

---ANNUAL GENERAL MEETING-15TH NOVEMBER, 2013---

Minutes of the Twenty Seventh Annual General Meeting of HCL Infosystems Limited held at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi 110010 on Friday, 15th November, 2013 at 10:30 A.M.

Present:

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| Mr. Harsh Chitale | - | Managing Director & CEO |
| Mr. J.V. Ramamurthy | - | Whole-time Director |
| Mr. E.A. Kshirsagar | - | Director |
| Mr. D.S. Puri | - | Director |
| Dr. Nikhil Sinha | - | Director |
| Mr. Dharendra Singh | - | Director |
| Mr. Sandeep Kanwar | - | Chief Financial Officer |
| Mr. Sushil Kumar Jain | - | Company Secretary |

Members : 5224 Members recorded their presence

Proxies : 87 Proxies were recorded

In terms of Article 70 of the Articles of Association of the Company, the Directors present elected Mr. E.A. Kshirsagar as the Chairman of the meeting.

Mr. Kshirsagar took the Chair. He announced the number of shareholders present in the meeting either in person or through proxy and having ascertained the quorum called the meeting to order.

With the permission of the members present, the notice convening the meeting was taken as read. The Auditors' Report on the Financial Statements of the Company for the year ended 30th June, 2013 was read out by Mr. Sushil Kumar Jain, Secretary of the Company, on being called upon to do so by the Chairman.

Thereafter, the Chairman proceeded with the business contained in the notice.

1. Adoption of Financial Statements for the Financial Year Ended on 30th June 2013

Mr. M.L.Wadhwa proposed the following resolution as an Ordinary Resolution:

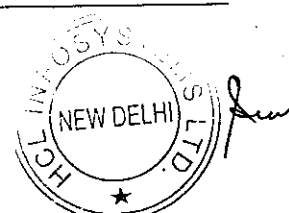
"RESOLVED that the Audited Financial Statements of the Company for the financial year ended 30th June, 2013 together with the Auditors' and Directors' Report thereon be and are hereby received, approved, and adopted."

Mr. Ashok Kumar Suri seconded the resolution.

Before putting the resolution to vote, the Chairman invited the members to raise queries, if any, on the resolution. Messrs Sunil Kumar Jain; S. Bhutani; Pawan Kumar Khemka; Yash Pal Chopra; Surinder Nath Vohra and Bhisham Chadha put up various queries/suggestions inter alia, on (i) payment of Dividend; (ii) Interest cost; (iii) provision for doubtful debts; (iv) rematerialisation of shares; (v) sale of surplus assets; (vi) discount coupons on Company's products; (vii) potential growth areas etc.

Mr. Harsh Chitale replied to the queries raised by the members.

The resolution was thereafter put to vote by show of hands and passed unanimously.



2. Re-appointment of Mr. D.S.Puri as Director retiring by rotation

Mr.Toni Bhatia proposed the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. D.S.Puri, Director retiring by rotation, in accordance with Article 100 of the Articles of Association of the Company and being eligible for reappointment be and is hereby re-appointed as Director of the Company."

Mr. Swaran Chopra seconded the resolution.

The resolution was thereafter put to vote by show of hands and passed unanimously.

3. Re-appointment of Mr. E.A.Kshirsagar as Director retiring by rotation

Mr. Prem Chachra proposed the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. E.A.Kshirsagar, Director retiring by rotation, in accordance with Article 100 of the Articles of Association of the Company and being eligible for reappointment be and is hereby re-appointed as Director of the Company."

Mr. B.R.Nayyar seconded the resolution.

The resolution was thereafter put to vote by show of hands and passed unanimously.

4. Re-appointment of Auditors and fixing their remuneration

Mr. Pawan Kumar Khemka proposed the following resolution as an Ordinary Resolutions:

"RESOLVED that M/s. Price Waterhouse (FRN 301112E), Chartered Accountants, the retiring Auditors be and are hereby appointed as Auditors of the Company till the conclusion of the next Annual General Meeting of the Company."

"RESOLVED further that the Board of Directors of the Company be and is hereby authorised to fix their remuneration and reimburse travelling and out of pocket expenses incurred by them for the purpose of audit."

Mr. Prem Chachra seconded the resolutions.

The resolution was thereafter put to vote by show of hands and passed unanimously.

