Chartered Accountants

Tridib Basu
per Tridib Basu
Partner
Membership Number: 17401

Gurgaon, India
03 August 2015



For and on behalf of the Board of Directors
of HCL Technologies Limited

Shiv Nadar

Shiv Nadar
Chairman and Chief Strategy Officer

Anant Gupta

Anant Gupta
President and Chief Executive Officer

Manish Anand

Manish Anand
Company Secretary

Noida (UP), India
03 August 2015

Amal Ganguli

Amal Ganguli
Director

Anil Chanana

Anil Chanana
Chief Financial Officer

Amal

HCL Technologies Limited
Statement of Profit and Loss for the year ended 30 June 2015
(All amounts in crores of ₹ except share data unless otherwise stated)


	Note No.	Year ended 30 June 2015	Year ended 30 June 2014
Income			
Revenue from operations	2.20	17,153.44	16,497.37
Other income	2.21	1,199.50	659.12
Total revenue		18,352.94	17,156.49
Expenses			
Purchase of traded goods		363.76	345.37
Change in inventories of traded goods	2.22	(66.23)	64.75
Employee benefits expense	2.23	5,924.62	5,123.95
Finance costs	2.24	60.64	81.65
Depreciation and amortization expense	2.10	299.92	490.70
Other expenses	2.25	4,071.69	3,652.41
Total expenses		10,654.40	9,758.83
Profit before tax		7,698.54	7,397.66
Provision for tax			
Current tax		1,610.45	1,555.74
MAT credit entitlement		(310.43)	(115.91)
Deferred tax charge/(credit)		52.57	(26.79)
Total tax expense		1,352.59	1,413.04
Profit for the year		6,345.95	5,984.62
Earnings per equity share of par value ₹ 2 each	2.32		
Basic (in ₹)		45.17	42.83
Diluted (in ₹)		44.91	42.26

Summary of significant accounting policies

1 & 2

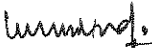
The accompanying notes are an integral part of the financial statements

As per our report of even date

FOR S. R. BATLIBOI & CO. LLP
ICAI Firm Registration Number: 301003E
Chartered Accountants

per Tridibes Basu
Partner
Membership Number: 17401

Gurgaon, India
03 August 2015

For and on behalf of the Board of Directors
of HCL Technologies Limited


Shiv Nadar
Chairman and Chief Strategy Officer

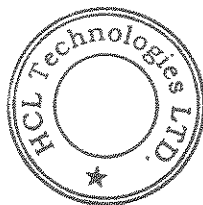

Amal Ganguli
Director


Anant Gupta
President and Chief Executive Officer


Anil Chanana
Chief Financial Officer

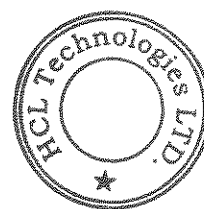

Manish Anand
Company Secretary

Noida (UP), India
03 August 2015



HCL Technologies Limited
Cash flow statement
(All amounts in crores of ₹)

	Year ended 30 June 2015	Year ended 30 June 2014
A. Cash flows from operating activities		
Profit before tax	7,698.54	7,397.66
Adjustment for:		
Depreciation and amortization	299.92	490.70
Interest income	(795.95)	(533.16)
Dividend income	(78.24)	(24.68)
Profit on sale of investments (net)	(33.76)	(50.42)
Interest expenses	16.11	72.35
Profit on sale of fixed assets (net)	(97.06)	(47.97)
Employee stock compensation expense/(written back)	(15.39)	30.92
Other non cash (benefits)/ charges	(24.08)	53.43
Operating profit before working capital changes	6,970.09	7,388.83
Movement in Working Capital		
(Increase)/ decrease in trade receivables	(342.84)	(559.87)
(Increase)/ decrease in inventories	(68.34)	67.16
(Increase)/ decrease in loans and advances	(77.35)	5.89
(Increase)/ decrease in other assets	(197.31)	(122.24)
Increase/ (decrease) in liabilities and provisions	501.57	601.21
Cash generated from operations	6,785.82	7,380.98
Direct taxes paid (net of refunds)	(1,450.15)	(1,233.76)
Net cash flow from operating activities (A)	5,335.67	6,147.22
B. Cash flows from investing activities		
Proceeds from bank deposit on maturity	7,670.35	2,653.02
Investments in bank deposits	(8,396.68)	(7,670.35)
Purchase of investments in securities	(7,774.96)	(7,354.54)
Proceeds from sale of investments in securities	7,740.27	7,344.65
Payment for investment in mutual fund - units allotted on 01 July, 2014	-	(55.00)
Deposits placed with body corporate	(1,193.00)	(564.00)
Proceeds from maturity of deposits placed with body corporate	564.00	680.50
Proceeds from repayment of loans given to subsidiaries	-	414.00
Proceeds from redemption of preference shares	59.49	-
Advance against sale of building	-	108.00
Purchase of fixed assets, including capital work in progress and capital advances	(1,059.29)	(605.06)
Proceeds from sale of fixed assets	7.69	60.47
Dividend received	78.24	24.68
Interest received	810.32	488.62
Taxes paid	(269.47)	(180.53)
Net cash flow used in investing activities (B)	(1,763.04)	(4,655.54)
C. Cash flows from financing activities		
Proceeds from issue of share capital	10.45	34.47
Repayment of debentures	(500.00)	-
Proceeds from long term borrowings	17.54	11.11
Repayment of long term borrowings	(15.92)	(13.97)
Proceeds from short term borrowings	425.07	28.78
Repayment of short term borrowings	(454.33)	(82.00)
Dividend paid	(2,385.11)	(1,118.39)
Corporate dividend tax	(439.27)	(184.45)
Interest paid	(18.64)	(72.88)
Principal payment on finance lease obligations	-	(0.34)
Net cash flow used in financing activities (C)	(3,360.21)	(1,397.67)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	212.42	94.01
Effect of exchange differences on cash and cash equivalents held in foreign currency	(20.42)	(9.09)
Cash and cash equivalents at the beginning of the year	240.73	155.81
Cash and cash equivalents at the end of the year as per note 2.17 (a) (refer note below)	432.73	240.73
Summary of significant accounting policies (Note 1)		



Note:

Cash and cash equivalents include the following:

Investor education and protection fund-unclaimed dividend *

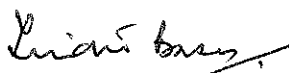
2.99

2.51

* The Company can utilize these balances only towards the settlement of the respective above mentioned liabilities:

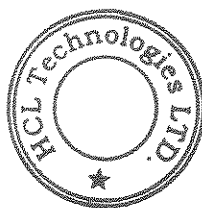
As per our report of even date.

FOR S. R. BATLIBOI & CO. LLP
ICAI Firm Registration Number : 301003E
Chartered Accountants

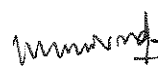


per Tridib Basu
Partner
Membership Number: 17401

Gurgaon, India
03 August 2015



For and on behalf of the Board of Directors
of HCL Technologies Limited



Shiv Nadar
Chairman and Chief Strategy Officer



Amal Ganguli
Director



Anant Gupta
President and Chief Executive Officer



Anil Chandra
Chief Financial Officer



Manish Anand
Company Secretary

Noida (UP), India
03 August 2015

HCL Technologies Limited

Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

Company Overview

HCL Technologies Limited (hereinafter referred to as 'HCL' or the 'Company') is primarily engaged in providing a range of software services, business process outsourcing services and IT infrastructure services. The Company was incorporated in India in November 1991. The Company leverages its extensive offshore infrastructure and global network of offices and professionals located in various countries to deliver solutions across select verticals including financial services, manufacturing (automotive, aerospace, hi-tech and semi conductors), telecom, retail and consumer packaged goods services, media, publishing and entertainment, public services, energy and utility, healthcare and travel, transport and logistics.

1. Significant Accounting Policies

a) Basis of preparation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). These financial statements have been prepared to comply in all material aspects with the applicable accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared under the historical cost convention on an accrual and going concern basis except for certain financial instruments which are measured at fair value.

The accounting policies adopted in the preparation of the financial statements are consistent with those of the previous year unless stated specifically in the accounting policies below.

b) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates.

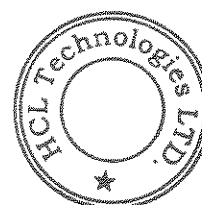
c) Tangible fixed assets and capital work-in-progress

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed assets is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard or period of performance. All other expenses on existing fixed assets, including day - to - day repairs, maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Fixed assets under construction and cost of assets not ready for use before the year - end, are disclosed as capital work - in - progress.



HCL Technologies Limited**Notes to financial statements for the year ended 30 June 2015**

(All amounts in crores of ₹, except share data and as stated otherwise)

d) Depreciation on tangible fixed assets

Depreciation on tangible fixed assets is provided on the straight-line method over their estimated useful lives, as determined by the management. Depreciation is charged on a pro-rata basis for assets purchased/sold during the year.

The management's estimates of the useful lives of various tangible fixed assets for computing depreciation are as follows:

	Life (in years)
Land-leasehold	Over the period of lease (up to maximum of 99 years)
Buildings	20
Plant and machinery (including, air conditioners and electrical installations)	10
Office equipments	5
Computers	4-5
Furniture and fixtures	7
Vehicles – owned	5
Vehicles – leased	Over the period of lease or 5 years, whichever is lower
Leasehold- improvements	Over the remaining period of lease or 4 years, whichever is lower

The useful lives as given above best represent the period over which the management expects to use these assets, based on technical assessment. Hence, the useful lives for these assets are different from the useful lives prescribed under Part C of Schedule II of the Companies Act 2013.

Till year ended 30 June 2014, to comply with the requirements of Schedule XIV to the Companies Act, 1956, the Company was charging 100% depreciation on assets costing ₹ 5,000/- or less in the year of purchase. However, to comply with the requirement of Schedule II to the Companies Act, 2013, the Company has changed its accounting policy for depreciation of assets costing ₹ 5,000/- or less. As per the revised policy, the Company depreciates such assets over their useful lives as assessed by the management. The management has decided to apply the revised accounting policy prospectively from the accounting year commencing on or after 01 July 2014.

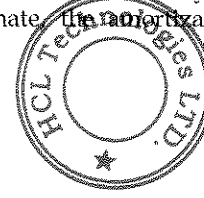
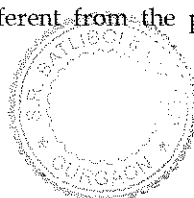
The change in the accounting for depreciation of assets costing ₹ 5,000/- or less did not have any material impact on financial statements of the Company for the current year.

e) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of amalgamation. Following the initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

Intangible assets are amortized on a straight line basis over their estimated useful economic life. The Company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from the previous estimate, the amortization period is changed



HCL Technologies Limited**Notes to financial statements for the year ended 30 June 2015**

(All amounts in crores of ₹, except share data and as stated otherwise)

accordingly. If there has been a significant change in the expected pattern of economic benefit from the asset, the amortization method is changed to reflect the changed pattern.

Gains or losses arising from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognized in the statement of profit and loss when the asset is derecognized.

Goodwill arising out of amalgamation is amortized over 5 years unless a longer period can be justified.

The management's estimates of the useful life of Software is 3 years.

f) Research and development costs

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognized as an intangible asset when the Company can demonstrate all the following:

- (i) The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- (ii) Its intention to complete the asset;
- (iii) Its ability to use or sell the asset;
- (iv) How the asset will generate future economic benefits;
- (v) The availability of adequate resources to complete the development and to use or sell the asset; and
- (vi) The ability to measure reliably the expenditure attributable to the intangible asset during development.

Any expenditure so capitalized is amortized over the period of expected future sales from the related project.

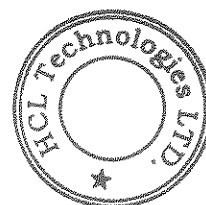
The carrying value of development costs is reviewed annually for impairment when the asset is not yet in use, and otherwise when events or changes in circumstances indicate that the carrying value may not be recoverable.

g) Leases***Where the Company is the lessee***

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value or present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance cost in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of the lease are capitalized.

A leased asset is depreciated on a straight line basis over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight line basis over the shorter of the estimated useful life of the asset or lease term.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased items, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.



HCL Technologies Limited

Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

Where the Company is the lessor

Leases in which the Company transfers substantially all the risk and benefits of ownership of the asset are classified as finance leases. Assets given under a finance lease are recognized as a receivable at an amount equal to the net investment in the leased assets. After initial recognition, the Company apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance leases. The interest income is recognized in the statement of profit and loss. Initial direct costs such as legal cost, brokerage cost etc are recognized immediately in the statement of profit and loss.

Leases in which the Company does not transfer substantially all the risk and benefits of ownership of the assets, are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the statement of profit and loss on a straight line basis over the lease term. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal cost, brokerage cost etc are recognized immediately in the statement of profit and loss.

h) Borrowing cost

Borrowing costs include interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

i) Impairment of tangible and intangible assets

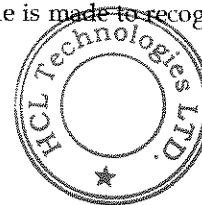
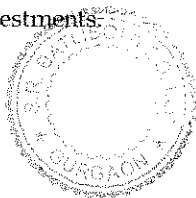
An assessment is done at each balance sheet date as to whether there is any indication that an asset (tangible or intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. The recoverable amount is the higher of an asset's or cash generating unit's net selling price or its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

j) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises the purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired by the issue of shares or other securities, the acquisition cost is the fair value of securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investments are carried at the lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline, other than temporary, in the value of the long term investments.



HCL Technologies Limited

Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

k) Inventories

Stock in trade, stores and spares are valued at the lower of the cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Cost of stock in trade procured for specific projects is assigned by identification of individual costs of each item. Cost of stock in trade, that are interchangeable and not specific to any project and cost of stores and spare parts are determined using the weighted average cost formula.

l) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from sale of goods and rendering of services is recognized when risk and reward of ownership have been transferred to the customer, the sale price is fixed or determinable and collectability is reasonably assured.

The Company derives revenues primarily from:-

- Software services;
- IT Infrastructure services; and
- Business process outsourcing services.

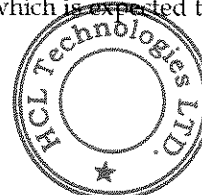
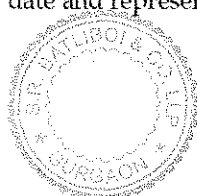
i) Software services

Revenue from software services comprises income from time and material and fixed price contracts. Revenue with respect to time and material contracts is recognized as related services are performed. Revenue from fixed price contracts is recognized in accordance with the percentage completion method under which revenue is recognized on the basis of cost incurred in respect of each contract as a proportion of total cost expected to be incurred. The cumulative impact of any revision in estimates of the percentage of work completed is reflected in the year in which the change becomes known. Provision for estimated losses is made during the year in which a loss becomes probable based on current cost estimates. Revenue from sale of licenses for the use of software applications is recognized on transfer of title in the user license. Revenue from annual technical service contracts is recognized on a pro rata basis over the period in which such services are rendered. Income from revenue sharing agreements is recognized when the right to receive is established.

ii) IT Infrastructure services

Revenue from sale of products is recognized when risk and reward of ownership have been transferred to the customer, the sale price is fixed or determinable and collectability is reasonably assured. Revenue related to products with installation services that are critical to the products is recognized when installation of networking equipment at customer site is completed and accepted by the customer. Revenue from bandwidth services is recognized upon actual usage of such services by customers based on either the time for which these services are provided or volume of data transferred or both and excludes service tax. Revenue from maintenance services is recognized ratably over the period of the contract. Revenue from IT infrastructure management services comprises income from time-and-material, and fixed price contracts. Revenue with respect to time-and-material contracts is recognized as related services are performed. Revenue with respect to fixed price contracts is recognized in accordance with the percentage of completion method.

Unearned revenue arising in respect of bandwidth services and maintenance services is calculated on the basis of the unutilized period of service at the balance sheet date and represents revenue which is expected to be earned in future periods in respect of these services.



HCL Technologies Limited**Notes to financial statements for the year ended 30 June 2015**

(All amounts in crores of ₹, except share data and as stated otherwise)

In case of multiple-deliverable contracts where revenue cannot be allocated to various deliverables in a contract, the entire contract is accounted for as one deliverable and accordingly the revenue is recognized on a proportionate completion method following the performance pattern of predominant services in the contract or is deferred until the last deliverable is delivered.

iii) Business process outsourcing services

Revenue from business process outsourcing services is derived from both time based and unit-price contracts. Revenue is recognized as the related services are performed in accordance with the specific terms of the contracts with the customers.

Earnings in excess of billing are classified as unbilled revenue, while billing in excess of earnings are classified as unearned revenue. Incremental revenue from existing contracts arising on future sales of the customers' products will be recognized when it is earned. Revenue and related direct costs from transition services in outsourcing arrangements are deferred and recognized over the period of the arrangement. Certain upfront non-recurring costs incurred in the initial phases of outsourcing contracts and contract acquisition costs, are deferred and amortized usually on a straight line basis over the term of the contract. The Company periodically estimates the undiscounted cash flows from the arrangement and compares it with the unamortized costs. If the unamortized costs exceed the undiscounted cash flow, a loss is recognized.

The Company gives volume discounts and pricing incentives to customers. The discount terms in the Company's arrangements with customers generally entitle the customer to discounts, if the customer completes a specified level of revenue transactions. In some arrangements, the level of discount varies with increases in the levels of revenue transactions. The Company recognizes discount obligations as a reduction of revenue based on the rateable allocation of the discount to each of the underlying revenue transactions that result in progress by the customer toward earning the discount.

Revenues are shown net of sales tax, value added tax, service tax and applicable discounts and allowances.

Revenue from finance leases is recognized when risk of loss is transferred to the customer and there are no unfulfilled obligations that affect the client's final acceptance of the arrangement. Interest attributable to finance leases is recognized on the accrual basis using the effective interest method.

(iv) Others

Interest on the deployment of surplus funds is recognized using the time-proportion method, based on interest rates implicit in the transaction. Brokerage, commission and rent are recognized once the same are earned and accrued to the Company and dividend income is recognized when the right to receive the dividend is established.

m) Foreign currency translation

(i) Initial Recognition

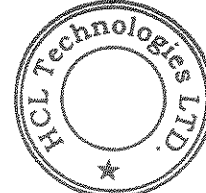
Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency, at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

(iii) Exchange Differences

Exchange differences arising on the settlement of monetary items, or on reporting such monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or expense in the statement of profit and loss in the year in which they arise.



HCL Technologies Limited**Notes to financial statements for the year ended 30 June 2015**

(All amounts in crores of ₹, except share data and as stated otherwise)

(iv) Hedging**(a) Cash flow hedging**

The Company uses derivative financial instruments (foreign currency forward and option contracts) to hedge its risks associated with foreign currency fluctuations relating to certain highly probable forecast transactions.

The use of foreign currency forward and options contracts is governed by the Company's policies, which provide written principles on the use of such financial derivatives, consistent with the Company's risk management strategy. The Company does not use derivative financial instruments for speculative purposes.

The derivative instruments are initially measured at fair value, and are re-measured at subsequent reporting dates. In respect of derivatives designated as hedges, the Company formally documents all relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Company also formally assesses, both at the inception of the hedge and on an ongoing basis, whether each derivative is highly effective in offsetting changes in fair values or cash flows of the hedged item. Changes in the fair value of these derivatives (net of tax) that are designated and effective as hedges of future cash flows are recognized directly in the hedging reserve account under shareholders' funds and the ineffective portion is recognized immediately in the statement of profit and loss. Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognized in the statement of profit and loss as they arise.

Hedge accounting is discontinued from the last testing date when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. Cumulative gain or loss on such hedging instrument recognized in shareholders' funds is retained until the forecast transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognized in shareholders' funds is transferred to the statement of profit and loss for the year.

(b) Hedging of monetary assets and liabilities

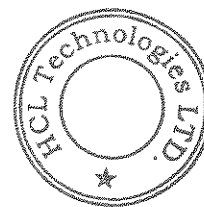
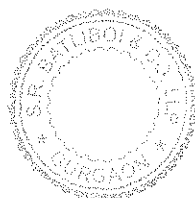
Exchange differences on such contracts are recognized in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of a forward exchange contract is recognized as income or as an expense for the year.

(v) Translation of integral and non-integral foreign operation

The financial statements of an integral foreign operation are translated as if the transactions of the foreign operation had been those of the Company itself.

In translating the financial statements of a non-integral foreign operation for incorporation in the financial statements, the assets and liabilities, both monetary and non-monetary, of the non-integral foreign operation are translated at the closing rate; and income and expense items of the non-integral foreign operation are translated at weighted average rates, which approximate the actual exchange rates. All resulting exchange differences are accumulated in a foreign currency translation reserve until the disposal of the net investment.

On the disposal of a non-integral foreign operation, the cumulative amount of the exchange differences which had been deferred and which relate to that operation are recognized as income or as an expense in the same period in which the gain or loss on disposal is recognized.



HCL Technologies Limited**Notes to financial statements for the year ended 30 June 2015**

(All amounts in crores of ₹, except share data and as stated otherwise)

n) Retirement and other employee benefits

- i. Contributions to provident fund, a defined benefit plan, are deposited with Recognized Provident Fund Trusts, set up by the Company. The Company's liability is actuarially determined at the end of the year. Actuarial losses/ gains are recognized in the statement of profit and loss in the year in which they arise. The minimum interest rate payable by the Trust to the beneficiaries every year is notified by the Government and the Company has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate.
- ii. In respect of superannuation, a defined contribution plan for applicable employees, the Company contributes to a scheme administered on its behalf by an insurance company and such contributions for each year of service rendered by the employees are charged to the statement of profit and loss. The Company has no further obligations to the superannuation plan beyond its contributions.
- iii. Gratuity liability: The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's base salary and the tenure of employment (subject to maximum of ₹ 10 Lacs per employee). The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year.
- iv. Compensated absences: The employees of the Company are entitled to compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation (using the Projected Unit Credit method) based on the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the balance sheet date. The expense on non-accumulating compensated absences is recognized in the period in which the absences occur.
- v. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.
- vi. State Plans : The Company's contribution to State Plans , a defined contribution plan namely Employee State Insurance Fund and Employees Pension Scheme are charged to the statement of profit and loss.

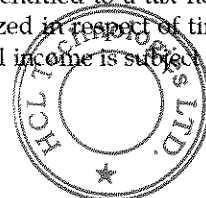
o) Taxation

Tax expense comprises current and deferred tax. Current income tax expense comprises taxes on income from operations in India and foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961 and tax expense relating to overseas operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Deferred tax expense or benefit is recognized on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets, against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. In situations where the Company is entitled to a tax holiday under the Income-tax Act, 1961 enacted in India, no deferred tax (asset or liability) is recognized in respect of timing differences which reverse during the tax holiday period, to the extent the Company's gross total income is subject to the deduction



HCL Technologies Limited**Notes to financial statements for the year ended 30 June 2015**

(All amounts in crores of ₹, except share data and as stated otherwise)

during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognized in the year in which the timing differences originate.

