

HCL INFOSYSTEMS LIMITED

CIN- L72200DL1986PLC023955

Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi-110 019,

Corporate Office: E-4, Sector-11, Noida 201301 (U.P.)

Telephone: +91-120-2520977, 2526518, 2526519, Fax No.:+91-120-2523791

Website: www.hclinfosystems.com, Email: cosec@hcl.com

NOTICE

NOTICE is hereby given that the Thirty Third (33rd) Annual General Meeting of the members of HCL Infosystems Limited will be held on Monday, 16th September, 2019 at 10:00 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110001 to transact the following business:

ORDINARY BUSINESS(S):

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2019, including the audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2019 including the audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon be and are hereby received, approved, and adopted.”

2. To appoint a Director in place of Mr. Pawan Kumar Danwar (DIN 06847503), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Pawan Kumar Danwar (DIN 06847503) Director retiring by rotation, in accordance with the Articles of Association of the Company and being eligible for re-appointment be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS (S):

3. Re-appointment of Mr. Kaushik Dutta as an Independent Director of the Company

To consider, and if thought fit, to pass, the following Resolution as a **Special Resolution(s)**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Kaushik Dutta (DIN: 03328890), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

4. Re-appointment of Ms. Sangeeta Talwar as an Independent Director

To consider, and if thought fit, to pass, the following Resolution as a **Special Resolution(s)**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Ms. Sangeeta Talwar (DIN: 00062478), Independent Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

"RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

5. Change in designation of Dr. Nikhil Sinha from Non Independent Director to Independent Director

To consider, and if thought fit, to pass, the following Resolution as a **Special Resolution(s)**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the approval of the shareholders be and is hereby accorded for change in designation of Dr. Nikhil Sinha (DIN: 01174807), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time from Non Independent & Non-Executive Director to Independent & Non- Executive Director for five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

6. Approval for the revision in Remuneration to be paid to Mr. Rangarajan Raghavan (DIN: 07932761), Managing Director of the Company.

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution (s)**:

"RESOLVED THAT pursuant to Section 197, 198, Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) ("the Act") and subject to the approval of the Central Government and other necessary approval(s), consent(s), or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to pay the revised remuneration, on the basis of his existing terms and conditions as recommended by Nomination and Remuneration Committee and the Board of Directors and as set out in the said explanatory annexed hereto, to Mr. Rangarajan Raghavan, Managing Director of the Company."

"RESOLVED FURTHER THAT pursuant to Section 197, 198, Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) ("the Act") and subject to the approval of the Central Government and other necessary approval(s), consent(s), or permission(s), as may be required, the remuneration as set out in the explanatory statement be paid as minimum remuneration to Mr. Rangarajan Raghavan notwithstanding that in any financial year of the Company during his tenure as Managing Director, the Company has made no profits or profits are inadequate."

"RESOLVED FURTHER THAT Mr. Kapil Kapur, Chief Financial Officer and Mr. Sushil Kumar Jain, Company Secretary be and are hereby severally authorized to inform all concerned of the aforesaid resolution, and to present/file necessary intimation, application, notice, papers, forms, or any other document/deeds etc. before the Competent Authorities, if required, in such form and manner as may be required or necessary and also to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Board of Directors to be in the best interest of the Company, as it may deem fit."

7. To Sell/ Transfer/ Dispose off the shares of step down subsidiary, HCL Insys Pte. Ltd, Singapore to M/s PCCW Solutions Limited

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution(s)**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable Sections of the Companies Act, 2013 read with Companies (Management and Administration) Rules 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 24(5) of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to Sell/Transfer/Dispose off the entire investment of HCL Learning Limited (a subsidiary of the Company) in its wholly owned subsidiary HCL Insys Pte. Ltd., Singapore to M/s PCCW Solutions Limited, a leading IT services provider in Hong Kong for a consideration equal to the enterprise value of HCL Insys Pte. Ltd (being SGD 42,000,000 on a debt free/ cash free basis) subject to adjustments based on the cash, debt and working capital positions of HCL Insys Pte. Ltd. on the date of consummation of the proposed transaction."

