

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 Thirty Fourth (34th) Annual General Meeting of the members of HCL Infosystems Limited will be held on Tuesday, 29th September, 2020 at 10:00 A.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses. The venue of the meeting shall be deemed to be the registered office of the Company at 806, Siddharth, 96, Nehru Place, New Delhi-110 019.

ORDINARY BUSINESS(S):

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2020, including the audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2020 including the audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon be and are hereby received, approved, and adopted."

2. To appoint a Director in place of Mr. Dilip Kumar Srivastava (DIN 06847137), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Dilip Kumar Srivastava (DIN 06847137) Director retiring by rotation, in accordance with the Articles of Association of the Company and being eligible for re-appointment be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS (S):

3. **Re-appointment of Ms. Ritu Arora (DIN: 07019164) as an Independent Director**

To consider, and if thought fit, to pass, the following Resolution as a **Special Resolution(s)**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Ritu Arora (DIN: 07019164), Independent Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from 6th April, 2020 till 5th April, 2025 and whose office shall not be liable to retire by rotation".

"RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto".

4. **Authorization to sell certain properties held in the name of the Company**

To consider, and if thought fit, to pass, the following Resolution as a **Special Resolution(s)**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable Sections of the Companies Act, 2013 read with Companies (Management and Administration) Rules 2014 (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary and also subject to approval given by the bankers of the Company, the approval of members of the Company be and is hereby accorded to sell the below mentioned properties held in the name of Company on such terms and conditions and in such manner as the Board may in its absolute discretion decide or as it may deem fit in the interest of the Company:

S. No.	Location	Address	Category
1	Noida	E-1,2,3,4,5,6,33,34,35,36,37,38, Sector 11, Noida, Gautham Budh Nagar, UP-201301	Industrial
2	Mumbai	Gala no. 305, 306, C-wing, 3 rd floor, Boomerang, Chandivali, Andheri (E), Mumbai – 400072.	Commercial
3	Hyderabad	GF, FF & SF, Plot No. 44, HCL Towers Dwarkadas Colony, Chikoti Gardens, Begumpet, Hyderabad - 500 016	Commercial
4	Mumbai	3 rd Floor, Udyog Bhawan, Walchand Hirachand Marg, Ballard Estate, Mumbai 400001	Commercial
5	Mumbai	Flat No. 202, Second Floor, Juhu Seashell, A.B. Nair Road, Juhu, Mumbai, Maharashtra-400049	Residential
6	Mumbai	603, 6 th Floor, Vishwashanti, Off J P Road, Rayalsavid Link Road, Opposite Nana-Nani Park, Seven Bungalow, Andheri (W) Mumbai, Maharashtra- 400058	Residential
7	Pantnagar	Plot No. 1,2,27 & 28, Sector-5, IIE – Pantnagar, Distt U.S. Nagar, Uttarakhand, PIN- 263145	Industrial
8	Pondicherry	RS no. 107/5,6 & 7 & 108/9-15, Sedarapet main road, Sedarapet, Pondicherry – 605111	Industrial
9	Mohali	Plot number, IT-C3, Sector-67, SAS Nagar Mohali-160062-Punjab	IT
10	Hyderabad	Plot No. 42-49, Hardware Park, Srisailam Highway, Village Kancha Imarat, Madal Mehshwaram, Distt. Rangareddy, Hyderabad, Telangana-500069	IT
11	Pondicherry	SPL. A2 Situated In Industrial Estate, Thattanchanvadi, Pondicherry - 605009	Industrial
12	Chennai	VB No. 25, 5 th Floor, Sekar Plaza, No. 29, First Main Road, United India Colony, Kodambakkam, Chennai-600024	Residential
13	Chennai	D12 & D12-B SIDCO Ambattur Industrial Estate Chennai- 600058	Industrial
14	Mumbai	402, 4 th Floor, Manish Commercial Complex, Plot No 248(a), Dr. Annie Besant Road, Worli, Mumbai-400030	Commercial

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. Kapil Kapur, CFO, Mr. V.K. Bahl, Vice President, Mr. Alok Sahu, Vice President and Mr. Sushil Kumar Jain, Company Secretary be and are hereby severally authorized to accept the offer, to convey the acceptance of the same to the proposed buyer, to sign and execute all agreements, deeds and documents, to take all necessary actions and to decide and settle all matters including negotiation, receipt of the payment from the buyer and payment of brokerage charges as may arise in this regard and to do all such acts as may be required in this regard without any further consent or approval of shareholders or otherwise to the intent that the members have given their approval thereto expressly by the authority of this resolution.”