At each balance sheet date the Company re-assesses recognized and unrecognized deferred tax assets. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which the deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available. The Company recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The Company is subject to Minimum Alternative Tax (MAT) on its book profit, which gives rise to future economic benefit in the form of adjustment of future income tax liability. MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which MAT Credit becomes eligible to be recognized as an asset in accordance with the guiding professional pronouncements, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the MAT Credit Entitlement at each balance sheet date and writes - down the carrying amount of the MAT Credit Entitlement to the extent that there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

p) Employee stock compensation cost

In accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (as applicable) and the Guidance Note on Accounting for Employee Share-based Payments issued by the Institute of Chartered Accountants of India, the Company calculates the compensation cost of equity-settled transactions based on the intrinsic value method wherein the excess of the market price of the underlying equity shares on the date of the grant of the options over the exercise price of the options given to the employees under the employee stock option schemes of the Company, is recognized as deferred stock compensation cost and is amortized on a graded vesting basis over the vesting period of the options.

q) Earnings per share

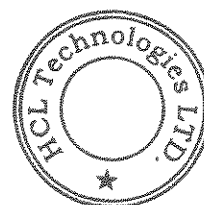
Basic earnings per share are computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for bonus shares.

r) Provisions

A provision is recognized when there exists a present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to present value and are determined based on best estimates required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.



HCL Technologies Limited

Notes to financial statements for the year ended 30 June 2015

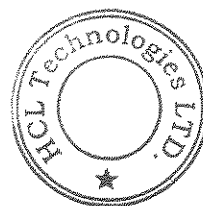
(All amounts in crores of ₹, except share data and as stated otherwise)

s) Contingent liabilities

A contingent liability is a possible obligation that may arise from past events whose existence will be confirmed only by the occurrence or non occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably; the Company does not recognize a contingent liability but discloses its existence in the financial statements. .

t) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short term deposits with banks with an original maturity of three months or less.



HCL Technologies Limited**Notes to financial statements for the year ended 30 June 2015**

(All amounts in crores of ₹, except share data and as stated otherwise)

2. Notes on accounts**2.1 Share Capital**

	As at 30 June	
	2015	2014
Authorized		
1,500,000,000 (Previous year 750,000,000) equity shares of ₹ 2 each	300.00	150.00
Issued, subscribed and fully paid up		
1,405,978,418 (Previous year 699,976,381) equity shares ₹ 2 each	281.20	140.00

Terms/ rights attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of ₹ 2/- . Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

	As at 30 June			
	2015		2014	
	No. of shares	₹ in Crores	No. of shares	₹ in Crores
Number of shares at the beginning	699,976,381	140.00	696,869,857	139.37
Add: Shares issued on exercise of employee stock options	3,154,076	0.63	3,106,524	0.63
Add: Bonus shares issued	702,847,961	140.57	-	-
Number of shares at the end	1,405,978,418	281.20	699,976,381	140.00

The Company does not have any holding/ ultimate holding company.

Details of shareholders holding more than 5 % shares in the company:-

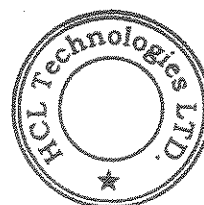
Name of the shareholder	As at 30 June			
	2015		2014	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Equity shares of ₹ 2 each fully paid				
Vama Sundari Investments (Delhi) Private Limited	600,097,024	42.68%	300,048,512	42.87%
HCL Holdings Private Limited	239,097,816	17.01%	119,548,908	17.08%

As per the records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

	As at 30 June	
	2015	2014
Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash.	10,125 Equity shares	10,125 Equity shares
Aggregate number and class of shares allotted as fully paid up by way of bonus shares.	702,847,961 Equity Shares	Nil
Aggregate number and class of shares bought back	Nil	Nil

During the year pursuant to approval of the shareholders through postal ballot on 10 March 2015, a sum of Rs. 140.57 crores was capitalized from securities premium account for issuance of 702,847,961 bonus shares of Rs. 2/- each fully paid-up and these bonus shares were allotted by the Company on 21 March 2015. The said bonus shares were issued in the proportion of 1 equity share for every 1 equity share of Rs. 2/- each held by the equity shareholders of the Company on the record date of 20 March 2015.



HCL Technologies Limited

Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

Employee Stock Option Plan (ESOP)

The Company has provided various share-based payment schemes to its employees. During the year ended 30 June 2015, the following schemes were in operation:

	ESOP 1999	ESOP 2000	ESOP 2004
Maximum number of options under the plan	20,000,000	15,000,000	20,000,000
Method of Settlement (Cash/Equity)	Equity	Equity	Equity
Vesting Period (Maximum)	110 months	104 months	96 months
Exercise Period from the date of vesting (maximum)	5 years	5 years	5 years
Vesting Conditions	Service Period	Service Period	Service period/ Group performance

During the year ended 30 June 2014, the following schemes were in operation:

	ESOP 1999	ESOP 2000	ESOP 2004
Maximum number of options under the plan	20,000,000	15,000,000	20,000,000
Method of Settlement (Cash/Equity)	Equity	Equity	Equity
Vesting Period (Maximum)	110 months	104 months	96 months
Exercise Period from the date of vesting (maximum)	5 years	5 years	5 years
Vesting Conditions	Service Period	Service Period	Service period/ Group performance

Each option granted under the above plans entitles the holder to eight equity shares (four equity shares prior to 1:1 bonus issue) of the Company at an exercise price, which is approved by the Nomination and Remuneration Committee.

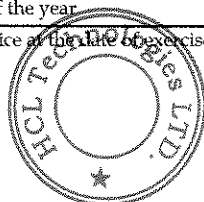
The details of activity under various plan have been summarized below:-

ESOP 1999	Year ended 30 June			
	2015		2014	
	No of options	Weighted average exercise price (₹)	No of options	Weighted average exercise price (₹)
Outstanding at the beginning of the year	125,823	722.45	324,422	666.37
Add: Granted during the year	-	-	-	-
Less: Forfeited during the year	-	-	-	-
Exercised during the year	(101,849)	641.68	(184,025)	638.94
Expired during the year	(23,974)	645.51	(14,574)	645.34
Options outstanding at the end of the year	-	-	125,823	722.45
Options exercisable at the end of the year	-	-	125,823	-

The weighted average option price at the date of exercise for stock options exercised during the year was ₹ 6,419.36 (Previous year ₹ 4,635.01)

ESOP 2000	Year ended 30 June			
	2015		2014	
	No of options	Weighted average exercise price (₹)	No of options	Weighted average exercise price (₹)
Outstanding at the beginning of the year	210,241	642.84	583,255	641.16
Add: Granted during the year	-	-	-	-
Less: Forfeited during the year	-	-	-	-
Exercised during the year	(167,144)	636.82	(301,986)	637.05
Expired during the year	(43,097)	665.07	(71,028)	653.61
Options outstanding at the end of the year	-	-	210,241	642.84
Options exercisable at the end of the year	-	-	210,241	-

The weighted average option price at the date of exercise for stock options exercised during the year was ₹ 6,430.37 (Previous year ₹ 4,645.11)



HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

ESOP 2004	Year ended 30 June			
	2015		2014	
	No of options	Weighted average exercise price (₹)	No of options	Weighted average exercise price (₹)
Outstanding at the beginning of the year	1,728,849	11.69	2,238,201	14.48
Add: Granted during the year	-	-	8,000	8.00
Less: Forfeited during the year	(204,366)	13.11	(225,132)	8.00
Exercised during the year	(484,214)	18.71	(290,620)	28.69
Expired during the year	(12,990)	122.48	(1,600)	1,329.66
Options outstanding at the end of the year *	1,027,279	16.00	1,728,849	11.69
Options exercisable at the end of the year	200,397		274,481	

The weighted average option price at the date of exercise for stock options exercised during the year was ₹ 6,694.63 (Previous year ₹ 4,998.73)

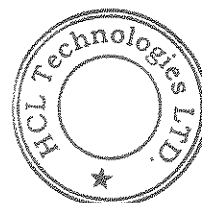
* Total number of outstanding options includes 837,785 as on 30 June 2015 (1,252,638 as on 30 June 2014) performance based options. These options will vest to the employees of the Group based on the achievement of certain targets by the Group.

The details of exercise price for stock options outstanding at the end of the year 30 June 2015 are:

Name of the Plan	Range of exercise prices	Number of options outstanding	Weighted average remaining contractual life of options (in years)	Weighted average exercise price (₹)
Employee Stock Option Plan -1999	₹ 240 - ₹ 750	-	-	-
Employee Stock Option Plan -2000	₹ 260 - ₹ 470 ₹ 483 - ₹ 823	- -	- -	- -
Employee Stock Option Plan -2004	₹ 16 ₹ 642 - ₹ 741	1,027,279 -	3.93 -	16.00 -

The details of exercise price for stock options outstanding at the end of the year 30 June 2014 are:

Name of the Plan	Range of exercise prices	Number of options outstanding	Weighted average remaining contractual life of options (in years)	Weighted average exercise price (₹)
Employee Stock Option Plan -1999	₹ 240 - ₹ 750	125,823	-	722.45
Employee Stock Option Plan -2000	₹ 260 - ₹ 470 ₹ 483 - ₹ 823	- 210,241	- -	- 642.84
Employee Stock Option Plan -2004	₹ 8 ₹ 642 - ₹ 741	1,719,386 9,463	4.80 -	8.00 682.38



HCL Technologies Limited

Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

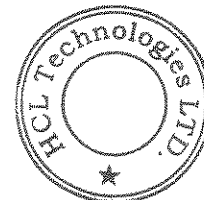
There are no options granted during the current year and the weighted average fair value of stock options granted during the previous year was ₹ 3,304.31. The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

	Year ended 30 June	
	2015	2014
Weighted average share price	-	396.18
Exercise Price	-	₹ 2.00
Expected Volatility	-	30.80%
Historical Volatility	-	30.80%
Life of the options granted (vesting and exercise period) in years	-	3.15 - 3.21 Years
Expected dividends	-	₹ 8.00
Average risk-free interest rate	-	7.80%
Expected dividend rate	-	2.02%

The expected volatility was determined based on historical volatility data.

The Company has calculated the compensation cost based on the intrinsic value method i.e. the excess of market price of underlying equity shares on the date of the grant of options over the exercise price of the options granted to employees under the employee stock option schemes of the Company. The amount is recognized as deferred stock compensation cost and is amortized on a graded vesting basis over the vesting period of the options. Had the Company applied the fair value method for determining compensation cost, the impact on net income and earnings per share is provided below:

	Year ended 30 June	
	2015	2014
Net income- As reported	6,345.95	5,984.62
Add: Employee stock compensation under intrinsic value method	(15.39)	30.92
Less: Employee stock compensation under fair value method	(7.71)	39.12
Net income - Proforma	6,338.27	5,976.42
Earnings per share (₹) refer note 2.32		
Basic - As reported	45.17	42.83
- Proforma	45.12	42.77
Diluted - As reported	44.91	42.26
- Proforma	44.86	42.20



HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

2.2 Reserves and Surplus

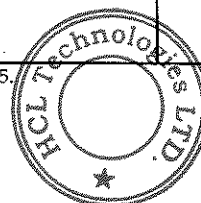
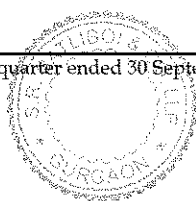
	As at 30 June	
	2015	2014
Securities premium account		
Balance as per last financial statements	1,933.97	1,863.83
Add: exercise of stock option by employees	87.81	70.14
Less: amount utilized for issuance of fully paid up bonus shares (refer note 2.1)	(140.57)	-
	1,881.21	1,933.97
Debenture redemption reserve		
Balance as per last financial statements	500.00	400.00
Add: amount transferred from surplus in the statement of profit and loss	-	100.00
Less: amount transferred to statement of profit and loss on redemption of debentures	(500.00)	-
	-	500.00
Share options outstanding		
Balance as per last financial statements	206.92	278.42
Add: options granted during the year	-	2.89
Less: transferred to securities premium on exercise of stock options	(85.74)	(74.39)
	121.18	206.92
Hedging reserve account (net of deferred tax) (refer note 2.31)		
Balance as per last financial statements	(210.28)	(488.52)
Add: movement during the year (net)	169.60	278.24
	(40.68)	(210.28)
Foreign currency translation reserve		
Balance as per last financial statements	(1.82)	(2.73)
Add: exchange difference during the year on net investment in non-integral operations	(33.27)	0.91
	(35.09)	(1.82)
General reserve		
Balance as per last financial statements	1,989.20	1,389.20
Add: amount transferred from surplus in the statement of profit and loss	650.00	600.00
	2,639.20	1,989.20
Capital reserve		
Balance as per last financial statements	119.54	119.54
Add: movement during the year	-	-
	119.54	119.54
Surplus in the statement of profit and loss		
Balance as per last financial statements	11,068.08	6,597.12
Add: profit for the year	6,345.95	5,984.62
Add: amount transferred from debenture redemption reserve on redemption of debentures	500.00	-
Amount available for appropriation	17,914.03	12,581.74
Less: appropriations		
Interim dividend [amount per share ₹ 30 (Previous year ₹ 10)]*	2,385.59	699.10
Proposed final dividend [including ₹ Nil crores (previous year ₹ 1.17 crores) paid for previous year] [amount per share ₹ Nil (Previous year ₹ Nil)]	-	1.17
Total dividend	2,385.59	700.27
Corporate dividend tax [including ₹ Nil crores (previous year ₹ 0.20 crores) paid for previous year]	439.27	113.39
Transfer to general reserve	650.00	600.00
Transfer to debenture redemption reserve	-	100.00
Net surplus in the statement of profit and loss	14,439.17	11,068.08
	19,124.53	15,605.61

* not adjusted for bonus issue

2.3 Share application money pending allotment

	2015	2014
- number of shares proposed to be issued (adjusted for bonus shares issued)	84,680	1,197,896
- the amount of premium	-	7.53
- whether the Company has sufficient authorized share capital to cover the share capital amount on allotment of shares out of share application money	Yes	Yes
- Interest accrued on amount due for refund	Nil	Nil

Note- The Company expects to make the allotment during the quarter ended 30 September 2015.



HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

2.4 Long term borrowings

	Non-current portion		Current maturities	
	30 June 2015	30 June 2014	30 June 2015	30 June 2014
Secured				
Debentures				
8.80% Secured redeemable non convertible debentures of ₹ 10 lacs each (repaid on 10 September 2014)	-	-	-	500.00
From banks				
Long term loans (refer note 1 below)	27.22	27.45	13.41	11.56
From others				
Finance lease obligations (refer note Note 2.26(i))	-	-	-	0.33
	27.22	27.45	13.41	511.89
Amount disclosed under the head "other current liabilities" (note 2.8)	-	-	(13.41)	(511.89)
	27.22	27.45	-	-

Note:-

1. The Company has availed of a term loans of ₹ 40.63 (Previous year ₹ 39.01 crores) secured by hypothecation of gross block of vehicles of ₹ 89.20 crores (Previous year ₹ 76.02 crores) at interest rates ranging from 10.2% to 10.5%. The loans are repayable over a period of 3 to 5 years on a monthly basis.

2.5 Other long term liabilities

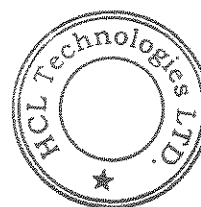
	As at 30 June	
	2015	2014
Income received in advance	135.55	193.33
Income received in advance- related parties (refer note 2.28)	93.38	178.61
Liability for expenses	16.27	15.29
Unrealized loss on forward covers	37.74	128.20
	282.94	515.43

2.6 Long term provisions

	As at 30 June	
	2015	2014
Provision for employee benefits	198.77	175.28
	198.77	175.28

2.7 Short term borrowings

	As at 30 June	
	2015	2014
Unsecured		
Bank overdraft	-	29.25
	-	29.25



HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

2.8 Trade payable and other current liabilities

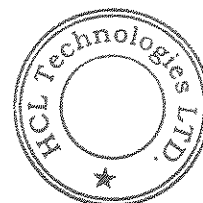
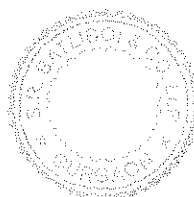
	As at 30 June	
	2015	2014
Trade payables (refer note 2.33 for details of dues to micro and small enterprises)	180.94	117.46
Trade payables-related parties (refer note 2.28)	287.64	275.01
	468.58	392.47
Other current liabilities		
Current maturities of long term loans	13.41	511.89
Interest accrued but not due on borrowings	-	2.53
Unclaimed dividends	2.99	2.51
Advances received from customers	28.09	16.86
Advances received from customers- related parties (refer note 2.28)	2.41	-
Capital accounts payables [includes supplier credit ₹ 423.49 crores (previous year ₹ 601.49 crores)]	670.67	748.45
Capital accounts payables-related parties [includes supplier credit ₹ 4.38 crores (previous year ₹ 28.24 crores)] (refer note 2.28)	6.87	32.25
Unrealized loss on forward cover	15.20	137.57
Income received in advance	298.47	200.26
Income received in advance-related parties (refer note 2.28)	257.06	330.12
Accrued salaries and benefits		
Employee bonuses accrued	391.39	348.00
Other employee costs	181.10	200.10
Other liabilities		
Liabilities for expenses	771.82	722.31
Liabilities for expenses-related parties (refer note 2.28)	493.94	227.71
Supplier credit	396.11	309.62
Supplier credit -related parties (refer note 2.28)	9.54	10.53
Withholding and other taxes payable	104.60	97.45
Advance against sale of building - related parties (refer note 2.28)	-	108.00
	3,643.67	4,006.16

2.9 Short term provisions

	As at 30 June	
	2015	2014
Provision for employee benefits	208.77	186.91
Income taxes (refer note 1 below)	677.58	726.88
Wealth tax (refer note 2 below)	1.78	1.41
	888.13	915.20

Notes:

1. Net of advance income tax of ₹ 5,289.51 crores (Previous year ₹ 3,590.29 crores).
2. Net of advance wealth tax of ₹ 7.95 crores (Previous year ₹ 6.60 crores).



HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015
(All amounts in crores of ₹, except share data and as stated otherwise)
Note 2.10 Fixed Assets (refer note 1(c), (d), (e))

The changes in the carrying value of fixed assets for the year ended 30 June 2015

	Gross block				Accumulated depreciation / amortization					Net block		
	As at 1 July 2014	Additions	Deletions/ Adjustments	Translation exchange differences	As at 30 June 2015	As at 1 July 2014	Charge for the year	Deletions/ Adjustments	Translation exchange differences	As at 30 June 2015	As at 30 June 2015	As at 30 June 2014
Tangible Assets												
Freehold land	80.89	-	0.27	-	80.62	-	-	-	-	-	80.62	80.89
Leasehold land	159.29	119.57	6.18	-	272.68	13.10	2.68	1.15	-	14.63	258.05	146.19
Buildings	1,689.46	361.54	23.30	-	2,027.70	233.74	90.37	14.96	-	309.15	1,718.55	1,455.72
Plant and machinery	878.41	182.41	7.67	(0.27)	1,052.88	524.99	53.58	7.55	(0.11)	570.91	481.97	353.42
Office Equipment	175.88	20.68	5.03	(0.07)	191.46	141.35	12.83	4.98	(0.06)	149.14	42.82	34.53
Computers	903.37	148.98	12.89	(9.79)	1,038.67	714.04	70.64	12.88	(0.47)	771.33	267.34	189.33
Furniture and fittings	470.80	50.64	24.63	(0.52)	496.29	377.17	20.15	24.60	(0.32)	372.40	123.89	93.63
Vehicles - owned	82.94	23.75	11.96	-	94.73	34.77	17.06	7.32	-	44.51	50.22	48.17
- leased	4.25	-	1.50	-	2.75	1.83	0.04	1.14	-	0.73	2.02	2.42
Total (A)	4,445.29	907.57	93.43	(1.65)	5,257.78	2,040.99	267.35	74.58	(0.96)	2,232.80	3,024.98	2,404.30
Intangible Assets												
Goodwill	1.98	-	-	-	1.98	1.98	-	-	-	1.98	-	-
Software	473.79	28.22	74.19	(0.86)	426.96	429.52	32.57	73.97	(0.41)	387.71	39.25	44.27
Total (B)	475.77	28.22	74.19	(0.86)	428.94	431.50	32.57	73.97	(0.41)	389.69	39.25	44.27
Total (A)+(B)	4,921.06	935.79	167.62	(2.51)	5,686.72	2,472.49	299.92	148.55	(1.37)	2,622.49	3,064.23	2,448.57

Note:-

- Capital work in progress includes ₹ 37.52 crores interest on negotiated extended interest bearing suppliers credit and during the period ₹ 25.51 crores have been capitalised by the Company.
- Based on technical evaluation, the Company reassessed and revised the useful lives of assets with effect from 01 July 2014.

The existing and revised useful lives are as below:

Category of Assets	Existing Useful Life (Years)	Revised Useful Life (Years)
Buildings	20	20
Plant and machinery (including air conditioners, electrical installations)	4-5	10
Office Equipments	4	5
Computers	3	4-5
Furniture and fixtures	4	7
Vehicles - owned	5	5

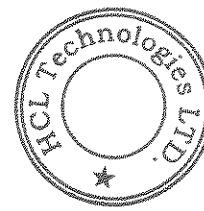
Had the Company continued with the previously assessed useful lives, charge for depreciation for the year ended 30 June 2015 would have been higher by ₹ 189.65 crores for assets held at 01 July 2014.

The changes in the carrying value of fixed assets for the year ended 30 June 2014

	Gross block				Accumulated depreciation / amortization					Net block		
	As at 1 July 2013	Additions	Deletions/ Adjustments	Translation exchange differences	As at 30 June 2014	As at 1 July 2013	Charge for the year	Deletions/ Adjustments	Translation exchange differences	As at 30 June 2014	As at 30 June 2014	As at 30 June 2013
Tangible Assets												
Freehold land	80.89	-	-	-	80.89	-	-	-	-	-	80.89	80.89
Leasehold land	163.92	0.02	4.65	-	159.29	12.13	1.80	0.83	-	13.10	146.19	151.79
Buildings	1,169.58	531.57	11.69	-	1,689.46	173.16	67.82	7.24	-	233.74	1,455.72	996.42
Plant and machinery	670.22	225.52	17.49	0.16	878.41	424.56	117.71	17.41	0.13	524.99	353.42	245.66
Office Equipment	203.19	12.66	40.01	0.04	175.88	161.78	19.43	39.94	0.05	141.35	34.53	41.41
Computers	874.14	117.41	88.45	0.27	963.37	635.13	167.08	88.28	0.11	714.04	189.33	239.01
Furniture and fittings	457.65	58.37	45.49	0.27	470.80	372.34	50.08	45.45	0.20	377.17	93.63	85.31
Vehicles - owned	73.46	17.85	8.37	-	82.94	22.69	15.95	3.87	-	34.77	48.17	50.77
- leased	13.77	-	9.52	-	4.25	6.08	1.18	7.43	-	1.83	2.42	5.69
Total (A)	3,706.82	963.40	225.67	0.74	4,445.29	1,809.87	441.05	210.42	0.49	2,040.99	2,404.30	1,896.95
Intangible Assets												
Goodwill	1.98	-	-	-	1.98	1.98	-	-	-	1.98	-	-
Software	437.08	36.48	-	0.23	473.79	379.85	49.65	-	0.02	429.52	44.27	57.23
Total (B)	439.06	36.48	-	0.23	475.77	381.83	49.65	-	0.02	431.50	44.27	57.23
Total (A)+(B)	4,145.88	999.88	225.67	0.97	4,921.06	2,191.70	490.70	210.42	0.51	2,472.49	2,448.57	1,954.18

Note:-

- Capital work in progress includes ₹ 28.76 crores interest on negotiated extended interest bearing suppliers credit and during the period ₹ 17.59 crores have been capitalised by the Company.



