



Ref: NSE/LIST/204355-U

May 17, 2013

The Company Secretary
HCL Infosystems Limited
806, Siddharth, 96, Nehru Place,
New Delhi – 110019.

Kind Attn.: Mr. Sushil Kumar Jain

Dear Sir,

Sub: Observation letter for Scheme of Arrangement between HCL Infosystem Limited and HCL System Integration Limited and HCL Care Limited and HCL Learning Limited and HCL Infocom Limited

We are in receipt of the draft Scheme of Arrangement between 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.

We have perused the draft Scheme of Arrangement and the related documents/details submitted by HCL Infosystems Limited including the confirmation of the Company Secretary that the scheme so submitted does not in any way violate, over-ride or circumscribe the provisions of the Securities Laws or the Stock Exchange requirements.

Pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013, the Exchange had forwarded the said draft scheme to SEBI for their comments. SEBI has vide letter dated May 16, 2013, has commented as follows:

“a. The Company shall duly comply with various provisions of the Circular and

b. The Company to display on their website the information submitted with respect to the CA Certificate and the updated financials of the Company.”

Accordingly, we do hereby convey our ‘No-objection’ with limited reference to those matters having a bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Company to file the scheme with Hon’ble High Court.

However, the Exchange reserves its rights to withdraw this No-objection approval at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

Yours faithfully,
For National Stock Exchange of India Ltd.

1 Kamlesh Patel
2 Manager

Encl : a/a