

**HCL INFOSYSTEMS LTD.**

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

www.hclinfosystems.com

www.hcl.com

7<sup>th</sup> August, 2013

To

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

To

The Secretary,  
The Bombay Stock Exchange Limited,  
P.J. Tower,  
Dalal Street, Fort,  
Mumbai – 400 001

**Sub: Minutes of the Court Convened meetings of the Company held on 20<sup>th</sup> July, 2013**

Dear Sir,

This is with reference to the captioned subject. Enclosed please find the certified true copies of the minutes of the following Court convened meetings held on 20<sup>th</sup> July, 2013 at FICCI Auditorium, 1 Tansen Marg, New Delhi-110001 approving the Scheme of Arrangement of the Company with HCL System Integration Limited, HCL Care Limited, HCL Learning Limited and HCL Infocom Limited and their respective Shareholders and Creditors:

- 1.) Equity shareholders of HCL Infosystems Ltd.
- 2.) Unsecured creditors of HCL Infosystems Ltd..
- 3.) Secured creditors of HCL Infosystems Ltd..

This is for your information and records.

Thanking you,  
Very truly yours,

**For HCL Infosystems Limited**

  
Sushil Kumar Jain  
Company Secretary

Encl : As above

**HCL**

MINUTES OF THE MEETING OF THE EQUITY SHAREHOLDERS OF HCL INFOSYSTEMS LIMITED HELD ON SATURDAY, THE 20<sup>TH</sup> DAY OF JULY, 2013 AT 03.30 P.M. AT FICCI AUDITORIUM, 1, TANSEN MARG, NEW DELHI-110001, PURSUANT TO THE ORDER OF THE HON'BLE HIGH COURT OF DELHI DATED 22<sup>ND</sup> DAY OF MAY, 2013.

**Present at the Meeting:**

- Ms. Reeta Kaul** Advocate, Chairperson appointed by the Hon'ble High Court of Delhi for the meeting of Equity Shareholders
- Mr. Sameer Sharma** Advocate, Alternate Chairperson appointed by the Hon'ble High Court of Delhi for the meeting of Equity Shareholders.

**In Attendance:**

- Mr. Shiv Kumar, Court Officer Scrutineer  
Mr. Anand Praksh Kerketa, Court Officer Scrutineer

Representatives of M/s Alankit Assignments Limited, Registrar and Share Transfer Agent ("RTA") of Applicant Company-1 who verified the attendance slips, proxies and shareholding of the equity shareholders who had come to attend the meeting.

**Chairperson:**

Ms. Reeta Kaul, Chairperson took the Chair.

**Quorum:**

The required quorum fixed by the Honble High Court of Delhi was 9000 Equity Shareholders representing 20% of the total equity share capital of the Applicant Company-1. As informed to the Chairperson by RTA of the Applicant Company-1, at 3:30 P.M. the required quorum was not present. The Hon'ble Court had directed that in case the quorum of the Meeting is not present then the Meeting would be adjourned for half an hour and thereafter the persons present and voting shall be deemed to constitute the quorum. The reliance is placed on Para 19 of the order dated May 22, 2013 wherein it was directed that:

*"It is also directed that if the Quorum is not present in the meeting, then the meeting would be adjourned for 30 minutes and thereafter the persons present in the meeting, who would not be less than two, would be treated as the quorum."*

Equity Shareholders of the Applicant Company-1 were present either in person/ through authorized representative or through proxy representing Rs. 30,22,09,542/- (Rupees Thirty Crores Twenty Two Lacs Nine Thousand Five Hundred Forty Two Only) in value of the equity share capital, constituting 67.80% of the total equity share capital of Rs. 44,57,59,258/- (Rupees Forty Four Crores Fifty Seven Lacs Fifty Nine Thousand Two Hundred Fifty Eight Only) of the Applicant Company —1 as on 31<sup>st</sup> March, 2013 , which was deemed to be valid quorum for the Meeting.

**Proceedings:**

In the presence of the requisite quorum the Chairperson, Ms. Reeta Kaul, Chairperson called the meeting to order.