HCL Technologies Limited

Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

2.11 Investments

	As at 30 June	
	2015	2014
Non-current investments - at cost		
In subsidiary companies, trade (unquoted), fully paid up		
Equity Instruments		
409,670,582 (Previous year 409,670,582) equity shares of USD 1 each in HCL Bermuda Limited, Bermuda	1,829.27	1,829.27
1,280 (Previous year 1,280) equity shares of ₹ 10,000 each, in HCL Comnet Systems & Services Limited	11.22	11.22
949,900 (Previous year 949,900) equity shares of ₹ 10 each, in HCL Comnet Limited	54.94	54.94
HCL Technologies (Shanghai) Limited (Issued & registered capital)	9.95	9.95
1,033,384 (Previous year 1,033,384) equity shares of SGD 1 each, in HCL Singapore Pte. Limited	5.25	5.25
30,000,000 (previous year 30,000,000) equity shares of Pound 1 each fully paid up, in HCL EAS Limited	224.80	224.80
1 (Previous year 1) equity shares of Euro 100 each, in HCL GmbH	0.11	0.11
92,000 (Previous year 92,000) equity shares of ₹ 10 each in HCL Eagle Limited	0.09	0.09
50,000 (Previous year Nil) equity shares of ₹ 10 each in HCL Foundation (refer note 1 below)	-	-
Preference shares		
261,500,000 (Previous year 275,000,000) Preference shares of USD 1 each in HCL Bermuda Limited, Bermuda	1,364.60	1,424.09
Aggregate amount of non- current investments	3,500.23	3,559.72
Current investments		
(Non trade and quoted)		
Investment in bonds and certificate of deposits (refer note 2 (i) below)	-	212.04
(At lower of cost and fair value non trade and unquoted)		
Investment in mutual fund(refer note 2 (ii) below)	624.73	344.25
Aggregate amount of current investments	624.73	556.29

Notes:-

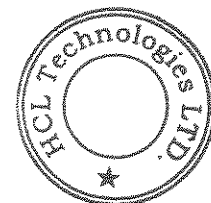
- Cost of investment is stated ₹ Nil as the same cannot be distributed to the members in the event of liquidation. Actual cost of investment of ₹ 5,00,000 has been charged in the statement of profit & loss in the current financial year.
- The details of investments in mutual funds/ bonds are provided below:

i) Details of Investments in bonds and certificates of deposit - non trade and quoted

	Face Value	Balance as at 30 June 2015		Balance as at 30 June 2014	
Bonds					
Indian Railway Finance 6% 2015 (Series 68)	100,000	-	-	5,000	50.00
Certificate of deposits					
State Bank of Mysore	100,000	-	-	10,000	98.13
State Bank of Hyderabad	100,000	-	-	6,500	63.91
Total					212.04
Market value					212.08

ii) Details of Investments in mutual funds - non trade and unquoted

	Face Value	Balance as at 30 June 2015		Balance as at 30 June 2014	
		Units	Amount	Units	Amount
Growth Fund					
DSP BlackRock Liquidity Fund-IP	1,000	-	-	442,860	82.66
HDFC Liquid Fund	10	51,918,756	146.06	38,784,913	99.47
ICICI Prudential Institutional Liquid Plan -Super Institutional	100	5,921,353	123.93	1,238,777	23.92
UTI Liquid Fund-Cash Plan	1,000	486,126	112.82	282,876	60.37
TATA Liquid Fund Plan	1,000	442,364	115.59	44,577	10.64
Birla Sunlife - Cash Plus	100	175,498	4.00	-	-
SBI Premier Liquid Fund Super IP	1,000	546,129	122.33	328,604	67.20
Total			624.73		344.26



HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

2.12 Deferred tax assets (net)

	As at 30 June	
	2015	2014
Deferred tax assets:		
Accrued employee costs	108.19	95.24
Unrealized loss on derivative financial instruments	9.71	51.97
Depreciation and amortization	25.61	74.87
Others	86.47	90.70
Gross deferred tax assets (A)	229.98	312.78
Deferred tax liabilities:		
Others	12.10	0.99
Gross deferred tax liabilities (B)	12.10	0.99
Net deferred tax assets (A-B)	217.88	311.79

2.13 Long term loans and advances

	As at 30 June	
	2015	2014
Unsecured, considered good		
Capital advances	113.95	118.98
Capital advances-related parties (refer note 2.28)	-	0.02
Security deposits	136.57	119.20
Others		
MAT credit entitlement	769.68	459.26
Prepaid expenses	29.48	31.90
Finance lease receivables (refer note 2.26 (iii))	41.70	62.22
Loans and advances to employees (including related party, refer note 2.28)	15.01	0.07
	1,106.39	791.65

2.14 Other non-current assets

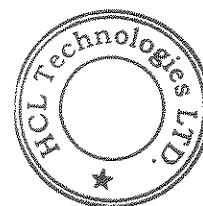
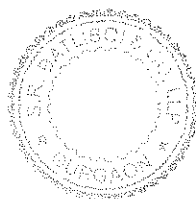
	As at 30 June	
	2015	2014
Unsecured considered good unless otherwise stated		
Deferred cost	219.83	132.61
Bank deposits more than 12 months (refer note 1 below)	0.01	0.01
Unrealized gain on derivative financial instruments	0.61	-
Others	87.65	45.13
	308.10	177.75

Note:-

1. Pledged with banks as security for guarantees ₹ 0.01 crores (Previous year ₹ 0.01 crores)

2.15 Inventories

	As at 30 June	
	2015	2014
Inventories		
Stock in trade [including in transit ₹ 23.19 crores (Previous year ₹ Nil)]	81.77	14.66
Stores and spares	1.88	0.88
	83.65	15.54



HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

2.16 Trade receivables (Unsecured)

	As at 30 June	
	2015	2014
(a) Considered good unless stated otherwise, outstanding for a period exceeding six months from the date they are due for payment		
Unsecured considered good	221.42	-
Unsecured considered doubtful	107.72	151.72
	329.14	151.72
Provision for doubtful receivables	(107.72)	(151.72)
Total (A)	221.42	-
(b) Other receivables		
Unsecured considered good	3,356.86	3,224.19
Unsecured considered doubtful	4.71	25.32
	3,361.57	3,249.51
Provision for doubtful receivables	(4.71)	(25.32)
Total (B)	3,356.86	3,224.19
Total (A)+(B) (refer note 1 below)	3,578.28	3,224.19

Note:-

1. Includes receivables from related parties amounting to ₹ 2,051.68 crores (Previous year ₹ 1,760.03 crores)

2.17 Cash and bank balances

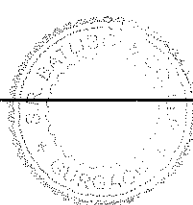
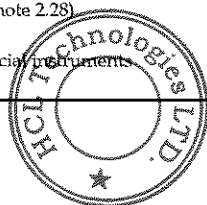
	As at 30 June	
	2015	2014
(a) Cash and cash equivalent		
Balance with banks		
- in current accounts	269.61	131.87
Cheques in hand	50.03	33.00
Remittances in transit	110.10	73.35
Unclaimed dividend account	2.99	2.51
	432.73	240.73
(b) Other bank balances		
Deposits with original maturity of more than 3 months but up to 12 months	8,396.68	7,670.35
	8,829.41	7,911.08

2.18 Short- term loans and advances

	As at 30 June	
	2015	2014
Unsecured, considered good ;		
Loans and advances to related parties	56.46	49.07
Others		
Security deposits	34.85	53.22
Inter corporate deposits with HDFC Limited	1,193.00	564.00
Advances to suppliers	13.18	13.20
Prepaid expenses	124.61	98.95
Prepaid expenses - related parties	1.86	-
Loans and advances to employees	41.36	19.76
Finance lease receivables (refer note 2.26 (iii))	21.45	24.95
Payment for investment in mutual fund - units allotted on 01 July, 2014	-	55.00
Service tax receivable	66.06	46.32
Other loans and advances	104.87	59.85
	1,657.70	984.32
Unsecured, considered doubtful		
Loans and advances to employees	42.62	43.73
Loans and advances to others	2.84	3.86
	45.46	47.59
Less: Provision for doubtful advances	(45.46)	(47.59)
	1,657.70	984.32

2.19 Other current assets

	As at 30 June	
	2015	2014
Unbilled revenue	545.29	541.26
Unbilled revenue-related parties (refer note 2.28)	586.91	555.50
Deferred cost	149.98	98.47
Deferred cost-related parties (refer note 2.28)	2.01	5.71
Interest receivable	99.46	113.83
Unrealized gain on derivative financial instruments	16.86	0.33
	1,400.51	1,315.10



HCL Technologies Limited**Notes to financial statements for the year ended 30 June 2015**

(All amounts in crores of ₹, except share data and as stated otherwise)

2.20 Revenue from operations

	Year ended	
	30 June 2015	30 June 2014
Sale of services	16,838.68	16,015.24
Sale of hardware and software (refer note 2.36)	314.76	482.13
	17,153.44	16,497.37

2.21 Other income

	Year ended	
	30 June 2015	30 June 2014
Interest income		
- On fixed deposits	790.14	528.46
- On investment	2.05	4.70
- Others	3.76	-
Profit on sale of current investments	33.76	50.42
Dividends from subsidiary companies	78.24	24.68
Profit on sale of fixed assets (refer note 1 below)	97.06	47.97
Exchange differences (net)	124.76	-
Employee stock compensation expense written back (net)	15.39	-
Provisions no longer required written back (net)	33.38	-
Miscellaneous income	20.96	2.89
	1,199.50	659.12

Note

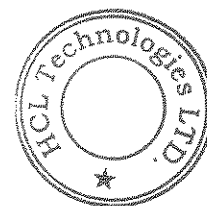
1. Net of loss on sale of fixed assets ₹ 0.40 crores (Previous year ₹ 0.39 crores)

2.22 Changes in inventories of traded goods

	Year ended	
	30 June 2015	30 June 2014
Opening stock	15.54	80.29
Closing stock	(81.77)	(15.54)
	(66.23)	64.75

2.23 Employee benefits expense

	Year ended	
	30 June 2015	30 June 2014
Salaries, wages and bonus	5,668.76	4,861.20
Contribution to provident fund and other funds	212.59	193.59
Staff welfare expenses	43.27	38.24
Employee stock compensation expense	-	30.92
	5,924.62	5,123.95



HCL Technologies Limited

Notes to financial statements for the year ended 30 June 2015

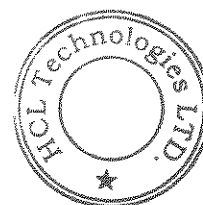
(All amounts in crores of ₹, except share data and as stated otherwise)

2.24 Finance cost

	Year ended	
	30 June 2015	30 June 2014
Interest		
-on debentures	8.56	44.02
-on loans from banks	7.55	4.48
-on leased assets	0.01	0.32
-others	37.03	23.85
Bank charges	7.49	8.98
	60.64	81.65

2.25 Other expenses

	Year ended	
	30 June 2015	30 June 2014
Rent	211.99	206.87
Power and fuel	218.96	205.15
Insurance	11.07	8.27
Repairs and maintenance		
- Plant and machinery	45.64	55.86
- Buildings	41.60	60.59
- Others	132.50	94.42
Communication costs	113.37	117.96
Books and periodicals	7.10	16.32
Travel and conveyance	796.92	699.70
Business promotion	36.34	30.87
Legal and professional charges (refer note 2.38)	62.16	98.67
Outsourcing costs	1,966.16	1,619.45
Software license fee	172.36	156.92
Printing and stationery	9.56	12.37
Rates and taxes	59.45	72.24
Provision for doubtful advances / advances written off	9.30	0.14
Donations	-	1.25
CSR expenditure (refer note 2.35)	6.22	-
Recruitment, training and development	96.89	76.49
Provision for doubtful debts/ bad debts written off	-	53.13
Exchange differences (net)	-	11.79
Miscellaneous expenses	74.10	53.95
	4,071.69	3,652.41



HCL Technologies Limited**Notes to financial statements for the year ended 30 June 2015**

(All amounts in crores of ₹, except share data and as stated otherwise)

2.26 Leases**i) Finance leases : in case of assets taken on lease**

The Company has acquired vehicles on finance leases. Total minimum lease payments and the maturity profile of finance leases at the balance sheet date, the element of interest included in such payments, and the present value of the minimum lease payments are as follows:

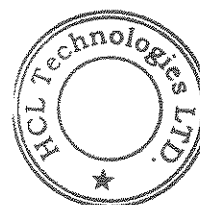
	Total minimum lease payments outstanding as on 30 June 2015	Interest included in minimum lease payments	Present value of minimum lease payments
Not later than one year	-	-	-
	(0.34)	(0.01)	(0.33)
Later than one year and not later than 5 years	-	-	-
	(-)	(-)	(-)
	-	-	-
	(0.34)	(0.01)	(0.33)

Previous year figures are in brackets.

ii) Operating leases

The Company leases office space and accommodation for its employees under operating lease agreements. The lease rental expense recognized in the statement of profit and loss for the year is ₹ 211.99 crores (Previous year ₹ 206.87 crores). The lease equalization reserve amount for non-cancellable operating lease payable in future years and accounted for by the Company is ₹ 115.20 crores (previous year ₹ 102.92 crores). Future minimum lease payments and the payment profile of non-cancellable operating leases are as follows:

	Year ended 30 June	
	2015	2014
Not later than one year	184.75	158.84
Later than one year but not later than five years	592.35	505.91
Later than five years	578.94	604.38
	1,356.04	1,269.13



HCL Technologies Limited**Notes to financial statements for the year ended 30 June 2015**

(All amounts in crores of ₹, except share data and as stated otherwise)

iii) Finance leases : in case of assets given on lease

The Company has given networking equipments to its customers on finance lease basis. The future lease receivables in respect of assets given on finance lease are as follows:

	Total minimum lease payments outstanding as on 30 June 2015	Interest included in minimum lease payments receivable	Present value of minimum lease payments receivable
Not later than one year	28.71 (29.65)	7.23 (4.71)	21.48 (24.94)
Later than one year and not later than 5 years	42.92 (73.97)	1.25 (11.74)	41.67 (62.23)
	71.63	8.48	63.15
	(103.62)	(16.45)	(87.17)

Previous year figures are in brackets.

2.27 Segment Reporting**Identification of segments**

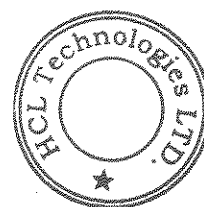
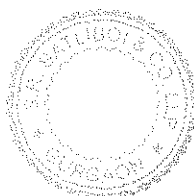
The Company's operating businesses are organized and managed according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and services.

(i) Business segments

The operations of the Company predominately relate to providing a range of IT and Business Process Outsourcing (BPO) services targeted at Global 2000 companies spread across USA, Europe and the Rest of the World. IT Services include software services and IT infrastructure management services. Within software services, the Company provides application development and maintenance, enterprise application, next generation SAAS (Software As A Service) application services and engineering and research and development services to several global customers. IT Infrastructure management services involve managing customers' IT assets effectively. The Company's 'Enterprise of the Future' (EOF) framework helps customers not just run IT effectively but also migrate to next generation IT. EOF involves services around cloud, next generation data centres, business productivity services, integrated service management layer and an integrated application development & operations services. Business process outsourcing services include the traditional contact centre and help desk services and next generation services around platform BPO and BPAAS (Business Process As A Service) delivered through a strong global delivery model. The Company's trademarked EFAAS (Enterprise Function As A Service) helps customers reduce business cost rather than just the process cost as was the case in traditional BPO.

The Chairman of the Company, who is the Chief Strategy Officer, evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by types of services provided by the Company and geographic segmentation of customers.

Accordingly, revenue from service segments comprises the primary basis of segmental information set out in these financial statements. Secondary segmental reporting is performed on the basis of the geographical location of customers and assets.



HCL Technologies Limited

Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

(ii) Geographic segments

Segment revenue from customers by geographical areas is stated based on the geographical location of the customer and segment assets by the geographical location of the assets.

The principal geographical segments are classified as America, Europe, India and Others. Europe comprises business operations conducted by the Company in the United Kingdom, Sweden, Germany, Italy, Belgium, Netherlands, Northern Ireland, Finland, Poland and Switzerland. Since services provided by the Company within these European entities are subject to similar risks and returns, their operating results have been reported as one segment, namely Europe. India has been identified as a separate segment. All other customers, mainly in Japan, Australia, New Zealand, Singapore, Malaysia, Israel, South Korea, China, Czech Republic, Macau, UAE, Portugal, Russia and Hong Kong are included in Others.

(iii) Segment accounting policies

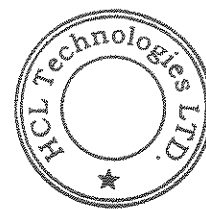
The accounting principles consistently used in the preparation of the financial statements and consistently applied to record revenue and expenditure in individual segments are as set out in note 1 to the financial statements on significant accounting policies. The accounting policies in relation to segment accounting are as under:

a) Segment revenue and expenses

Segment revenue is directly attributable to the segment and segment expenses have been allocated to various segments on the basis of specific identification. However, segment revenue does not include other income. Segment expenses do not include, premium amortized on bonds, diminution allowance in respect of current and trade investments, other than temporary diminution in the value of long term investments, and finance cost.

b) Segment assets and liabilities

Assets and liabilities are not identified to any reportable segments, since these are increasingly used interchangeably across segments and consequently, the management believes that it is not practicable or meaningful to provide segment disclosures relating to total assets and liabilities.

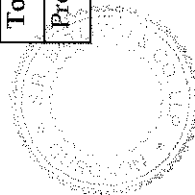
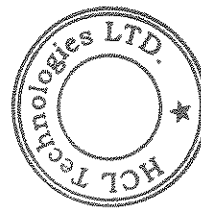


HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

Financial information about the business segments for the year ended 30 June 2015 is as follows:

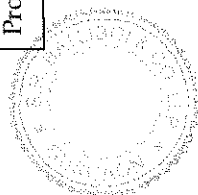
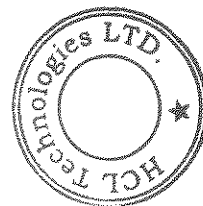
	Software services	Business process outsourcing services	IT infrastructure services	Total
Segment Revenues	10,456.80	1,003.55	5,693.09	17,153.44
Segment results	4,122.55	144.68	2,311.73	6,578.96
Unallocated corporate expenses				(19.28)
Finance cost				(60.64)
Other income				403.55
Interest income				795.95
Net profit before taxes				7,698.54
Tax expense				1,352.59
Profit for the year				6,345.95
Significant non-cash adjustments				
Depreciation	192.38	25.80	78.72	296.90
Unallocated corporate depreciation				3.02
Total				299.92
Provision for doubtful debts & advances / Bad debts & advances written off				(24.08)



HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015
 (All amounts in crores of ₹, except share data and as stated otherwise)

Financial information about the business segments for the year ended 30 June 2014 is as follows:

	Software services	Business process outsourcing services	IT infrastructure services	Total
Segment Revenues	10,142.92	876.35	5,478.10	16,497.37
Segment results	4,438.77	203.58	2,224.26	6,866.61
Unallocated corporate expenses				(46.42)
Finance cost				(81.65)
Other income				125.96
Interest income				533.16
Net profit before taxes				7,397.66
Tax Expense				1,413.04
Profit for the year				5,984.62
Significant non-cash adjustments				
Depreciation	315.32	35.41	136.60	487.33
Unallocated corporate depreciation				3.37
Total				490.70
Provision for doubtful debts & advances / Bad debts & advances written off				53.27



HCL Technologies Limited**Notes to financial statements for the year ended 30 June 2015**

(All amounts in crores of ₹, except share data and as stated otherwise)

Segment revenue from customers by geographic area based on location of the customers is as follows:

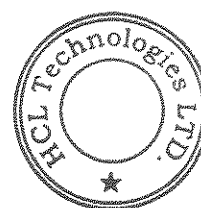
	Year ended 30 June 2015	Year ended 30 June 2014
America	9,437.26	9,098.85
Europe	5,007.72	4,902.77
India	939.85	935.79
Others	1,768.61	1,559.96
	17,153.44	16,497.37

Carrying value of segment assets by geographic area based on geographic location of assets is as follows:

	Carrying amount of segment assets	
	30 June 2015	30 June 2014
America	1,983.49	1,530.65
Europe	1,704.86	975.32
India	20,579.45	18,823.14
Others	647.26	485.39
	24,915.06	21,814.50

Total cost incurred during the period to acquire segment fixed assets (tangible and intangible) by geographical location of the assets is as follows:

	Addition to segment fixed assets	
	30 June 2015	30 June 2014
America	-	-
Europe	2.62	10.15
India	1,056.67	594.81
Others	-	0.10
	1,059.29	605.06



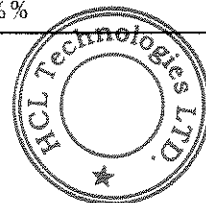
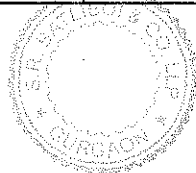
HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

