

NOTICE

HCL Infosystems Limited
Regd. Office: 806, Siddharth, 96, Nehru Place, New Delhi-110 019.

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Company will be held on Friday, the 4th day of November, 2011 at Air Force Auditorium, Subroto Park, Dhaura Kuan, New Delhi 110010 at 10:30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 30th June, 2011, the Profit and Loss Account for the financial year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. D. S. Puri who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. E. A. Kshirsagar who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s. Price Waterhouse, Chartered Accountants (FRN - 301112E), the retiring Auditors, being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED that Mr. Ajay Vohra, who was appointed as an Additional Director, in terms of Section 260 of the Companies Act, 1956 read with Article 92 of the Articles of Association of the Company to hold office till the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 257 of the said Act proposing his appointment, be and is hereby appointed as Director of the Company with office term subject to retirement by rotation."
7. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED that Dr. Pradeep K. Khosla, who was appointed as an Additional Director, in terms of Section 260 of the Companies Act, 1956 read with Article 92 of the Articles of Association of the Company to hold office till the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 257 of the said Act proposing his appointment, be and is hereby appointed as Director of the Company with office term subject to retirement by rotation."
8. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED that Mr. Harsh Chitale, who was appointed as an Additional Director, in terms of Section 260 of the Companies Act, 1956 read with Article 92 of the Articles of Association of the Company to hold office till the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 257 of the said Act proposing his appointment, be and is hereby appointed as Director of the Company."
9. 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 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII and pursuant to Articles 118 & 119 of the Articles of Association of the Company, approval of the Company be and is hereby accorded for the appointment of Mr. Harsh Chitale as a Whole-time Director of the Company for a period of 5 years w.e.f. 17th August, 2011 on the remuneration recommended by the Employees Compensation and Employees Satisfaction Committee and as set out in the explanatory statement attached to the notice of this Annual General Meeting."

By Order of the Board
For **HCL Infosystems Limited**
Sd/-
Sushil Kumar Jain
Company Secretary

New Delhi
17th August, 2011

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 as also result in substantial savings on printing and posting of annual reports and other documents of your Company sent to Members.

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 Transfer Agents, 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 explanatory statement, pursuant to Section 173(2) of the Companies Act, 1956 in respect of the business under items 6, 7, 8 & 9 is attached hereto.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A BLANK PROXY FORM IS ENCLOSED FOR THE USE BY MEMBERS, IF REQUIRED, WHICH MUST BE SUBMITTED WITH THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
4. The Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, the 14th day of November 2011 to Tuesday, the 15th day of November, 2011 (both days inclusive) for the purpose of payment of dividend.
5. The dividend when declared will be paid to the Members whose names appear in the Register of Members on Saturday, the 12th day of November, 2011 and the beneficial owners as on Saturday, the 12th day of November, 2011 as furnished by NSDL/CDSL.
6. All correspondence with regard to share transfers/dividends and matters related therewith may directly be addressed to the Company's Share Registrar and Transfer Agents (RTA) at the address given below:

M/s. Alankit Assignments Ltd.
Alankit House,
2E/21, Jhandewalan Extension,
New Delhi - 110 055
Phone : 011-23541234
Fax : 011-42541967
Email : rta@alankit.com
Website : www.alankit.com

7. The Members are requested to lodge/notify the transfer deeds, communication for change of address, Bank details, ECS details, wherever applicable, mandates (if any) with the Company's RTA for shares held in physical mode.

The Members holding shares in electronic form are requested to lodge the above details to their depository participants and not to the Company or RTA of the Company as the Company is obliged to use only the data provided by the Depositories while making payment of dividend.

8. As per RBI notifications, with effect from 1st October, 2009, the remittance of money through ECS is replaced by National Electronic Clearing Services (NECS) and banks have been instructed to move to the NECS platform. This is in addition to the existing facility of ECS in other locations. NECS essentially operates on the new and unique bank account number, allotted by banks post implementation of Core Banking Solutions (CBS) for centralised processing of inward instruction and efficiency in handling bulk transactions.

