

6th September, 2018

To,

The Assistant Vice President,
National Stock Exchange of India Limited,
"Exchange plaza"
Bandra-Kurla Complex,
Bandra (East)
Mumbai-400051

The Secretary,
BSE Limited,
P.J.Tower
Dalal Street
Fort
Mumbai-400001

Sub: Notice of the Thirty Second (32nd) Annual General Meeting of HCL Infosystems Limited

Symbol: NSE : HCL-INSYS
BSE (For Physical Form): 179
BSE (For Demat Form): 500179

Dear Sirs,

Pursuant to Regulation 30, 44 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby submitted that:

1. The 32nd Annual General Meeting ("AGM") of the Company will be held on Thursday, 27th September, 2018 at 10:00 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110001. A copy of the Notice for the AGM is hereby attached.
2. The 32nd Annual Report of the Company including the Notice of the AGM and Proxy Form have been sent to the shareholders through emails/ courier. The Register of Member and Share Transfer Books of the Company will remain closed from Monday, 24th September, 2018 to Thursday, 27th September, 2018 (both days inclusive).
3. The Company has provided the facility of voting by electronic means (remote e-voting) on all resolutions as set out in the Notice of AGM, to those members, who are holding shares either in physical form or in dematerialised form, as on the cut- off date i.e. on Friday, 21st September, 2018. The Remote e-voting will commence on Monday, 24th September, 2018 (9:00 A.M.) and end on Wednesday, 26th September, 2018 (05:00 P.M.).

This is for your information and record please.

Very Truly Yours,
For HCL Infosystems Limited

Sushil Kumar Jain
Company Secretary & Compliance Officer

Encl: As Above

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 Second (32nd) Annual General Meeting of the members of HCL Infosystems Limited will be held on Thursday, 27th September, 2018 at 10:00 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110001 to transact the following business(s):

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, 2018, including the audited Balance Sheet as at 31st March, 2018, 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, 2018 including the audited Balance Sheet as at 31st March, 2018, 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."

SPECIAL BUSINESS(S):

2. To not to appoint any Director in place of Mr. V. N. Koura (DIN - 00010210), a Director liable to retire by rotation, who does not offer himself for re-appointment.

To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. V. N. Koura (DIN - 00010210), Director liable to retire by rotation, who does not offer himself for re-appointment, be not re-appointed as a Director of the Company and no Director by appointed in his place."

3. Appointment of Mr. Rangarajan Raghavan (DIN 07932761) as Director of the Company.

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

"RESOLVED THAT pursuant to the Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Rangarajan Raghavan (DIN 07932761) who was appointed as an additional Director during the year under review and in respect of whom the Company had received notice under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Independent and Executive Director of the Company."

4. Appointment of Mr. Rangarajan Raghavan (DIN 07932761) as Managing Director of the Company.

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

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded for the appointment of Mr. Rangarajan Raghavan (DIN 07932761) as Managing Director of the Company for a period of three years effective from 1st April, 2018."

"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 appointment including remuneration, 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 to be in the best interest of the Company, as it may deem fit."

5. Approval for the 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 **Special Resolution(s)**:



HCL INFOSYSTEMS

"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 consent of the Members of the Company be and is hereby accorded to pay the remuneration, on the basis of his existing terms and conditions as recommended by Nomination and Remuneration 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 appointment including remuneration, 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 in the best interest of the Company, as it may deem fit."

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

**Sd/-
Sushil Kumar Jain
Company Secretary**

Date : 29th May, 2018

Place : Noida

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 2017-18 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. Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business item No. 2, 3, 4 and 5 set out above is annexed hereto.
3. 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.

4. The Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, 24th September, 2018 to Thursday, 27th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.
5. 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

6. As per Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulation, 2018, request for transfer of securities shall not be processed unless the securities are held in dematerialized form with the depository. Therefore, members holding shares in physical form are requested to mandatorily dematerialize their shares. 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.
7. 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.
8. 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.

9. Copies of all documents referred to in notice and explanatory statement annexed thereto 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.
10. 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 2nd Interim dividend for the financial year 2010-11 to the Investor Education and Protection Fund / suspense account of Investor Education and Protection Fund (the Fund) of the Central Government.

Shareholders who have not encashed the dividend warrant(s) are requested to return the unpaid dividend warrant(s) for revalidation or write to the Company to obtain duplicate dividend warrant immediately.

As per the recent SEBI Circular dtd 20.04.2018 - ref: SEBI/HO/MIRSD/DOP1/CIR/P/2018/73, it is mandatory for the shareholders to provide to the Company/RTA, the Bank Mandate (Beneficiary Bank name and Beneficiary account number) in case not provide earlier to enable the Company to issue the demat draft/cheques in respect of the Outstanding Dividend .
11. 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.
12. 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.
13. 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.
14. The members of the Company had approved the appointment of M/s BSR & Associates LLP, Chartered Accountants (FRN-116231 w/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 Ministry of Corporate Affairs, the requirement of ratification of appointment of Statutory Auditors by members at every AGM is no longer required.

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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 2

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, Mr. V. N. Koura, a Director liable to retire by rotation at the ensuing Annual General Meeting. Mr. V. N. Koura has indicated to the Company that he is not seeking re-appointment at the ensuing AGM, in view of his other professional commitments.