“RESOLVED FURTHER THAT the Board and the Committee or persons as may be authorized by the Board in this regard is empowered to finalize and execute necessary transaction related documents including but not limited to share purchase agreement, deeds etc. with effect from such date and in such manner as deemed necessary by the Board and to do all such other acts, deeds, matters and things as they may deem necessary and/ or expedient to give effect to the above transaction including without limitation negotiating and finalizing the terms of transfer, executing the necessary agreements, memorandum, indemnity deeds, undertakings, etc. and to settle any questions, difficulties or doubts that may arise in regard to sale as they may in their absolute discretion deem fit.”

“RESOLVED FURTHER THAT the any one of the Directors or Mr. Sushil Kumar Jain, Company Secretary of the Company, be and is hereby authorized to perform and execute all such acts, deeds, matters and things including but not limited to making timely intimation to stock exchange(s), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution.”

**By Order of the Board
For HCL Infosystems Limited**

**Date : 6th August, 2019
Place: Noida**

**Sd/-
Sushil Kumar Jain
Company Secretary
ACS No 8917**

Notes:

1. As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, enabling the Company to send all communication to the Members through electronic mode. The above initiative will go a long way in conserving paper which is a natural resource as also result in substantial savings on printing and posting of annual reports and other documents of your Company sent to Members.

The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

Members are requested to support this Green Initiative by updating their email addresses with their respective Depository Participants, in case of electronic shareholding or registering their email addresses with the Company's Registrar and Share Transfer Agent, in case of physical shareholding. We hope that Members will join this cause and make the world a cleaner, greener and healthier place to live in.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The Register of Members and the Share Transfer Books of the Company shall remain closed from Wednesday, 11th September, 2019 to Monday, 16th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
4. All correspondence with regard to share transfers/dividends and matters related therewith may directly be addressed to the Company's Registrar and Share Transfer Agent (RTA) at the address given below:

M/s. Alankit Assignments Limited
205-208, Anarkali Complex,
Jhanewalan Extension,
New Delhi-110055
Phone : 011-42541234, 011-23541234
Fax : 011-23552001
Email : rta@alankit.com
Website : www.alankit.com

5. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the RTA. Members holding shares in physical form are also requested to quote their PAN details on the share transfer deed submitted for transfer of their shares.
6. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the RTA of the Company the prescribed Form SH-13 for nomination and Form SH-14 for cancellation/ variation as the case may be. Members holding shares in demat mode may contact their respective Depository Participant (DP) for availing this facility.
8. Copies of all documents referred to in notice and the statutory registers under of the Companies Act, 2013 are available for inspection at the registered office of the Company between 11:00 A.M. to 1:00 P.M. on all working days i.e Monday to Friday, till the date of meeting and will also be available at the venue of the meeting.
9. Pursuant to applicable provisions of Sections 124 and 125 of the Companies Act, 2013, as notified by the Ministry of Corporate affairs as on 5th September, 2016 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016 as amended from time to time, the Company has transferred unpaid/ unclaimed dividend

along with the Shares up to 3rd Interim dividend for the financial year 2011-12 to the Investor Education and Protection Fund / suspense account of Investor Education and Protection Fund (the Fund) of the Central Government.

After transfer of the 2011-12 3rd Interim dividend, there are no unpaid/unclaimed dividend pending for transfer to IEPF account.

As per the recent SEBI Circular dtd 20.04.2018 - ref: SEBI/HO/MIRSD/DOP1/CIR/P/2018/73, it is mandatory to capture the Bank Mandate (Beneficiary Bank name and Beneficiary account number) on the face of the Warrant / DD.