In this regard shareholders holding shares in electronic form are requested to furnish new 10-digit Bank Account Number allotted to you by your bank, (after implementation of CBS), along with photocopy of a cheque of the concerned account, to your Depository Participant. Please send these details to the Company or the RTA, only if the shares are held in physical form.

9. Members holding shares in physical form are requested to dematerialise their shares. Securities and Exchange Board of India (SEBI) has mandate 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.

10. As per the provisions of Section 109A of the Companies Act, 1956, nomination facility is available to the Members, in respect of the equity shares held by them. Nomination Form 2B prescribed by the Government can be obtained from the RTA or the registered office of the Company.
11. Members/Proxy holders are requested to produce at the entrance of the auditorium the enclosed admission slip duly completed and signed.
12. Copies of all documents referred to in notice and explanatory statement annexed thereto and the statutory registers under Section 301 and 307 of the Companies Act, 1956 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.
13. 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.
14. Pursuant to the provisions of Section 205A of the Companies Act, 1956, the following dividends which remain unpaid and unclaimed for a period of seven years will be due for transfer to the Investor Education and Protection Fund (Fund) of the Central Government:

Dividend	Date of declaration of Dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEPF
2003-04 (Final)	21st October, 2004	25th October, 2011	26th November, 2011
2004-05 (1st Interim)	20th October, 2004	25th October, 2011	25th November, 2011
2004-05 (2nd Interim)	18th January, 2005	22nd February, 2012	23rd February, 2012
2004-05 (3rd Interim)	19th April, 2005	24th May, 2012	25th May, 2012

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 such transfer 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.

15. Information for Director seeking appointment/re-appointment in Annual General Meeting scheduled to be held on 4th November, 2011 (Pursuant to Clause 49 (IV)(E) and 49 (IV)(G)(i) of the Listing Agreement) is enclosed and forms part of this notice.
16. In terms of the exemption granted by Ministry of Corporate Affairs (MCA) vide General Circular No. 2/2011 dated 8th February, 2011, the accounts of the subsidiary companies have not been enclosed with the results.

The annual accounts of the subsidiaries are available for inspection on any working day at the Registered Office of the Company. The Company shall also furnish a hard copy of details of accounts of these subsidiaries to any Shareholder on demand. These accounts are also available on the website of the Company at www.hclinfosystems.in. A summary of financials of the subsidiaries has been included in the Annual Report. The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary companies.

In terms of the exemption granted by MCA vide notification dated 8th February, 2011, the Company has not disclosed the quantitative details in the profit and loss account for those class of goods which form less than 10% of the total value of turnover, purchase, traded, sales, consumption of raw material, etc as the case may be.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6

Mr. Ajay Vohra was appointed as an Additional Director on the Board pursuant to the Board Resolution dated 4th April, 2011 and holds office till the conclusion of this Annual General Meeting.

Due notice under Section 257 of the Companies Act, 1956 along with requisite deposit has been received from a member, proposing the appointment of Mr. Ajay Vohra as Director with office term subject to retirement by rotation.

Mr. Ajay Vohra, Advocate, is the Managing Partner of Vaish Associates, Advocates, a Corporate, Tax and Business Advisory Law Firm. Mr. Ajay Vohra, is also a qualified Chartered Accountant. He has been practicing since the last 27 years in the area of domestic and international tax and is a leading arguing counsel before Tax Tribunals, High Courts and the Supreme Court. He has successfully contested complex transfer pricing disputes of the clients before the various forums, viz. Supreme Court, High Courts, Tribunal and the Dispute Resolution Panel.

His appointment as a Director shall be in the interest of the Company.

The Board recommends the resolution as set out at Item No.6 for approval.

Except Mr. Ajay Vohra, none of the Directors of the Company is interested in this resolution.

Item No. 7

Dr. Pradeep K. Khosla has been appointed as an Additional Director on the Board in the Board Meeting held on 17th August, 2011 and holds office till the conclusion of this Annual General Meeting.

Due notice under Section 257 of the Companies Act, 1956 along with requisite deposit has been received from a member, proposing the appointment of Dr. Khosla as Director with office term subject to retirement by rotation.