5. Authorization to surrender Company’s Plot located at Plot No 1-9, Sunrise City IT Park, Anandapur, Nonadanga, Kolkata to IT Department Kolkata

To consider, and if thought fit, to pass, the following Resolution as a **Special Resolution(s)**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable Sections of the Companies Act, 2013 read with Companies (Management and Administration) Rules 2014 (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary and also subject to approval given by the bankers of the Company, the approval of members of the Company be and is hereby accorded to surrender Company’s leasehold Plot located at Plot No 1-9, Sunrise City IT Park, Anandapur, Nonadanga, Kolkata to IT Department Kolkata on such terms and conditions and in such manner as the Board may in its absolute discretion decide or as it may deem fit in the interest of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Mr. Kapil Kapur, CFO, Mr. V.K. Bahl, Vice President, Mr. Alok Sahu Vice President and Mr. Sushil Kumar Jain, Company Secretary be and are hereby severally authorized to convey the same to the IT department of Kolkata, to sign and execute all agreements, deeds and documents, to collect payment from IT department Kolkata, to take all necessary actions and to decide and settle all matters as may arise in this regard.”

6. Amendment of the Employee Stock Option Scheme 2000 (Scheme 2000) and Employee Stock Based Compensation Plan 2005 (Scheme 2005) by inserting the "Amendment and Termination clause"

To consider, and if thought fit, to pass, the following Resolution as a **Special Resolution(s)**:

"RESOLVED THAT, pursuant to the provisions of Companies Act, 2013, SEBI (Share Based Employee Benefit) Regulations, 2014 and provisions contained in the Memorandum of Association and the Articles of Association of the Company, such other rules, regulations, notifications, guidelines and laws applicable in this regard approval of members of the Company be and is hereby accorded to amend the Employee Stock Option Scheme 2000 (Scheme 2000) and Employee Stock Based Compensation Plan 2005 (Scheme 2005) by inserting the following "Amendment and Termination clause:

Amendment and Termination of Scheme:

"The Board of Directors in its absolute discretion from time to time can amend, alter or terminate the Scheme or any Grant on the terms and conditions thereof provided, that no amendment, alteration and termination in any Grant previously made may be carried out, to the extent possible, which would impair or prejudice the rights of the Employee without the consent of the concerned Employee.

Further, under the SEBI Guidelines, the Company may by special resolution in a general meeting vary the terms of the ESOP offered pursuant to an earlier resolution of the shareholders but not yet Exercised by the employee provided that it is not prejudicial to the interest of the option holders."

"RESOLVED FURTHER THAT Mr. Kapil Kapur, CFO and/or Mr. Sushil Kumar Jain, Company Secretary of the Company be and are hereby severally authorized to take all necessary actions in this regard including taking decision in relation to the process of amendment and termination of the Schemes."

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

**Date: 6th August, 2020
Place: Noida**

**Sd/-
Sushil Kumar Jain
Company Secretary
ACS No 8917**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 3 to 6 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on 6th August, 2020 considered that the special business under Item Nos. 3 to 6, being considered unavoidable, be transacted at the 34th AGM of the Company.
2. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 34th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 34th AGM shall be the Registered Office of the Company.

The Company has appointed National Securities Depositories Limited ("NSDL"), who will be providing facility for remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM.

3. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 34th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 34th AGM through VC/OAVM Facility and e-Voting during the 34th AGM.
4. Since the AGM will be held through VC/OAVM Facility, the Attendance slip, Proxy form and the Route Map are not annexed in this Notice.
5. Members may join the 34th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 9:30 a.m. IST i.e. 30 minutes before the time scheduled to start the 34th AGM and the window for joining the VC/OAVM Facility will remain open till the closure of the meeting.
6. Attendance of the members participating in the 34th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, 24th September, 2020 to Tuesday, 29th September, 2020 (both days inclusive) for the purpose of Annual General Meeting.
8. 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,

Jhanewalan Extension,

New Delhi-110055

Phone : 011-42541234, 011-23541234

Fax : 011-23552001

Email : rt@alankit.com

Website : www.alankit.com

9. 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.
10. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
11. 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.
12. Pursuant to applicable provisions of Sections 124 and 125 of the Companies Act, 2013, as notified by the Ministry of Corporate affairs as on 5th September, 2016 read with Investor Education and Protection Fund Authority (Accounting,

Audit, Transfer and Refund) Rules 2016 as amended from time to time, the Company has transferred unpaid/ unclaimed dividend along with the Shares. There is no unpaid/unclaimed dividend pending for transfer to IEPF account.

13. 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 regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the Remote e-voting services provided by NSDL, on all resolutions to be transacted at the 34th AGM and facility for those members participating in the 34th AGM to cast vote through e-voting services during the 34th AGM.
14. 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 available for inspection during the AGM.
15. 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.
16. The members of the Company had approved the appointment of M/s. BSR & Associates LLP, Chartered Accountants (FRN – 116231W/W- 100024), as the Statutory Auditors at the thirty first (31st) AGM of the Company till thirty sixth (36th) AGM of the Company. In accordance with, on 7th May, 2018 by the Ministry of Corporate Affairs, the requirement of ratification of appointment of Statutory Auditors by members at every AGM is no longer required.

DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs

17. In compliance with MCA Circular No. 20/2020 dated 5th May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report), the Annual Report for FY 2019-20 and Notice of AGM are being sent only in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
18. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Registrar and Share Transfer Agent, M/s. Alankit Assignments Limited at info@alankit.com. Members are requested to submit request letter mentioning the Folio No. and Name of Shareholder along with scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card for updation of email address. Members holding shares in dematerialized mode are requested to register / update their email addresses with their Depository Participants.
19. In line with the MCA Circulars and SEBI Circular, the Notice of the 34th AGM along with the Annual Report for FY 2019-20 will be available on the website of the Company at www.hclinfosystems.com, on the website of BSE Limited at www.bseindia.com, on the website of NSE at www.nseindia.com and also on the website of NSDL at www.evoting.nsdl.com.

INSTRUCTION FOR MEMBERS FOR REMOTE E-VOTING AS UNDER

The remote e-voting period begins on Saturday, 26th September, 2020 at 09:00 A.M. and ends on Monday, 28th September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- I. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- II. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- III. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing ID as login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e. Cast your vote electronically.

HCL INFOSYSTEMS

IV. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

V. Your password details are given below:

- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- iii. How to retrieve your 'initial password'?
 - a) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - b) If your email ID is not registered, please follow steps mentioned below in process for those members whose email ids are not registered.

VI. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password click on:

- i. "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- ii. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

VII. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

VIII. Now, you will have to click on "Login" button.

IX. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- I. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- II. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- III. Select "EVEN" of the Company.
- IV. Now you are ready for e-Voting as the Voting page opens.
- V. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and "Confirm" when prompted.

- VI. Upon confirmation, the message "Vote cast successfully" will be displayed.
- VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager or Ms Pallavi Mhatre Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: evoting@nsdl.co.in or AmitV@nsdl.co.in or pallavid@nsdl.co.in or at telephone nos. : +91-22-24994360 or +91-99202 64780 or +91-22-24994545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's email address cosec@hcl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 34th AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company cosec@hcl.com
- b. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self attested scanned copy of the PAN Card, to the email address of the Company cosec@hcl.com

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- 1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- 2. Members are encouraged to join the Meeting through Laptops for better experience.
- 3. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- 4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at (company email id) at cosec@hcl.com
- 6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cosec@hcl.com. The same will be replied by the company suitably.
- 7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

As the AGM is being conducted through VC / OAVM, members are encouraged to express their views /send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at cosec@hcl.com to enable smooth conduct of proceedings at the AGM. Questions / Queries received by the Company on or before Tuesday, 22nd September, 2020 on the aforementioned e-mail id shall only be considered and responded to during the AGM.