10. In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules 2014 as amended vide Companies (Management and Administration) Amendment Rules 2015 w.e.f. 19th March 2015, and the regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the Remote e-voting services provided by NSDL, on all resolutions set forth in this Notice.
11. The certificate from the Auditors of the Company certifying that the Employees Stock Option Schemes of the Company are being implemented in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and in accordance with the resolutions passed by members, shall be placed at the AGM.
12. Members seeking any information with regard to the Accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
13. The members of the Company had approved the appointment of M/s. BSR & Associates LLP, Chartered Accountants (FRN – 116231W/W- 100024), as the Statutory Auditors at the thirty first (31st) AGM of the Company till thirty sixth (36th) AGM of the Company. In accordance with, on 7th May, 2018 by the Ministry of Corporate Affairs, the requirement of ratification of appointment of Statutory Auditors by members at every AGM is no longer required.

14. Please note that snacks box shall not be distributed at the Annual General Meeting.

ANNEXURE TO THE NOTICE

Explanatory Statement [Pursuant to Section 102(1) of the Companies Act, 2013]

The following explanatory statement sets out all material facts relating to various Business including Special Business of the accompanying Notice of the Annual General Meeting to be held on 16th September, 2019.

ITEM NO. 3

Re-appointment of Mr. Kaushik Dutta as an Independent Director of the Company

Mr. Kaushik Dutta was appointed as an Independent of the Company by the members at the 28th AGM of the Company held on 12th November, 2014 for a period of five consecutive years i.e. from 1st April, 2014 upto 31st March, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and as approved by the Board of Directors and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dutta, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years i.e. from 1st April, 2019 up to 31st March, 2024.

The Company has received declaration from him stating that he continues to meet the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Dutta fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Dutta as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Dutta as an Independent Director.

Mr. Kaushik Dutta holds 4000 shares in the Company.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Dutta as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company.

Except Mr. Kaushik Dutta, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM. Mr. Dutta is not related to any Director of the Company.

ITEM NO. 4

Re-appointment of Ms. Sangeeta Talwar as an Independent Director of the Company

Ms. Sangeeta Talwar was appointed as an Independent Director of the Company by the members at the 28th AGM of the Company held on 12th November, 2014 for a period of five consecutive years i.e. from 1st April, 2014 upto 31st March, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and Board of Directors and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Talwar, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024.

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Ms. Talwar fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her reappointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Talwar as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Talwar as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Ms. Talwar as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company.

Except Ms. Sangeeta Talwar, being an appointee and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM. Ms. Talwar is not related to any Director of the Company.

ITEM NO. 5

Change in designation of Dr. Nikhil Sinha from Non Independent Director to Independent Director

Dr. Nikhil Sinha was a Non Independent & Non- Executive Director of the Company. He had completed the required cooling period of three years on 31st March' 2019 and was eligible for being designated as an Independent Director of the Company effective from 1st April' 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and as approved by the Board of Directors and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Sinha, being eligible for appointment as an Independent Director, is proposed to be designated as an Independent Director for a term of five consecutive years from 1st April, 2019 upto 31st March, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Dr. Sinha fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Dr. Sinha as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company as Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to change in designation of Dr. Sinha and appointment as an Independent Director for a term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company.

Except Dr. Nikhil Sinha, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM. Dr. Sinha is not related to any Director of the Company

ITEM NO. 6

Approval for the revision in Remuneration to be paid to Mr. Rangarajan Raghavan (DIN: 07932761), Managing Director of the Company

The Nomination and Remuneration Committee and Board of Directors in its meeting held on 31st July, 2019 had accorded its approval to revise the remuneration, as detailed hereunder w.e.f. 1st July, 2019 to Mr. Rangarajan Raghavan, Managing Director of the Company, under the applicable provisions of Companies Act, 2013. The Committee/Board had also approved to pay this remuneration as minimum remuneration in case of inadequacy of profits and no profits:

Particulars	From 1 st July, 2018 till 30 th June, 2019	From 1 st July, 2019
Basic Salary	: ₹ 1,60,300/- Per month	₹ 1,68,800/- Per month
House Rent Allowance	: 50% of Basic Salary	50% of Basic Salary
Flexible Benefit Basket	: ₹ 43,60,380/- Per annum	₹ 48,67,296/- Per annum
Performance Linked Bonus	: ₹ 25,00,000/- Per annum	₹ 30,00,000/- Per annum
Contribution to Provident Fund	: 12% of the Basic Salary, as per the provision of the Employees Provident Fund and Miscellaneous Provision Act, 1952	12% of the Basic Salary, as per the provision of the Employees Provident Fund and Miscellaneous Provision Act, 1952
Contribution to Superannuation Fund	: 15% of the Basic Salary, as per the scheme of the company	15% of the Basic Salary, as per the scheme of the company
Contribution to National Pension Scheme	: 10% of the Basic Salary, as per the scheme of the company	Nil
Gratuity	: As per the provisions of the Payment of Gratuity Act, 1972	As per the provisions of the Payment of Gratuity Act, 1972
Medical Insurance	: As per the scheme of the Company	As per the scheme of the Company
Company Car leased scheme	: Covered for a value of ₹ 75,012/- Per month	Covered for a value of ₹ 75,012/- Per month
Long Term Incentive Plan (Enterprise Value Creator)	: Covered under two LTIP schemes .Following are the details :-	Covered under one LTIP scheme. Following are the details :-
	1. One time pay-out of ₹ 60,00,000/- paid in November 2018 .	
	2. Pay-out of ₹ 40,00,000/- in 2 tranches (Tranche 1 pay-out of ₹ 20,00,000 due in July 2020 and Tranche 2 pay-out of ₹ 20,00,000 due in March 2021)	Pay-out of ₹ 40,00,000/- in 2 tranches (Tranche 1 pay-out of ₹ 20,00,000 due in July 2020 and Tranche 2 pay-out of ₹ 20,00,000 due in March 2021)
Company driver has been provided	: Yes	Yes

(All the above perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.)

MINIMUM REMUNERATION

The above remuneration (including perquisites) shall be paid to Mr. Rangarajan Raghavan as the minimum remuneration in the event of absence or inadequacy of profits in any financial year of the Company.

OTHER TERMS AND CONDITIONS

- a) He shall not be paid any sitting fees for attending Board/ Committee Meetings.
- b) He shall not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency without prior approval of the Central Government.
- c) The appointment may be terminated by the Company or by Mr. Rangarajan Raghavan by giving not less than three months' prior notice in writing.

The Company is in compliance to the following conditions stipulated under Clause (B) of Section II of Part II of Schedule V of Companies Act, 2013.

1. Mr. Raghavan is holding 34,500 (0.00%) equity shares of the Company (These share were granted to Mr. Raghavan under employee stock option scheme). Hence Mr. Raghavan is deemed to not having any interest in the capital of the Company or its holding company or any of its subsidiary companies directly or indirectly or through any other statutory structures and not having any direct or indirect interest or related to the directors or promoters of the Company or its holding company or any of its subsidiary companies at any time during the last two years before or on the date of appointment; and
2. Mr. Raghavan is diploma holder in Electrical Engineering from MCM Polytechnic, Chennai-1973 and has expert and specialized knowledge in the field of his profession.

The information required under Clause (B) of Section II of Part II of Schedule V of Companies Act, 2013 is annexed hereto as Annexure – A

The Directors are of the opinion that Mr. Rangarajan Raghavan's knowledge and experience will be of immense value to the Company.

The Board, therefore, recommends the approval of the Resolution set out at Item No. 6 of the Notice convening the Meeting.

The Special resolution proposed to be passed is an enabling resolution, permitting the Company to pay the fixed remuneration even during absence or inadequacy of profits in any financial year, in compliance with Section 197, 198 read with Schedule V to the Companies Act, 2013.

Except Mr. Rangarajan Raghavan, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of the resolution set out at item no. 6 of the Notice.

