

Date: 18th May 2022

To,

The General Manager Department of Corporate Relations BSE Limited Sir Phiroze Jeejeebhoy Towers Dalal Street Fort Mumbai 400 001	The Vice President Listing Department The National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai 400 051
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Sub: Intimation of the Postal Ballot Notice - Update.

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

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the copy of Postal Ballot Notice dated 14th May 2022 seeking approval of the Members of the Company by way of Ordinary Resolution for:

- Appointment of Mr. Neelesh Agarwal (DIN: 00149856) as Non-Independent and Non- Executive Director of the Company liable to retire by rotation

Pursuant to Section 110 and 108 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as "the said Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "the Rules") including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the General Circular No. 14 /2020 dated 8th April 2020, General Circular No. 17 /2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020, General Circular No. 39 /2020 dated 31st December 2020, General Circular No. 10/2021 dated 23rd June 2021, General Circular No. 20/2021 dated 8th December 2021 and General Circular No. 3/2022 dated 5th May 2022 (the "MCA Circulars") and SEBI Circulars, the Postal Ballot Notice dated 14th May 2022 ("Notice") has been sent by e-mail only, to all the Members/Beneficiaries whose names appears in the Register of Members/Record of Depositories as on the Cut-off date i.e. Friday, May 13, 2022 and whose email addresses are registered with Company/Depository Participant(s)/Depositories/the Registrar & Transfer Agents of the Company.

In accordance with the MCA & SEBI Circulars, physical copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope has not been sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

HCL INFOSYSTEMS LTD.

Corporate Office: A-11, Sector 3, NOIDA 201 301, U.P., India
Tel: +91 120 2520977, 2526518, 2526519 Fax: +91 120 2523791
Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.
Corporate Identity Number - L72200DL1986PLC023955
www.hclinfosystems.in
www.hcl.com

The Company has engaged the services of National Securities Depository Limited (NSDL) for providing remote e voting facility to all its members. The e-voting period commences on Thursday, 19th May 2022 (09:00 A.M. IST) and ends on Friday, 17th June 2022 (05:00 P.M. IST).

During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 13 May 2022 may cast their vote electronically. E-voting shall not be allowed after 5.00 P.M. on Friday, June 17, 2022. The e-voting module shall be disabled by NSDL for voting thereafter. The Results of the Postal Ballot/E-voting will be declared within two working days from the conclusion of remote e-voting. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.hclinfosystems.in and on the website of NSDL (www.evoting.nsdl.com) and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com)

The Notice is also made available on the website of the Company i.e. www.hclinfosystems.in. and on the website of NSDL (www.evoting.nsdl.com) and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com)

You are kindly requested to take the same on record.

Thanking you,

Yours faithfully

For HCL Infosystems Limited

Komal Bathla

Company Secretary and Compliance Officer

Enclosure: As above

HCL INFOSYSTEMS LIMITED

CIN - L72200DL1986PLC023955

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

Corporate Office: A-11, Sector 3, Noida-201 301 (U.P.)

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

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

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014

Dear member(s)

Notice is hereby given pursuant to the provisions of Section 110 & 108 and other applicable provisions of the Companies Act, 2013, (the “**Act**”) read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended below is proposed to be passed by the members through postal ballot by way of remote e-voting only, in accordance with the provisions of Section 110 & 108 and other applicable provisions, if any, of the Companies Act, 2013. The explanatory statement pertaining to the said resolution, setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot notice for your consideration.

In the event the draft resolution as set out in the notice is assented by the requisite majority by means of remote e-voting, shall be deemed to have been passed at general meeting of the members.

The board of directors has appointed Mr. Vineet K Chaudhary, a Practicing Company Secretary (Membership No. F5327) (C. P No. 4548), and failing him, Mr. Mohit K Dixit, a Practicing Company Secretary (Membership No. A49021) (C. P No. 17827) as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Pursuant to provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer facility for voting through e-voting (electronic voting) to its members, to enable them to cast their votes electronically only, on the resolution set forth in this notice. The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency to provide e-voting facility.