### **Declaration of Proxies:**

The Chairperson noted that the Company had received requisite Proxy forms / Authorisation letters from all the Proxies and Authorised Representatives who were present in the meeting.

### **Welcome Address:**

The Chairperson welcomed the gathering and with the approval of the gathering, took the Notice and Scheme of Arrangement as read in view of the fact that a copy of the Notice and the Scheme of Arrangement had been individually served on each of the members holding 400 or more equity shares and a notice of the meeting of the equity shareholders was also published in the newspapers Indian Express (English) and Jansatta (Hindi) on 20<sup>th</sup> June, 2013.

### **Consideration and Polling on the Scheme of Arrangement:**

The Chairperson took up for consideration by the meeting the approval of the Scheme of Arrangement between HCL Infosystems Limited, HCL System Integration Limited, HCL Care Limited, HCL Learning Limited and HCL Infocom Limited and their respective shareholders and creditors.

The following resolution was read by the Chairperson for consideration and polling by the members:

**"RESOLVED THAT** the Scheme of Arrangement between HCL Infosystems Limited, HCL System Integration Limited, HCL Care Limited, HCL Learning Limited and HCL Infocom Limited and their respective shareholders and creditors ("the Scheme") placed before the meeting be and is hereby approved subject to the said Scheme being sanctioned by the Hon'ble High Court of Delhi at New Delhi under Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956, and such other approvals as may be required".

The Chairperson announced that the voting would be conducted by poll at the same venue. The ballot papers were distributed to the equity shareholders present in the auditorium. The Chairperson thereafter appointed Mr. Shiv Kumar and Mr. Anand Prakash Kerketa (Court officials appointed by the order of the Court dated 22<sup>nd</sup> May, 2013), as scrutinizers to scrutinize the ballot forms.

The Chairperson regulated the manner in which the poll was taken. After the poll was taken, the Chairperson declared the meeting to be closed.

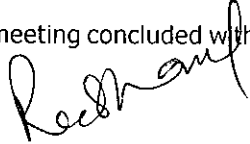
The Chairperson gave the ballot boxes to the Scrutineers' who counted the votes and submitted their report on the poll to the Chairperson. The Ballot Papers, Scrutineers' Report, Attendance Slips and Proxies were all handed over to the Chairperson. The Chairperson declared the results of the polling as under:

<b>S. No.</b>	<b>Particulars</b>	<b>Number</b>	<b>Value of Shares held (Rs.)</b>
1.	Total number of persons who attended the meeting	407	30,22,09,542
2.	Total number of persons who abstained/disallowed from voting	174	48,916
3.	Total number of people who cast the vote at the said Meeting (including duplicate votes)	249	30,21,61,070
4.	Votes found invalid	16	444
5.	Number of valid votes cast	233	30,21,60,626

6.	Total votes cast in favour	233	30,21,60,626
7.	Total votes cast against	0	0
<b>Percentage of Votes casted in favour out of the total votes casted</b>		<b>100%</b>	<b>100%</b>

On the basis of the aforesaid results of the voting, the Chairperson declared that the Resolution adopting the Scheme of Arrangement between HCL Infosystems Limited, HCL System Integration Limited, HCL Care Limited, HCL Learning Limited and HCL Infocom Limited and their respective Shareholders and Creditors has been approved unanimously by the Equity Shareholders of the (Applicant Company1) who attended and validly voted at the Meeting.

There being no other business, the meeting concluded with a vote of thanks to the Chair.



**(Chairperson appointed for the meeting of the Equity Shareholders of the Applicant Company-1)**

Dated this 27<sup>th</sup> day of July, 2013

MINUTES OF THE MEETING OF THE UNSECURED CREDITORS OF HCL INFOSYSTEMS LIMITED HELD ON SATURDAY, THE 20<sup>TH</sup> DAY OF JULY, 2013 AT 11.00 A.M. AT FICCI AUDITORIUM, 1, TANSEN MARG, NEW DELHI-110001, PURSUANT TO THE ORDER OF THE HON'BLE HIGH COURT OF DELHI DATED 22<sup>ND</sup> DAY OF MAY, 2013.

