

F11000003531

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 AUG 30 PM 3:43

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To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
HCL Global Processing Services Ltd Corporation**

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 AUG 30 PM 12:50

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Handwritten signature and date: 08/31/11

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: HCL Global Processing Services Ltd Corporation
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Manisha Aurora

Name of Person

Firm/Company

330 Potrero Avenue

Address

Sunnyvale, CA 94085

City/State and Zip code

maurora@hcl.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Person

at (_____) _____
Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. HCL Global Processing Services Ltd Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. India 3. 55-69891
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 06/19/1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 806 Siddharthi, 96 Nehru Place, New Delhi, DELHI 110019, India
(Principal office address)

330 Potrero Avenue, Sunnyvale, CA 94085
(Current mailing address)

8. SEE ATTACHMENT
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

Connie Bryan

By: Connie Bryan Assistant Secretary
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA
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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Raghu Raman Lakshmanan/Authorized Person

(Typed or printed name and capacity of person signing application)

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

11 AUG 30 PM 12:50

11 AUG 30 PM 12:50

HCL Global Processing Services, Ltd.

List of Directors & Authorized People

Directors:

Name :	Address:
Anil Kumar Chanana	Sector 3 A-11, Noida, 201301 India
Prahlad Rai Bansal	B-19-3 Shakti Nagor, Delhi, 110007 India

Authorized Persons of the Company:

Name :	Address:
Manish Anand	B-5/31 Paschim Vihar, Delhi, 110063, India
Raghu Raman Lakshmanan	330 Potrero Avenue, Sunnyvale, CA 94085

11 AUG 30 PM 12:50
SECRETARY OF STATE
FALLS CHASSER, FLORIDA

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Attachment to Florida

Purpose Clause

To provide all types of software-led IT solutions, client services, to act as debt recovery agents for bankers, financiers, and financial institutions. To advise and render services like staff and management recruitment.

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11 AUG 30 PM 12:50

SECOND DISTRICT OF FLORIDA
TALLAHASSEE, FLORIDA

HCL GLOBAL PROCESSING SERVICES LTD.

(A subsidiary of HCL TECHNOLOGIES LTD.)

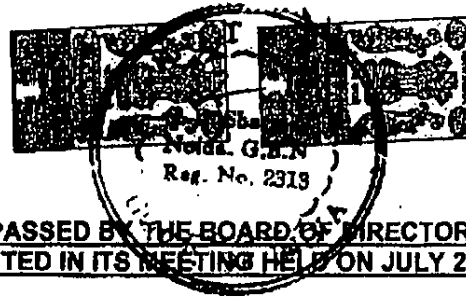
A 10-11, Sector 3, NOIDA 201 301, UP, India.

T +91 120 2520917/937/997 F +91 120 2520907, 2844514

Registered Office: 606 Siddharth, 06, Nehru Place, New Delhi-110019, India.

www.hcltech.com

www.hcl.com



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF HCL GLOBAL PROCESSING SERVICES LIMITED IN ITS MEETING HELD ON JULY 26, 2011

"RESOLVED that the approval of the board be and is hereby accorded for setting up of a branch office of HCL Global Processing Services Limited ("the Company") in USA."

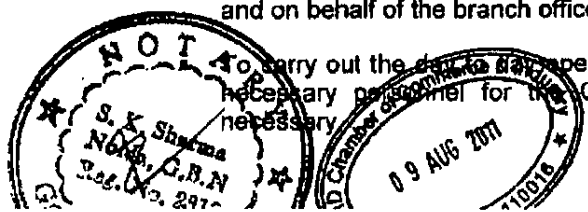
"RESOLVED FURTHER that Mr. Anil Kumar Chanana and Mr. Prahlad Rai Bansal, the Directors of the Company and Mr. Manish Anand and Mr. Raghu Raman Lakshmanan Authorized Persons of the Company be and are hereby severally authorized to do the following acts, deeds and things in regard to above :

