

September 21, 2019

The General Manager
BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001

The Manager
National Stock Exchange of India Limited
Listing Department
Exchange Plaza
5th Floor, Plot No. C-1, Block-G
Bandra-Kurla Complex, Bandra(E)
Mumbai-400 051

BSE Scrip Code: 532281

NSE Scrip Code: HCLTECH

Dear Sir/ Madam,

Subject: Outcome of National Company Law Tribunal convened meeting of the equity shareholders of HCL Technologies Limited held on September 21, 2019

Dear Sir,

Pursuant to order dated August 9, 2019 issued by the Hon'ble National Company Law Tribunal, New Delhi Bench -III ("NCLT"), the meeting of equity shareholders of HCL Technologies Limited ("**Transferee Company**") was held on Saturday, September 21, 2019 at 11:00 a.m. at NCUI Auditorium & Convention Centre, 3, Siri Institutional Area, August Kranti Marg, New Delhi - 110 016 to seek their approval to the scheme of amalgamation amongst HCL Eagle Limited, HCL Comnet Limited, HCL Technologies Solutions Limited, Concept2Silicon Systems Private Limited and HCL Technologies Limited and their respective shareholders and creditors ("**Scheme**") under section 230 to 232 of the Companies Act, 2013.

The Transferee Company had provided voting facility to equity shareholders through (i) remote e-voting; and (ii) e-voting system at the venue of the meeting.

In this regard, enclosed please find herewith the following documents:

- (i) Summary of the proceedings of the meeting of the equity shareholders, as required under Regulation 30 of the LODR Regulations;
- (ii) Scrutiniser's Report dated September 21, 2019, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including the consolidated voting results of remote e-voting and e-voting at the venue of the meeting, as required under Regulation 44 of the LODR Regulations.

M. Anand

HCL TECHNOLOGIES LTD.

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The Scheme was approved by the requisite majority of equity shareholders of the Transferee Company.

The Voting Results along with the Scrutinizer's Report is also available on the Company's website at www.hcltech.com and the website of National Securities Depository Limited at www.evoting.nsdl.com.

We request you to kindly take the same in your kind records.

Thanking you,

Yours faithfully,

For **HCL Technologies Limited**,



Manish Anand
Company Secretary

Encl: as above

MINUTE BOOK

September 21, 2019

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

Sub: Proceedings of NCLT convened Meeting of the equity shareholders of HCL Technologies Limited ("Transferee Company") held on Saturday, September 21, 2019 at 11:00 a.m.

Pursuant to the order dated August 9, 2019 ("Order") issued by the Hon'ble National Company Law Tribunal, Bench-III at New Delhi ("NCLT"), the meeting of the equity shareholders of HCL Technologies Limited ("Transferee Company") was held on Saturday, September 21, 2019 at 11:00 a.m. at NCUI Auditorium & Convention Centre, 3, Siri Institutional Area, August Kranti Marg, New Delhi - 110 016, for their approval to the scheme of amalgamation amongst HCL Eagle Limited, HCL Comnet Limited, HCL Technologies Solutions Limited, Concept2Silicon Systems Private Limited and HCL Technologies Limited and their respective shareholders and creditors ("Scheme") under section 230 to 232 of the Companies Act, 2013.

Justice (Retd.) Pratibha Rani, the Chairperson and Mr. Vipul Ganda, Advocate, the Alternate Chairperson of the meeting as appointed by the Hon'ble NCLT, chaired the meeting. Mr. Rohit Aggarwal, Company Secretary, was appointed as a Scrutinizer by the NCLT for this meeting.

The Meeting commenced at 11:00 a.m, however, the requisite quorum was not present as mentioned in the Order, the meeting was adjourned for half an hour. Thereafter, the meeting was re-convened at 11:30 a.m. with the persons present (including valid proxies) which formed the quorum of the meeting as specified in the Order.

The Chairperson, *inter-alia*, explained the implications, benefits and objectives of the Scheme.

The Chairperson informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations and pursuant to the Order, all members had been provided the facility to vote by remote e-voting. She further mentioned that those members who did not vote by remote

CHAIRMAN'S INITIALS



MINUTE BOOK

e-voting may cast their votes by e-voting facility available at the venue of the meeting. With the permission of the members, the Chairperson considered the notice of the meeting as read.

Subsequently, queries raised by the members at the meeting were addressed.

The following item of business as per notice of the meeting was transacted.

