

## **PRESS RELEASE**

### **HCL Technologies announces cash offer of 650 pence per share for Axon Group plc <sup>(1)</sup>**

**NOIDA, London, 26 September 2008** – HCL Technologies (HCL) today announced that it has made a cash offer for a leading UK-based SAP consulting company, Axon Group Plc (Axon). Under the terms of the Offer, Axon shareholders will receive 650 pence in cash for each Axon share valuing the entire issued and to be issued share capital of Axon at approximately £441.1 million <sup>(1)</sup>.

“HCL’s transformation journey enters an exciting phase where we are creating partnerships with high performance teams to become significant in our chosen areas of growth. We see Axon as one such transformational opportunity for HCL to become a significant player in the SAP services space. I am excited about the high performance and employee centric cultural synergy between HCL and Axon that would help accelerate the process of integration between the two teams”, said **Vineet Nayar, CEO and Member of the Board, HCL Technologies.**

Commenting on the strategic fit between HCL and Axon, **Ram Krishna, Corporate Vice President - Enterprise Application Services**, said “The merger of Axon’s strong implementation capabilities with HCL’s strong application and infrastructure management capabilities will help us deliver unique value on an end-to-end basis for the customers of HCL and Axon. The positive interactions between the HCL and Axon management teams since July 08, reinforces my belief that we will come together and create significant incremental value for both our customers and employees.”

**Anil Chanana, Executive Vice President- Finance of HCL Technologies**, said, “HCL has identified eight focus areas for growth including enterprise application services. For inorganic growth in these areas, HCL follows a thorough and diligent selection process of proactively identifying acquisition opportunities, and evaluating them rigorously against our long-term strategic growth objectives to create incremental shareholder value.”

Axon provides process consultancy services to large organisations that have chosen SAP as their strategic enterprise platform. It has a diversified customer base across the United Kingdom, North America, and Asia that is complementary to HCL’s own customer base. It has approximately 2,000 employees, who bring in-depth industry expertise and best practices to address the challenges faced by organisations in today’s dynamic environment.



For the year ended 31 December 2007, Axon reported profit before taxation of £29.5 million on revenues of £204.5 million.

**The combined strengths of HCL and Axon provide a number of potential benefits and opportunities:**

- Axon has a high performance and employee-centric culture that fits in well with HCL's "Employee First" philosophy
- Axon's process consulting and implementation capabilities complements HCL's application and infrastructure management capabilities
- HCL's services / industry offering will create value for Axon's diversified blue-chip customer base with a strong position in the UK public sector and other defensive sectors
- HCL's strong SAP presence in the US and Asia complement Axon's excellent position in the UK
- HCL's position as a 'Global Services Partner' of SAP will strengthen Axon's ability to win more transformational customers

There will be conference call for analysts with a Q&A session at (19:30 Delhi), (15:00, London) and (10:00, New York). The conference call will be hosted by Vineet Nayar, CEO; Ram Krishna, Corporate Vice President, EAS; Anil Chanana, Executive Vice President, Finance; and Sandip Gupta, Corporate Vice President, Finance.

The call details are below:

**Universal Dial-In Numbers**

Mumbai - +91 (22) 6629 0101, +91 (22) 3065 1010

**Toll Free Dial-In Numbers**

Delhi - (011) 6000 1221

Bangalore - (080) 6000 1221

Chennai - (044) 6000 1221

Kolkata - (033) 6000 1221

Hyderabad - (040) 6000 1221

**International Toll Free Numbers**

USA - 1 866 746 2133

UK - 0808 101 1573

Singapore - 800 101 2045

Hong Kong - 800 964 448

<sup>(1)</sup> Including an interim dividend of 2.25p

**Note to Editors:**

*This press release should be read in conjunction with the announcement issue by HCL Technologies under rule 2.5 of the City Code on Takeovers and Mergers in the UK.*



## About HCL Technologies

HCL Technologies is a leading global IT services company, working with clients in the areas that impact and redefine the core of their businesses. Since its inception into the global landscape after its IPO in 1999, HCL focuses on 'transformational outsourcing', underlined by innovation and value creation, and offers integrated portfolio of services including software-led IT solutions, remote infrastructure management, engineering and R&D services and BPO. HCL leverages its extensive global offshore infrastructure and network of offices in 19 countries to provide holistic, multi-service delivery in key industry verticals including Financial Services, Manufacturing, Aerospace & Defense, Telecom, Retail & CPG, Life Sciences & Healthcare, Media & Entertainment, Travel, Transportation & Logistics, Automotive, Government and Energies & Utilities. HCL takes pride in its philosophy of 'Employee First' which empowers our 50,741 transformers to create a real value for the customers. HCL Technologies, along with its subsidiaries, had consolidated revenues of US\$ 1.9 billion (Rs. 7,639crore), as on 30th June 2008. For more information, please visit [www.hcltech.com](http://www.hcltech.com)

## About HCL Enterprise

HCL Enterprise is a \$5 billion leading Global Technology and IT Enterprise that comprises two companies listed in India - HCL Technologies & HCL Infosystems. The 3-decade-old enterprise, founded in 1976, is one of India's original IT garage start-ups. Its range of offerings spans Product Engineering, Custom & Package Applications, BPO, IT Infrastructure Services, IT Hardware, Systems Integration, and distribution of ICT products. The HCL team comprises over 56,000 professionals of diverse nationalities, who operate from 19 countries including 360 points of presence in India. HCL has global partnerships with several leading Fortune 1000 firms, including leading IT and Technology firms. For more information, please visit [www.hcl.in](http://www.hcl.in)

## Forward Looking Statements

*Certain statements in this release are forward-looking statements, which involve a number of risks, and uncertainties that could cause actual results to differ materially from those in such forward-looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties regarding fluctuations in earnings, our ability to manage growth, intense competition in IT services including those factors which may affect our cost advantage, wage increases in India, our ability to attract and retain highly skilled professionals, time and cost overruns on fixed-price, fixed-time frame contracts, client concentration, restrictions on immigration, our ability to manage our international operations, reduced demand for technology in our key focus areas, disruptions in telecommunication networks, our ability to successfully complete and integrate potential acquisitions, liability for damages on our service contracts, the success of the companies/ entities in which we have made strategic investments, withdrawal of governmental fiscal incentives, political instability, legal restrictions on raising capital or acquiring companies outside India, and unauthorised use of our intellectual property and general economic conditions affecting our industry. The company does not undertake to update any forward-looking statement that may be made from time to time by or on behalf of the company. Other product or service names mentioned herein are the trademarks of their respective owners.*

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