**Present at the Meeting:**

**Mr. Narender Mann** Advocate, Chairperson appointed by the Hon'ble High Court of Delhi for the meeting of Unsecured Creditors

**Mr. D.S.Kohli** Advocate, Alternate Chairperson appointed by the Hon'ble High Court of Delhi for the meeting of Unsecured Creditors.

**In Attendance:**

Mr. Praveen Kumar Babbar, Court Officer                      Scrutineer  
Mr. Harish Singh Rawat, Court Officer

Mr. Dinesh Garg (HCL Infosystems Limited)                      Scrutineer

Representatives of M/s Alankit Assignments Limited, Registrar and Share Transfer Agent ("RTA") of Applicant Company-1 who verified the attendance slips, proxies and outstanding amount of the unsecured creditors who had come to attend the meeting.

**Chairperson:**

Mr. Narender Mann, Chairperson took the Chair.

**Quorum:**

The required quorum fixed by the Honble High Court of Delhi was 1700 Unsecured Creditors representing 20% in value of the total unsecured debt of the Applicant Company-1. As informed to the Chairperson by RTA of the Applicant Company-1, at 11:00 A.M the required quorum was not present. The Hon'ble Court had directed that in case the quorum of the Meeting is not present then the Meeting would be adjourned for half an hour and thereafter the persons present and voting shall be deemed to constitute the quorum. The reliance is placed on Para 23 of the order dated May 22, 2013 wherein it was directed that:

*"It is also directed that if the Quorum is not present in the meeting, then the meeting would be adjourned for 30 minutes and thereafter the persons present in the meeting, who would not be less than two, would be treated as the quorum."*

281 Unsecured Creditors of the Applicant Company-1 were present through authorized representative or through proxy entitled, in aggregate, to a unsecured debt of Rs. 7,74,53,88,439 constituting 27.77% of the total unsecured debt of Rs. 27,88,63,87,541 owed by the Applicant Company -1 as on 28<sup>th</sup> February, 2013.

**Proceedings:**

In the presence of the requisite quorum the Chairperson, Mr. Narender Mann, Chairperson called the meeting to order.

**Declaration of Proxies:**

The Chairperson noted that the Company had received requisite Proxy forms / Authorisation letters from all the Proxies and Authorised Representatives who were present in the meeting.

**Welcome Address:**

The Chairperson welcomed the gathering and with the approval of the gathering, took the Notice and Scheme of Arrangement as read in view of the fact that a copy of the Notice and the Scheme of Arrangement had been individually served on each of the unsecured creditor to whom Rs. 2,00,000 or more was owed and a notice of the meeting of the unsecured creditors was also published in the newspapers Indian Express (English) and Jansatta (Hindi) on 20<sup>th</sup> June, 2013.

**Consideration and Polling on the Scheme of Arrangement:**

The Chairperson took up for consideration by the meeting the approval of the Scheme of Arrangement between HCL Infosystems Limited, HCL System Integration Limited, HCL Care Limited, HCL Learning Limited and HCL Infocom Limited and their respective Shareholders and Creditors.

The following resolution was read by the Chairperson for consideration and polling by the members:

**"RESOLVED THAT** the Scheme of Arrangement between HCL Infosystems Limited, HCL System Integration Limited, HCL Care Limited, HCL Learning Limited and HCL Infocom Limited and their respective shareholders and creditors ("the Scheme") placed before the meeting be and is hereby approved subject to the said Scheme being sanctioned by the Hon'ble High Court of Delhi at New Delhi under Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956, and such other approvals as may be required".

The Chairperson announced that the voting would be conducted by poll at the same venue. The ballot papers were distributed to the Unsecured Creditors present in the auditorium. The Chairperson thereafter appointed Mr. Praveen Kumar Babbar (Court Official appointed by the order of the Court dated 22<sup>nd</sup> May, 2013) and Mr. Dinesh Garg (employee of HCL Infosystems Limited, as appointed by the Chairperson), as scrutinizers to scrutinize the ballot forms.