ITEM NO. 7**To sell/ transfer/ dispose off the shares of step down subsidiary, HCL Insys Pte. Ltd, Singapore to M/s PCCW Solutions Limited**

Pursuant to Regulation 24(5) of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015, a listed entity shall not dispose of shares in its Material Subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than fifty percent or cease the exercise of control over the subsidiary without passing a special resolution. "Material Subsidiary" for this purpose means a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

As the income and net worth of HCL Insys Pte. Ltd exceeds 10% of the consolidated income and net worth of the Company respectively as on the date of the last audited balance sheet i.e., on 31st March, 2019, the Company is required to obtain the Shareholders approval by way of a Special Resolution to Sell/Transfer/Dispose off the shares of HCL Insys Pte. Ltd, Singapore.

Further, as per Section 180(1)(a) of the Companies Act, 2013, any sale, lease or otherwise disposal off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the shareholders by way of a special resolution. An undertaking shall mean an undertaking in which the investment of the company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year.

The Company is required to obtain the Shareholders approval by way of a Special Resolution under Section 180(1)(a) to Sell/ Transfer/Dispose off the shares of HCL Insys Pte. Ltd, Singapore.

The Company proposes to sell the entire investment held by HCL Learning Limited (“**Seller**”) (a subsidiary of the Company) in the shares of its wholly owned subsidiary HCL Insys Pte. Limited, Singapore (“**Target**”) excluding the trading business of the Target and the shareholding held by the Target in M/s Nurture Technologies FZE (a subsidiary of the Target which contains the residual asset and business of Middle East) to M/s PCCW Solutions Limited, a leading IT services provider in Hong Kong, (the technology solutions arm of PCCW Limited, a global company headquartered in Hong Kong which holds interests in telecommunications, media, IT solutions, property development and investment, and other businesses). The consideration shall be the enterprise value of the Target (being SGD 42,000,000 on a debt free/cash free basis) subject to adjustments based on the cash, debt and working capital positions of the Target on the date of consummation of the proposed transaction. As on 31st March, 2019 the Target had an adjusted net cash position SGD 11,944,849.

A Share Purchase Agreement for the proposed transaction has been signed between HCL Learning Limited and M/s PCCW Solutions Limited on 6th August, 2019. As per the said share purchase agreement, the proposed transaction is subject to performance of the relevant conditions, including receipt of necessary approvals, from the shareholders of the Company (for consummation of the proposed transaction) and receipt of necessary approvals from the statutory authorities.

As state above, the proposed transaction excludes the following business and investments of the Target (“**Carve out Businesses**”):

- (i) Trading business of the Target, and
- (ii) Target’s investment in its wholly owned subsidiary, Nurture Technologies FZE,

In line with the Company’s strategy to focus on restructuring and monetizing its businesses and assets to reduce its debt obligation, the Board has recommended divestment. The consideration from this transaction will be applied to repay the debt of the Company.

None of the Directors, Key Managerial Person, or their relatives is concerned or interested in this resolution except to the extent of their shareholding, if any, in the Company.

The Board, therefore, recommends the approval of the Resolution set out at Item No. 7 of the Notice convening the Meeting.

Annexure: A

Statement required under Clause (B) of Section II of Part II of Schedule V of Companies Act, 2013:

1. GENERAL INFORMATION

- a) **Nature of the industry:** HCL Infosystems Ltd. is a Distribution, IT Solutions and Services Company, enabling organizations attain and sustain competitive advantage by leveraging Information and Communication Technologies. It offers a portfolio of capabilities spanning value-added distribution of technology, mobility and consumer products to IT & System Integration services.
- b) **Date or expected date of commencement of commercial production:** The Company is in business from 1986
- c) **In case of new companies, expected date commencement of activities as per project approved by financial institutions appearing in the prospectus:** NA
- d) **Financial performance based on given indicators:**

₹ in Crores

Year	Turnover	Net profits as per profit and loss account	Amount of Dividend declared	Rate of dividend declared
2019	3,581.45	(206.33)	NIL	NIL
2018	2,950.30	(631.57)	NIL	NIL

- e) **Foreign investment or collaborations, if any:** The Company has a total of 3 overseas step-down subsidiary companies. The names and other financial details about these subsidiaries have been disclosed in Schedules to the Balance Sheet forming part of Annual Report of the Company.

