

HCL INFOSYSTEMS LTD.

E-4, Sector 11, NOIDA 201 301, U.P., India

Tel: +91 120 2520977, 2526518, 2526519 Fax: +91 120 2525196

Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.

www.hclinfosystems.com

www.hcl.com

September 11, 2013

To,
Ms. Nidhi Thakkar/Mr. Hitesh Surati
National Stock Exchange of India Ltd
"Exchange Plaza", Bandra -Kulra
Complex, Bandra (E)
Mumbai - 400 051
Symbol:HCL-INSYS

To,
Mr. Jayesh Ashtekar/Mr. Lalit Phatak,
Department of Corporate Services,
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001
BSE Scrip Code: 500179

Sub.: Undertaking under Para 5.16 (b) (as amended) of the SEBI Circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with SEBI Circular CIR/CFD/DIL/8/2013 dated May 21, 2013

Ref.: Scheme of Arrangement of HCL Infosystems Limited and HCL System Integration Limited and HCL Care Limited and HCL Learning Limited and HCL Infocom Limited and their respective shareholders and creditors ("Scheme")

Dear Sir/ Madam,

This has reference to the captioned subject and non applicability of the requirement of voting by public shareholders through postal ballot and e-voting on the Scheme of the Company.

Please find attached the following in compliance with the SEBI Circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with SEBI Circular CIR/CFD/DIL/8/2013 dated May 21, 2013:

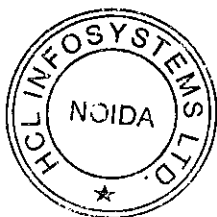
1. Undertaking of the Company alongwith the certified true copy of the Board Resolution approving the undertaking
2. Certificate of Auditors certifying the Undertaking of the Company.

Please take the above on record.

For HCL Infosystems Limited



Sushil Kumar Jain
Company Secretary



Encl.: As above

CC to:

Ms. Pooja Makhija
Securities and Exchange Board of India
Plot No.C4-A,'G' Block, Bandra Kurla Complex,
Bandra (East), Mumbai 400051

HCL

To,
The Secretary
National Stock Exchange of India Ltd
"Exchange Plaza" Bandra – Kurla Complex
Bandra (East)
Mumbai – 400 051

To,
The Secretary,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001

Dear Sir,

UNDERTAKING

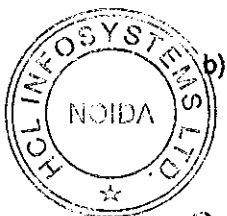
This Undertaking is prepared by the management of HCL Infosystems Limited (the "Company") for the approval of board of directors of the Company and submit to you, solely to comply with the requirements of Para 5.16 (b) (as amended) of the SEBI Circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with SEBI Circular CIR/CFD/DIL/8/2013 dated May 21, 2013 (hereinafter collectively referred to as the "Circular").

The Board of Directors of the Company had at its meeting held on January 14, 2013, approved a business restructuring plan consisting of a Composite Scheme of Arrangement (the "Scheme") under the provisions of Section 391 and 394 of the Companies Act, 1956. The Scheme inter-alia envisages transfer of the Hardware Solutions Business, Services business and Learning Business of the Company to HCL System Integration Limited, HCL Care Limited and HCL Learning Limited respectively, the wholly owned subsidiary companies of HCL Infocom Limited. The Scheme also envisages merger of HCL Infocom Limited, a wholly owned subsidiary of the Company, with the Company. January 1, 2013 has been fixed as the Appointed Date under the Scheme. The Scheme is subject to requisite consent/ approval/ sanction the Hon'ble High Court of Judicature at Delhi and other statutory or regulatory authorities. The consents/ approvals from the shareholders, lenders and creditors of the Company have already been recorded in the meeting held on July 20, 2013.

According to the Circular, the requirement of voting by public shareholders through postal ballot and e-voting is not applicable to the Scheme due to the following reasons:

- a) The Scheme does not involve issue of any shares; hence clause (i) of Para 5.16(a) of the Circular (as amended) is not applicable.

b) In respect of clause (ii) of Para 5.16(a) of the Circular (as amended), the Scheme involves the Company, HCL Infocom Limited, the wholly owned subsidiary of the Company, and wholly



Certified to be True
For HCL Infosystems Ltd.

Sushil Kumar Jain
Company Secretary



HCL

owned subsidiaries of HCL Infocom Limited i.e HCL System Integration Limited, HCL Care Limited and HCL Learning Limited. Therefore the Scheme involves the Company and wholly owned subsidiaries of the Company and there is no involvement of Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.

HCL Corporation Private Limited (part of the "Promoter Group") holds 42.85% stake as at January 1, 2013 and 49.66% stake as on the date of this undertaking in the Company and therefore would indirectly through the Company hold more than 20% of the voting power of the wholly owned Subsidiaries. Accordingly, considering the provisions of Accounting Standard 18 as notified under section 211 (3C) of the Companies Act, 1956, these subsidiaries could be considered as related parties/ associates of the Promoter Group. However, considering that the present scheme only involves entities that are wholly owned by the Company, the underlying intention of the Circular and giving a holistic interpretation to clause 5.16, treating wholly owned subsidiaries of the Company as 'related parties/ associates of the Promoter Group' for the purpose of clause 5.16 would not be in consonance with the overall context of the Scheme and underlying intention of the Circular.

Therefore, based upon the above, we believe that clause (ii) of Para 5.16(a) of the Circular is not applicable to the Scheme.