Mr. V. N. Koura, has been on the Board of the Company since January 24, 2006. The Board places on record its sincere appreciation and recognition of the valuable contribution and services rendered by Mr. V. N. Koura during his tenure as a Director on the Board of the Company. The Board proposes not to appoint any Director in place of Mr. V. N. Koura.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

None of the Directors, Key Managerial Persons of the Company and / or their relatives are concerned or interested, financially or otherwise, in the said resolution except Mr. V. N. Koura.

ITEM NO. 3, 4 & 5

In terms of provisions of the Section 161 of the Companies Act, 2013 (Act), Mr. Rangarajan Raghavan was appointed as Additional Director of the Company in the Board Meeting 28th February, 2018 with effect from 1st April, 2018. In the same meeting he was also appointed as Managing Director of the Company for a period of three years w.e.f 1st April, 2018, subject to the approval of Shareholders.

The Company has received notice, in writing, from member under Section 160 of the Act, proposing the candidature of Mr. Rangarajan Raghavan. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and had consented to act as Director of the Company.

The Brief resume, the nature of expertise in specific functional areas, names of Companies in which he hold directorship, committee membership/chairmanships, shareholding in the Company etc. are separately annexed hereto as Annexure- A

The Nomination and Remuneration Committee and Board of Directors in its meeting held on 25th July, 2018 had accorded its approval to revise the remuneration, as detailed hereunder w.e.f. 1st July, 2018 to Mr. Rangarajan Raghavan, Managing Director of the Company, under the applicable provisions of Companies Act, 2013. The Board had also approved to pay this remuneration as minimum remuneration in case of inadequacy of profits and no profits:

Particulars	: From 1 st April, 2018 till 30 th June, 2018	From 1 st July, 2018
Basic Salary	: ₹ 1,33,330/- Per month	₹ 1,60,300/- Per month
House Rent Allowance	: 50% of Basic Salary	50% of Basic Salary
Flexible Benefit Basket	: ₹ 39,81,012/- Per annum	₹ 43,60,380/- Per annum
Performance Linked Bonus	: ₹ 15,00,000/- Per annum	₹ 25,00,000/- 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	10% of the Basic Salary, as per the scheme of the company
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 LTIP scheme. Following are the detail :- One time pay-out of ₹ 60,00,000/- payable in November 2018	Covered under two LTIP schemes .Following are the details :- 1. One time pay-out of ₹ 60,00,000/- payable 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)
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 during the tenure of Mr. Raghavan.

OTHER TERMS AND CONDITIONS

- He shall not be paid any sitting fees for attending Board/ Committee Meetings.
- 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.
- The appointment may be terminated by the Company or by Mr. Rangarajan Raghavan by giving not less than three months' prior notice in writing.

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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 was 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 was 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, Madras -1978 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 – B

The Directors are of the opinion that Mr. Rangarajan Raghavan's knowledge and experience will be of immense value to the Company and therefore, recommends the acceptance of the Resolution set out at Item No. 3, 4, & 5 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. 3, 4 & 5 of the Notice.

Annexure: A

Name of Director	Mr. Rangarajan Raghavan
Date of Birth	22nd February, 1959
Age (Years)	59
Date of Appointment	1st April, 2018
Qualifications	Diploma in Electrical Engineering from MCM Polytechnic, Madras -1978
Experience	Over 30 years
Expertise in specific functional area	Expertise in technology support & serving clients across various industries. Carries a rich experience of driving business and leading various functions over 30 years.
Directorship held in other Companies as on date	LTH Milcom Private Limited HCL Infotech Limited HCL Learning Limited
Membership/Chairmanship in Committees of other companies as on date	HCL Infotech Limited: Audit Committee: Member Corporate Social Responsibility Committee: Member
Number of shares held in the Company as on date	NIL
Relationship between Directors, Manager and other Key Managerial Personnel	NIL
No. of Board Meeting attended during the year	NA

Annexure: B**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 since 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 (Ended 31st March)	Turnover	Net profits as per profit and loss account	Amount of Dividend declared	Rate of dividend declared (%)
2018	2,950.30	(631.57)	NIL	NIL
2017	2,265.36	(362.39)	NIL	NIL

- e) Foreign investments or collaborations, if any: The Company has a total of 6 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 had been a part of various HCL Group Companies 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, 2018
- 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.



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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 year 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 cost in the interim and losses of 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 shareholder. However, as with any business transformation - It takes time to bring out the desired result. We are hopeful that in the foreseeable future our company should move towards a sound financial standing.

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.

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

32nd Annual General Meeting – Thursday, 27th September, 2018

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 32nd Annual General Meeting of the Company held on Thursday, 27th September, 2018 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, 2018 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, 2018 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]

32nd Annual General Meeting – Thursday, 27th September, 2018

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 32nd Annual General Meeting of the Company to be held on Thursday, 27th September, 2018 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, 2018, including the audited Balance Sheet as at 31 st March, 2018, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
Special Business(s)	
2.	To not to appoint any Director in place of Mr. V. N. Koura (DIN - 00010210), a Director liable to retire by rotation, who does not offer himself for re-appointment.
3.	Appointment of Mr. Rangarajan Raghavan (DIN 07932761) as Director of the Company.
4.	Appointment of Mr. Rangarajan Raghavan (DIN 07932761) as Managing Director of the Company.
5.	Appointment of the Remuneration to be paid to Mr. Rangarajan Raghavan (DIN 07932761), Managing Director of the Company.

Signed this day of 2018

Affix ₹ 1
Revenue
Stamp

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

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**