SPECIAL BUSINESS:

Appointment of Mr. Neelesh Agarwal (DIN: 00149856) as Non-Independent and Non- Executive Director of the Company liable to retire by rotation

To consider and, if thought fit, to pass the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Company, Mr. Neelesh Agarwal (DIN- 00149856), who was appointed as an Additional Director designated as Non- Independent and Non- Executive Director of the Company, w.e.f. 1st April, 2022, and in respect of whom the Company has received a notice in writing under Section 160 of the said Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non- Independent and Non- Executive Director of the Company with effect from 1st April, 2022 whose term will be liable to retire by rotation.

RESOLVED FURTHER THAT the board of directors and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

Noida: 14.05.2022

CIN: L72200DL1986PLC023955

Registered Office:

806, Siddharth, 96, Nehru Place, New Delhi-110 019

Website: www.hclinfosystems.in

By order of the Board of Directors

For HCL Infosystems Limited

Komal Bathla

Company Secretary and Compliance Officer

ACS- 41455

NOTES:

1. Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the General Circular No.14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020, General Circular No. 39/2020 dated 31st December 2020, General Circular No 10/2021 dated June 23, 2021, General Circular No 20/2021 dated December 8, 2021 and General Circular No 3/2022 dated May 5, 2022 (the "MCA Circulars") read with SEBI Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, has advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act 2013 and rules made thereunder, without holding a general meeting. The MCA has further clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot upto 31st December 2022, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company/RTA or Depository/Depository Participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in accordance with the MCA and SEBI Circulars.
2. Hence, in accordance with the MCA and SEBI Circulars, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reason for the proposed resolution is annexed herewith and forms part of this Notice.
4. Brief profiles and other additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are also annexed to the Notice.
5. The postal ballot notice dated 14th May, 2022, Saturday together with accompanying documents is being sent to the members whose names appear on the Register of members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on close of business hours on Friday, 13th May, 2022 ("the Cut-off Date").
6. The Notice shall also be uploaded on the website of the Company (www.hclinfosystems.in), on the website of NSDL (www.evoting.nsdl.com) and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).
7. A person whose name is recorded in the Register of Members, or in the Register of Beneficial Owners maintained by the Depositories, as on the Cut-off Date for the purpose of reckoning the voting rights and sending notice of Postal Ballot, only shall be considered for the purpose of voting and entitled to vote. A person who is not a member as on the Cut-off Date should treat this notice

for information purpose only. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on Cut -off Date.

8. Pursuant to the provisions of Section 110 and 108, the MCA and SEBI Circulars and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the resolution contained in this Notice dated, 14th May 2022, Saturday is being taken through remote E-voting only. Please note that pursuant to the MCA Circular voting by members can only be through e-voting.
9. There will be one E-vote for every Folio/Client ID irrespective of the number of joint holders.
10. The voting period begins on Thursday, 19th May 2022 from 9.00 A.M. and ends on Friday, 17th June 2022 at 5.00 P.M. During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 13th May, 2022 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
11. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
12. With a view to use natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants and with Company's Registrar and Share Transfer Agent, M/s Alankit Assignments Limited at info@alankit.com., if shares are held in physical form to enable the Company to send all the communications electronically including Annual Report, Notices, Circulars, etc.
13. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details 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/ Company's Registrar and Share Transfer Agent, M/s Alankit Assignments Limited at info@alankit.com..
14. The Resolution, if passed by the members, through postal ballot will be deemed to be passed as if it has been passed at a General Meeting of the members.
15. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The Scrutinizer will, after the conclusion of remote e-voting, scrutinise the votes cast through remote e-voting, submit his report to the Chairman or a person authorized by him after the completion of scrutiny, and the Results of the voting by postal ballot will be announced by the Chairman or a person authorized by him duly authorized, on or before Tuesday, 21st June, 2022 and will also be displayed on the Company website www.hclinfosystems.in, besides being communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
16. The Resolution as mentioned in the notice shall be deemed to have been passed on Friday, 17th June 2022, being the last date for remote e-voting. The Company will also display the results of the postal ballot at its registered office and at the corporate office.