- Appoint attorney-at-law/ solicitors/agents to act on behalf of the Company to do all necessary actions as may be required for setting up the branch office in USA and for the purpose of accepting service of process and any notices required to be served on the Company.
- to apply for Registration of the branch with USA Securities and Exchange Commission (SEC) and other appropriate governmental authorities of USA including Internal Revenue Service, local government, and Social Security Administration.
- To appoint a representative(s) for the branch office, grant authorizations from time to time to the representative in charge of the Branch Office of the Company; to remove him as the representative of the said branch and to appoint some other person as the representative, from time to time.
- To execute authorization(s)/ Power of Attorney(s) to file various returns including tax returns with the competent authorities on behalf of the branch office of the Company in USA.
- To execute necessary power of attorneys, applications, papers or other documents that may be required for the setting up of and for the day-to-day operations of the branch office of the Company in USA.
- To incur necessary expenses for setting up the branch office and / or operation of the said branch office.
- To do all such other acts, deeds and things that may be necessary or incidental for the setting up of the branch office and for the conduct of operations of the said branch office.
- To finalize the exact location of the branch office of the company in USA and to execute the lease deed for the premises for the said branch office.
- To execute necessary applications, papers or other documents that may be required for or incidental to the application and qualification for Debt Collectors License in USA for and on behalf of the branch office and the Directors and Officers of the Company.

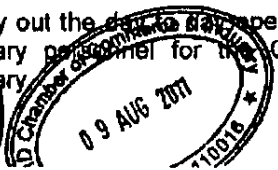
VALID FOR FOREIGN COUNTRY
OUT OF INDIA EMBASSIES, ETC.

11-07-2011 P.M. 5:50
REGISTRAR OF COMPANIES
NOIDA, G.R.N.

11-07-2011 P.M. 5:50



To carry out the day-to-day operations of the proposed branch including appointment of necessary personnel for the Company and sub-delegate such powers as deemed necessary.



R003427

GLOBAL PROCESSING SERVICES LTD.
 (a subsidiary of HCL TECHNOLOGIES LTD.)
 Plot No. 11, Sector 3, Noida 201 301, UP, India.
 T +91 120 2620977/837/997 F +91 120 2526007, 2644514
 Registered Office: 606 Siddharth, 88, Nehru Place, New Delhi-110019, India.
 www.hcltech.com
 www.hcl.com

- To represent the Company in its relationship with public, governmental, tax authorities and customs authorities, as well as the Bureau of Internal Revenue, Bureau of Customs and other tax authorities, employment, pension and social contribution authorities, with the power to receive any act of such authorities and sign any act and declaration on behalf of the Company before such authorities.


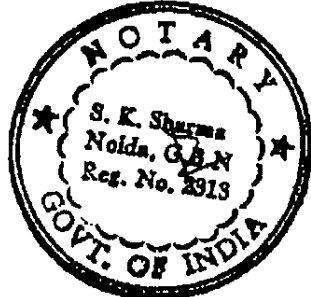
"RESOLVED FURTHER that the branch representative after his/her appointment be and is hereby authorized to do the following acts, deeds and things in regard to the registration and setting up of branch office of the Company in USA:

- To represent the Company before various competent authorities in USA.
- Make necessary application(s) and sign documents and other papers with competent authorities in the USA.
- Sign and file documents for registration of the branch with the various competent authorities in USA including VAT registration, Payroll registration, Social Security, etc.
- To issue affidavits in regard to verifying the copies of the documents as true copies.

Place: Noida
 Date: August 5, 2011

For HCL Global Processing Services Limited

[Signature]
 * Anil Chanana
 Director

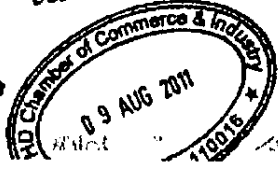
ATTESTED
[Signature]
 S. K. SHARMA
 NOTARY PUBLIC
 NOIDA INDIA (U.P.) 003427

11 AUG 30 PM 12:50
 CONSUL GENERAL OF INDIA
 TALLAHASSEE, FLORIDA

VALID FOR FOREIGN COUNTRY
 OUT OF INDIA EMBASSIES, ETC.

08 AUG 2011
 Serial No. N-820 Date.....

Commission Expires on 14 Nov. 2012



ATTESTED
[Signature]
 Gopal Singh
 Exec. Assistant
 PHD Chamber of Commerce and Industry
 New Delhi (INDIA)

MINISTRY OF EXTERNAL AFFAIRS
GOVERNMENT OF INDIA
New Delhi

Public document of the type
COMMERCIAL DOCUMENT

NCL GLOBAL PROCESSING SERVICES

Executed by: GOPAL SINGH

Exec. Asstt. PHD Chamber of
Commerce and Industry, New Delhi

Certified by

Section Officer (O.I.) MINISTRY OF EXTERNAL AFFAIRS

2011 at NEW DELHI, INDIA

DLND0000151411



Section Officer (O.I.)
BASP LEACHOUS K.P.
Section Officer (O.I.)
विभाग सहायक, नई दिल्ली
Ministry of External Affairs
New Delhi

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STATE
TALLAHASSEE, FLORIDA

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