2.28 Related party transactions

a) Related parties where control exists

Direct subsidiaries	
HCL Comnet Limited	
HCL Comnet Systems & Services Limited	
HCL Singapore Pte. Limited	
HCL Bermuda Limited	
HCL Technologies (Shanghai) Limited	
HCL Eagle Limited	
HCL Foundation I	
Step down subsidiaries	
HCL Japan Limited	HCL Investment (UK) Limited
HCL Australia Services Pty. Limited	HCL America Solutions Inc.
HCL (New Zealand) Limited	HCL Technologies Austria GmbH
HCL Hong Kong SAR Limited	Axon Solutions (Shanghai) Co. Limited
Axon Solutions Pty. Limited	Bywater Limited*
HCL Axon (Pty) Limited	HCL Axon Technologies Inc.
HCL Technologies Philippines Inc.	Axon Solutions Inc.
HCL Technologies South Africa (Proprietary) Limited	HCL Argentina s.a.
HCL Technologies Solutions Limited.	PT. HCL Technologies Indonesia Limited
HCL Belgium NV	HCL Poland sp. z o.o
HCL Italy SLR	HCL GmbH
HCL Technologies Romania s.r.l.	HCL (Malaysia) Sdn. Bhd.
HCL Hungary Kft	Axon Solutions Singapore Pte. Limited
HCL Sweden AB	HCL Axon Malaysia Sdn. Bhd.
Filial Espanola De HCL Technologies S.L.	HCL Mexico S. de R.L.
HCL Great Britain Limited	HCL Technologies Chile Spa
HCL (Netherlands) BV	HCL Technologies UK Limited
HCL Technologies Solutions GmbH	HCL Technologies B.V
HCL EAS Limited	HCL Technologies Germany GmbH
Axon Group Limited	HCL Technologies Belgium N.V.
Axon Solutions Limited	HCL Technologies Sweden AB
HCL BPO Services (NI) Limited	HCL Technologies Finland Oy
HCL Insurance BPO Services Limited	HCL (Ireland) Information Systems Limited
HCL Technologies Norway AS	HCL Technologies Italy SPA #
HCL Technologies Denmark Apps	HCL Technologies Colombia SAS ##
HCL Expense Management Services Inc.	HCL Technologies Middle East FZ- LLC%
HCL America Inc.	HCL İstanbul Bilişim Teknolojileri Limited Şirketi% %
HCL Latin America Holding LLC	HCL Technologies Greece Single Member P.C.% %
HCL (Brazil) Tecnologia da informacao Ltda.	HCL Technologies S.A.% % %



HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

Step down subsidiaries (Cont...)	
HCL Global Processing Services Limited	HCL Technologies Beijing Co., Ltd [^]
HCL Arabia LLC	HCL Technologies Luxembourg S.a.r.l. ^{^^}
Anzospan Investments (PTY) Limited	HCL-Ten Ventures LLC ^{^^^}
HCL Technologies France	HCL Technologies Egypt Ltd \$
HCL Technologies (Thailand) Limited ^{\$\$\$}	HCL Technologies Estonia OU \$\$

! incorporated on 30 December 2014

incorporated on 30 July 2014

incorporated on 06 August 2014

% incorporated on 19 August 2014

%% incorporated on 30 September 2014

%%% incorporated on 20 November 2014

* Dissolved on 13 January 2015

[^] incorporated on 06 February 2015

^{^^} incorporated on 12 February 2015

^{^^^} incorporated on 09 March 2015

\$ incorporated on 22 March 2015

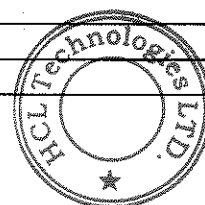
\$\$ incorporated on 08 June 2015

\$\$\$ incorporated on 10 June 2015

Employee benefit trusts
HCL Technologies Limited Employees Trust
Axon Group Plc Employee Benefit Trust No. 3
Axon Group Plc Employee Benefit Trust No. 4
HCL South Africa Share Ownership Trust

b) Related parties with whom transactions have taken place during the year

Direct subsidiaries	
HCL Comnet Systems and Services Limited	
HCL Comnet Limited	
HCL Technologies (Shanghai) Limited	
HCL Eagle Limited	
HCL Singapore Pte. Limited, Singapore	
HCL Bermuda Limited	
Step down subsidiaries	
HCL (Brazil) Tecnologia da informacao Ltda.	HCL Technologies Philippines Inc
Axon Solutions Limited	Filial Espanola De HCL Technologies S.L.
HCL Technologies Chile SpA	HCL Technologies France
Axon Solutions Inc	HCL Technologies Austria GmbH
HCL Axon Technologies Inc.	HCL Poland Sp.z.o.o.
Axon Solutions (Shanghai) Co., Ltd.	HCL Technologies Denmark AppS
HCL AXON Malaysia Sdn. Bhd.	HCL Technologies Norway AS
HCL Argentina s.a	HCL America Inc.
HCL Mexico S. de R.L.	HCL Great Britain Limited
HCL Technologies Romania s.r.l.	HCL Sweden AB
HCL Technologies UK Limited	HCL(Netherlands) B.V.
HCL Technologies Italy S.p.A.	HCL GmbH
HCL (Ireland) Information Systems Limited	HCL Italy SLR
HCL Technologies Belgium N.V.	HCL Belgium NV



HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

Step down subsidiaries (Cont...)	
HCL Technologies Germany GmbH	HCL Axon (Pty) Limited
HCL Technologies Sweden AB	Axon Solutions (Pty) Limited
HCL Technologies Finland Oy	HCL Hungry Kft
HCL Australia Services Pty. Limited	HCL İstanbul Bilisim Teknolojileri Limited Şirketi
HCL (New Zealand) Limited	HCL Technologies Greece Single Member P.C.
HCL Arabia LLC	HCL Technologies Middle East FZ- LLC
HCL Hong Kong SAR Limited	PT. HCL Technologies Indonesia Limited
HCL Japan Limited	HCL Technologies South Africa (Proprietary) Limited
HCL America Solutions Inc.	HCL Technologies Solution Limited

Significant influence	
HCL Infosystems Limited.	Vama Sundari Investments (Chennai) Private Limited
HCL Infotech Limited	HCL Talent Care Pvt. Ltd.(formerly known as Slocum Management Consultancy Private Limited)
Shiv Nadar Foundation	Naksha Enterprises Private Limited
State Street HCL Services (Phillipines) INC.	Redington (India) Limited*
Statestreet HCL Services (India) Private Limited	Cadensworth (India) Limited, India*
Digilife Distribution and Marketing Services Ltd.	Ensure Support Services (India) Limited*
HCL Insys Pte Ltd., Singapore	Redington Distribution Pte Ltd, Singapore*
HCL Corporation Private Limited	Easy Access Financial Services Limited *
HCL Learning Limited	Indian school of business#
HCL Services Limited	Vama Sundari Investments (Delhi) Private Limited
SSN Investments (Pondi) Private Limited	HCL Holding Private Limited
SSN Trust	

*Ceased to be related party w.e.f. 10 November 2014.

#Ceased to be related party w.e.f. 30 August 2014.

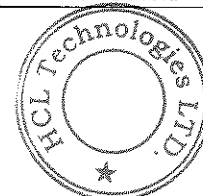
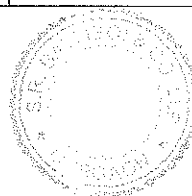
c) Key Management Personnel

Mr. Shiv Nadar	Chairman and Chief Strategy Officer
Mr. Anant Gupta	Chief Executive Officer
Mr. Anil Chanana	Chief Financial Officer
Mr. Manish Anand	Company Secretary

d) Directors

Mr. Robin Ann Abrams	Non-Executive & Independent Director
Mr. Amal Ganguli	Non-Executive & Independent Director
Mr. Ramanathan Srinivasan	Non-Executive & Independent Director
Mr. Sudhindar Krishan Khanna	Non-Executive & Non-Independent Director
Dr. Sosale Shankara Sastry	Non-Executive & Independent Director
Mr. Srikant Madhav Datar*	Non-Executive & Independent Director
Mr. Subramanian Madhavan	Non-Executive & Independent Director
Mr. Keki Mistry	Non-Executive & Independent Director
Ms. Roshni Nadar Malhotra	Non-Executive & Non-Independent Director

*Ceased to be Director w.e.f. 04 December 2014



HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

d) Transactions with related parties during the year

	Revenues		Other expenses#		Corporate guarantee fees		Other Income (Gain on sale of building)		Dividend Paid	
	Year ended 30 June		Year ended 30 June		Year ended 30 June		Year ended 30 June		Year ended 30 June	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
Subsidiaries										
-HCL America Inc.	5,959.14	6,293.01	692.42	593.69	2.92	7.50	-	-	-	-
-HCL Great Britain Limited	975.63	1,184.44	249.42	197.50	0.15	0.42	-	-	-	-
-HCL Australia Services Pty. Limited	441.32	478.56	7.61	25.62	0.01	0.05	-	-	-	-
-HCL Comnet Limited	-	0.26	43.10	46.00	-	-	-	-	-	-
-HCL Sweden AB	351.26	289.75	28.28	22.00	-	-	-	-	-	-
-HCL Technologies UK Limited	247.33	3.91	3.30	-	-	-	-	-	-	-
-HCL Insurance BPO Services Limited	-	-	-	-	-	(15.41)	-	-	-	-
-Axon Solution Limited	65.56	66.22	125.06	44.49	-	-	-	-	-	-
-Others	1,589.24	1,250.26	339.74	243.88	0.89	2.52	-	-	-	-
Total (A)	9,629.48	9,566.41	1,488.93	1,173.18	3.97	(4.93)	-	-	-	-
Jointly controlled entities										
-Statestreet HCL Services (India) Pvt. Ltd.	14.80	8.74	-	-	-	-	-	-	-	-
-Others	4.28	-	-	-	-	-	-	-	-	-
Total (B)	19.08	8.74	-	-	-	-	-	-	-	-
Significant influence										
-HCL Infosystems Limited	9.72	36.66	14.16	84.86	-	-	-	-	-	-
-Digilife Distribution and Marketing Services Limited	-	-	0.18	8.00	-	-	-	-	-	-
-HCL Infotech Limited	131.68	104.83	0.04	0.12	-	-	-	-	1,020.16	304.95
-Vama Sundari investments (Delhi) Pvt. Ltd.	-	-	12.84	4.59	-	-	-	-	406.47	119.55
-HCL Services Limited	-	-	-	-	-	-	-	-	-	-
-HCL Holding Private Limited	-	-	-	-	-	-	-	46.66	-	-
-Vama Sundari investments (Pondicherry) Pvt. Ltd.	-	-	-	-	-	-	94.61	-	-	-
-SSN Investment (Pondicherry) Private Limited.	-	-	-	-	-	-	-	-	14.56	4.48
-Shiv Nadar Foundation	-	-	-	-	-	-	-	-	-	-
-HCL Talent Care Private Limited	-	1.10	14.59	-	-	-	-	-	-	-
-Others	1.17	-	12.64	0.32	-	-	-	-	-	-
Total (C)	142.57	142.59	54.45	97.89	-	-	94.61	46.66	1,441.19	428.98
Total (A+B+C)	9,791.13	9,717.74	1,543.38	1,271.07	3.97	(4.93)	94.61	46.66	1,441.19	428.98

#other expenses include outsourcing cost, rent expense and software license fees.

HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015
 (All amounts in crores of ₹, except share data and as stated otherwise)

d) Transactions with related parties during the year (continued)

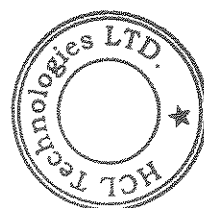
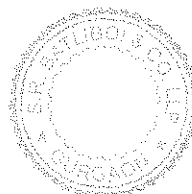
	Repayment of loans given to subsidiaries		Repayment of loans taken from subsidiaries		Investments		Payment for use of facilities		Receipt for use of facilities		Dividend income		Purchase of capital equipments	
	Year ended 30 June		Year ended 30 June		Year ended		Year ended 30 June		Year ended 30 June		Year ended 30 June		Year ended 30 June	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
Subsidiaries														
-HCL Comnet Limited	-	414.00	-	82.00	-	-	0.22	1.20	0.06	0.33	-	-	-	0.08
-HCL Eagle Limited	-	-	-	-	-	-	-	-	3.06	2.97	-	-	-	-
-HCL Bermuda Limited	-	-	-	-	(59.49)	-	-	-	-	-	-	-	-	-
-HCL Singapore Pte Limited	-	-	-	-	-	-	-	-	-	-	78.24	24.68	-	-
Total (A)	-	414.00	-	82.00	(59.49)	-	0.22	1.20	3.12	3.30	78.24	24.68	-	0.08
Significant influence														
-HCL Infosystems Limited	-	-	-	-	-	-	3.31	1.64	-	-	-	-	3.07	27.11
-SSN Investment (Pondicherry) Private Limited	-	-	-	-	-	-	10.72	-	-	-	-	-	-	-
-Easy Access Financial Services Limited	-	-	-	-	-	-	1.64	-	-	-	-	-	-	-
-Redington Distribution Pte. Ltd.	-	-	-	-	-	-	-	-	-	-	-	-	18.31	-
-HCL Insys Pte Limited	-	-	-	-	-	-	-	-	-	-	-	-	0.43	9.52
-others	-	-	-	-	-	-	1.37	0.79	-	-	-	-	2.52	0.47
Total (B)	-	-	-	-	-	-	17.04	2.43	-	-	-	-	24.33	37.10
Total (A+B)	-	414.00	-	82.00	(59.49)	-	17.26	3.63	3.12	3.30	78.24	24.68	24.33	37.18



HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015
 (All amounts in crores of ₹, except share data and as stated otherwise)

Transactions with Key Managerial personnel during the year

	Year ended 30 June	
	2015	2014
Chairman and Chief Strategy Officer i) Remuneration	12.15	12.07
Vice- Chairman and Joint Managing Director (Upto 31 July 2013) i) Remuneration	-	1.47
Chief Executive Officer i) Remuneration ii) Loan provided iii) Loan outstanding at the end of the year iv) Interest received by the Company on loan provided v) Dividend paid vi) Stock options - Exercised - No's (options) - Exercise price - ₹	28.66 15.00 15.00 0.72 0.24 - -	4.22 - - - 0.10 6.400 8
Chief Financial Officer i) Remuneration ii) Dividend paid iii) Stock options - Exercised - No's (options) - Exercise price - ₹	8.14 0.21 3,360 8	3.05 0.09 1,120 8
Company Secretary i) Remuneration ii) Dividend paid iii) Stock options - Exercised - No's (options) - Exercise price - ₹	0.54 0.01 960 8	0.48 - - -



HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015
 (All amounts in crores of ₹, except share data and as stated otherwise)

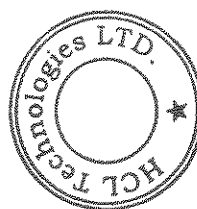
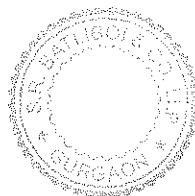
In addition to above Chairman and Chief strategy officer and Chief Financial Officer also receive remuneration from subsidiaries:

	Year ended 30 June	
	2015	2014
Chairman and Chief Strategy Officer		
i) Remuneration	4.48	4.71
Chief Financial Officer		
i) Remuneration	1.58	1.36

Transactions with Directors during the year

	Year ended 30 June	
	2015	2014
Commission & other benefits to Directors*	6.52	3.57

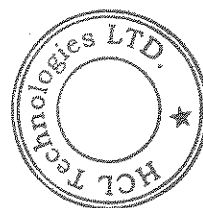
*Includes sitting fees



HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015
 (All amounts in crores of ₹, except share data and as stated otherwise)

e) Outstanding balances with related parties

	Trade receivables		Trade payables		Income received in advance		Capital accounts payables (includes supplier credit)	
	As at 30 June		As at 30 June		As at 30 June		As at 30 June	
	2015	2014	2015	2014	2015	2014	2015	2014
Subsidiaries								
-HCL America Inc.	851.76	1,036.83	126.42	160.06	137.55	166.57	-	-
-HCL Great Britain Limited	143.78	257.45	51.53	19.85	51.42	80.51	-	-
-HCL Singapore Pte. Limited	22.58	22.67	11.23	3.76	1.17	6.13	-	-
-HCL Australia Services Pty. Limited	77.62	33.18	0.37	7.11	2.86	4.36	-	-
-HCL Sweden AB	65.75	54.08	5.55	2.65	15.32	18.98	-	-
-HCL Technologies France	157.17	12.48	2.91	1.87	-	-	-	-
-HCL Bermuda Limited	-	-	-	-	-	-	-	-
-Others	579.41	248.34	88.86	79.62	29.17	39.52	-	-
Total (A)	1,898.07	1,665.03	286.87	274.92	237.49	316.07	-	-
Jointly controlled entities								
-Statestreet HCL Services (India) Pvt. Ltd.	2.34	0.78	-	0.08	-	-	-	-
Total (B)	2.34	0.78	-	0.08	-	-	-	-
Significant influence								
-HCL Infosystems Limited	3.59	22.36	0.27	0.01	1.60	1.75	6.62	29.21
-HCL Infotech Limited	146.94	71.86	0.34	-	17.88	12.30	0.21	-
-Others	0.74	-	0.16	-	0.09	-	0.04	3.04
Total (C)	151.27	94.22	0.77	0.01	19.57	14.05	6.87	32.25
Total (A+B+C)	2,051.68	1,760.03	287.64	275.01	257.06	330.12	6.87	32.25



HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015
 (All amounts in crores of ₹, except share data and as stated otherwise)

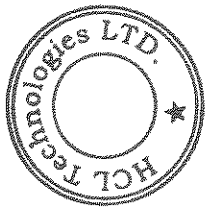
e) Outstanding balances with related parties- Continued

	Guarantee outstanding (refer note 2.30 (b))		Liabilities for expense		Long term income received in advance		Capital advances		Supplier credit	
	As at 30 June	As at 30 June	As at 30 June	As at 30 June	As at 30 June	As at 30 June	As at 30 June	As at 30 June	As at 30 June	As at 30 June
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
Subsidiaries										
-HCL America Inc.	180.78	989.48	235.13	109.99	47.55	86.65	-	-	-	-
-HCL Great Britain Limited	-	55.07	63.97	57.80	34.17	57.59	-	-	-	-
-HCL Comnet Limited	-	-	8.09	6.34	-	-	-	-	-	-
-HCL Bermuda Limited	100.05	102.62	-	-	-	-	-	-	-	-
-HCL Japan Limited	-	18.06	1.08	0.87	-	-	-	-	-	-
-HCL Insurance BPO services Limited	420.21	430.99	-	-	-	-	-	-	-	-
-HCL Singapore Pte Limited	29.28	178.15	8.63	2.68	-	1.29	-	-	-	-
-Axon Solution Limited	-	-	92.02	-	-	-	-	-	-	-
-Others	-	6.02	78.63	42.05	11.66	33.08	-	-	-	-
Total (A)	730.32	1,780.39	487.55	219.73	93.38	178.61	-	-	-	-
Significant influence										
-HCL Infosystems Limited	-	-	0.56	7.00	-	-	-	0.02	5.71	3.94
-Digilife Distribution and Marketing Services Limited	-	-	-	-	-	-	-	-	0.86	6.59
-HCL Talent Care Private Limited	-	-	4.59	-	-	-	-	-	-	-
-Others	-	-	1.24	0.98	-	-	-	-	2.97	-
Total (B)	-	-	6.39	7.98	-	-	-	0.02	9.54	10.53
Total (A+B)	730.32	1780.39	493.94	227.71	93.38	178.61	-	0.02	9.54	10.53

HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015
 (All amounts in crores of ₹, except share data and as stated otherwise)

e) Outstanding balances with related parties- Continued

	Loan and advances		Unbilled revenue		Deferred cost		Advance against sale of building		Advance received from customer	
	As at 30 June		As at 30 June		As at 30 June		As at 30 June		As at 30 June	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
Subsidiaries										
-HCL America Inc.	15.60	11.88	334.71	350.20	-	-	-	-	-	-
- HCL Great Britain Limited	4.42	11.13	75.56	119.13	-	-	-	-	-	-
-HCL Comnet Limited	2.28	0.59	4.78	4.51	2.01	5.71	-	-	-	-
-HCL Australia Services Pty. Limited	0.82	0.87	18.59	18.83	-	-	-	-	-	-
-HCL Gmbh	10.17	7.31	0.88	1.02	-	-	-	-	-	-
-HCL Technologies UK Limited	-	-	46.40	0.49	-	-	-	-	-	-
-Others	21.45	10.99	89.70	48.81	-	-	-	-	-	-
Total (A)	54.74	42.77	570.62	542.99	2.01	5.71	-	-	-	-
Jointly controlled entities										
-Statestreet HCL Services (India) Pvt.Ltd.	0.42	0.06	2.51	2.59	-	-	-	-	-	-
-Others	0.05	-	4.28	-	-	-	-	-	-	-
Total (B)	0.47	0.06	6.79	2.59	-	-	-	-	-	-
Significant influence										
-HCL Infosystems Limited	0.95	6.10	9.06	9.92	-	-	-	-	2.41	-
-SSN Investment(Pondi) Private Limited	1.38	-	-	-	-	-	-	108.00	-	-
-Others	0.78	0.14	0.44	-	-	-	-	-	-	-
Total (C)	3.11	6.24	9.50	9.92	-	-	-	108.00	2.41	-
Total (A+B+C)	58.32	49.07	586.91	555.50	2.01	5.71	-	108.00	2.41	-



HCL Technologies Limited**Notes to financial statements for the year ended 30 June 2015**

(All amounts in crores of ₹, except share data and as stated otherwise)

2.29 Research and development expenditure

	Year ended 30 June 2015	Year ended 30 June 2014
Revenue	181.77	152.73
Capital	-	-
	181.77	152.73

2.30 Commitments and Contingent liabilities

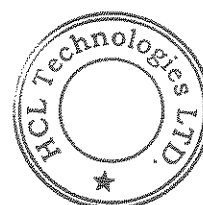
a)

	As at 30 June 2015	As at 30 June 2014
i) Capital and other commitments		
Capital commitments		
Estimated amount of unexecuted capital contracts (net of advances)	491.29	743.03
	491.29	743.03
ii) Contingent Liabilities		
Others	0.63	1.42
Total	0.63	1.42

The amounts shown in the item above represent best estimates arrived at on the basis of available information. The possible outflows on account of contingent liabilities are dependent on the outcome of the different legal processes which have been invoked by the Company or the claimants as the case may be and therefore, cannot be predicted accurately. The Company engages reputed professional advisors to protect its interest and has been advised that it has strong legal positions against such disputes.

b) Guarantees have been given by the Company on behalf of various subsidiaries against credit facilities, financial assistance and office premises taken on lease amounting to ₹ 730.32 crores (Previous year ₹ 1,780.39 crores). These guarantees have been given in the normal course of the Company's operations and are not expected to result in any loss to the Company, on the basis of the beneficiaries fulfilling their ordinary commercial obligations.

c) The Company has a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income Tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company appoints independent consultants annually for conducting transfer pricing studies to determine whether transactions with associated enterprises undertaken during the financial year, are on an "arms length basis". Adjustments, if any, arising from the transfer pricing studies in the respective jurisdictions will be accounted for when the study is completed for the current financial year. The management is of the opinion that its international transactions are at arms' length so that the outcome of the studies to corroborate compliance with legislation will not have any material adverse impact on the financial statements.



HCL Technologies Limited**Notes to financial statements for the year ended 30 June 2015**

(All amounts in crores of ₹, except share data and as stated otherwise)

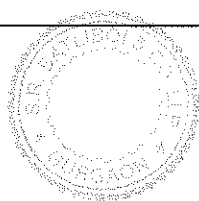
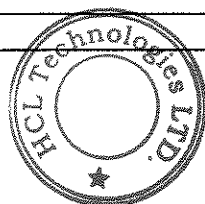
2.31 Derivative Financial Instruments

The Company is exposed to foreign currency fluctuations on foreign currency assets / liabilities and forecast cash flows denominated in foreign currency. The use of derivatives to hedge foreign currency forecast cash flows is governed by the Company's strategy, which provides principles on the use of such forward contracts and currency options consistent with the Company's Risk Management Policy. The counter parties in these derivative instruments are banks and the Company considers the risks of non-performance by the counterparty as insignificant. A majority of the forward foreign exchange/option contracts mature within one to twelve months and the forecast transactions are expected to occur during the same period. The Company does not use forward contracts and currency options for speculative purposes.