1. To approve the scheme of amalgamation amongst HCL Eagle Limited and HCL Comnet Limited and HCL Technologies Solutions Limited, Concept2Silicon Systems Private Limited, the Transferee Company and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013.

The Chairman requested the members to vote on the resolution by way of e-voting facility available at the venue of the meeting. Thereafter, the Chairman thanked the members for participating in the meeting and informed that combined results of remote e-voting and e-voting at the venue of the meeting will be announced and displayed on the website of the Company and will also be submitted to the stock exchanges in pursuance to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The meeting concluded at 12:00 noon.

Subsequently, the Scrutinizer's report was received and accordingly the resolution as set out in the notice was declared as approved with requisite majority.

Justice (Retd.) Pratibha Rani
Chairperson appointed by NCLT

CHAIRMAN'S INITIALS	

ROHIT AGGARWAL
M.COM, MBA, FCS, LL.B, IP
ADVOCATE

SCRUTINIZER'S REPORT

September 21, 2019

To,

Justice (Retd.) Prathiba Rani

Chairperson, for the Hon'ble National Company Law Tribunal, Bench-III at New Delhi convened meeting of the equity shareholders of HCL Technologies Limited ("**Transferee Company**") pursuant to the Company Application No. CA(CAA)-88(ND)/2019.

Dear Ma'am,

I, Rohit Aggarwal, Advocate appointed by the Hon'ble National Company Law Tribunal, Bench-III at New Delhi ("**NCLT**") by its order dated August 9, 2019 in the Company Application no. CA(CAA)-88(ND)/2019 ("**Order**"), as the "**Scrutinizer**" for the purpose of conducting the voting done through remote e-voting and e-voting at the venue of the meeting by the equity shareholders of HCL Technologies Limited ("**Company**") convened by the Order and held at NCUI Auditorium & Convention Centre, 3, Siri Institutional Area, August Kranti Marg, New Delhi-110016 on Saturday, September 21, 2019 at 11:00 a.m. and thereafter, adjourned at 11:30 a.m. ("**Meeting**"), pursuant to section 230 to 232 of the Companies Act, 2013 read with applicable rules made thereunder, along with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, on the resolution seeking approval of the equity shareholders to the scheme of amalgamation ("**Scheme**") amongst HCL Eagle Limited, HCL Comnet Limited, HCL Technologies Solutions Limited, Concept2Silicon Systems Private Limited and HCL Technologies Limited and their respective shareholders and creditors in terms of the notice dated August 13, 2019 convening the said meeting.

The compliance with the Order, in relation to voting through remote e-voting and e-voting at the venue of the meeting (hereinafter collectively refereed as "**Voting**") on the proposed resolution is the responsibility of the management of the Company. The responsibility as a Scrutinizer was to ensure that the process of Voting was done in a fair and transparent manner and to submit a consolidated Scrutinizer's report on the Voting to the Chairperson of this meeting on the resolution, based on the report generated from the e-voting system provided by National Securities Depositories Limited ("**NSDL**").

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In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”) and pursuant to Section 108 of the Companies Act, 2013 (“**Act**”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (“**Rules**”) and Secretarial Standards-2 (Secretarial Standards on General Meetings) (“**SS-2**”) issued by the Institute of Company Secretaries of India and as per directions issued by the Hon’ble NCLT, the Company had provided the facility of remote e-voting through NSDL. Notices were issued to the equity shareholders whose names were appearing in the Register of Members / list of Beneficial Owners as per the details furnished by the Depositories as on August 9, 2019.

I do hereby submit my report as under:

- (i) The Cut-off date was August 9, 2019 for the purpose of deciding the equity shareholders entitled for the Voting on the resolution for seeking their approval.
- (ii) The voting through remote e-voting facility remained opened for a period of 30 (thirty) days commencing from Thursday, August 22, 2019 at 9:00 a.m. and ended on Friday, September 20, 2019 at 5:00 p.m.
- (iii) On Saturday, September 21, 2019, at the venue of the NCLT convened meeting, it was observed that the requisite quorum for the Meeting was not present and in term of the Order of Hon’ble NCLT, the Meeting was adjourned for half an hour and thereafter, the members present in the Meeting at 11:30 a.m. were treated as quorum.
- (iv) 374 equity shareholders attended the meeting in person or by proxy or by authorized representative.
- (v) At the NCLT convened Meeting, the Chairperson announced that the equity shareholders present at the Meeting and who have not cast their vote by remote e-voting, can exercise their voting rights by e-voting, which was made available at the venue of the meeting.
- (vi) Thereafter, on completion of the voting at the venue, I unblocked the remote e-voting results on September 21, 2019 at 12:00 p.m. in the presence of Ms. Ashima Jain and Mr. Karan Sahi, who are not in employment of the Company.
- (vii) The consolidated result of the voting seeking approval of the equity shareholders of the Transferee Company to the Scheme is as under:

Rehmat

Resolution

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), relevant provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon’ble National Company Law Tribunal at New Delhi and/or Hon’ble National Company Law Tribunal at Bengaluru (hereinafter together referred as “Tribunals”) and/or any other relevant government or regulatory authority, body, institution (hereinafter collectively referred as “Concerned Authority(ies)”, if any, of competent jurisdiction under applicable laws for the time being in force, and subject to such conditions or guidelines, if any, as may be prescribed, imposed or stipulated in this regard by the shareholders and/or creditors of the Company, Tribunals or Concerned Authorities, from time to time, while granting such approvals, consents, permissions and/or sanctions under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) authorized by the Board to exercise its powers including the powers conferred by this resolution), the scheme of amalgamation amongst HCL Eagle Limited, HCL Comnet Limited, HCL Technologies Solutions Limited, Concept2Silicon Systems Private Limited and HCL Technologies Limited and their respective shareholders and creditors (hereinafter referred to as the “Scheme”) as circulated along with the notice of the meeting be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to effectively implement the amalgamation embodied in the Scheme, make or accept such modification(s) amendment(s), limitation(s) and/or condition(s), if any, to the Scheme as may be required by the Hon’ble Tribunals and/or any other authority while sanctioning the Scheme or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme or for any other such reason, as the Board may deem fit and proper, to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme.”



Consolidated Report on result of Voting through Electronic Means at the NCLT convened meeting of equity shareholders of the Transferee Company:

Particulars	Remote e-Voting		e-voting at the NCLT convened meeting		Total	
	No. of Members	No. of votes cast by them	No. of Members	No. of votes cast by them	No. of Members	No. of votes cast by them
Total valid votes	1,992	1,20,36,85,075	106	60,330	2,098	1,20,37,45,405
Total votes cast in the favour of Resolution	1944	1,20,36,77,753	104	60,210	2,048	1,20,37,37,963
Total votes cast against the Resolution	48	7,322	2	120	50	7,442
% of votes cast in favour	99.999		99.801		99.999	
% of votes cast against	0.001		0.199		0.001	

Table showing bifurcation of promoters, public- instructions and other is as under:

Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-in against	% of votes in favour on votes polled	% of votes in against on votes polled
Promoter and	E-Voting	8138176 62	813817 662	100	813817 662	0	100	0

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Promoter Group	Insta-Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8138176 62	813817 662	100	813817 662	0	100	0
Public – Institutional holders	E-Voting	4951264 55	384091 329	77.57	384091 329	0	100	0
	Insta-Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4951264 55	384091 329	77.57	384091 329	0	100	0
Public-Others	E-Voting	4737251 1	577608 4	12.19	576876 2	7322	99.87	0.13
	Insta-Poll		60330	0.13	60210	120	99.8	0.2
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4737251 1	583641 4	12.32	582897 2	7442	99.87	0.13
	Grand Total	1356316 628	120374 5405	88.75	120373 7963	7442	99.99 9	0.001

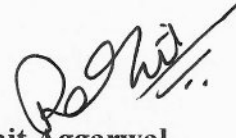
Based on the foregoing, the above resolution shall be deemed to have been approved on the date of the NCLT convened meeting of the equity shareholders of the Company i.e. September 21, 2019 with the majority of members (including proxies) exercising voting rights representing three-fourth in value of shares, who voted in favour of the resolution.

Register of votes cast through remote e-voting as well as by e-voting at the venue of NCLT convened meeting of equity shareholders of the Company and all other relevant records of voting process given/provided/maintained in electronic mode will remain in our custody until the

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Chairperson considers, approves and signs the minutes of the NCLT convened Meeting and the same shall be handed over to the Chairperson/ Company Secretary/ any other person as may be authorized for safe keeping of records thereafter.

Thanking You,



Rohit Aggarwal
Advocate

Counter Signed by:



Jusice (Retd.) Pratibha Rani

Chairperson appointed by Hon'ble National Company Law Tribunal for the meeting of equity shareholders of HCL Technologies Limited

CC: HCL Technologies Limited

Place: New Delhi

Date: September 21, 2019