

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

Bid Number: _____

Date: _____

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

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

Dear Sir / Madam,

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

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

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

Note: An Eligible Shareholder may tender Equity Shares over and above his/her Buy-back Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder upto the Buy-back Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buy-back Entitlement of such Eligible Shareholder shall be accepted in accordance with clauses 19 and 20 of the Letter of Offer. Equity Shares tendered by any Equity Shareholders over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance. The signature on the Transfer deed (Form SH 4) should match with the signature recorded / registered with the records of the Company.

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

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

Ledger Folio No. _____ No. of Share Certificate(s) submitted _____

No. of Equity Shares offered for Buyback (In Figures) _____

(In Words) _____

STAMP OF BROKER

12. Details of Equity Share Certificate(s) enclosed:

Total No. of Equity Share Certificates Submitted:

Sr. No.	Folio No.	Equity Share Certificate No.	Distinctive Nos.		No. of Equity Shares
			From	To	
1					
2					
3					
4					
Total					

13. Details of other Documents (Please ✓ as appropriate, if applicable) enclosed:

- Power of Attorney
 Previous RBI approvals for acquiring the Equity Shares of HCL Technologies Limited hereby tendered in the Buy-back Offer
- Corporate authorizations
 Death Certificate
- Succession Certificate
 Self-attested copy of Permanent Account Number (PAN Card)
- Others (please specify): _____

14. Details of the bank account of the sole or first Eligible Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

15. Eligible Shareholders' Details:

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

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

Please quote the Ledger Folio No. for all future correspondence

INSTRUCTIONS

- This Buy-back Offer will open on September 18, 2018 and close on October 3, 2018.
- This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- Eligible Shareholders who wish to tender their Equity Shares in response to this Buy-back should deliver the following documents so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before Friday, October 5, 2018 by 5 PM.
 - The relevant Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the shares.
 - Original Share Certificates
 - Self attested copy of the Permanent Account Number (PAN) Card
 - Transfer deed (Form SH 4) duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the shares
 - Transaction Registration Slip (TRS) generated by the Exchange Bidding System.
- Eligible Shareholders should also provide all relevant documents in addition to the above documents. Such may include (but not limited to):
 - Duly attested Power of Attorney registered with the Registrar if any person other than the Eligible Shareholder has signed the relevant Tender / Offer Form
 - Duly attested death certificate / succession certificate in case any Eligible Shareholder has expired
 - Necessary corporate authorizations, such as Board Resolutions etc., in case of companies
- Eligible Shareholders to whom the Buy-back Offer is made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
- For the procedure to be followed by Eligible Shareholders for tendering in the Buy-back, please refer to clause 20 of the Letter of Offer.
- All documents as mentioned above shall be enclosed with the valid Tender Form otherwise the Equity Shares will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others:
 - If there is any other company's share certificate enclosed with the Tender Form instead of the Equity Share Certificate issued by the Company;
 - If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholder;
 - If the Eligible Shareholder tenders the Equity Shares but the RTA does not receive the Equity Share Certificate(s);
 - In case the signature in the Tender Form and Form SH 4 does not match as the specimen signature recorded with Company / Registrar, as the case may be; or
 - If there is a duplicate bid on both the recognized stock exchanges.
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buy-back Offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share Certificate number, number of Equity Shares tendered for the Buy-back and the distinctive numbers thereof, enclosing the original Equity Share Certificate(s), copy of Eligible Shareholder's PAN card(s) and executed Share Transfer Form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buy-back not later than 2 (two) days from the Buyback Closing Date i.e. by Friday, October 5, 2018 (by 5 p.m.).
- All documents sent by the Seller Member / custodian will be at their own risk and the Seller Member / custodian is advised to adequately safeguard their interests in this regard.

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

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUY-BACK AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO.

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