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at cosec@hcl.com on or before Tuesday, 22nd September, 2020. Those Members who have registered themselves as



HCL INFOSYSTEMS

a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- a. The procedure for e-Voting on the day of the 34th AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members, who will be present in the 34th AGM through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 34th AGM.
- c. The Members who have casted their vote through remote e-Voting will be eligible to attend the 34th AGM. However, they will not be eligible to vote at the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of AGM shall be the same person mentioned for Remote e-Voting.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and all the documents referred to in the accompanying Notice of the 34th AGM and the explanatory statement shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com/>.

OTHER GUIDELINES FOR MEMBERS

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
2. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cutoff date of 22nd September, 2020.
3. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 34th AGM by email and holds shares as on the cut-off date i.e. 22nd September, 2020, may obtain the User ID and password by sending a request to the Company's email address cosec@hcl.com. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
4. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
5. Mr. Vineet K. Chaudhary, partner of VKC & Associates, Practicing Company Secretary (Membership No. F5327) and in case of his failure, Mr. Mohit K Dixit, Practicing Company Secretary (Membership No. A49021), has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
6. During the 34th AGM, the Chairman shall, after entertaining the questions raised by the members in advance or during the concurrence of the 34th AGM, formally invite the members to cast their vote electronically on the resolutions as set out in the Notice of the 34th AGM. On completion of the voting, the meeting shall stand concluded.
7. The Scrutinizer shall after the conclusion of e-Voting at the 34th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 34th AGM, who shall then countersign and declare the result of the voting forthwith.
8. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.hclinfosystems.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of

Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and NSE, Mumbai.

9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
10. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 34th AGM, forms integral part of the Notice of the 34th AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.

ANNEXURE TO THE NOTICE

Explanatory Statement [Pursuant to Section 102(1) of the Companies Act, 2013]

The following explanatory statement sets out all material facts relating to various Business including Special Business of the accompanying Notice of the Annual General Meeting to be held on 29th September, 2020.

ITEM NO. 3

Re-appointment of Ms. Ritu Arora (DIN: 07019164) as an Independent Director of the Company

Ms. Ritu Arora was appointed as an Independent Director of the Company by the members at the 29th AGM of the Company held on 19th November, 2015 for a period of five consecutive years i.e. from 6th April, 2015 up to 5th April, 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and Board of Directors and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Arora, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 6th April, 2020 till 5th April, 2025.

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Ms. Arora fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her reappointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Arora as an Independent Director setting out terms and conditions shall be available for inspection upon login at NSDL e-voting system at www.evoting.nsdl.com

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Arora as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Ms. Arora as an Independent Director for another term of five consecutive years with effect from 6th April, 2020 till 5th April, 2025, for the approval by the shareholders of the Company.

Except Ms. Ritu Arora, being an appointee and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM. Ms. Arora is not related to any Director of the Company

ITEM NO. 4

Authorization to sell certain properties held in the name of the Company

There are multiple office properties which are lying vacant as the company is not utilizing these properties after change in business requirements, but the company continues to spend money on maintenance of the property. The Company is taking approval from Banks for monetization of immovable properties, the proceeds of which shall be solely utilized to pay off part of debts of the Company and thereby reducing the cost of finance.

HCL INFOSYSTEMS

As per Section 180(1)(a) of the Companies Act, 2013, any sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the shareholders by way of a special resolution. An undertaking shall mean an undertaking in which the investment of the company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the company during the previous financial year.

As per the audited accounts of the Company for the financial year 2019-20, the Company's consolidated net worth is negative. Accordingly, Board recommends passing of Special Resolution in relation with in principal approval of shareholders for selling the below mentioned properties:

S. No.	Location	Address	Category
1	Noida	E-1,2,3,4,5,6,33,34,35,36,37,38, Sector 11, Noida, Gautham Budh Nagar, UP-201301	Industrial
2	Mumbai	Gala no. 305, 306, C-wing, 3 rd floor, Boomerang, Chandivali, Andheri (E), Mumbai – 400072.	Commercial
3	Hyderabad	GF, FF & SF, Plot No. 44, HCL Towers Dwarkadas Colony, Chikoti Gardens, Begumpet, Hyderabad - 500 016	Commercial
4	Mumbai	3 rd Floor, Udyog Bhawan, Walchand Hirachand Marg, Ballard Estate, Mumbai 400001	Commercial
5	Mumbai	Flat No. 202, Second Floor, Juhu Seashell, A.B. Nair Road, Juhu, Mumbai, Maharashtra-400049	Residential
6	Mumbai	603, 6 th Floor, Vishwashanti, Off J P Road, Rayalsavid Link Road, Opposite Nana-Nani Park, Seven Bungalow, Andheri (W) Mumbai, Maharashtra- 400058	Residential
7	Pantnagar	Plot No. 1,2,27 & 28, Sector-5, IIE – Pantnagar, Distt U.S. Nagar, Uttarakhand, PIN-263145	Industrial
8	Pondicherry	RS no. 107/5,6 & 7 & 108/9-15, Sedarapet main road, Sedarapet, Pondicherry – 605111	Industrial
9	Mohali	Plot number, IT-C3, Sector-67, SAS Nagar Mohali-160062-Punjab	IT
10	Hyderabad	Plot No. 42-49, Hardware Park, Srisailam Highway, Village Kancha Imarat, Madal Mehshwaram, Distt. Rangareddy, Hyderabad, Telangana-500069	IT
11	Pondicherry	SPL. A2 Situated In Industrial Estate, Thattanchanvadi, Pondicherry - 605009	Industrial
12	Chennai	VB No. 25, 5 th Floor, Sekar Plaza, No. 29, First Main Road, United India Colony, Kodambakkam, Chennai-600024	Residential
13	Chennai	D12 & D12-B SIDCO Ambattur Industrial Estate Chennai- 600058	Industrial
14	Mumbai	402, 4 th Floor, Manish Commercial Complex, Plot No 248(a), Dr. Annie Besant Road, Worli, Mumbai-400030	Commercial

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM.

ITEM NO. 5

Authorization to surrender Company's Plot located at Plot No 1-9, Sunrise City IT Park, Anandapur, Nonadanga, Kolkata to IT Department Kolkata

The Company had taken plot No 1-9, Sunrise City IT Park, Anandapur, Nonadanga, Kolkata (the land) from IT department Kolkata on lease in 2007. The Company had started construction on the land in 2010, however due to slow down of Company's Business in IT sector during 2010-11 and other infrastructure related issues in relation with the land the construction had to be stopped. The plot is lying vacant since then. As per the terms of lease, the lessee is liable to return the land to the lessor at the same cost if the lessee does not want to construct or fails to complete the project within the stipulated period (5 years) as prescribed by IT department of West Bengal. However, as informed by the Lessor, they may deduct 10% of the cost of land at the time of surrender.

The proceeds to be received by lessor shall be solely utilized to pay off part of debts of the Company and thereby reducing the cost of finance.

As per Section 180(1)(a) of the Companies Act, 2013, any sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the shareholders by way of a special resolution. An undertaking shall mean an undertaking in which the investment of the company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the company during the previous financial year.

As per the audited accounts of the Company for the financial year 2019-20, the Company's consolidated net worth is negative. Accordingly, Board recommends passing of Special Resolution in relation with the surrender of the land to IT department Kolkata.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM.

ITEM NO. 6

Amendment of the Employee Stock Option Scheme 2000 (Scheme 2000) and Employee Stock Based Compensation Plan 2005 (Scheme 2005) by inserting the "Amendment and Termination clause"

The shareholders of the Company have approved Employee Stock Option Scheme 2000 (Scheme 2000) and Employee Stock Based Compensation Plan 2005 (Scheme 2005) (hereinafter referred to as "ESOP Schemes") in the extra ordinary general meeting held on 25th February, 2000 and through postal ballot respectively, the result whereof was declared on 13th June, 2005.

As per the ESOP Schemes, exercise of options is permitted upto a period of 5 years from the date of vesting. At present all the options have been exercised/lapsed/forfeited and there is no outstanding balance for both the Schemes. Further there is no such plan for further grant in the schemes.