The following table presents the aggregate contracted principal amounts of the Company's derivative contracts outstanding: -

Sell Covers	As at 30 June 2015	As at 30 June 2014
Foreign Currency	₹ Equivalent	
USD/INR	3,173.97	3,803.23
GBP/INR	10.00	123.15
EURO/INR	88.97	300.07
EURO/USD	101.40	84.18
AUD/USD	62.47	67.87
CHF/USD	75.55	47.35
SEK/USD	42.77	5.93
GBP/USD	110.05	-
ZAR/USD	55.65	-
JPY/USD	15.60	-
NOK/USD	93.85	-
RUB/USD	21.18	-
CHF/INR	6.84	-
SEK/INR	11.60	-
	3,869.90	4,431.78

Options	As at 30 June 2015	As at 30 June 2014
	₹ Equivalent	
Range Forward		
USD/INR	3,336.72	1,508.75
GBP/INR	543.77	302.75
EURO/INR	663.65	313.22
AUD/INR	67.51	16.97
Seagull		
USD/INR	182.04	-
Euro/INR	30.61	-
Total	4,824.30	2,141.69



HCL Technologies Limited**Notes to financial statements for the year ended 30 June 2015**

(All amounts in crores of ₹, except share data and as stated otherwise)

The following table summarizes the activity in the hedging reserve related to all derivatives classified as cash flow hedges during the years ended 30 June 2015 and 2014.

	Year ended 30 June 2015	Year ended 30 June 2014
(Loss)/Gain as at the beginning of the year	(261.33)	(631.27)
Unrealized gain/(loss) on cash flow hedging derivatives during the year	121.67	(174.63)
Net losses reclassified into net income on occurrence of hedged transactions	89.27	544.57
Net losses reclassified into net income as hedged transactions are not likely to occur	-	-
Loss as at the end of the year (refer note 1 below)	(50.39)	(261.33)
Deferred tax	9.71	51.05
Hedging reserve account (net of deferred tax)	(40.68)	(210.28)

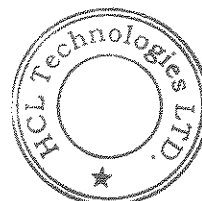
Notes:

1. As of the balance sheet date, the Company's net foreign currency exposure that is not hedged is ₹ Nil (Previous year ₹ 942.96 crores).
2. At 30 June 2015, the estimated net amount of existing loss that is expected to be reclassified into the income statement within the next twelve months is ₹ 12.88 crores (Previous year loss of ₹ 132.89 crores).

2.32 Earnings per equity share (EPS)

	Year ended	
	30 June 2015	30 June 2014
Net profit as per statement of profit and loss for computation of EPS	6,345.95	5,984.62
Weighted average number of shares outstanding in computation of basic EPS*	1,404,808,456	1,397,233,894
Dilutive effect of stock options outstanding*	8,142,875	18,994,532
Weighted average number of equity shares outstanding in computing diluted EPS*	1,412,951,331	1,416,228,426
Nominal value of equity shares (in ₹)	2	2
Earnings per equity share (in ₹)		
- Basic	45.17	42.83
- Diluted	44.91	42.26

*Adjusted for bonus issue, refer note 2.1



HCL Technologies Limited**Notes to financial statements for the year ended 30 June 2015**

(All amounts in crores of ₹, except share data and as stated otherwise)

2.33 Micro and Small Enterprises

As per information available with the management, the dues payable to enterprises covered under "The Micro, Small and Medium Enterprises Development Act, 2006" are as follows:

	For the year ended 30 June 2015		For the year ended 30 June 2014	
	Principal	Interest	Principal	Interest
Amount due to vendor	0.64	0.04	0.03	0.00
Principal amount paid beyond the appointed date		-		-
Interest under normal credit terms -				
Accrued and unpaid during the year		-		-
Total interest payable -				
Accrued and unpaid during the year		0.04		0.01

This has been determined on the basis of responses received from vendors on specific confirmation sought by the Company.

2.34 Employee Benefit Plans

The Company has calculated the various benefits provided to employees as shown below

A. Defined Contribution Plans and State Plans

Superannuation Fund

Employer's contribution to Employees State Insurance

Employer's contribution to Employee Pension Scheme

During the year the Company has recognized the following amounts in the statement of profit and loss:-

	Year ended 30 June 2015	Year ended 30 June 2014
Superannuation Fund	1.78	2.02
Employer's contribution to Employees State Insurance	3.30	3.20
Employer's contribution to Employee's Pension Scheme	72.63	40.98
Total	77.71	46.20

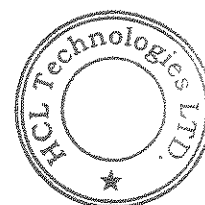
B. Defined Benefit Plans

a) Gratuity

b) Employer's Contribution to Provident Fund

Gratuity

The Company has an unfunded defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure of 15 days base salary (last drawn salary) for each completed year of service subject to maximum of ₹ 10 Lacs per employee.



HCL Technologies Limited**Notes to financial statements for the year ended 30 June 2015**

(All amounts in crores of ₹, except share data and as stated otherwise)

The following table sets out the status of the gratuity plan:

Statement of profit and loss

Net employee benefit expense (recognized in employee cost)

	Year ended 30 June 2015	Year ended 30 June 2014
Current service cost	45.80	43.38
Interest cost on benefit obligation	20.34	15.97
Net actuarial gain recognized in the year	(7.41)	(25.67)
Past service cost	-	-
Net benefit expense	58.73	33.68

Balance Sheet

Details of provision for gratuity

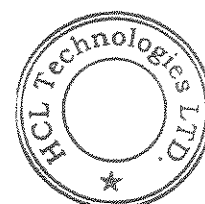
	Year ended 30 June 2015	Year ended 30 June 2014
Defined benefit obligations	245.36	207.94
Fair value of plan assets	-	-
	245.36	207.94
Less: Unrecognized past service cost	-	-
Plan liability	245.36	207.94

Changes in present value of the defined benefit obligation are as follows:

	Year ended 30 June 2015	Year ended 30 June 2014
Opening defined benefit obligations	207.94	188.38
Current service cost	45.80	43.38
Interest cost	20.34	15.97
Actuarial gain on obligation	(7.41)	(25.67)
Benefits paid	(21.31)	(14.12)
Closing defined benefit obligations	245.36	207.94

	Year ended 30 June 2015	Year ended 30 June 2014
Discount rate	8.05%	8.80%
Estimated Rate of salary increases	7%	7%
Employee Turnover	23%	21%
Expected rate of return on assets	N.A.	N.A.

The estimates of future salary increases, considered in the actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.



HCL Technologies Limited**Notes to financial statements for the year ended 30 June 2015**

(All amounts in crores of ₹, except share data and as stated otherwise)

The following table sets out the experience adjustment to plan liabilities as required under AS-15 (Revised):

	Year ended 30 June				
	2015	2014	2013	2012	2011
Defined benefit obligations	245.36	207.94	188.38	140.65	100.58
Experience adjustment to plan liabilities	(17.05)	(8.78)	(1.19)	7.69	6.75

Employer's contribution to provident fund

The actuary has provided a valuation and based on the assumption mentioned below, there is no shortfall as at 30 June 2015 and 30 June 2014.

The details of the fund and plan asset position are given below:-

	30 June 2015	30 June 2014
Plan assets at the year end	1,845.71	1,487.05
Present value of benefit obligation at year end	1,845.71	1,487.05
Asset recognized in balance sheet	-	-

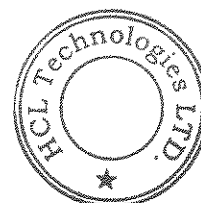
Assumptions used in determining the present value obligation of the interest rate guarantee under the Deterministic Approach.

	30 June 2015	30 June 2014
Government of India(GOI) bond yield	9.44%	9.49%
Remaining term of maturity	7.83 Years	9.40 Years
Expected guaranteed interest rate	8.75%	8.75%

During the year ended 30 June 2015, the Company has contributed ₹ 83.80 crores (Previous year ₹ 92.79 crores) towards employer's contribution to the provident fund.

2.35 Corporate social responsibility

As required by the Companies Act, 2013, the gross amount required to be spent by the Company on CSR activities is ₹ 89.99 crores and the amount spent during the year is ₹ 6.22 crores.



HCL Technologies Limited**Notes to financial statements for the year ended 30 June 2015**

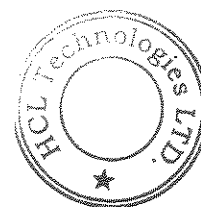
(All amounts in crores of ₹, except share data and as stated otherwise)

2.36 Particulars of purchases, sales and closing stock of trading goods:

	Opening Stock	Purchases	Sales	Closing Stock
ITEMS	Value (₹)	Value (₹)	Value (₹)	Value (₹)
Software Licenses	2.33 (21.98)	38.49 (28.94)	42.03 (54.52)	5.56 (2.33)
Servers	4.04 (3.73)	137.43 (190.47)	136.40 (220.34)	2.99 (4.04)
Storage devices	0.07 (0.70)	39.37 (38.23)	31.63 (49.55)	2.27 (0.07)
Routers	0.13 (1.60)	25.41 (3.78)	21.09 (10.03)	0.08 (0.13)
Switches	0.15 (2.59)	25.17 (6.75)	25.39 (18.07)	0.72 (0.15)
Others*	8.82 (49.69)	97.89 (77.20)	58.22 (129.62)	70.15 (8.82)
Total	15.54 (80.29)	363.76 (345.37)	314.76 (482.13)	81.77 (15.54)

* Does not include any item which in value individually accounts for 10% or more of the total value of sales/ stock

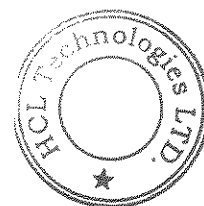
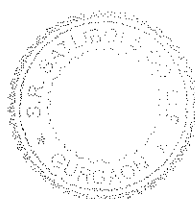
Notes: previous year figures are given in brackets.



HCL Technologies Limited
Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

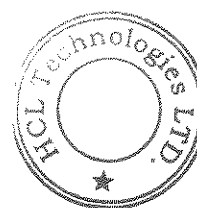
	Year ended 30 June 2015	Year ended 30 June 2014
2.37 CIF value of imports		
Capital goods	142.75	138.25
Others	58.28	28.86
	201.03	167.11
2.38 Auditors' remuneration *		
A. As Auditors		
Statutory audit	2.66	2.42
Tax audit fees	0.30	0.28
Out of pocket expenses	0.20	0.20
B. For Certification	0.24	0.39
	3.40	3.29
* excluding service tax		
2.39 Expenditure in foreign currency (on accrual basis)		
Outsourcing costs	1,219.15	1,072.21
Travel	206.64	194.53
Rates and taxes	1.71	3.16
Software license fee	32.98	59.29
Communication costs	16.70	19.15
Professional fees	0.63	23.94
Recruitment training and development	8.22	6.60
Repair and maintenance	9.10	6.58
Dues & subscription	-	11.35
Others	40.63	22.59
	1,535.76	1,419.40
2.40 Earnings in foreign currency (on accrual basis)		
Income from services	14,684.51	14,239.77
	14,684.51	14,239.77



HCL Technologies Limited**Notes to financial statements for the year ended 30 June 2015**

(All amounts in crores of ₹, except share data and as stated otherwise)

2.41	Dividend remitted in foreign currency	Year ended 30 June 2015	Year ended 30 June 2014
	Final dividend		
	Number of non-resident shareholders	-	56
	Number of shares held	-	119,980,029
	Amount remitted in ₹ (net of tax)	-	71.99
	Amount remitted FCY	-	\$11,612,844
	Year to which it relates	-	2012-13
	1st Interim dividend		
	Number of non-resident shareholders	48	56
	Number of shares held	119,957,036	119,953,649
	Amount remitted in ₹ (net of tax)	143.95	23.99
	Amount remitted FCY	\$23,526,754	\$3,901,249
	Year to which it relates	2014-15	2013-14
	2nd Interim dividend		
	Number of non-resident shareholders	47	53
	Number of shares held	119,923,196	119,979,529
	Amount remitted in ₹ (net of tax)	71.95	47.99
	Amount remitted FCY	\$11,700,775	\$7,714,485
	Year to which it relates	2014-15	2013-14
	3rd Interim dividend		
	Number of non-resident shareholders	47	50
	Number of shares held	119,923,196	119,942,486
	Amount remitted in ₹ (net of tax)	95.94	47.98
	Amount remitted FCY	\$15,444,815	\$7,917,322
	Year to which it relates	2014-15	2013-14
	4th Interim dividend		
	Number of non-resident shareholders	47	-
	Number of shares held	239,846,392	-
	Amount remitted in ₹ (net of tax)	95.94	-
	Amount remitted FCY	\$15,175,349	-
	Year to which it relates	2014-15	-



HCL Technologies Limited

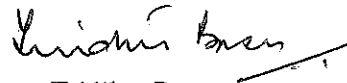
Notes to financial statements for the year ended 30 June 2015

(All amounts in crores of ₹, except share data and as stated otherwise)

2.42 Previous year figures have been rearranged to conform to the current year's classification.

As per our report of even date

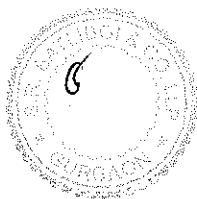
FOR S. R. BATLIBOI & CO. LLP
ICAI Firm Registration Number : 301003E
Chartered Accountants



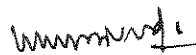
per Tridib Basu
Partner

Membership Number:17401

Gurgaon, India
03 August 2015



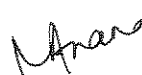
For and on behalf of the Board of Directors
of HCL Technologies Limited



Shiv Nadar
Chairman and Chief Strategy Officer

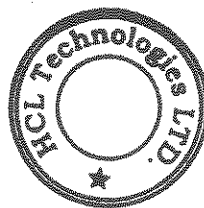


Anant Gupta
President and Chief Executive Officer



Manish Anand
Company Secretary

Noida (UP), India
03 August 2015



Amal Ganguli
Director



Anil Chanana
Chief Financial Officer

HCL COMNET LIMITED
INDIAN - GAAP
STANDALONE FINANCIAL STATEMENT
For the year ended June 30, 2015

INDEPENDENT AUDITOR'S REPORT

To the Members of HCL Comnet Limited

Report on the Financial Statements

We have audited the accompanying Financial Statements of HCL Comnet Limited ("the Company"), which comprise the Balance Sheet as at June 30, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Financial Statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at June 30, 2015, its profit, and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the directors as on June 30, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on June 30, 2015, from being appointed as a director in terms of section 164 (2) of the Act;



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

(f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements as of June 30, 2015;
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W



per **Yogesh Midha**

Partner

Membership Number: 094941

Place: Gurgaon, India

Date: *September 29, 2015*



**Annexure referred to in paragraph 1 of the section on "Report on Other Legal and Regulatory Requirements" of our report of even date
Re: HCL Comnet Limited (the Company)**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets were physically verified by the management in accordance with a planned programme of verifying them in phased manner over the period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a) and (b) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the company in respect of these areas.
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the products/services of the Company.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

- (c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax and cess on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	40,107	2010-11	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	10,207,935	2006-07	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	30,510,965	2009-10	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	29,780,371	2006-07	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	30,768,721	2004-05	Income Tax Appellate Tribunal
Finance Act 1994, read with Service Tax Rules, 1994	Service Tax	8,834,504	2007-10	Customs ,Excise, Service Tax Appellant Tribunal, New Delhi
Central Sales Tax 1956	Sales Tax	543,738	2008-09	West Bengal Commercial Tax Appellate & Revisional Board
Central Sales Tax 1956	Sales Tax	1,040,092	2009-10	West Bengal Commercial Tax Appellate & Revisional Board
Central Sales Tax 1956	Sales Tax	370,744	2010-11	West Bengal Commercial Tax Appellate & Revisional Board
West Bengal value added tax act 2003	Value Added Tax	49,000	2009-10	West Bengal Commercial Tax Appellate & Revisional Board
West Bengal value added tax act 2003	Value Added Tax	1,123,438	2010-11	West Bengal Commercial Tax Appellate & Revisional Board

- (d) According to the information and explanations given to us, the provisions of investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder are not applicable to the company.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

- (viii) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (ix) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not issued any debentures and has not defaulted in repayment of dues to a financial institution or bank.
- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) Based on the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration number: 101049W



per Yogesh Midha

Partner

Membership Number: 094941

Place: Gurgaon, India

Date: September 29, 2015



HCL Comnet Limited
Balance Sheet as at June 30, 2015
(All amounts in ₹)

	Note No.	As at June 30, 2015	As at June 30, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	2.1	9,499,000	9,499,000
(b) Reserves and surplus	2.2	2,366,666,886	1,900,123,695
		<u>2,376,165,886</u>	<u>1,909,622,695</u>
(2) Non - current liabilities			
(a) Long-term borrowings	2.3	26,418,040	4,958,095
(b) Other long-term liabilities	2.4	480,380,125	339,894,984
(c) Long term provisions	2.5	58,370,836	47,423,862
		<u>565,169,001</u>	<u>392,276,941</u>
(3) Current liabilities			
(a) Trade payables	2.6	442,502,120	396,322,690
(b) Other current liabilities	2.6	2,752,170,160	3,989,461,399
(c) Short term provisions	2.7	46,796,750	39,855,464
		<u>3,241,469,030</u>	<u>4,425,639,553</u>
TOTAL		<u>6,182,803,917</u>	<u>6,727,539,189</u>
II. ASSETS			
(1) Non-current assets			
(a) Fixed Assets			
(i) Tangible assets	2.8	87,646,486	175,674,911
(ii) Intangible assets	2.8	5,392,963	290,419
(iii) Capital work in progress		9,311,932	3,909,755
		<u>102,351,381</u>	<u>179,875,085</u>
(b) Deferred tax assets (net)	2.9	423,667,847	396,568,567
(c) Long term loans and advances	2.10	993,877,446	1,154,195,371
(d) Other non-current assets	2.11	102,066,656	76,644,687
		<u>1,621,963,330</u>	<u>1,807,283,710</u>
(2) Current Assets			
(a) Current investments	2.12	1,212,648,339	580,005,047
(b) Inventories	2.13	235,472,844	156,823,434
(c) Trade receivables	2.14	1,492,425,992	2,254,576,563
(d) Cash and bank balances	2.15	436,707,763	924,867,653
(e) Short - term loans and advances	2.16	599,269,324	615,525,826
(f) Other current assets	2.17	584,316,325	388,456,956
		<u>4,560,840,587</u>	<u>4,920,255,479</u>
TOTAL		<u>6,182,803,917</u>	<u>6,727,539,189</u>
Summary of significant accounting policies	1 & 2		

The accompanying notes are an integral part of financial statements

As per our report of even date

For S. R. BATLIBOI & ASSOCIATES LLP
ICAI Firm Registration Number: 101049W
Chartered Accountants

[Signature]
per **Yogesh Midha**
Partner
Membership Number: **94941**

Gurgaon, India
Date: **September 29, 2015**



For HCL Comnet Limited

[Signature]
Prahlaad Rai Bansal
Director

[Signature]
Manish Anand
Director

Noida (UP), India
Date: **29/9/2015**

HCL Comnet Limited

Statement of Profit and Loss for the year ended June 30, 2015

(All amounts in ₹ except share data unless otherwise stated)

	Note No.	Year ended June 30, 2015	Year ended June 30, 2014
Income			
Revenue from operations	2.18	5,045,663,934	5,466,023,115
Other income	2.19	729,554,121	174,684,281
Total revenue		5,775,218,055	5,640,707,396
Expenses			
Purchases of stock-in-trade	2.35	1,536,522,438	1,480,387,290
Changes in inventories of stock-in-trade	2.20	127,523,743	427,811,041
Employee benefit expenses	2.21	1,365,543,724	1,159,657,479
Finance costs	2.22	83,126,682	113,513,637
Depreciation and amortization expense	2.8	21,564,794	58,219,294
Other expenses	2.23	2,064,118,790	2,154,338,953
Total expenses		5,198,400,171	5,393,927,694
Profit before tax		576,817,884	246,779,702
Tax expense			
- current tax		(137,373,973)	(49,857,875)
- deferred tax (expense) / credit		27,099,280	(31,607,361)
Total current tax		(110,274,693)	(81,465,236)
Profit for the year		466,543,191	165,314,466
Earnings per equity share of par value ₹ 10 each (computed on the basis of profit for the year)	2.40		
Basic and Diluted (₹)		491.15	174.03
Summary of significant accounting policies	1 & 2		

The accompanying notes are an integral part of financial statements

As per our report of even date

For S. R. BATLIBOI & ASSOCIATES LLP

ICAI Firm Registration Number: 101049W

Chartered Accountants

per Yogesh Midha
 Partner
 Membership Number: 94941

For HCL Comnet Limited

cm/1
 Prahlad Rai Bansal
 Director

Manish
 Manish Anand
 Director

Gurgaon, India

Date: September 29, 2015

Noida (UP), India

Date: 29/9/2015

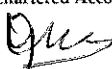


HCL Comnet Limited
Cash flow statement
(All amounts in ₹)

	Year ended June 30, 2015	Year ended June 30, 2014
A. Cash flows from operating activities		
Profit before tax	576,817,884	246,779,702
Adjustment for:		
Depreciation and amortization expenses	21,564,794	58,219,294
Interest income	(65,727,135)	(62,578,525)
Interest expenses	71,581,218	98,831,525
Profit on sale of fixed assets	(592,594,179)	(150,311)
Profit on sale of investments	(27,250,935)	(73,832,253)
Provisions no longer required written back	(7,937,601)	(5,575,853)
Provision for doubtful advance written off	2,273,273	-
Provision for doubtful debts / bad debt written off	100,014,901	202,569,371
Provision for doubtful advances	-	4,786,530
Operating profit before working capital changes	78,742,222	469,049,480
Movement in Working Capital		
(Increase) / decrease in trade receivables	662,135,670	(983,533,525)
(Increase) / decrease in loans and advances	(62,209,470)	(131,073,547)
(Increase) / decrease in other assets	(237,679,029)	177,201,407
(Increase) / decrease in inventories	(78,649,410)	231,052,491
Increase / (decrease) in liabilities and provisions	(294,338,927)	1,084,243,342
Cash generated from operations	68,001,055	846,939,649
Direct taxes paid (net of refunds)	15,225,602	(179,637,554)
Net cash from / (used in) operating activities (A)	83,226,658	667,302,095
B. Cash flows from investing activities		
Investment in fixed deposits	(459,802,500)	(760,840,000)
Proceeds from maturity of fixed deposits	1,040,000,000	2,000,010,000
Purchase of investments in mutual funds	(4,355,000,000)	(4,935,000,000)
Investment in fellow subsidiaries	-	(80,000,000)
Proceeds from sale of mutual funds	3,749,607,643	6,320,774,028
Loans given to fellow subsidiaries	-	(47,000,000)
Repayment of loans given to fellow subsidiaries	46,500,000	-
Proceeds from repayment of loans given to holding company	-	820,000,000
Proceeds from deposits placed with body corporate	70,000,000	285,000,000
Purchase of fixed assets, including intangible assets, CWIP and capital advances	(54,672,664)	(729,479,052)
Advance against sale of building	-	720,000,000
Proceeds from sale of fixed assets	587,870	763,721
Interest received	82,124,825	80,146,349
Taxes paid	(22,005,861)	(20,467,296)
Net cash from investing activities (B)	97,339,312	3,653,907,750
C. Cash flows from financing activities		
Repayment of short term borrowings from holding company	-	(4,128,451,774)
Proceeds from long term borrowings	47,698,007	2,979,695
Repayment of long term borrowings	(64,530,068)	(195,145,847)
Principal payment on finance lease obligations	-	(1,101,083)
Interest paid	(71,696,298)	(100,345,360)
Net cash from / (used in) financing activities (C)	(88,528,359)	(4,422,064,369)
Net increase in cash and cash equivalents (A+B+C)	92,037,611	(100,854,524)
Cash and cash equivalents at the beginning of the year	164,867,653	265,722,177
Cash and cash equivalents at the end of the year as per note 2.15	256,905,264	164,867,653

As per our report of even date.