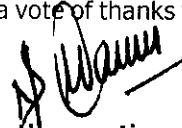
The Chairperson regulated the manner in which the poll was taken. After the poll was taken, the Chairperson declared the meeting to be closed.

The Chairperson gave the ballot boxes to the Scrutineers' who counted the votes and submitted their report on the poll to the Chairperson. The Ballot Papers, Scrutineers' Report, Attendance Slips and Proxies were all handed over to the Chairperson. The Chairperson declared the results of the polling as under:

S. No.	Particulars	Number	Value of debt (Rs.)
1.	Total number of Unsecured Creditors who attended the meeting	281	7,74,53,88,439
2.	Total number of persons who abstained/disallowed from voting	0	0
3.	Total number of people who cast the vote at the said Meeting (including duplicate votes)	281	7,74,53,88,439
4.	Votes found invalid	6	2,94,97,648
5.	Number of valid votes cast	275	7,71,58,90,791
6.	Total votes cast in favour	273	7,71,46,31,141
7.	Total votes cast against	2	12,59,650
<b>Percentage of Votes casted in favour out of the total votes casted</b>		<b>99.27%</b>	<b>99.98%</b>

On the basis of the aforesaid results of the voting, the Chairperson declared that the Resolution adopting the Scheme of Arrangement between HCL Infosystems Limited, HCL System Integration Limited, HCL Care Limited, HCL Learning Limited and HCL Infocom Limited and their respective Shareholders and Creditors has been approved unanimously by the Unsecured Creditors of the (Applicant CompanyI) who attended and validly voted at the Meeting.

There being no other business, the meeting concluded with a vote of thanks to the Chair.



**(Chairperson appointed for the meeting of the  
Unsecured Creditors of the Applicant  
Company-1)**

Dated this 26<sup>th</sup> day of July, 2013

MINUTES OF THE MEETING OF THE SECURED CREDITORS OF HCL INFOSYSTEMS LIMITED HELD ON SATURDAY, THE 20<sup>TH</sup> DAY OF JULY, 2013 AT 2.00 P.M. AT FICCI AUDITORIUM, 1, TANSEN MARG, NEW DELHI-110001, PURSUANT TO THE ORDER OF THE HON'BLE HIGH COURT OF DELHI DATED 22<sup>ND</sup> DAY OF MAY, 2013.

**Present at the Meeting:**

- Mr. Arvind Gupta** Advocate, Chairperson appointed by the Hon'ble High Court of Delhi for the meeting of Secured Creditors.
- Mr. H.C.Pandey** Advocate, Alternate Chairperson appointed by the Hon'ble High Court of Delhi for the meeting of Secured Creditors.

**In Attendance:**

- Mr. Rajeev Bhardwaj, Court Officer Scrutineer
- Mr. Vijender Kumar, Court Officer Scrutineer

Representatives of M/s Alankit Assignments Limited, Registrar and Share Transfer Agent ("RTA") of Applicant Company-1 who verified the attendance slips, proxy forms and outstanding amount of the secured creditors who had come to attend the meeting

**Chairperson:**

Mr. Arvind Gupta, Chairperson took the Chair.

**Quorum:**

The required quorum fixed by Hon'ble High Court of Delhi was 2 secured creditors representing 20% in the value of the total secured debt of the Applicant Company-1. It was also directed by the Hon'ble Court that if the Quorum is not present in the meeting, the meeting would be adjourned for 30 minutes and the persons present (either by proxy or authorised representative or in person) in the meeting would be treated as proper quorum. The reliance is placed on Para 21 of the order dated May 22, 2013 wherein it was directed that:

*"It is also directed that if the Quorum is not present in the meeting, then the meeting would be adjourned for 30 minutes and thereafter the persons present in the meeting, who would not be less than two, would be treated as the quorum."*

Since the required quorum both in number and value were present the meeting was called to be in order. 5 Secured Creditors of Applicant Company-1 were present through authorized representative and/or through proxy entitled, in aggregate, to a debt of Rs. 2,10,01,52,605 - (Rupees Two Hundred and Ten Crore One Lac Fifty Two Thousand Six Hundred and Five only) constituting 64.82 % of the total debt of Rs. 3,24,01,52,605 - (Rupees Three Hundred Twenty Four Crore One Lac Fifty Two Thousand Six Hundred Five only) owed by Applicant Company-1 to its secured creditors as on 31<sup>st</sup> March, 2013.

