

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 Thirtieth Annual General Meeting of the members of HCL Infosystems Limited will be held on Thursday, 29th September, 2016 at 10:00 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year (Nine Months) ended 31st March, 2016, including the audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss for the year (Nine Months) 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 (Nine Months) ended 31st March, 2016 including the audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss for the year (Nine Months) 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.”

3. To appoint M/s. Price Waterhouse, Chartered Accountants (FRN – 301112E) as Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED that M/s. Price Waterhouse (FRN – 301112E), Chartered Accountants, the retiring Auditors be and are hereby appointed as Auditors of the Company from conclusion of this Annual General Meeting until 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.”

SPECIAL BUSINESS:

4. To approve offer or invitation to subscribe to Redeemable Non-Convertible Debentures on private placement basis and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series/ tranches, of the aggregate nominal value up to ₹ 300 Crores (Rupees Three Hundred Crores), on private placement basis, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures are to be issued, the face value of debentures to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.”

“RESOLVED further that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

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

**Date : 17th August, 2016
Place : Noida**

**Sd/-
Sushil Kumar Jain
Company Secretary
Membership No.: A8917**

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 2015-16 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. The relevant information as required under the relevant provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, of person seeking re-appointment as Director in Annual General Meeting scheduled to be held on 29th September, 2016 is enclosed and forms part of this notice.
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, 26th September, 2016 to Thursday, 29th September, 2016 (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,
Jhandewalan Extension,
New Delhi-110055
Phone : 011-42541234, 011-23541234
Fax : 011-23552001
Email : rta@alankit.com
Website : www.alankit.com

6. Members holding shares in physical form are requested to 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 provisions of Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, the Company has transferred unpaid/ unclaimed dividend up to 3rd Interim dividend for the financial year 2008-09 to the Investor Education and Protection Fund (the Fund) of the Central Government.

The unpaid/unclaimed dividend(s) declared thereafter, remaining unpaid or unclaimed for a period of seven years from the date the same become due for payment, will be transferred by the Company to the Fund of the Central Government, as and when due. 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 at the above address to obtain duplicate dividend warrant immediately. Please note that after transfer of the unpaid/ unclaimed dividend to the Fund, no claims shall lie against the Fund or the Company in respect of individual amounts and no payment shall be made in respect of any such claims.

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 and the regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) 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. Please note that snacks box shall not be distributed at the Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Company requires long term funds to replace a part of its short term borrowings. This will enable the Company to have committed funds at fixed cost of finance to protect the Company from any fluctuations in the financial market conditions and consequent impact on liquidity and pricing. The Company has been exploring raising funds of up to ₹ 300 Crores (Rupees Three Hundred Crores) by way of secured / unsecured, redeemable, non-convertible debentures (NCDs) of the Company to be used for general corporate purposes, repayment of part of short term borrowings and other purposes as may be considered fit by the Board of Directors.

Section 71 of the Act which deals with the issuance of debentures read with Section 42 of the Act which deals with the offer or invitation for subscription of securities of a company on private placement and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provide that a company which intends to make a private placement of its non-convertible debentures, shall, before making an offer or invitation for subscription, obtain approval of its shareholders by means of a special resolution. It shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such non-convertible debentures during the year.

Thereafter, the Board may, at an appropriate time, consider offering or inviting subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series/ tranches, on private placement basis, issuable / redeemable at par, in order to augment long-term resources to be used for general corporate purposes, repayment of part of short term borrowings and other purposes as may be considered fit by the Board of Directors.

Keeping in view the above, consent of the members is sought for passing the Special Resolution as set out at Item No. 4 of the Notice. This enabling resolution authorizes the Board of Directors of the Company to offer or invite subscription for redeemable non-convertible debentures, as may be required by the Company, from time to time and as set out herein, for a year from the date of passing this resolution. The total borrowings of the Company, including by way of NCDs shall remain within the overall limit of ₹ 4500 Crores sanctioned by the shareholders of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

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

**Date : 17th August, 2016
Place : Noida**

**Sd/-
Sushil Kumar Jain
Company Secretary
Membership No.: A8917**

Profile of Mr. Pawan Kumar Danwar seeking re-appointment as Directors in Annual General Meeting

Name of Director	Mr. Pawan Kumar Danwar
Date of Birth	07/07/1966
Age (years)	50
Date of Appointment	21/03/2014
Qualifications	Chartered Accountant (CA) & Company Secretary (CS)
Expertise in specific functional area	<p>Pawan is a finance professional and serves as the Executive Vice-President & CFO of HCL Corporation Pvt. Ltd., a promoter Company of HCL Group (HCL). He carries with him over 25 years of vast experience, out of which his association with the HCL spans over 20 years. He has served in diversified finance profiles in the organization such as Business Finance, Corporate Restructuring, Acquisition & Business Integration, Treasury (fund raising, investment & forex management), Planning & Strategy, Commercial, Business Development, Secretarial, Legal & Corporate Compliance and investor relationship. He has structured and negotiated some big business contracts for HCL in the past decades and has been instrumental in shaping different financial strategies for HCL.</p> <p>He has deep understanding of various industries like IT; Healthcare; Education; Skill & Talent; Insurance; Chemical etc.</p>
Directorships held in other Companies as on date	<ul style="list-style-type: none"> - Digilife Distribution and Marketing Services Limited - HCL Services Limited - HCL Healthcare Private Limited
Membership/Chairmanship in Committees of other companies as on date	<p>Digilife Distribution and Marketing Services Limited</p> <ul style="list-style-type: none"> - Audit Committee (Member) - Corporate Social Responsibility Committee (Member) <p>HCL Services Limited</p> <ul style="list-style-type: none"> - Audit Committee (Member) - Corporate Social Responsibility Committee (Member)
Number of shares held in the Company as on date	Nil

Mr. Pawan Kumar Danwar is interested in the Ordinary Resolution set out at Item Nos. 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 the 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 Resolutions set out under the items no. 1 to 3 of the Notice.

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ATTENDANCE SLIP30th Annual General Meeting – Thursday, 29th September, 2016**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 30th Annual General Meeting of the Company 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/DP ID-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, 2016 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, 2016 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.**

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PROXY FORM

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

30th Annual General Meeting – Thursday, 29th September, 2016

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 30th Annual General Meeting of the Company to be held on Thursday, 29th September, 2016 at 10:00 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1.	To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year (Nine Months) ended 31 st March, 2016, including the audited Balance Sheet as at 31 st March, 2016, the Statement of Profit and Loss for the year (Nine Months) 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.
3.	To appoint M/s. Price Waterhouse, Chartered Accountants (FRN – 301112E) as Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.
Special Business	
4.	To approve offer or invitation to subscribe to Redeemable Non-Convertible Debentures on private placement basis.

Signed this day of 2016

Affix ₹ 1
 Revenue
 Stamp

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

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

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