5. Re-designation of Mr. Harsh Chitale as CEO & Managing Director and payment of remuneration to him w.e.f 1st July, 2013

Mr. Gurcharan Singh proposed the following resolution as a Special Resolution:

"RESOLVED that pursuant to Sections 198, 267, 268, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification or re-enactment thereof, provisions of Articles of Association of the Company and subject to approval from the Central Government, if required, approval of the Company be and is hereby accorded for re-designation of Mr. Harshavardhan Madhav Chitale as "Managing Director and Chief Executive Officer" of the Company effective from October 1, 2013, for the remaining tenure of his office i.e till August 16, 2016 and payment of remuneration to Mr. Chitale, for a period of 3 years w.e.f. 1st July, 2013, as recommended by the Employees Compensation and Employees Satisfaction Committee and as set out in the Explanatory Statement attached to the notice of this Annual General Meeting."



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"RESOLVED FURTHER that pursuant to Section 198 and other applicable provisions of the Companies Act, 1956 including any statutory modification or re-enactment thereof, the remuneration as set out in the said Explanatory Statement be paid as minimum remuneration to Mr. Harsh Chitale 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."

Mr. Surinder Nath Vohra seconded the resolution.

The resolution was thereafter put to vote by show of hands and passed unanimously.

6. Approval of remuneration paid to Mr. Harsh Chitale for the year ended 30th June, 2013

Mr. Nirmal Jeet Singh Nayyar proposed the following resolution as a Special Resolution:

"RESOLVED that pursuant to Sections 198, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification or re-enactment thereof and provisions of Articles of Association of the Company, approval of the Company be and is hereby accorded for ratifying and approving the remuneration paid to Mr. Harsh Chitale, Whole-time Director and Chief Executive Officer, during the period from 1st July 2012 to 30th June 2013, as recommended by the Employees Compensation and Employees Satisfaction Committee and as set out in the Explanatory Statement attached to the notice of this Annual General Meeting."

Mr. Ravi Shanker Kapoor seconded the resolution.

The resolution was thereafter put to vote by show of hands and passed unanimously.

7. Approval of remuneration to Mr. J.V. Ramamurthy w.e.f. 1st July, 2013

Mr. Vishal Sharma proposed the following resolution as a Special Resolution:

"RESOLVED that pursuant to Sections 198, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification or re-enactment thereof, provisions of Articles of Association of the Company and subject to approval from the Central Government, if required, approval of the Company be and is hereby accorded for payment of remuneration to Mr. J.V. Ramamurthy, Whole-time Director w.e.f. 1st July, 2013 for the remaining tenure of his office i.e till August 10, 2015, as recommended by the Employees Compensation and Employees Satisfaction Committee and as set out in the Explanatory Statement attached to the notice of this Annual General Meeting."

"RESOLVED FURTHER that pursuant to Section 198 and other applicable provisions of the Companies Act, 1956 including any statutory modification or re-enactment thereof, the remuneration as set out in the said Explanatory Statement be paid as minimum remuneration to Mr. J.V. Ramamurthy notwithstanding that in any financial year of the Company during his tenure as Whole-time Director, the Company has made no profits or profits are inadequate."

Mr. J.K.Gupta seconded the resolution.

The resolution was thereafter put to vote by show of hands and passed unanimously.



8. Approval of remuneration paid to Mr. J.V. Ramamurthy

Mr. J.K.Gupta proposed the following resolution as a Special Resolution:

"RESOLVED that pursuant to Sections 198, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification or re-enactment thereof and provisions of Articles of Association of the Company, approval of the Company be and is hereby accorded for ratifying and approving the remuneration paid to Mr. J.V. Ramamurthy, Whole-time Director, during the period from 1st July 2012 to 30th June 2013, as recommended by the Employees Compensation and Employees Satisfaction Committee and as set out in the Explanatory Statement attached to the notice of this Annual General Meeting."

Mr. Gurcharan Singh seconded the resolution.

The resolution was thereafter put to vote by show of hands and passed unanimously.

9. Approval of Contract (s) with M/s Manipal Global Education Services Private Limited

Mr. Permanand proposed the following resolution as a Special Resolution:

"RESOLVED that pursuant to Section 297 of the Companies Act, 1956 and other applicable provisions, if any of the Companies Act, 1956, provisions of Articles of Association of the Company and as approved by the Central Government vide approval letter no. 4/289/T-1/2013/D/2056 dated 20th May, 2013, approval of the Company be and is hereby accorded to enter into contract(s) for sale and/or supply of hardware and office automation products, annual maintenance service, comprehensive service maintenance and facility maintenance/management with M/s Manipal Global Education Services Private Limited, on the terms and conditions, as set out in the Explanatory Statement attached to the notice of this Annual General Meeting."

Mr. J.K.Gupta seconded the resolution.

The resolution was thereafter put to vote by show of hands and passed unanimously.

There being no further business to transact, the meeting came to an end with a vote of thanks to the Chair.

Sd/-

Chairman