- c) In respect of clause (iii) of amended Para 5.16(a), the Scheme involves the merger of wholly owned subsidiary of the company, HCL Infocom Limited with the Company. We confirm that HCL Infocom Limited was incorporated by the Company as its wholly owned subsidiary on December 17, 2008 and shares of HCL Infocom was not owned by Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company, at any point of time in the past.

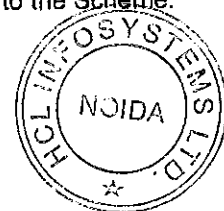
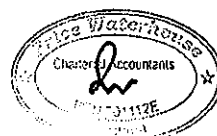
Hence, the Company has not acquired the equity shares of HCL Infocom Limited by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company.

Therefore, clause (iii) of Para 5.16(a) of the Circular is not applicable to the Scheme.

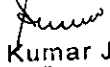
For HCL Infosystems Limited


Sushil Kumar Jain
Company Secretary

Date: September 10, 2013
Place: Noida



Certified to be True
For HCL Infosystems Ltd.


Sushil Kumar Jain
Company Secretary



46/2013-2014

Certified true copy of the Circular resolution passed by the Board of Directors of HCL Infosystems Limited on 10th September, 2013

To consider and approve the undertaking regarding non applicability of Para 5.16 (a) of the Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 to the Scheme of Arrangement.

“Resolved that the enclosed draft undertaking regarding non applicability of Para 5.16 (a) of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 (the “Circular”) as amended by Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 to the Scheme of Arrangement (the “Scheme”), be and is hereby approved on the basis of following reasons:

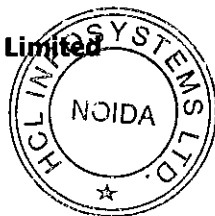
- Clause (i) and clause (iii) of Para 5.16(a) (as amended) of the Circular are not applicable to the Scheme
- Clause (ii) of Para 5.16(a) of the Circular is not applicable to the Scheme since the Scheme involves the Company and wholly owned subsidiaries of the Company and there is no involvement of Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group. Though, the Promoter Group, through the Company, holds more than 20% stake in the subsidiaries of the Company. However, in view of the underlying intention of the Circular, considering wholly owned subsidiaries of the Company as related parties/ associates of the Promoter Group would not be in consonance with the overall context of the Scheme and underlying intention of the Circular and hence Clause (ii) of Para 5.16(a) (as amended) of the Circular is not applicable to the Scheme

“Resolved further that Mr. Harsh Chitale, Whole-time Director and Chief Executive Officer, Mr. Sandeep Kanwar, Chief Financial Officer and Mr. Sushil Kumar Jain, Company Secretary, be and are hereby severally authorized to sign, execute and submit such undertakings or other documents as may be necessary with the concerned authorities.”

“Resolved further that the aforesaid undertaking as approved by the Board be placed for certification by the Auditors and thereafter be furnished to the concerned authorities”

Certified true copy
For HCL Infosystems Limited


Sushil Kumar Jain
Company Secretary



To,
The Board of Directors
HCL Infosystems Limited
Sector 11, Noida

Auditors' Certificate

- 1) This certificate is issued in accordance with the terms of our agreement dated September 6, 2013.
- 2) The accompanying undertaking approved by the Board of directors of HCL Infosystems Limited (the "Company") vide its circular resolution dated September 10, 2013 (the "Undertaking") stating the reasons for non applicability of Paragraph 5.16 (a) of the Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 (hereinafter collectively referred to as the "Circular") issued by the Securities Exchange Board of India (the "SEBI") has been prepared by the Management of the Company pursuant to the requirements of paragraph 5.16(b) of the Circular in connection with its proposed scheme of arrangement of the Company with HCL System Integration Limited, HCL Care Limited, HCL Learning Limited and HCL Infocom Limited (hereinafter referred to as the "Scheme"). We have initialled the Undertaking for identification purpose only.

Management's Responsibility for the Undertaking

- 3) The preparation of the Undertaking is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting the contents of the Scheme. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Undertaking.
- 4) The Management is also responsible for ensuring that the Company complies with the requirements of the Circular and the Companies Act, 1956 in relation to the Scheme and for providing all the information to the Bombay Stock Exchange and National Stock Exchanges (together referred to as "Stock Exchanges.").

Auditors' Responsibility

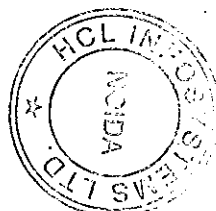
- 5) Pursuant to the Circular, it is our responsibility to examine the Scheme and certify whether the requirements in Paragraph 5.16 (a) as set out in the Undertaking are applicable to the Scheme.
- 6) We conducted our examination in accordance with the 'Guidance Note on Audit Reports and Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India.

Conclusion


- 7) Based on our examination as above, and the information and explanations furnished to us, we certify that, to the best of our knowledge, the requirements in Paragraph 5.16(a) of the Circular as set out in the Undertaking are not applicable to the Scheme.

Restrictions on Use

- 8) Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Circular. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this certificate nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.



Certified to be True
For HCL Infosystems Ltd.


Sushil Kumar Jain
Company Secretary


9) This certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, to enable the Company to make its application to the Stock Exchanges and should not be used by any other person or for any other purpose. Price Waterhouse neither accepts nor assumes any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior consent in writing.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants



Abhishek Rara
Partner
Membership Number 077779

Place of the Signature: Gurgaon
Date: September 11, 2013

Certified to be True
for HCL Infosystems Ltd.

Sushil Kumar Jain
Company Secretary