Hence, the Board recommends passing of shareholders' approval in relation to amend the schemes by inserting "Amendment and Termination Clause" in the ESOP Schemes:

Amendment and Termination of Scheme:

"The Board of Directors in its absolute discretion from time to time can amend, alter or terminate the Scheme or any Grant on the terms and conditions thereof provided, that no amendment, alteration and termination in any Grant previously made may be carried out, to the extent possible, which would impair or prejudice the rights of the Employee without the consent of the concerned Employee.

Further, under the SEBI Guidelines, the Company may by special resolution in a general meeting vary the terms of the ESOP offered pursuant to an earlier resolution of the shareholders but not yet Exercised by the employee provided that it is not prejudicial to the interest of the option holders."

The Board, therefore, recommends to amend the ESOP Schemes so that the Schemes can be terminated.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM.



HCL INFOSYSTEMS

PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

Name of Director	Ms. Ritu Arora	Mr. Dilip Kumar Srivastava
Date of Birth	05/05/1973	10/01/1960
Age (years)	47 years	60 years
Date of Appointment	06/04/2015	21/03/2014
Nationality	Indian	Indian
Qualifications	PGDM from S.P. Jain Institute of Management and Research, ICWAI and BCOM(Hons)	MSW (HR & IR)
Expertise in specific functional area	Ms. Ritu Arora is a senior professional with a career spanning 24 years. Ms. Arora has extensive leadership experience in domestic and international capital markets, corporate finance, strategy etc. As an economy specialist she has deep appreciation of emerging global and domestic macro-economic trends and their business impact. Ms. Arora has held key leadership responsibilities in leading multinationals including Investment management and governance, P&L strategy, corporate finance, Strategic tie ups, merger and acquisitions, treasury, procurement etc.	Mr. Dilip Kumar Srivastava has been associated with HCL for many years. Nestle, Tata and L&T are some of the other major organizations that he has worked with. At HCL, he has been one of the key drivers of its transformation journey, and is passionate about empowering every HCL employee to optimize his or her capabilities and performance, and build a dynamic, future-ready organization. Mr. Srivastava is an architect of several unique and innovative HR practices and is the driving force behind several groundbreaking people practices in the area of coaching, training and skill development.
Directorships held in other Companies as on date	<ul style="list-style-type: none"> - Allianz Investment management Singapore - Bajaj Allianz Financial Distributors Limited - Bajaj Allianz General Insurance Company Limited - Bajaj Allianz Life Insurance Company Limited - Bajaj Allianz Staffing Solutions Limited 	<ul style="list-style-type: none"> - HCL Infotech Limited - Digilife Distribution and Marketing Services Limited - HCL Learning Limited - HCL TalentCare Private Limited
Membership/ Chairmanship in Committees of other companies as on date	<p>Bajaj Allianz Life Insurance Company Limited</p> <ul style="list-style-type: none"> - Audit Committee (Member) - Corporate Social Responsibility Committee (Member) - Investment Committee (Member) - Nomination and Remuneration Committee (Member) - Policyholders' Protection Committee (Member) - Risk Management Committee (Member) - Share Allotment Committee (Member) <p>Bajaj Allianz General Insurance Company Limited</p> <ul style="list-style-type: none"> - Audit Committee (Member) - Corporate Social Responsibility Committee (Member) - Investment Committee (Member) - Nomination and Remuneration Committee (Member) - Policyholders' Protection Committee (Member) - Risk Management Committee (Member) - Share Allotment Committee (Member) 	<p>HCL TalentCare Private Limited</p> <ul style="list-style-type: none"> - Corporate Social Responsibility Committee (Member) - Borrowing Committee (Member)
Number of shares held in the Company as on date	NIL	NIL
Relationship with other Directors/ Manager and other KMP	Ms. Arora does not have any relationship with other Directors or KMP	Mr. Srivastava does not have any relationship with other Directors or KMP
No. of Board Meeting attended during the year	7 out of 9	9 out of 9

Mr. Dilip Kumar Srivastava is interested in the Ordinary Resolution set out at item No. 2 of the Notice with regard to his re-appointment. The relatives of Mr. Dilip Kumar Srivastava may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out under the item no. 2 of the Notice