For S. R. BATLIBOI & ASSOCIATES LLP
ICAI Firm Registration Number: 101049W
Chartered Accountants

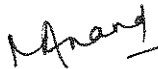
per 
Partner **Yogesh Midha**
Membership Number: **94941**

Gurgaon, India
Date: **September 29, 2015**



For HCL Comnet Limited


Prahlad Rai Bansal
Director


Manish Anand
Director

Noida (UP), India
Date: **29/9/2015**

HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and as stated otherwise)

Company Overview

HCL Comnet Limited was incorporated in India in August 2001 and focuses on providing technology services. The Company is providing data communication services which include trading of satellite and non satellite based communication equipments such as VSAT, Routers, switches, Modems etc, application operation services and services related to installation and maintenance of networking equipment. The Company is providing the services across Defense, Financial services, Government, Telecom, PSU's, Energy and utilities.

1. Summary of Significant accounting policies

a) Basis of preparation

The financial statements of the Group have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). These consolidated financial statements have been prepared to comply in all material aspects with applicable accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared under the historical cost convention on an accrual and going concern basis except for certain financial instruments which are measured at fair value.

The accounting policies adopted in the preparation of the financial statements are consistent with those of the previous year unless stated specifically in the accounting policies below.

b) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates.

c) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from sale of goods and rendering of services is recognized when risk and reward of ownership have been transferred to the customer, the sale price is fixed or determinable and collectability is reasonably assured.

Revenue from sale of products is recognized when persuasive evidence of an arrangement exists, risk and reward of ownership has been transferred to the customer, the sales price is fixed or determinable and collectability is reasonably assured. Revenue from installation services is recognized when installation of networking equipment at customer site is completed and accepted by the customer. Revenue from maintenance services is recognized ratably over the period of the contract. Revenue from infrastructure management services comprise income from time-and-material, and fixed price contracts. Revenue with respect to time-and-material contracts is recognized as related services are performed. Revenue with respect to fixed price contracts is recognized in accordance with the percentage of completion method.

Warranty costs on sale of goods and services are accrued based on management estimates and historical data at the time those related revenues are recognized.

Unearned income arising in respect of maintenance services is calculated on the basis of unutilized period of service at the balance sheet date and represents revenue, which is expected to be earned in future periods in respect of these services.



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

Revenues are shown net of value added tax, service tax and applicable discounts and allowances. The revenue is recognized net of discounts and allowances.

Products which are delivered and acceptance not received are considered as deferred cost.

Interest on the deployment of surplus funds is recognized using the time-proportion method, based on interest rates implicit in the transaction. Commission and rent are recognized once the same are earned and accrued to the Company and dividend income is recognized when the right to receive the dividend is established.

d) Tangibles fixed assets and capital work-in-progress

Fixed assets are stated at the cost less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed assets is added to its book value only if it increases the future benefits from the existing assets beyond its previously assessed standard or period of performance. All other expenses on the existing fixed assets, including day to day repair and maintenance expenditure and cost of replacing parts are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gain or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount are recognised in the Statement of Profit and Loss when the asset is derecognized.

Fixed assets under construction, and cost of assets not ready for use before the year-end, are disclosed as capital work in progress.

e) Depreciation on tangible fixed assets

Depreciation on fixed assets is provided on the straight-line method over their estimated useful lives, as determined by the management, Depreciation is charged on a pro-rata basis for assets purchased/sold during the year.

The management's estimates of the useful lives of the various tangible fixed assets for computing depreciation are as follows:

	Life (in years)
Land-leasehold	Over the period of lease (up to maximum of 99 years)
Buildings	20
Plant and machinery (including air conditioners, electrical installations)	10
Office equipments	5
Computers	4-5
Furniture and fixtures	7
Vehicles – owned	5
Vehicles – leased	Over the period of lease or 5 years, whichever is lower
Leasehold- improvements	Over the remaining period of lease or 4 years, whichever is lower



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

The useful lives as given above best represent the period over which the management expects to use these assets, based on technical assessment. Hence, the useful lives for these assets are different from the useful lives prescribed under Part C of Schedule II of the Companies Act 2013.

Till year ended 30 June 2014, to comply with the requirements of Schedule XIV to the Companies Act, 1956, the Company was charging 100% depreciation on assets costing ` 5,000/- or less in the year of purchase. However, to comply with the requirement of Schedule II to the Companies Act, 2013, the Company has changed its accounting policy for depreciation of assets costing ` 5,000/- or less. As per the revised policy, the Company depreciates such assets over their useful lives as assessed by the management. The management has decided to apply the revised accounting policy prospectively from the accounting year commencing on or after 01 July 2014.

The change in accounting for depreciation of assets costing less than ₹5,000/- did not have any material impact on financial statements of the company for the current year.

f) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of amalgamation. Following the initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

Intangible assets are amortized on a straight line basis over their estimated useful economic life. The Company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from the previous estimate, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefit from the asset, the amortization method is changed to reflect the changed pattern.

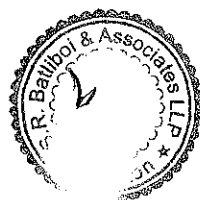
Gains or losses arising from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognized in the statement of profit and loss when the asset is derecognized.

Goodwill arising out of amalgamation is amortized over 5 years unless a longer period can be justified.

The management's estimates of the useful life of Software is 3 years.

g) Impairment of tangible and intangible assets

An assessment is done at each balance sheet date as to whether there is any indication that an asset (tangible or intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. The recoverable amount is the higher of an asset's or cash generating unit's net selling price or its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

h) Leases

Where the Company is the lessee

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value or present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance cost in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of the lease are capitalized.

A leased asset is depreciated on a straight line basis over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight line basis over the shorter of the estimated useful life of the asset or the lease term.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased items, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Where the Company is the lessor

Leases in which the Company transfers substantially all the risk and benefits of ownership of the asset are classified as finance leases. Assets given under a finance lease are recognized as a receivable at an amount equal to the net investment in the leased assets. After initial recognition, the Company apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance leases. The interest income is recognized in the statement of profit and loss. Initial direct costs such as legal cost, brokerage cost etc are recognized immediately in the statement of profit and loss.

Leases in which the Company does not transfer substantially all the risk and benefits of ownership of the assets are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the statement of profit and loss on a straight line basis over the lease term. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal cost, brokerage cost etc are recognized immediately in the statement of profit and loss.

i) Inventories

Stock in trade, stores and spares are valued at the lower of the cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Cost of stock in trade procured for specific projects is assigned by identification of individual costs of each item. Cost of stock in trade, that are interchangeable and not specific to any project and cost of stores and spare parts are determined using the weighted average cost formula.

j) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date of which such investments are made, are classified as current investments. All other investments are classified as long term investments.

On initial recognition, all investments are measured at cost. The cost comprises the purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired by the issue of shares or the other securities, the acquisition cost is the fair value of securities issued.



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

If an investment is acquired in exchange of another assets, the acquisition is determined by reference to the fair value of the assets given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of long term investments.

On disposal of investments, the difference between its carrying amount and net disposal is charged and credited to statement of profit and loss.

k) Foreign currency translation

i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

iii) Exchange Differences

Exchange differences arising on the settlement of monetary items, or on reporting such monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

l) Taxation

Tax expense comprises of current and deferred tax. Current income tax expense comprises taxes on income from operations in India. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961 (enacted in India). Deferred tax expense or benefit is recognized on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets, against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each balance sheet date the Company re-assesses recognized and unrecognized deferred tax assets. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which the deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available. The Company recognizes unrecognized deferred tax assets to the extent that it has become



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

m) Retirement and other employee benefits

- i. Contributions to provident fund, a defined benefit plan, are deposited with a Recognized Provident Fund Trust, set up by the Company. The Company's liability is actuarially determined at the end of the year. Actuarial losses/ gains are recognised in the statement of profit and loss in the year in which they arise. The interest rate payable by the trust to the beneficiaries every year is notified by the government and the Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate.
- ii. In respect of superannuation, a defined contribution plan for applicable employees, the Company contributes to a scheme administered on its behalf by an insurance company and such contributions for each year of service rendered by the employees are charged to the statement of profit and loss. The Company has no further obligations to the superannuation plan beyond its contributions.
- iii. Gratuity liability: The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's base salary and the tenure of employment (subject to maximum of ₹ 10 Lacs per employee). The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year.
- iv. Compensated absences: The employees of the Company are entitled to compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation (using the Projected Unit Credit method) based on the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the balance Sheet date. The expense on non-accumulating compensated absences is recognized in the period in which the absences occur.
- v. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.
- vi. State Plans : The Company's contribution to State Plans , a defined contribution plan namely Employee State Insurance Fund and Employee's Pension Scheme are charged to the statement of profit and loss.

n) Earnings per share

Basic earnings per share are computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

o) Borrowing cost

Borrowing costs includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing cost directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the respective asset. All other borrowing cost is expensed in the period they occur.



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

p) Provisions

A provision is recognized when there exists a present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to present value and are determined based on best estimates required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

q) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed only by the occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable than an outflow of resources will be required to settle the obligation. A contingent liability also arises in the extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The company does not recognise a contingent liability but discloses its existence in the financial statements.

r) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short term deposits with banks with an original maturity of three months or less.

2 Notes to financial statements

2.1 Share Capital

	As at	
	June 30, 2015	June 30, 2014
Authorized 1,100,000 (Previous year, 1,100,000) equity shares of ₹ 10 each	11,000,000	11,000,000
Issued, subscribed and fully paid up 949,900 (Previous year, 949,900) equity shares of ₹ 10 each fully paid up	9,499,000	9,499,000

The Company has only one class of shares issued referred to as equity shares having a par value of ₹ 10/- each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	As at			
	June 30, 2015		June 30, 2014	
	No. of shares	(Amount in ₹)	No. of shares	(Amount in ₹)
Number of shares at the beginning	949,900	9,499,000	949,900	9,499,000
Add: Shares issued during the year	-	-	-	-
Number of shares at the end	949,900	9,499,000	949,900	9,499,000



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

Shares held by holding / ultimate holding company and / or their subsidiaries/associates:

Out of equity shares issued by the company, shares held by its holding company, are as below:

	As at			
	June 30, 2015		June 30, 2014	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Equity shares of ₹10 each fully paid HCL Technologies Limited	949,900	100.00%	949,900	100.00%

Details of shareholders holding more than 5% shares in the company:-

	As at			
	June 30, 2015		June 30, 2014	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Equity shares of ₹10 each fully paid HCL Technologies Limited	949,900	100.00%	949,900	100.00%

As per the records of the company, including its register of shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

There are no bonus shares issued, no shares issued for consideration other than cash and no shares bought back during five years immediately preceding the reporting date.

2.2 Reserves and Surplus

	As at	
	June 30, 2015	June 30, 2014
Securities premium account		
Balance as at year end	539,940,000	539,940,000
	539,940,000	539,940,000
Surplus in the statement of profit and loss		
Balance as per last financial statements	1,360,183,695	1,194,869,229
Add - Profit for the year	466,543,191	165,314,466
Net surplus in statement of profit and loss	1,826,726,886	1,360,183,695
	2,366,666,886	1,900,123,695



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

2.3 Long term borrowings

	Non-current portion		Current portion	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
(a) Secured				
From bank				
Long term loans (refer note 1 below)	3,407,340	3,675,137	1,631,735	1,238,630
From others				
Others (refer note 2 below)	-	-	-	7,613,064
Finance lease obligations (refer note 3 below)	-	-	-	203,302
(b) Unsecured				
Others (refer note 4 below)	23,010,700	1,282,958	15,463,425	46,535,471
Amount disclosed under the head "Other current liabilities" (note 2.6)			(17,095,160)	(55,590,467)
	26,418,040	4,958,095	-	-

Note:-

1. The Company has availed a term loan which secured by hypothecation of vehicles of ₹ 10,076,355 (previous year ₹ 8,221,586) at variable interest rates not exceeding interest rate of 11% (previous year : 11%).The same is repayable over a period of 5 years (previous year over a period of 5 years) on monthly basis.
2. The other long term debts of Nil represents loan taken for purchase of plant and machinery (previous year ₹ 7,613,064) at an interest ranging from 0% to 6.79% secured by hypothecation of gross block of plant and machinery of Nil (previous year ₹ 130,364,088).
3. Obligation under finance lease is secured by vehicle taken on lease.
4. The other long term debts of ₹ 38,474,125 represents loan taken for purchase of plant and machinery (previous year ₹ 47,818,429) at an interest ranging from 0% to 6.79% .The loan is repayable till March 2018.

2.4 Other long term Liabilities

	As at	
	June 30, 2015	June 30, 2014
Deposit from customers	46,780,000	46,780,000
Income received in advance	433,600,125	293,114,984
	480,380,125	339,894,984



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

2.5 Long term provisions

	As at	
	June 30, 2015	June 30, 2014
Provision for employee benefits		
Provision for gratuity (refer note 2.32)	57,827,647	47,423,862
Provision for other long term incentive	543,189	-
	58,370,836	47,423,862

2.6 Trade payables and other current liabilities

	As at	
	June 30, 2015	June 30, 2014
Trade Payables (refer note 2.31 for details of dues to micro and small enterprises)	410,937,326	381,344,881
Trade Payables - related parties (refer note 2.25(d))	31,564,794	14,977,809
	442,502,120	396,322,690
Other current liabilities		
Capital Accounts Payables	40,269,169	22,188,650
Capital Accounts payables-related parties (refer note 2.25(d))	-	44,356
Current maturities of long term borrowings (refer note 2.3)	17,095,160	55,590,467
Interest accrued but not due on borrowings	-	115,080
Advance received from customers	190,355,771	186,800,250
Deposit from customers	77,894,490	81,569,174
Income received in advance	719,560,856	1,042,531,101
Income received in advance - related parties (refer note 2.25(d))	63,524,865	64,417,890
Accrued salaries and benefits		
Employee bonuses accrued	63,557,684	49,284,529
Other employee costs	22,150,372	20,423,027
Other liabilities		
Liabilities for expenses	532,604,962	530,673,906
Liabilities for expenses - related parties (refer note 2.25(d))	75,149,755	52,389,031
Supplier credit	919,156,517	1,075,689,201
Supplier credit-related party (refer note 2.25(d))	-	51,149,647
Withholding and other taxes payable	30,850,559	36,595,089
Advance against sale of building (refer note 2.25(d))	-	720,000,000
	2,752,170,160	3,989,461,399

2.7 Short term provisions

	As at	
	June 30, 2015	June 30, 2014
Provision for employee benefits		
Provision for gratuity (refer note 2.32)	9,327,367	9,432,213
Provision for compensated absences	37,469,383	30,423,251
	46,796,750	39,855,464



HCL Connet Limited
Notes to Financial Statements for the year ended 30 June 2015
 (All amounts in ₹ except share data and as stated otherwise)

2.8 Fixed Assets

The changes in the carrying value of fixed assets for the year ended June 30, 2015									
Gross block					Accumulated depreciation / amortization				
Particulars	As at July 1, 2014	Additions	Deletions	As at June 30, 2015	As at July 1, 2014	Charge for the year	Deletions	As at June 30, 2015	Net block As at June 30, 2014
Tangible Assets									
Leasehold land	54,234,221	-	54,234,221	-	8,023,201	150,682	8,173,885	-	46,211,020
Building	146,999,134	-	146,999,134	-	63,676,355	1,389,423	65,065,779	-	83,322,779
Plant and machinery	1,180,182,926	32,960,309	744,414,126	468,729,109	1,173,410,779	3,812,145	744,414,126	432,808,797	35,920,311
Office Equipment	60,416,202	416,465	187,824	60,644,843	44,587,603	1,877,713	187,824	46,277,492	14,367,351
Computers	138,128,182	24,981,936	-	163,110,118	122,414,228	10,433,568	-	132,847,796	30,262,322
Furniture and fittings	55,816,193	94,207	2,255,181	53,655,219	54,067,237	278,732	2,255,181	52,090,788	15,713,954
Vehicles - owned	11,025,643	1,854,769	-	12,880,412	5,528,925	1,945,499	-	7,474,424	1,748,956
Vehicles - leased	4,926,901	-	4,349,123	577,778	4,346,162	152,827	4,047,294	451,694	5,405,987
Total (A)	1,651,729,402	60,307,685	932,439,610	759,597,478	1,476,054,490	20,040,588	824,144,090	671,950,991	87,646,486
Intangible									
Software	109,798,509	6,626,751	1,361,506	115,063,753	109,508,090	1,524,206	1,361,506	109,670,790	5,392,963
Total (B)	109,798,509	6,626,751	1,361,506	115,063,753	109,508,090	1,524,206	1,361,506	109,670,790	290,419
Total (A)+(B)	1,761,527,911	66,934,436	933,801,116	874,661,231	1,585,562,580	21,564,794	825,505,596	781,621,781	93,039,449

Based on technical evaluation, the Company reassessed and revised the useful lives of assets with effect from 01 July 2014.

The existing and revised useful lives are as below:		
Category of Assets	Existing Useful Life (Years)	Revised Useful Life (Years)
Buildings	20	20
Plant and machinery (including air conditioners, electrical installations)	4-5	10
Office Equipments	4	5
Computers	3	4-5
Furniture and fixtures	4	7
Vehicles - owned	5	5

Had the Company continued with the previously assessed useful lives, charge for depreciation for the year ended June 30, 2015 would have been higher by ₹ 88.58 lacs for assets held at July 1, 2014.

The changes in the carrying value of fixed assets for the year ended June 30, 2014									
Gross block					Accumulated depreciation / amortization				
Particulars	As at July 1, 2013	Additions	Deletions/adjustments*	As at June 30, 2014	As at July 1, 2013	Charge for the year	Deletions/adjustments*	As at June 30, 2014	Net block As at June 30, 2013
Tangible Assets									
Leasehold land	54,234,221	-	-	54,234,221	7,226,116	797,085	-	8,023,201	47,008,105
Building	147,028,995	-	29,861	146,999,134	56,341,427	7,351,057	16,129	63,676,355	83,322,779
Plant and machinery	1,189,602,669	394,862	9,814,605	1,180,182,926	1,160,141,960	16,025,172	2,756,352	1,173,410,779	90,687,568
Office Equipment	101,758,891	4,808,178	46,150,866	60,416,202	94,360,709	3,389,621	53,162,727	44,587,603	29,460,709
Computers	223,266,136	18,819,148	103,957,102	138,128,182	201,109,556	25,261,774	103,957,102	122,414,228	7,398,182
Furniture and fittings	66,126,767	642,599	10,953,173	55,816,193	63,409,410	1,611,000	10,953,173	54,067,237	22,156,580
Vehicles - owned	10,268,427	1,591,292	11,025,643	11,025,643	4,183,826	1,642,570	297,472	5,528,925	2,717,357
Vehicles - leased	5,303,317	-	376,416	4,926,901	3,880,027	825,869	359,734	4,346,162	6,084,601
Total (A)	1,797,589,423	26,256,079	172,116,099	1,651,729,402	1,590,653,031	56,904,108	171,502,689	1,476,054,490	206,936,392
Intangible									
Software	109,798,509	-	-	109,798,509	108,192,944	1,315,146	-	109,508,090	290,419
Total (B)	109,798,509	-	-	109,798,509	108,192,944	1,315,146	-	109,508,090	290,419
Total (A)+(B)	1,907,387,932	26,256,079	172,116,099	1,761,527,911	1,698,845,975	58,219,254	171,502,689	1,585,562,580	208,541,957

* Include gross block and accumulated depreciation of ₹ 163,286,628 (previous year ₹ Nil) and ₹ 163,226,504 (previous year ₹ Nil) respectively on accounts of assets discarded from active use.



