

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 Twenty Ninth Annual General Meeting of the members of HCL Infosystems Limited will be held on Thursday, 19th November, 2015 at 10:00 A.M. at FICCI Auditorium, 1, Tansen Marg, New Delhi 110001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the financial year ended 30th June, 2015, including the audited Balance Sheet as at 30th June, 2015, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Nikhil Sinha (DIN 01174807), 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 consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:**

“RESOLVED that pursuant to the provisions of sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Ms. Ritu Arora (DIN 07019164), who was appointed as an Additional Director (designated as Non-Executive Independent Director) of the Company pursuant to the provisions of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company vide resolution passed by the Board of Directors of the Company w.e.f. 6th April, 2015 and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for Independence as provided in section 149(6) of the Act and clause 49 of the Listing Agreement and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for a period 5 (five) years, i.e. up to 5th April, 2020.”

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

Sd/-

**Sushil Kumar Jain
Company Secretary
Membership No.: A8917**

Date : 20th August, 2015

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 2014-15 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 relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the business under Item No. 4 of the Notice, is annexed hereto. The relevant information as required under clause 49 of the Listing Agreement and the Companies Act, 2013, of persons seeking appointment/re-appointment as Directors in Annual General Meeting scheduled to be held on 19th November, 2015 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/HERSELF 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, 16th November, 2015 to Thursday, 19th November, 2015 (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 upto the 3rd Interim dividend of the financial year 2007-08 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 w.e.f. 19th March 2015, and the clause 35B of the listing agreement, 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4**

The Company had appointed, Ms. Ritu Arora on the Board of the Company as an Additional Director, and designated as 'Non-Executive Independent Director', pursuant to the provisions of section 161 of the Companies Act, 2013 (the Act) and as per the Articles of Association to hold office up to the date of the next Annual General Meeting of the Company.

Pursuant to the provisions of section 149 of the Companies Act, 2013 (Act), every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

As per the provisions of section 161(1) of the Act, she holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the company, and is eligible for appointment as Director. The Company has received a notice under section 160 of the Act proposing her candidature for the office of Director of the Company, along with the requisite deposit.

The Nomination & Remuneration Committee has recommended the appointment of Ms. Ritu Arora as Independent Director for a period 5 (five) years, i.e. up to 5th April, 2020.

The Company has received declarations from her confirming that she meets the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement. In the opinion of the Board, she fulfils the conditions specify in the Act and the Rules framed thereunder for appointment as Independent Director and she is independent of the management.

The brief resume of Ms. Ritu Arora, the nature of their expertise in specific functional areas, names of Companies in which she has held directorships, committee memberships/ chairmanships, her shareholding etc., are separately annexed hereto as Annexure-A.

Your Board of Directors recommends the resolutions set out at item no 4 of the notice for appointment of Ms. Ritu Arora as Independent Director under provisions of section 149 read with Schedule IV to the Act.

The terms and conditions of appointment of the above Director shall be open for inspection by members at the registered office of the Company, during normal business hours on any working day, excluding Saturday and Sunday.

A brief profile of Ms. Ritu Arora to be appointed is given below:

Ms. Ritu Arora is a respected professional, vastly experienced in the BFSI and FMCG industries, with a career spanning 19 years. She has extensive experience in corporate finance and capital markets, with a passion for coaching and mentoring. As an economy specialist, she has deep appreciation of emerging global and domestic macro-economic trends and their business impact. She has held key responsibilities such as Investment management and governance, P&L strategy, corporate finance, strategic tie ups, merger and acquisitions, treasury, procurement etc. She is also presently the Non-Executive Director of Canara Bank Securities Ltd.

Ms. Arora is founding member of one of the fastest growing life insurance company Canara HSBC Oriental Bank of Commerce Life Insurance Co Ltd. where she holds the responsibility of Chief Investment Officer and Head Procurements. In past, she has worked with many reputed Companies like Marico Industries, Gillette India Limited, Coca Cola India and MetLife India Insurance.

Ms. Arora has been widely recognized by the industry as economy and capital markets expert, and has been frequently featured in the national business media. She was awarded "Leading Women in Finance" by Women in Leadership Forum India and "Women Leader of Choice" Award in 2013 by WILL. She is a frequent speaker at CII and ASSOCHAM industry conferences and Women in Leadership Forum.

An alumna of S P Jain Institute of Management and Research (1996), Ms. Arora is a graduate of commerce and a gold medalist lady topper from Osmania University. She is also a post graduate from ICWAI (Institute of Cost and Works Accountants).

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

Sd/-

**Sushil Kumar Jain
Company Secretary
Membership No.: A8917**

**Date : 20th August, 2015
Place : Noida**

Name of Director	Mr. Nikhil Sinha	Ms. Ritu Arora
Date of Birth	03/08/1960	05/05/1973
Age (years)	55	42
Date of Appointment	29/07/2009	06/04/2015
Nationality	USA	Indian
Qualifications	M.A. and Ph.D. from the Annenberg School for Communication at the University of Pennsylvania	Graduate of commerce, PGDM and CMA from Institute of Cost Accountants of India
Expertise in specific functional area	- Leading international expert on information and communication technology industries and has extensive experience as an academician, corporate executive and consultant.	- Wide experience in BFSI and FMCG industries, corporate finance and capital markets, Investment management and governance, P&L strategy, corporate finance, Strategic tie ups, merger and acquisitions, treasury, procurement etc.
Directorships held in other Companies as on date	- Digilife Distribution and Marketing Services Limited - HCL Learning Limited	- Canara Bank Securities Limited
Membership/Chairmanship in Committees of other companies as on date	-	-
Number of shares held in the Company as on date	Nil	Nil
Relationship with Other Directors	-	-

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ATTENDANCE SLIP29th Annual General Meeting – Thursday, 19th November, 2015**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 29th Annual General Meeting of the Company at 10:00 A.M. at FICCI Auditorium, 1, Tansen 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 30th June, 2015 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 30th June, 2015 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 have requested for a hard copy.

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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]

29th Annual General Meeting – Thursday, 19th November, 2015

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 29th Annual General Meeting of the Company to be held on Thursday, 19th November, 2015 at 10:00 A.M. at FICCI Auditorium, 1, Tansen 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 financial statements of the Company for the financial year ended 30 th June, 2015, including the audited Balance Sheet as at 30 th June, 2015, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2.	To appoint a Director in place of Dr. Nikhil Sinha (DIN 01174807), 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 appoint Ms. Ritu Arora (DIN 07019164) as an Independent Director

Signed this day of 2015

Affix Re.1
 Revenue
 Stamp

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

Route map of Annual General Meeting Venue,
FICCI, Auditorium, 1, Tansen Marg, New Delhi 110001