2. INFORMATION ABOUT MR. RANGARAJAN RAGHAVAN

a) Background details:

Mr. Rangarajan Raghavan is a seasoned strategic leader who brings proven expertise in technology support & serving clients across various industries. With a career spanning over 30 years, Rangarajan carries a rich experience of driving business and leading various functions.

Rangarajan has been a part of the HCL Enterprise for over three decades. His association has immensely contributed to the overall growth of the brand and has helped various businesses scale new heights. In his previous role, Rangarajan was the Head of Global Operations for BPO Services where he was responsible for transforming HCL's Next Gen BPO from a traditional BPO services business to a provider of holistic next generation business and technical services to marquee Fortune 500 customers across the globe.

- b) Past Remuneration:** As mentioned above as received till 30th June, 2019
- c) Recognition or awards:** Honored with the HCL Chairman's Award for Distinguished Service for his contribution in the success and growth of the organization.
- d) Job Profile and his suitability:**

The role of Mr. Raghavan as Managing Director of the Company includes overall responsibility for the growth and day to day business activity of the Company. He provides the necessary strategic direction to all business lines/interest of the Company. He is instrumental in the overall business development of the Company as well.

Keeping in view his working with the Company he is eminently suitable for the present position. He is the key person in strategic decision making on critical issues in the business and management of the Company.

- e) Remuneration proposed:**

The terms of the remuneration proposed to be paid to Mr. Raghavan have been specified in the explanatory statement to the AGM notice.

- f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person**

The remuneration proposed to be paid to Mr. Raghavan is in line with remuneration of Managing Director of other companies, keeping in view his job profile, the size of operations and complexity of business of the Company.

- g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any**

Mr. Rangarajan Raghavan is not related to any Director or Managerial Personnel of the Company. He does not have any pecuniary relationship directly or indirectly with the Company or its managerial personnel, other than drawing his remuneration from the Company in the capacity of Managing Director.

3. OTHER INFORMATION

- a) Reasons of loss or inadequate profits:**

- (i) High Interest cost: Current year witnessed higher interest cost.
- (ii) The Company had started a business transformation exercise in FY14, and over the years our key businesses have evolved into different areas. As a result we have exited some lines of businesses and even sold some lines of businesses to external investors. The accompanying change has led to higher costs in the interim due to transformation and losses on account of change in strategic business direction.

- b) Steps taken or proposed to be taken for improvement:**

The whole idea behind this business transformation was to focus on generating better returns for shareholders. However, as with any business transformation – it takes couple of years to bring out the desired results.

- c) Expected increase in productivity and profits in measurable terms:**

In addition to steps proposed to be taken for improvement as mentioned above, the focus would be on improvement of cost optimization and quality standards thereby achieving increase in productivity and profits.

4. Disclosures in Board of Directors' report under the heading "Corporate Governance":

The requisite details of remuneration of Directors are included in the Corporate Governance Report, forming part of the Annual Report of the Company.

Brief Profile of Mr. Pawan Kumar Danwar seeking re-appointment as Director of the Company