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

2.9 Deferred tax assets (net)

	As at	
	June 30, 2015	June 30, 2014
Deferred tax assets:		
Accrued employee costs	58,588,316	30,341,797
Provision for doubtful debts and advances	181,352,604	156,668,395
Depreciation and amortization	167,366,924	188,800,272
Leased vehicles	-	69,102
Others	18,460,934	25,901,721
Gross deferred tax assets (A)	425,768,778	401,781,287
Deferred tax liabilities		
Assets given on finance lease	2,100,931	5,212,720
Gross deferred tax liabilities (B)	2,100,931	5,212,720
Net deferred tax assets (A-B)	423,667,847	396,568,567

2.10 Long term loans and advances

	As at	
	June 30, 2015	June 30, 2014
Unsecured, considered good		
Capital advances	372,216	-
Security deposits	81,302,321	70,072,437
Finance lease receivables	312,790,584	319,133,311
Advance fringe benefit tax (refer note 2 below)	481,688	481,688
Advance Income Tax (refer note 1 below)	376,125,115	506,718,829
Prepaid expenses	222,805,522	257,789,106
	993,877,446	1,154,195,371
Unsecured, considered doubtful		
Loan and advances to others	22,867,781	30,795,933
Less: Provision for doubtful advances	(22,867,781)	(30,795,933)
	993,877,446	1,154,195,371

Note 1: Net of Income tax provision of ₹ 1,126,273,751 (Previous year: ₹ 988,899,778)

Note 2: Net of fringe benefit advance tax ₹ 34,052,862 (Previous year ₹ 34,052,862)

2.11 Other non-current assets

	As at	
	June 30, 2015	June 30, 2014
Unsecured considered good unless otherwise stated		
Deferred cost	101,226,656	75,804,687
Bank deposit more than 12 months	840,000	840,000
	102,066,656	76,644,687

Note: Pledged with banks as security for guarantees ₹ 8,40,000 (Previous year: ₹ 8,40,000)



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

2.12 Current Investments

Particulars	As at	
	June 30, 2015	June 30, 2014
Current investments- at cost		
In fellow subsidiary company, trade (unquoted), fully paid up preference shares capital		
8,00,000 (previous year 8,00,000) 8% cumulative redeemable non-convertible preference share of Rs. 100 each in HCL Comnet System & Services Ltd. (refer note 2.25(c))	80,000,000	80,000,000
Current investments (At lower of cost or fair value) (unquoted)		
Investment in mutual fund (refer note below)	1,132,648,339	500,005,047
	1,212,648,339	580,005,047

Details of Investments in mutual funds - Non trade and unquoted:-

	Face Value	Balance as at June 30, 2015		Balance as at June 30, 2014	
		Units	Amount	Units	Amount
Daily Dividend					
Birla Sunlife Cash Plus-Growth	100	3,662,984	827,451,152	-	-
UTI Liquid Fund-Cash Plan-Growth	1000	32,561	75,197,187	-	-
ICICI Prudential Liquid Fund -Growth	100	1,093,560	230,000,000	2,597,855	500,005,047
Total			1,132,648,339		500,005,047

2.13 Inventories

	As at	
	June 30, 2015	June 30, 2014
Stock in trade	222,196,163	141,830,849
Goods in transit	12,092,311	13,385,251
Stores and spares	1,184,370	1,607,334
	235,472,844	156,823,434



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

2.14 Trade receivables (Unsecured)

	As at	
	June 30, 2015	June 30, 2014
(a) Considered good unless stated otherwise outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	540,601,044	187,918,402
Unsecured, considered doubtful	523,702,889	423,296,682
	1,064,303,933	611,215,084
Provision for doubtful receivables	(523,702,889)	(423,296,682)
Total (A)	540,601,044	187,918,402
(b) Other receivables		
Unsecured, considered good	951,824,948	2,066,658,161
Total (B)	951,824,948	2,066,658,161
Total (A)+(B)	1,492,425,992	2,254,576,563

Note: Include receivable from related parties amounting to ₹ 289,556,155 (Previous year: ₹ 330,617,093) refer note 2.25(d).

2.15 Cash and bank balances

	As at	
	June 30, 2015	June 30, 2014
(a) Cash and cash equivalents		
Balance with banks		
- in current accounts	255,016,998	126,946,550
Cheque in hand	1,888,265	37,458,850
Remittances in transit	-	462,253
Total (A)	256,905,263	164,867,653
(b) Other bank balances		
Deposits with original maturity of more than 3 months but less than 12 months	179,802,500	760,000,000
Deposits with original maturity of more than 12 months	840,000	840,000
	180,642,500	760,840,000
Amount disclosed under other non-current assets (refer note 2.11)	(840,000)	(840,000)
Total (B)	179,802,500	760,000,000
Total (A+B)	436,707,763	924,867,653



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

2.16 Short-term loans and advances

	As at	
	June 30, 2015	June 30, 2014
Unsecured , considered good		
Loan and advances to related party (refer note 2.25(d))	22,478,604	53,619,216
Others		
Security deposits	11,529,580	6,098,637
Intercompany deposits with HDFC Limited	-	70,000,000
Finance lease receivables	90,218,238	63,727,934
Advance to suppliers	28,585,963	8,679,870
Prepaid expenses	414,520,206	396,932,103
Service tax receivable	24,955,748	15,821,689
Other loans and advances	6,980,986	646,377
	599,269,324	615,525,826
Unsecured , considered doubtful		
Loans and advances to employees	6,132,516	6,141,965
Loans and advances to others	1,245,068	1,245,068
	7,377,584	7,387,033
Less: Provision for doubtful advances	(7,377,584)	(7,387,033)
	599,269,324	615,525,826

2.17 Other current assets

	As at	
	June 30, 2015	June 30, 2014
Unbilled revenue	12,306,980	21,837,649
Unbilled revenue-related parties (refer note 2.25(d))	89,699,978	50,379,337
Deferred cost	480,938,705	298,471,617
Interest receivable	1,358,900	17,455,449
Interest receivable-related parties (refer note 2.25(d))	11,762	312,904
	584,316,325	388,456,956

2.18 Revenue from operations

	Year ended	
	June 30, 2015	June 30, 2014
Sale of hardware and software	2,086,654,649	2,513,414,294
Sale of services	2,959,009,285	2,952,608,821
	5,045,663,934	5,466,023,115



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

2.19 Other Income

	Year ended	
	June 30, 2015	June 30, 2014
Interest income		
- On fixed deposits	64,731,709	60,408,415
- Others	995,426	2,170,110
Profit on sale of current investments	27,250,935	73,832,253
Provision no longer required written back	7,937,601	5,575,853
Profit on sale of fixed assets	592,594,179	150,311
Miscellaneous income	36,044,271	32,547,339
	729,554,121	174,684,281

2.20 Changes in inventories of stock-in-trade

	Year ended	
	June 30, 2015	June 30, 2014
Opening stock	141,830,849	348,188,074
Purchases of traded goods	1,536,522,438	1,480,387,290
Less: Stock transferred from deferred cost	207,889,057	221,453,816
Less: Closing stock	222,196,163	141,830,849
	1,664,046,181	1,908,198,331

2.21 Employee benefit expenses

	Year ended	
	June 30, 2015	June 30, 2014
Salaries, wages and bonus	1,282,293,442	1,089,966,718
Gratuity	16,603,635	10,147,140
Contribution to provident fund and other funds	45,775,216	39,817,292
Staff welfare expenses	20,871,431	19,726,329
	1,365,543,724	1,159,657,479

2.22 Finance cost

	Year ended	
	June 30, 2015	June 30, 2014
Interest		
-on loan from bank	1,434,690	927,877
-on leased assets	14,780	87,087
-others	70,131,748	97,816,561
Bank charges	11,545,464	14,682,112
	83,126,682	113,513,637



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

2.23 Other expenses

	Year ended	
	June 30, 2015	June 30, 2014
Rent	80,377,258	80,271,378
Power and fuel	20,145,654	9,266,560
Insurance	1,878,701	3,857,163
Cost of network installation, software and other services	1,343,034,245	1,394,837,809
Repairs and maintenance		
- Plant and machinery	5,830,295	20,038,648
- Buildings	12,250,908	14,477,409
- Others	47,657,309	39,886,388
Communication costs	52,321,007	45,886,615
Books and periodicals	733,876	1,012,978
Travel and conveyance	178,705,226	134,089,893
Freight and forwarding charges	73,664,282	65,378,798
Business promotion	13,141,897	13,873,553
Legal and professional charges (refer note 2.35)	23,402,460	20,685,859
Software license fee	45,510,729	59,068,692
Printing and stationery	6,745,825	6,909,505
Rates and taxes	10,956,411	14,054,986
Loans and advances written off	2,273,273	-
Recruitment, training and development	16,695,099	9,696,756
Provision for doubtful debts / bad debt written off	100,014,901	202,569,371
Provision for doubtful advances	-	4,786,530
Exchange differences (net)	23,369,325	8,436,789
Miscellaneous expenses	5,410,109	5,253,272
	2,064,118,790	2,154,338,953

2.24 Leases

i) Operating Leases

The Company leases office spaces and accommodation for its employees under operating lease agreements. The lease rental expense relating to real estate recognised in the statement of profit and loss for the year is ₹ 79,465,471 (previous year ₹ 78,188,453). The escalation amount of operating lease payable in future years and accounted for by the company is ₹ 9,612,830 (previous year ₹ 8,701,043). Future minimum lease payments and payment profile of non-cancellable operating leases are ₹ 157,372,528 (previous year ₹ 41,011,916)

	Year ended	Year ended
	June 30, 2015	June 30, 2014
Not Later than one year	59,246,544	10,070,250
Later than one year and not later than five year	98,125,984	30,941,666
	157,372,528	41,011,916



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

ii) Finance Leases: In case of assets given on lease

The Company has given networking equipment to its customers on finance lease basis. The total minimum lease payment receivables and maturity profile of finance leases at the Balance Sheet date, element of interest included in such receipts, and present value of minimum lease payment receivable are as follows:

	Total Minimum Lease payment outstanding	Interest included in minimum lease payments	Present value of minimum lease payment
Not Later than one year	115,999,026 (98,378,044)	25,780,788 (34,650,110)	90,218,238 (63,727,934)
Later than one year and not later than five year	220,087,663 (319,807,213)	38,677,690 (70,291,788)	181,409,974 (249,515,425)
Later than five year	160,077,491 (74,023,996)	28,696,880 (4,406,110)	131,380,610 (69,617,886)
	496,164,180 (492,209,253)	93,155,358 (109,348,008)	403,008,822 (382,861,245)

Previous year figures are in brackets.



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

2.25 Related party transactions

a) Related parties where control exists

HCL Technologies Limited, Holding company

b) Related parties with whom transactions have taken place during the year

Holding company

HCL Technologies Limited

Fellow subsidiaries

HCL America Inc., USA

HCL Great Britain Limited, UK

HCL GmbH

HCL Belgium NV

HCL Poland SP.Z O.O.

HCL Singapore Pte Limited

HCL Australia Ser Pty Ltd

HCL (Brazil) Tecnologia da informacao Ltda.

HCL Axon Solutions (Shanghai) Co. Ltd.

HCL Axon (Pty) Limited

HCL Global processing services Limited

HCL Axon Technologies Inc.

HCL Comnet systems & services Limited

HCL Technologies solutions Limited

Others (significant influence)

HCL Infosystems Limited

Redington (India) Limited

HCL TalentCare Pvt. Ltd.

Shiv Nadar Foundation

HCL Services Limited

Cadensworth (India) Limited, India

Ensure Support Services (India) Limited

Statestreet HCL Services (India) Private Limited



HCL Connet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹)

c) Transactions with related parties during the year in the ordinary course of business:

Particulars	Revenues		Outsourcing costs		Purchase of capital equipment		Other expenses		Interest on Supplier credit	
	Year ended June 30, 2015	Year ended June 30, 2014	Year ended June 30, 2015	Year ended June 30, 2014	Year ended June 30, 2015	Year ended June 30, 2014	Year ended June 30, 2015	Year ended June 30, 2014	Year ended June 30, 2015	Year ended June 30, 2014
Holding Company										
HCL Technologies Limited	397,417,978	416,564,934	-	-	-	-	-	5,132,747	-	-
Total (A)	397,417,978	416,564,934	-	-	-	-	-	5,132,747	-	-
Fellow Subsidiaries										
HCL America Inc.	-	47,118,008	311,047	-	-	-	-	-	-	-
HCL Great Britain Limited	-	27,489,744	23,938,056	-	-	-	-	-	-	-
HCL Singapore Pte Limited	-	1,987,127	456,023	-	-	-	-	-	-	-
HCL Sweden AB	-	3,439,235	-	-	-	-	-	-	-	-
HCL POLAND SP Z O.O.	-	-	5,767,012	-	-	-	-	-	-	-
HCL GMBH	-	-	1,786,374	-	-	-	-	-	-	-
Other	11,097,227	39,608,223	1,651,278	-	-	-	-	-	-	-
Total (B)	11,097,227	119,642,336	33,909,790	-	-	-	-	-	-	-
Others (Significant Influences)										
HCL Infosystems Limited	69,303,407	155,401,647	-	-	-	59,625	6,869,818	12,283,201	204,432	-
HCL Infotech Ltd.	-	-	-	-	-	73,374	-	-	-	-
Redington (India) Limited	-	-	-	-	-	-	53,609,962	46,525,979	17,157,027	-
Digitlife Distribution & Marketing Services Limited	-	-	-	-	-	-	-	-	-	-
Shiv Nadar Foundation	6,361	351,047	12,677,057	-	-	-	-	-	-	-
HCL TalentCare Pvt. Ltd	-	-	480,539	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	2,170,027	2,026,353	1,510,107	-
Total (C)	69,309,768	155,752,694	13,157,596	-	-	132,999	62,649,807	60,835,533	18,871,566	-
Jointly Controlled entities										
Statestreet HCL Services (India) Private Limited	-	2,462,234	-	-	-	-	-	-	-	-
Total (D)	-	2,462,234	-	-	-	-	-	-	-	-
Total (A+B+C+D)	477,824,973	694,422,198	47,067,386	-	-	132,999	62,649,807	65,968,280	18,871,566	-



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹)

c) Transactions with related parties during the year in the ordinary course of business

Particulars	Payment for use of facilities		Receipt for use of facilities		Interest Income		Other Income		Reimbursement of expenses	
	Year ended June 30,	2014	Year ended June 30,	2014	Year ended June 30,	2014	Year ended June 30,	2014	Year ended June 30,	2014
	2015		2015		2015		2015		2015	
Holding Company	630,457	3,337,716	2,233,333	12,000,000	-	-	-	-	37,009,636	-
HCL Technologies Limited	630,457	3,337,716	2,233,333	12,000,000	-	-	-	-	37,009,636	-
Total (A)										
Fellow Subsidiaries	-	-	-	1,741,568	802,110	1,951,890	-	-	-	-
HCL Comnet System & Services Limited	-	-	-	-	193,316	218,220	-	-	-	-
HCL Technologies Solution Limited	-	-	-	2,273,040	-	-	-	-	826,200	-
HCL Global processing services Limited	-	-	2,439,360	-	995,426	2,170,110	-	-	826,200	-
Total (B)			2,439,360	4,014,608	995,426	2,170,110	-	-	826,200	-
Others (Significant influences)	-	-	-	-	-	-	-	-	-	-
HCL Infosystems Limited	176,803	-	-	-	-	-	-	-	-	-
Redington (India) Limited	483,600	-	-	-	-	-	-	-	-	-
Others	473,185	-	-	-	-	-	-	-	-	-
Total (C)	1,133,588	-	-	-	-	-	-	-	-	-
Total (A+B+C)	1,764,045	3,337,716	4,672,693	16,014,608	995,426	2,170,110	-	-	37,835,836	-

c) Transactions with related parties during the year in the ordinary course of business

Particulars	Loans given		Repayment of loan taken		Sale of Capital Equipment		Investment made during the year		Gain on sale of building	
	Year ended June 30,	2014	Year ended June 30,	2014	Year ended June 30,	2014	Year ended June 30,	2014	Year ended June 30,	2014
	2015		2015		2015		2015		2015	
Holding Company	-	-	-	4,128,451,774	-	842,510	-	-	-	-
HCL Technologies Limited	-	-	-	4,128,451,774	-	842,510	-	-	-	-
Total										
Fellow Subsidiaries	-	-	-	-	-	-	-	-	-	-
HCL Technologies Solution Limited	-	7,000,000	-	-	-	-	-	-	-	-
HCL Comnet System & Services Limited	500,000	40,000,000	-	-	-	-	-	80,000,000	-	-
Total (B)	500,000	47,000,000	-	-	-	-	-	80,000,000	-	-
Others (Significant influences)	-	-	-	-	-	-	-	-	-	-
SSN Investments (Pondy) Private Limited	-	-	-	-	-	-	-	-	592,006,305	-
Total (C)	-	-	-	-	-	-	-	-	592,006,305	-
Total (A+B)	500,000	47,000,000	-	4,128,451,774	-	842,510	-	80,000,000	592,006,305	-



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹)

a) Outstanding balances with related parties

Particulars	Trade receivables		Trade payables		Income received in advance		Unbilled revenue		Prepaid expenses	
	As at June 30,		As at June 30,		As at June 30,		As at June 30,		As at June 30,	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
Holding Company										
HCL Technologies Limited	251,692,902	149,384,281	22,040,510	5,872,314	48,672,558	56,755,503	72,693,297	46,520,785	-	-
Total (A)	251,692,902	149,384,281	22,040,510	5,872,314	48,672,558	56,755,503	72,693,297	46,520,785	-	-
Fellow Subsidiaries										
HCL America Inc.	-	-	-	661,579	-	-	-	-	-	-
HCL Great Britain Limited	-	-	5,175,568	1,335,025	-	-	-	-	-	-
HCL Singapore pte Limited	-	219,387	-	73,772	-	-	-	-	-	-
HCL Comnet System & Services Limited	12,388,760	7,568,073	247,767	7,017,139	-	96,895	17,006,681	3,858,552	-	-
HCL Technologies Denmark ApS	-	-	4,100,949	-	-	-	-	-	-	-
HCL Saudi Arabia LLC	13,139,854	-	-	-	-	-	-	-	-	-
Others	319,946	8,805,834	-	-	-	-	-	-	-	-
Total (B)	25,848,560	16,593,294	9,524,284	9,087,514	-	96,895	17,006,681	3,858,552	-	-
Others (Significant influence)										
HCL Infosystems Limited	-	155,647,140	-	17,981	7,428,892	-	-	-	536,827	-
Shiv Nadar Foundation	11,327	11,327	-	-	-	10,055	-	-	35,310	-
Others	-	-	-	-	-	-	-	-	572,137	-
Total (C)	11,327	155,658,467	-	17,981	7,428,892	10,055	-	-	-	-
Jointly Controlled entities										
Statestreet HCL Services (India) Private Limited	12,003,367	8,981,051	-	-	7,423,415	7,565,492	-	-	-	-
Total (D)	12,003,367	8,981,051	-	-	7,423,415	7,565,492	-	-	-	-
Total (A+B+C+D)	289,556,156	330,617,093	31,564,794	14,977,809	63,524,865	64,427,945	89,699,978	50,379,337	572,137	-



HCL Connnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹)

d) Outstanding balances with related parties

Particulars	Loans and advances		Interest receivable		Liability for expenses	
	As at June 30,		As at June 30,		As at June 30,	
	2015	2014	2015	2014	2015	2014
Holding Company						
HCL Technologies Limited	1,836,901	5,163,288	-	-	48,492,535	45,748,913
Total (A)	1,836,901	5,163,288	-	-	48,492,535	45,748,913
 fellow Subsidiaries						
HCL America Inc.	5,040	5,040	-	-	270,730	661,579
HCL Great Britain Limited	-	-	-	-	5,485,396	1,335,025
HCL Connnet System & Services Limited	17,827,415	40,113,374	11,762	266,301	-	-
HCL Technologies Solution Limited	-	7,000,000	-	46,603	-	-
HCL Global processing services Limited	1,847,980	917,295	-	-	2,999,681	-
HCL POLAND SP.Z O.O.	461,287	420,220	-	-	3,108,377	-
Others	20,141,702	48,455,929	11,762	312,904	11,864,184	1,996,604
Total (B)						
Others (Significant influence)						
HCL Infosystems Limited	-	-	-	-	10,708,157	4,643,514
HCL TalentCare Pvt. Ltd	-	-	-	-	4,069,915	-
Others	-	-	-	-	14,965	-
Total (C)	21,978,603	53,619,216	11,762	312,904	14,793,037	4,643,514
Total (A+B+C)					75,149,754	52,389,031

d) Outstanding balances with related parties

Particulars	Capital accounts payable		Supplier credit		Advance against sale of Building	
	As at June 30,		As at June 30,		As at June 30,	
	2015	2014	2015	2014	2015	2014
Others (Significant influence)						
HCL Infosystems Limited	-	44,356	-	6,893,250	-	-
SSN Investments Ponds Private Limited	-	-	-	-	-	720,000,000
Digilife Distribution & Marketing Services Limited	-	-	-	44,256,397	-	-
Total (A)	-	44,356	-	51,149,647	-	720,000,000



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

2.26 Commitments and contingent liabilities

(a)

	As at	
	June 30, 2015	June 30, 2014
i) Capital and other commitments		
Estimated amount of unexecuted capital contracts (Net of advances)	69,736,592	3,148,513
	-	-
	69,736,592	3,148,513
ii) Contingent Liabilities	-	-
	-	-

- (b) The Company has a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income Tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company appoints independent consultants for conducting a Transfer Pricing Study to determine whether the transactions with associated enterprises are undertaken, during the financial year, on an "arms length basis". Adjustments, if any, arising from the transfer pricing study in the respective jurisdictions are accounted for as and when the study is completed for the current financial year. However the management is of the opinion that its international transactions are at arms' length so that the aforesaid legislation will not have any impact on the financial statements.

2.27 Segment reporting

In the opinion of the management, networking solutions is the only business segment of the Company and the Company majorly operates in a single geographical segment and hence there are no reportable segments as envisaged in Accounting Standard (AS)-17 'Segment Reporting' notified under section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules. Accordingly, no disclosures for segmental reporting have been included in the financial statements.

- 2.28 HCL Technologies Limited has issued employee stock options to the employees of the Company. The cost incurred by the holding company for issuing such options is ₹ 1,292,357 (Previous year ₹ 5,664,035).
- 2.29 As of balance sheet date, the Company's net foreign currency exposure that is not hedged is ₹ 595,232,423 (Previous year ₹ 572,969,889).



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

2.30 Movement in provision for warranty is as follows:

	Year ended	
	June 30, 2015	June 30, 2014
Balance at the beginning of the year	-	5,575,853
Additional provision during the year	-	-
Reduction due to utilization and write back of excess provision*	-	(5,575,853)
Closing provision	-	-

*calculated on estimated basis

2.31 Micro and Small Enterprises

As per information available with the management, the dues payable to enterprises covered under "The Micro, Small and Medium Enterprises Development Act, 2006" are as follows:

	For the year ended June 30, 2015		For the year ended June 30, 2014	
	Principal	Interest	Principal	Interest
Amount due to vendor	603,206	6,805	1,079,190	18,005
Principal amount beyond the appointed date	-	-	-	-
Interest under normal credit terms:-				
Accrued and unpaid during the year	-	6,805	-	18,005
Total Interest payable :-				
Accrued and unpaid during the year	-	-	-	-

This has been determined on the basis of responses received from vendors on specific confirmation sought by the Company in this regard.