17. The material documents referred to in the explanatory statement will be available for inspection at the Company's registered office in Delhi on all working days from the date of dispatch of the notice up to the date of declaration of result of postal ballot. The relevant documents will also be made available on the website of the Company during the abovementioned period. Members seeking to inspect such documents can also send an email to cosec@hcl.com
18. In case of any query / concern / grievance, members may write to the Company Secretary at cosec@hcl.com.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by

	typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will

	authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open

the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vkcs@vkc.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh, Assistant Manager, at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cosec@hcl.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cosec@hcl.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Neelesh Agarwal (DIN: 00149856), aged 58 years, as an Additional Director designated as Non-Independent and Non- Executive Director of the Company, w.e.f. 1st April 2022 under Section 161 of the Companies Act, 2013("the Act") and Articles of Association of the Company and he will be liable to retire by rotation.

The Company received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for appointment as a Non-Executive Director of the Company.

The Company also received requisite consent and declarations from Mr. Neelesh Agarwal in accordance with the provision of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.

The requisite details of Mr. Neelesh Agarwal are provided in Annexure - A to the Notice.

In the opinion of the Board, he fulfills the conditions specified in the said Act. Further, he possesses appropriate skills, experience, expertise and knowledge which would benefit the business of the Company.

Brief Resume, Profile and experience

Mr. Neelesh Agarwal is a Taxation & Finance professional, serving as President –Taxation with HCL Corporation, a promoter company of HCL group. His association with the HCL Group spans over for past three decades and has served in varied lead profiles in the realm of corporate tax planning and efficiency, corporate restructuring and business integration, accounts, corporate laws & regulatory compliances, and realties.

Mr. Agarwal is also associated with Shiv Nadar Foundation (SNF), one of the India's largest philanthropic initiatives for nation building through transformational leadership & education, advising, and overseeing on financial, taxation and compliance matters of strategic nature. On professional front he is a Chartered Accountant.

Mr. Neelesh Agarwal is interested in this resolution.

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 of directors recommend passing of the proposed ordinary resolution as part of the notice.

Noida: 14. 05.2022

CIN: L72200DL1986PLC023955

Registered Office:

806, Siddharth, 96, Nehru Place, New Delhi-110 019

Website: www.hclinfosystems.in

By order of the Board of Directors

For HCL Infosystems Limited

Komal Bathla

Company Secretary

ACS- 41455

Annexure-A

Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard on General Meetings (SS-2), in respect of the Directors seeking appointment

Name of Director	Mr. Neelesh Agarwal (DIN: 00149856)
Brief Resume	As detailed above
Date of Birth (Age in years)	58 years
Qualifications	Chartered Accountant
Experience	Over three decades
Expertise in specific functional areas	corporate tax planning and efficiency, corporate restructuring and business integration, accounts, corporate laws & regulatory compliances
Terms and conditions of appointment/ re-appointment	He is being appointed as a Non-Independent and Non-Executive Director w.e.f April 1, 2022, liable to retire by rotation.
Details of remuneration and remuneration last drawn	NA
Date on which first appointed on the Board	April 1, 2022
Details of shareholding in the Company (In case of listed entity including shareholding as beneficial owner)	NIL
Relationship with other Directors/ Key Managerial Personnel (if any)	Not related to any Director of the Company.
Number of Board meetings attended during the year	Not Applicable
Board memberships of other Companies	VGA Computers Private Limited HCL Infotech Limited Vama Sundari Investments (Pondi) Private Limited HCL Learning Limited SSN Incubation Foundation
Chairman/Member of the Committee of the Board of Directors of Company	Stakeholders Relationship Committee-Member Corporate Social Responsibility Committee-Member
Chairman/Member of the Committee of the Board of Directors of other Companies.	None
Name of Listed Companies from which resigned during last 3 years	NIL
In case of Independent Director Skills & Capabilities required for the role & the manner in which the proposed person meets such requirements	Not Applicable