Name of Director	Mr. Pawan Kumar Danwar
Date of Birth	07/07/1966
Age (years)	53 years
Date of Appointment	21/03/2014
Nationality	Indian
Qualifications	CA & CS
Expertise in specific functional area	Working as Executive Vice-President & CFO of HCL Corporation and honorary CFO of Shiv Nadar Foundation, India's leading philanthropic initiatives for nation building. He brings over 29 years of vast experience to HCL. His association with the HCL Group spans over 23 years and he has served in different operational and strategic finance profiles within HCL; such as Business Finance, Corporate Restructuring, Acquisition & Business Integration, Treasury, Planning & Strategy, Commercial, Business Development, Secretarial, Legal & Corporate Compliance and Investor Relationship. He has not only been instrumental in shaping different financial strategies for HCL but he has also been associated with various new business initiatives.
Directorships held in other Companies as on date	- Digilife Distribution and Marketing Services Limited - Shiv Nadar AIC Research Foundation - HCL Healthcare Private Limited
Membership/Chairmanship in Committees of other companies as on date	NIL
Number of shares held in the Company as on date	NIL
Relationship with other Directors/Manager and other KMP	Mr. Danwar has not any relation with other Directors/Manager and other KMP
No. of Board Meeting attended during the year	5

Mr. Pawan Kumar Danwar is interested in the Ordinary Resolution set out at item No. 2 of the Notice with regard to his re-appointment. The relatives of Mr. Pawan Kumar Danwar may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out under the item no. 2 of the Notice.

HCL INFOSYSTEMS LIMITED

CIN- L72200DL1986PLC023955

Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi-110 019,
Corporate Office: E-4, Sector-11, Noida 201301 (U.P.)
Telephone: +91-120-2520977, 2526518, 2526519, Fax No.:+91-120-2523791
Website: www.hclinfosystems.com, Email: cosec@hcl.com

ATTENDANCE SLIP

33rd Annual General Meeting –Monday, 16th September, 2019

FOLIO NO./CLIENT ID No. _____ DP ID No. _____

No. of Shares held _____

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 33rd Annual General Meeting of the Company held on Monday, 16th September, 2019 at 10:00 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi - 110001.



Name of the Member / Proxy

Signature of the Member / Proxy

Note:

1. Please complete the Folio/Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for the financial year ended on 31st March, 2019 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial period ended on 31st March, 2019 and Notice of Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy.
- 4. Please note that snacks box shall not be distributed at the Annual General Meeting.**

HCL INFOSYSTEMS LIMITED

CIN- L72200DL1986PLC023955

Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi-110 019,
Corporate Office: E-4, Sector-11, Noida 201301 (U.P.)
Telephone: +91-120-2520977, 2526518, 2526519, Fax No.:+91-120-2523791
Website: www.hclinfosystems.com, Email: cosec@hcl.com

PROXY FORM

MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the
(Companies Management and Administration) Rules, 2014]

33rd Annual General Meeting – Monday, 16th September, 2019

Name of member(s) :

Registered address :

E-mail :

Folio No./Client ID No. :

DP ID No. :

I/We, being the member(s) of shares of the above named company,
hereby appoint

1. Name Email
Address
..... Signature or failing him;
2. Name Email
Address
..... Signature or failing him;
3. Name Email
Address
..... Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company to be held on Monday, 16th September, 2019 at 10:00 A.M. at Kamani Auditorium, 1, Copernicus Mag, New Delhi – 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business(s)	
1.	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31 st March, 2019, including the audited Balance Sheet as at 31 st March, 2019, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2.	To appoint a Director in place of Mr. Pawan Kumar Danwar (DIN 06847503), who retires by rotation and being eligible, offers himself for re-appointment.
Special Businesses(es)	
3.	Re-appointment of Mr. Kaushik Dutta as an Independent Director of the Company
4.	Re-appointment of Ms. Sangeeta Talwar as an Independent Director of the Company
5.	Change in designation of Dr. Nikhil Sinha from Non Independent Director to Independent Director
6.	Approval for revision in the Remuneration to be paid to Mr. Rangarajan Raghavan (DIN 07932761), Managing Director of the Company
7.	To sell/ transfer/ dispose off the shares of step down subsidiary, HCL Insys Pte. Ltd, Singapore to M/s PCCW Solutions Limited

Signed this day of 2019

Signature of the shareholder/Signature of the Proxy Holder(s)

Affix ₹ 1
Revenue
Stamp

Note : This Proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**Route map of Annual General Meeting Venue,
Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110001**