Dr. Pradeep K. Khosla is currently Dean of the College of Engineering, and the Philip and Marsha Dowd University Professor at Carnegie Mellon. His previous positions include:

- Founding Director, Carnegie Mellon CyLab
- Head, Department of Electrical and Computer Engineering
- Director, Information Networking Institute
- Founding Director, Institute for Complex Engineered Systems (ICES)
- Program Manager at Defense Advanced Research Projects Agency (DARPA)

Dr. Khosla is B Tech (Hons) from IIT Kharagpur and PhD & M.S. from Carnegie Mellon University.

His appointment as a Director shall be in the interest of the Company.

The Board recommends the resolution as set out at Item No.7 for approval.

Except Dr. Khosla, none of the Directors of the Company is interested in this resolution.

Item No. 8 & 9

Mr. Harsh Chitale has been appointed as an Additional Director on the Board in the Board Meeting held on 17th August, 2011 and holds office till the conclusion of this Annual General Meeting.

Due notice under Section 257 of the Companies Act, 1956 along with requisite deposit has been received from a member, proposing the appointment of Mr. Chitale as Director.

Mr. Harsh Chitale joined HCL Infosystems as Chief Executive Officer in October '10 and heads the overall business strategy and operations of HCL Infosystems. He brings a wealth of experience as a senior business leader with rich business management experience in both Indian and global companies. Mr. Chitale is a recipient of the Director's Gold Medal at IIT Delhi, from where he completed his Electrical Engineering.

He has also been appointed as Whole-time Director on the Board in the Board Meeting held on 17th August, 2011 for a period of 5 years on the remuneration mentioned below:-

a) Basic Salary	:	₹ 5,50,000/- per month
b) House Rent Allowance	:	80% of Basic Salary
c) Flexible Benefit Basket	:	₹ 52,70,692/- per annum
d) Performance linked Bonus	:	₹ 1,44,37,500/- per annum, as approved by the Board/Committee on 100% achievement of agreed targets
e) Contribution to Provident Fund	:	12% of Basic Salary, as per the Employees Provident Fund and Miscellaneous Provisions Act, 1952
f) Contribution to Superannuation Fund and Annuity Fund	:	15% of the Basic Salary, as per the rules of the Company
g) Gratuity	:	As per the provisions of the Payment of Gratuity Act, 1972
h) Medical Insurance	:	Shall be covered under the Medical Insurance Scheme of the Company through National Insurance Company and the benefits thereof, till the time posted in India

Provided further that the aggregate of the aforesaid salary, perquisites and other benefits, as per the scheme of the Company applicable to the Whole-time Directors, shall not exceed five percent of Company's net profit for the Whole-time Director and the aggregate of remuneration to all Whole-time Directors shall not exceed ten percent of the Company's net profits as provided under the provisions of sections 198, 309, Schedule XIII and other applicable provisions, if any of the Companies Act, 1956.

In the event of absence or inadequacy of profits in any financial year, Mr. Harsh Chitale shall be paid remuneration by way of salary and perquisites as specified above, subject to the approval of Central Government, if required.

His appointment as a Director shall be in the interest of the Company.

The Board recommends the resolution as set out at Item No.8 & 9 for approval.

Except Mr. Harsh Chitale, none of the Directors of the Company is interested in this resolution.

New Delhi
17th August, 2011

By Order of the Board
For **HCL Infosystems Limited**
Sd/-
Sushil Kumar Jain
Company Secretary

Information for Director seeking appointment/re-appointment in Annual General Meeting scheduled to be held on 4th November, 2011