2.32 Employee Benefit Plans

The Company has calculated the various benefits provided to employees as under

A. Defined Contribution Plans and State Plans

During the year the Company has recognized the following amounts in the statement of profit and loss:-

	Year ended	
	June 30, 2015	June 30, 2014
Employer's contribution to Employee's state insurance	4,493,858	4,293,696
Employer's contribution to Employee's pension scheme	21,905,286	14,607,181
	26,399,144	18,900,877



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

B. Defined Benefit Plans

- a) Gratuity
- b) Employers Contribution to Provident Fund

Gratuity

The Company has an unfunded defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

The following table set out the status of the gratuity plan as required under AS 15 (Revised):

Statement of Profit and Loss

Net employee benefit expense (recognised in Employee Cost)

	Year ended	
	June 30, 2015	June 30, 2014
Current service cost	11,475,019	13,142,864
Interest cost on benefit obligation	5,543,129	5,539,518
Expected return on plan assets	-	-
Net actuarial loss recognized in the year	(414,514)	(8,535,242)
Past service cost	-	-
Net benefit expense	16,603,634	10,147,140

Balance Sheet

Details of provision for gratuity

	Year ended	
	June 30, 2015	June 30, 2014
Defined benefit obligations	67,155,014	56,856,075
Fair value of plan assets	-	-
	67,155,014	56,856,075
Less: unrecognized past service cost	-	-
Plan liability	67,155,014	56,856,075

Changes in present value of the defined benefit obligation are as follows:

	Year ended	
	June 30, 2015	June 30, 2014
Opening defined benefit obligation	56,856,075	66,838,242
Current service cost	11,475,019	13,142,864
Interest cost	5,543,129	5,539,518
Actuarial loss on obligation	(414,514)	(8,535,242)
Benefits paid	(6,304,695)	(20,129,307)
Closing defined benefit obligation	67,155,014	56,856,075



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

The principal assumptions used in determining gratuity for the Company's plans are shown below:

	Year ended	
	June 30, 2015	June 30, 2014
Discount rate	8.05%	8.80%
Estimated rate of salary increases	7%	7%
Employee turnover	18%	18%
Expected rate of return on assets	NA	NA

The estimates of future salary increases, considered in the actuarial valuation, take account of inflation, Seniority, promotion and other relevant factors, such as supply and demand in the employment market

The following table set out the experience adjustment to plan liabilities as required under AS-15 (Revised):

	Year ended				
	June 30, 2015	June 30, 2014	June 30, 2013	June 30, 2012	June 30, 2011
Defined benefit obligations	67,155,014	56,856,075	66,838,242	57,128,324	39,701,843
Experience adjustment on plan liabilities	(2,934,422)	(4,455,301)	219,227	6,261,385	(7,782,751)

Employers Contribution to Provident Fund

The Company contributes to HCL Comnet System & Services Limited and HCL Comnet Limited Employee Trust which is maintained jointly by HCL Comnet Systems & Services Limited, fellow subsidiary and HCL Comnet Limited. The disclosures of plan assets cannot be provided as the plan asset are not attributable to the Company only. The actuary has provided a valuation and there is no shortfall as at June 30, 2015.

Assumptions used in determining the present value obligation of interest rate guarantee under the Deterministic Approach

	Year ended	
	June 30, 2015	June 30, 2014
Government of India (GOI) bond yield	9.71%	9.88%
Remaining term of maturity	7.5 years	8.57 years
Expected guaranteed interest rate	8.75	8.75%

During the year ended June 30, 2015, the Company has contributed ₹ 19,307,422 (Previous year ₹ 20,822,956) towards Employers' contribution to the Provident Fund.



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

2.33 Particulars of purchases, sales and closing stock of trading goods:

	Opening Stock	Purchases	Sales	Closing Stock
ITEMS	Value (₹)	Value (₹)	Value (₹)	Value (₹)
SATELITE COMMUNICATION EQUIPMENT				
Basic VSAT Equipment	1,354,334 (5,141,669)	17,904,368 (4,400,966)		1,257,079 (1,354,334)
Antenna	4,025,393 (361,059)	9,815,669 (8,942,800)	76,252,829 (23,711,254)	1,920,473 (4,025,393)
Others	1,045,471 (2,388,582)	21,575,851 (8,035,672)		1,140,546 (1,045,471)
DATA COMMUNICATION EQUIPMENT				
Router	9,039,156 (27,675,184)	157,502,985 (193,894,009)		7,232,542 (9,039,156)
Others	29,545,765 (146,941,104)	306,984,203 (612,572,514)	1,235,177,873 (1,327,690,508)	39,881,905 (29,545,765)
CCO	65,518,608 (70,984,269)	404,321,090 (145,761,143)		53,900,412 (65,518,608)
OTHERS	31,302,121 (94,696,207)	618,418,273 (506,780,186)	775,223,947 (1,162,012,532)	116,863,205 (31,302,121)
TOTAL	141,830,849 (348,188,074)	1,536,522,438 (1,480,387,290)	2,086,654,649 (2,513,414,294)	222,196,163 (141,830,849)

Note: Previous year figure are given in brackets.



HCL Comnet Limited

Notes to financial statements for the year ended June 30, 2015

(All amounts in ₹ except share data and unless otherwise stated)

2.34 CIF value of imports

	Year ended	
	June 30, 2015	June 30, 2014
Capital goods	36,366,908	14,580,545
Trading Goods	269,761,608	577,313,633
	306,128,516	591,894,178

2.35 Auditors' remuneration *

	Year ended	
	June 30, 2015	June 30, 2014
As auditor's		
Statutory audit	1,760,000	1,760,000
Tax Audit Fees	200,000	200,000
	1,960,000	1,960,000

*excluding service tax

2.36 Expenditure in foreign currency (on accrual basis)

	Year ended	
	June 30, 2015	June 30, 2014
Cost of network installation, software services and other services		
Annual maintenance contracts	328,752,623	345,884,448
Consulting charges	33,909,790	36,599,077
Other project cost	31,568,509	16,984,312
Travel and Conveyance	4,518,190	7,375,779
Cost of goods sold	46,500,578	39,267,165
Others	11,644,497	4,963,015
	456,894,187	451,073,795

2.37 Earnings in foreign currency (on accrual basis)

	Year ended	
	June 30, 2015	June 30, 2014
Sale of Material	307,256	1,003,759
Service Income	1,483,571	134,098,080
	1,790,827	135,101,838



HCL Comnet Limited


Notes to financial statements for the year ended June 30, 2015
(All amounts in ₹ except share data and unless otherwise stated)

2.38 Previous year comparatives


The previous year's figures have been re-classified/re-grouped to conform to current year's classification.

As per our report of even date

For S. R. BATLIBOI & ASSOCIATES LLP
ICAI Firm registration number: 101049W
Chartered Accountants


Per **Yogesh Midha**
Partner
Membership Number: 94941

For HCL Comnet Limited


Prahlad Rai Bansal
Director


Manish Anand
Director

Gurgaon, India
Date: September 29, 2015

Noida (UP), India
29/9/2015



Additional documents in regard to the Scheme of Arrangement

1. Clarification as to what will be listing status of the Transferee Company.
There will be no change in the status of the Transferee Company i.e. HCL Comnet Limited. It will remain "Unlisted".
2. Details of Assets and Liabilities of the Demerged division that are being transferred.
Enclosed as Annexure- (a).
3. Confirmation from the Company Secretary, that:
 - a) There will be no change in Share Capital of the resulting/transferee company till the listing of the equity shares of the company on BSE Limited.
 - b) The shares allotted by the resulting company pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.**The above mentioned points are not applicable, as there is no issuance of shares.**
4. Confirmation by the Company Secretary of the transferee company on the letter head of resulting company that:
 - a) Equity shares issued by the company pursuant to the scheme of amalgamation/ arrangement shall be listed on the BSE Limited, subject to SEBI granting relaxation from applicability under Rule 19(2) (b) of the Securities Contract (Regulation) Rules, 1957. **Not Applicable**
 - c) The company shall comply with all the provisions contained in SEBI circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013. **Enclosed as Annexure- (b)**
 - d) The company shall also fulfill the Exchange's criteria for listing and shall also comply with Rules, Byelaws, and Regulations of the Exchange and other applicable statutory requirements. **Not Applicable**
5. Percentage of Net Worth of the company, that is being transferred in the form of demerged undertaking and percentage wise contribution of the Demerged division to the total turnover and income of the company in the **last two years** as per the following format:

(Rs. in crores)

	Financial Year	Net-worth	% to total	Turnover	% to total	Profit after Tax	% to total
Demerged division	2014-15	132	0.7%	345	2.0%	54	0.8%
	2013-14	32	0.2%	426	2.6%	(41)	-0.7%
Other divisions	2014-15	19,274	99.3%	16,809	98.0%	6,292	99.2%
	2013-14	15,714	99.8%	16,072	97.4%	6,025	100.7%
Total	2014-15	19,406	100.0%	17,153	100.0%	6,346	100.0%
	2013-14	15,746	100.0%	16,497	100.0%	5,985	100.0%

Date: October 30, 2015

Place: Noida (U.P.)



For HCL Technologies Limited

Manish Anand
Manish Anand
 Company Secretary

182

HCL

HCL Technologies Limited
(All amounts in crores of ₹)

ISIB Business

As at
30 June 2015

I. EQUITY AND LIABILITIES

(1) Shareholders' funds	
(a) Share capital	-
(b) Reserves and surplus	-
	<hr/>
	-
(2) Share application money pending allotment	-
(3) Non - current liabilities	
(a) Long-term borrowings	0.39
(b) Other long-term liabilities	0.01
(c) Long term provisions	2.46
	<hr/>
	2.86
(4) Current liabilities	
(a) Short term borrowings	-
(b) Trade payables	19.41
(c) Other current liabilities	359.14
(d) Short term provisions	-
	<hr/>
	378.55
TOTAL	<hr/>
	381.41

II. ASSETS

(1) Non-current assets	
(a) Fixed Assets	
(i) Tangible assets	0.70
(ii) Intangible assets	-
(iii) Capital work in progress	-
	<hr/>
	0.70
(b) Non-current investments	-
(c) Deferred tax assets (net)	-
(d) Long term loans and advances	1.16
(e) Other non-current assets	-
	<hr/>
	1.86
(2) Current Assets	
(a) Current investments	-
(b) Inventories	71.36
(c) Trade receivables	342.99
(d) Cash and bank balances	-
(e) Short - term loans and advances	3.53
(f) Other current assets*	93.67
	<hr/>
	511.55
TOTAL	<hr/>
	513.41
Net Result (Assets - Liabilities)	<hr/>
	132.00



183

M. Anand

HCL COMNET LTD.

(A subsidiary of HCL TECHNOLOGIES LTD.)

Corporate Identity Number: U74899DL2001PLC111951

A-10/11, Sector 3, NOIDA 201 301, UP, India

T: +91 120 4362800 F: +91 120 2539799

Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India

www.hclcomnet.co.in

www.hclisd.com

Annexure- (b)

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Arrangement between HCL Technologies Limited and its wholly owned subsidiary HCL Comnet Limited

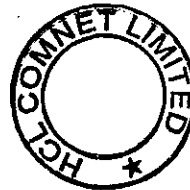
Dear Sir,

This is in regard to the captioned application, we hereby confirm that the Company shall comply with all the provisions contained in SEBI circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013.

Date: October 30, 2015

Place: Noida (U.P.)

For HCL Comnet Limited



Manish Anand
Manish Anand
Director

184

HCL



By the order of

HCL TECHNOLOGIES LTD

A-10/11,SECTOR-3,NOIDA

UP-201301

28 OCT 2015

Customer Reference:

SCB Reference:

Delivery Method:

Payment Summary:

Page 1 of 1

1700026852

IN02607Q0355008

Pickup by Payee

BOMBAY STOCK EXCHANGE LIMITED

MUMBAI MAH IN

MUMBAI INDIA 201301

/INDIA

Gross Amount 114,000.00

Remitting Bank Charges less 0.00

Net Amount less 114,000.00

Discount 0.00

Dear Sir/Madam,

Standard Chartered Bank has attached a cheque 748796 in the amount of Rs. **114,000.00 payable to yourself as instructed by HCL TECHNOLOGIES LTD

Payment Description: 1000B

REFERENCE	DATE	DESCRIPTION	AMOUNT (Rs.)
REFER DESC	26/10/2015	BSE	114,000.00

TOTAL: Rs.

114,000.00

Standard
Chartered

Limited Cashier's Order

Standard Chartered Bank
STS- Pay Centre, Mumbai - 400001

Not Negotiable Account Payee Only

BOMBAY STOCK EXCHANGE LIMITED

Valid for three months from the date of issue

दिनांक
Date 2 8 1 0 2 0 1 5

Pay

को या उनके आदेश पर Or Order

One hundred fourteen thousand and 00/100 Only

रुपये Rupees

अदा करें।

₹ **114,000.00

खाता सं.
A/c No.

22205505526

For Standard Chartered Bank

 10/10/15

Payable At Par At All SCB Branches In India

Cust Ref

1700026852

DD Number

748796

Please sign above

⑈748796⑈ 000036000⑈ 734918⑈ 16

HCL TECHNOLOGIES LTD.

Corporate Identity Number: L74140DL1991PLC046369

A 10-11, Sector 3, NOIDA 201 301, UP, India.

T: +91 120 4013000 F: +91 120 2526907

Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.

www.hcltech.com

www.hcl.com

November 4, 2015

Mr. Nitin Pujari
Deputy Manager- Listing
BSE Limited
P. J. Towers, Dalal Street
Mumbai – 400 001

Sub: Application for grant of approval under Clause 24(f) of the Listing Agreement

Dear Sir,

This is further to our letter dated October 30, 2015 on the captioned subject. Enclosed please find the below mentioned remaining documents for grant of approval under Clause 24(f) of the Listing Agreement:

- I. An undertaking certified by the Statutory Auditors' of the Transferor Company stating the reasons for non-applicability of Para 5.16(a). (Annexure-1)
- II. Certified copy of resolution of the Board of Directors of the Transferor Company approving the aforesaid Statutory Auditors' certificate. (Annexure- 2).
- III. Statutory Auditors' Certificate confirming the compliance of the accounting treatment as specified in the Clause 24(i) of the listing agreement, as per the format given in SEBI circular CIR/CFD/DIL/1/2014 dated March 25, 2014. (Annexure- 3)

We trust you will find the above documents in order. We would request you to kindly take the same on records and grant approval under clause 24(f) of the listing agreement for the proposed Scheme of Arrangement.

In case, you require any other document/ information, please let us know. We shall be pleased to provide the same.

Thanking you

Yours faithfully
For HCL Technologies Limited



Manish Anand
Company Secretary
Tel: +91 120 4013000 (Extn. 3009), 2556436 (D)
Mobile: +91 9810799759
E-mail: manishanand@hcl.com

Encl:a/a

HCL

The Board of Directors,
HCL Technologies Limited
806, Siddhartha
96, Nehru Place
New Delhi 110 019

Auditors' Certificate

- 1) This certificate is issued in accordance with the terms of our agreement.
- 2) The accompanying undertaking stating the reasons for non applicability of Paragraph 5.16 (a) of circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities Exchange Board of India ("SEBI") (hereinafter referred to as the "Circular") has been prepared by the Management of HCL Technologies Limited (the 'Company') pursuant to the requirements of paragraph 5.16(b) of the Circular in connection with its proposed scheme of arrangement between the Company and HCL Comnet Limited ("the wholly-owned subsidiary of the Company") and their respective shareholders and creditors (hereinafter referred to as the "draft Scheme of arrangement") to transfer India System Integration Business of the Company to the wholly-owned subsidiary of the Company. We have initialled the Undertaking for identification purpose only. We have relied on the above undertaking and performed no further procedures in this regard.

Management's Responsibility for the Undertaking

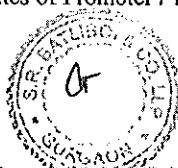
- 3) The preparation of the Undertaking is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting the contents of the Scheme. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Undertaking.
- 4) The Management is also responsible for ensuring that the Company complies with the requirements of the Circular and the Companies Act, 1956 read with applicable provisions of the Companies Act, 2013 in relation to the Proposed Scheme and for providing all the information to the SEBI, BSE Limited and National Stock Exchange of India Limited (together referred to as "Stock Exchanges").

Auditors' Responsibility

- 5) Pursuant to the Circular, it is our responsibility to examine the Proposed Scheme and certify whether the requirements set out in Paragraph 5.16 (a) of the Circular, as stated in the Undertaking, are applicable to the Proposed Scheme.
- 6) We conducted our examination in accordance with the 'Guidance Note on Audit Reports and Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion. Further our examination did not extend to any aspects of a legal or propriety nature in the aforesaid arrangement /scheme other than the matters referred to in the said certificate.

Conclusion

- 7) On the basis of verification of the undertaking given by the Company and according to the information, explanations and specific representations received by us from the management, we certify that the conditions prescribed in paragraph 5.16 (a) of the Original SEBI Circular read with Point no. 7 of the Revised SEBI Circular (in relation to the voting by public shareholders) are not applicable to the Proposed arrangement based on the following grounds:
 - (a) The draft arrangement does not envisage any issue of shares to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company;



S.R. BATLIBOI & Co. LLP

Chartered Accountants

- (b) There is no scheme of arrangement between the Company and Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group; and
- (c) The Company has not acquired equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed company and there is no merger of any of such companies, which is proposed under the proposed petition.

Restrictions on Use

- 8) Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Circular. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this certificate nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.
- 9) This certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, to enable the Company to file its application with the Stock Exchanges and should not be used by any other person or for any other purpose. S. R. Batliboi & Co. LLP neither accepts nor assumes any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior consent in writing.

For S. R. Batliboi & Co. LLP
ICAI Firm Registration no. : 301003E
Chartered Accountants

Tridibes Basu

per Tridibes Basu
Partner
Membership No.: 17401
Place: Gurgaon
Date: October 30, 2015



CERTIFIED TRUE COPY
For HCL TECHNOLOGIES LIMITED

Manish Anand
MANISH ANAND
Company Secretary

HCL TECHNOLOGIES LTD.

Corporate Identity Number: L74140DL1991PLC046369

A 10-11, Sector 3, NOIDA 201 301, UP, India.

T: +91 120 4013000 F: +91 120 2526907

Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.

www.hcltech.com

www.hcl.com

Undertaking in relation to non-applicability of requirements prescribed in Para 5.16 (a) of SEBI Circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013 ("Original SEBI Circular) read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 ("Revised SEBI Circular") in respect of Scheme of Arrangement

This is in relation to the Scheme of Arrangement ("Scheme") between HCL Technologies Limited ("Company") and HCL Comnet Limited ("HCL Comnet"), a wholly owned subsidiary of the Company under the provisions of Sections 391 to 394 and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Companies Act, 2013 and other applicable provisions, if any, and the Memorandum and Articles of Association of the Company and subject to the consent of members and/ or creditors of the Company, approval of the Hon'ble High Court of and Registrar of Companies, National Capital Territory of Delhi & Haryana and/ or any other relevant authority.

Upon, Scheme become effective, the India System Integration Business of the Company will be transferred to HCL Comnet on a going concern basis for cash consideration and there will not be any issuance of shares.

In connection, with the proposed scheme, we undertake that the requirement of Para 5.16(a) of the Original circular as modified by the revised SEBI Circular pertaining to voting by only public shareholders thorough postal ballot and e-voting is not applicable to the Company for the following reasons:

- i. Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed company, or.

Reason for non-applicability

This Clause is not applicable as the Scheme does not involve issuance of shares to anyone.

- ii. Where the Scheme of Arrangement involves the listed company and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.

Reason for non-applicability:

This Clause is not applicable as the Scheme does not involve any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.



CERTIFIED TRUE COPY
For HCL TECHNOLOGIES LIMITED

Manish Anand
MANISH ANAND -
Company Secretary

HCL

HCL TECHNOLOGIES LTD.

Corporate Identity Number: L74140DL1991PLC046369

A 10-11, Sector 3, NOIDA 201 301, UP, India.

T: +91 120 4013000 F: +91 120 2526907

Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.

www.hcltech.com

www.hcl.com

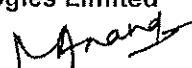
- iii. Where the parent listed company, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed company, and if that subsidiary is being merged with the parent listed company under the Scheme.

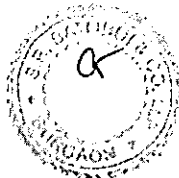
Reason for non-applicability:

This Clause is not applicable as the Company has not acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed company. Further, under the proposed Scheme, HCL Comnet Limited is not getting merged with the Company.


October 30, 2015
Noida(U.P.)

For HCL Technologies Limited


Manish Anand
Company Secretary



CERTIFIED TRUE COPY
For HCL TECHNOLOGIES LIMITED


MANISH ANAND
Company Secretary

HCL

HCL TECHNOLOGIES LTD.

Corporate Identity Number: L74140DL1991PLC046369

A 10-11, Sector 3, NOIDA 201 301, UP, India.

T: +91 120 4013000 F: +91 120 2526907

Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.

www.hcltech.com

www.hcl.com

**CERTIFIED TRUE COPY OF THE RESOLUTION DATED OCTOBER 30, 2015 PASSED BY
RESTRUCTURING COMMITTEE OF THE BOARD OF DIRECTORS OF HCL
TECHNOLOGIES LIMITED**

"RESOLVED THAT an Undertaking for non-applicability of Para 5.16(a) of SEBI Circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 in respect of Scheme of Arrangement to be furnished to the Stock Exchanges, as placed before the Restructuring Committee of the Board be and is hereby approved."

"RESOLVED FURTHER that Mr. Anil Chanana, Chief Financial Officer and Mr. Manish Anand, Company Secretary are hereby severally authorized to issue the aforesaid Undertaking on behalf of the Company."

"RESOLVED FURTHER that the Certificate of the Statutory Auditors for non-applicability of Para 5.16(a) of the aforesaid SEBI Circular be and is hereby noted."

For HCL Technologies Limited


Manish Anand
Company Secretary

Place: Noida(U.P.)
Date: November 4, 2015

HCL

S.R. BATLIBOI & CO. LLP

Chartered Accountants

The Board of Directors,
HCL Technologies Limited
806, Siddhartha
96, Nehru Place
New Delhi 110 019

Golf View Corporate Tower-B
Sector-42, Sector Road
Gurgaon-122 002, Haryana, India
Tel : +91 124 464 4000
Fax : +91 124 464 4050

Dear Sirs,

We, the statutory auditors of HCL Technologies Limited (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in Clause 12.1 of Part II of the Draft Scheme of Arrangement between HCL Technologies Limited and HCL Commnet Limited (hereinafter referred to as "the Transferee Company") and their respective shareholders and creditors (hereinafter referred to as "Draft Scheme") in respect of the transfer of India System Integration Business of the Company (as defined in the Scheme) and vesting thereof in the Transferee Company, as a going-concern, in terms of the provisions of sections 391 to 394 of the Companies Act, 1956 read with applicable provisions of the Companies Act, 2013, with reference to its compliance with the applicable Accounting Standards notified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. Our examination did not extend to any aspects of a legal or propriety nature covered in the clause 6, 15 and 17 of the draft scheme of arrangement.

In respect of transfer of the India System Integration Business of the company as more fully explained in the draft scheme of arrangement, we hereby state, that the accounting treatment in respect of transfer of the India System Integration Business of the Company is not directly addressed by any of the Accounting Standards specified by the Central Government under section 133 of Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. Accordingly, in our view, the accounting requirements of the proposed Scheme with respect to aspects of transfer of the India System Integration Business as specified in clause 12.1 of the draft scheme of arrangement are not in violation of the requirements of section 133 of Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014.

Read with the above said and based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid Draft Scheme is in compliance with Clause 24 (i) of the Listing Agreement and all the applicable Accounting Standards specified by the Central Government under section 133 of Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014.

This Certificate is issued at the request of the Company pursuant to the requirements of Clause 24(i) of the Listing Agreement for onward submission to the National Stock Exchange of India Ltd and BSE Limited. This Certificate should not be used for any other purpose without our prior written consent.

For S. R. Batliboi & Co. LLP
ICAI Firm Registration no. : 301003E
Chartered Accountants

Tridibes Basu

per Tridibes Basu
Partner
Membership No.: 17401
Place: Gurgaon
Date: October 30, 2015



CERTIFIED TRUE COPY
For HCL TECHNOLOGIES LIMITED

Manish Anand
MANISH ANAND
Company Secretary