**Proceedings:**

In the presence of the requisite quorum the Chairperson, Mr. Arvind Gupta, Chairperson called the meeting to order.

**Declaration of Proxies:**

The Chairperson noted that the Company had received requisite Proxy forms / Authorisation letters from all the Proxies and Authorised Representatives who were



present in the meeting.

**Welcome Address:**

The Chairperson welcomed the gathering and with the approval of the gathering, took the Notice and Scheme of Arrangement as read in view of the fact that a copy of the Notice and the Scheme of Arrangement had been individually served on each of the secured creditor and a notice of the meeting of the secured creditors was also published in the newspapers Indian Express (English) and Jansatta (Hindi) on 20<sup>th</sup> June, 2013.

**Consideration and Polling on the Scheme of Arrangement:**

The Chairperson took up for consideration by the meeting the approval of the Scheme of Arrangement between HCL Infosystems Limited, HCL System Integration Limited, HCL Care Limited, HCL Learning Limited and HCL Infocom Limited is being proposed in accordance with the terms set out thereunder.

The following resolution was read by the Chairperson for consideration and polling by the members:

**"RESOLVED THAT** the Scheme of Arrangement between HCL Infosystems Limited, HCL System Integration Limited, HCL Care Limited, HCL Learning Limited and HCL Infocom Limited and their respective shareholders and creditors ("the Scheme") placed before the meeting be and is hereby approved subject to the said Scheme being sanctioned by the Hon'ble High Court of Delhi at New Delhi under Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956, and such other approvals as may be required".

The Chairperson announced that the voting would be conducted by poll at the same venue. The ballot papers were distributed to the Secured Creditors present in the auditorium. The Chairperson thereafter appointed Mr. Rajeev Bhardwaj and Mr. Vijender Kumar (Court Officials appointed by the order of the Court dated 22<sup>nd</sup> May, 2013), as scrutinizers to scrutinize the ballot forms.

The Chairperson regulated the manner in which the poll was taken. After the poll was taken, the Chairperson declared the meeting to be closed.

The Chairperson gave the ballot boxes to the Scrutineers' who counted the votes and submitted their report on the poll to the Chairperson. The Ballot Papers, Scrutineers' Report, Attendance Slips and Proxies were all handed over to the Chairperson. The Chairperson declared the results of the polling as under:

S. No.	Particulars	Number	Value of debt (Rs.)
1.	Total number of Secured Creditors who attended the meeting	5	210,01,52,605
2.	Total number of persons who abstained/disallowed from voting	0	0
3.	Total number of people who cast the vote at the said Meeting (including duplicate votes)	5	210,01,52,605
4.	Votes found invalid	0	0
5.	Number of valid votes cast	5	210,01,52,605
6.	Total votes cast in favour	5	210,01,52,605
7.	Total votes cast against	0	0

<b>Percentage of Votes casted in favour out of the total votes casted</b>	<b>100 %</b>	210,01,52,605
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On the basis of the aforesaid results of the voting, the Chairperson declared that the Resolution adopting the Scheme of Arrangement between HCL Infosystems Limited, HCL System Integration Limited, HCL Care Limited, HCL Learning Limited and HCL Infocom Limited is being proposed has been approved unanimously by the Secured Creditors of the (Applicant Company-1) who attended and validly voted at the Meeting.

There being no other business, the meeting concluded with a vote of thanks to the Chair.



**(Chairperson appointed for the meeting of the  
Secured Creditors of the Applicant  
Company-1)**

Dated this 26<sup>th</sup> day of July, 2013