Name of Director	Mr. Ajay Vohra	Dr. Pradeep K. Khosla	Mr. Harsh Chitale	Mr. D. S. Puri	Mr. E. A. Kshirsagar
Date of Birth	28th January, 1961	13th March 1957	17th March, 1972	12th December, 1949	10th September, 1941
Age (years)	50	54	39	61	69
Date of Appointment	4th April, 2011	17th August, 2011	17th August, 2011	17th March, 1998	28th August, 1998
Qualifications	Advocate and Chartered Accountant	- B Tech (Hons), IIT Kharagpur - M.S., Carnegie Mellon University - PhD, Carnegie Mellon University	Electrical Engineer	B.Com	Chartered Accountant
Expertise in specific functional area	Managing partner in Vaish Associate, a leading Corporate, Tax and Business Advisory Law Firm	Dean of the College of Engineering, and the Philip and Marsha Dowd University Professor at Carnegie Mellon. Held many prestigious positions in past.	Rich business management experience in both Indian and global companies	Vast experience in Information Technology and Hospitality Industry	Rich experience in corporate strategy, project studies, diversification studies etc.
Directorships held in other Companies as on date	- Yes Bank Limited - HCL Holdings Private Limited, Mauritius - Irwell Private Limited, Mauritius	- Quantapoint Inc., U.S. - Biometricore, U.S. - No Fuss Inc., U.S.	-	- A.P. Floriculture Pvt Ltd - R.N. Consultants Pvt Ltd - Vireet Investments Pvt Ltd - Viren Investments Pvt Ltd	- Batliboi Ltd - JM Financial Ltd - Rallis India Ltd. - TATA Chemicals Ltd - Merck Ltd - JM Financial Products Ltd. - Manipal Universal Learning Pvt. Ltd - Pharmarc Analytic Solutions Pvt Ltd - Vama Sundari Investment Pvt. Ltd., Mauritius - Tata Chemicals Europe Holdings Ltd., England - Tata Chemicals Africa Holdings Ltd., England
Membership/Chairmanship in Committees of other companies as on date	Audit Committee Yes Bank Ltd* Risk Monitoring Committee Yes Bank Ltd	-	-	-	Audit Committee - JM Financial Ltd* - Rallis India Ltd* - Batliboi Ltd* - JM Financial Products Ltd* - Merck Ltd - TATA Chemicals Ltd. Remuneration Committee - Batliboi Ltd.* - Rallis India Ltd - JM Financial Ltd Shareholders Grievance Committee - Rallis India Ltd Committee of Directors - Rallis India Ltd
Number of shares held in the Company as on date	NIL	NIL	NIL	NIL	NIL

* Chairman of the Committee

HCL INFOSYSTEMS LIMITED

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

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ATTENDANCE SLIP

25th Annual General Meeting - 4th November, 2011

DP ID NO. _____ CLIENT ID NO. _____ FOLIO NO. _____

(Electronic Mode)

(Electronic Mode)

(Physical Mode)

(Please mention both DP ID & Client ID Nos.)

(Please mention the Folio No.)

I certify that I am a registered Member/Proxy of the registered Member of the Company.

I hereby record my presence at the 25th ANNUAL GENERAL MEETING of the Company held on Friday, 4th November, 2011 at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110 010 at 10.30 A.M.

Member's/Proxy's name in BLOCK LETTERS

Member's/Proxy's Signature

Note : Please fill in this attendance slip and hand over at the entrance of the Meeting Hall.

FOR THE KIND ATTENTION OF SHAREHOLDERS

NO GIFTS WOULD BE DISTRIBUTED AT THE AGM

HCL INFOSYSTEMS LIMITED

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

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HCL INFOSYSTEMS LTD.

PROXY FORM

25th Annual General Meeting - 4th November, 2011

DP ID NO. _____ CLIENT ID NO. _____ FOLIO NO. _____

(Electronic Mode)

(Electronic Mode)

(Physical Mode)

(Please mention both DP ID & Client ID Nos.)

(Please mention the Folio No.)

I/We _____ of _____ being
a Member/Members of the above named Company, hereby appoint _____ of
_____ or failing
him _____ of _____
_____ as my/our proxy to vote for me/us on my/our behalf at
the 25th ANNUAL GENERAL MEETING of the Company to be held on Friday, 4th November, 2011 at Air Force Auditorium,
Subroto Park, Dhaula Kuan, New Delhi-110 010 at 10.30 A.M. and at any adjournment thereof.

Signed this _____ day of _____ 2011

Signature of Proxy _____ Signature of the Member _____

Affix
Re. 1
Revenue
Stamp

Note : The proxy form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.

