

10<sup>th</sup> August, 2023

To

<b>The General Manager</b> Department of Corporate Relations BSE Limited Sir Phiroze Jeejeebhoy Towers Dalal Street Fort Mumbai 400 001	<b>The Vice President</b> Listing Department The National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai 400 051
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**Sub: Outcome of Board Meeting as per Regulation 30 read with Part A of Schedule III as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-Appointment of Additional Non-Executive Independent Director**

**Symbol: NSE : HCL-INSYS**  
**BSE (For Physical Form): 179**  
**BSE (For Demat Form): 500179**

Dear Sirs,

Pursuant to Regulation 30 of the Listing Regulations, it is hereby informed that based on the recommendation of the Nomination and Remuneration Committee of the Board, the Board of Directors of the Company in their meeting held today i.e., 10<sup>th</sup> August, 2023, have appointed Mr. C.V. Raghu and Mr. Kirti Kumar Dawar as Additional Non-Executive Independent Director, not liable to retire by rotation, for a first term of five consecutive years, subject to the approval by the Members of the Company in the forthcoming annual general meeting.

Currently, there are six directors on the Board of Company, out of which, four are Independent Directors. As per provisions of Companies Act, 2013, Independent Director may hold office for maximum of two consecutive terms on the Board of Company. The second term of Mr. Kaushik Dutta and Ms. Sangeeta Talwar, Independent and non-executive Director (existing directors) will be over on 31<sup>st</sup> March 2024. As per the requirement of regulation 17 (1) (1E) of Listing Regulations, the Company is required to fill the vacancy due to expiration of the term of office of any Director not later than the date such office is vacated i.e. 31<sup>st</sup> March 2024 to maintain minimum number of director as mentioned in regulation 17 (1)(C) of Listing regulations.

Mr. C.V. Raghu was the Group General Counsel (Global Role), Motherson Group. He drove the Legal, Secretarial, Regulatory, Compliance and Governance processes across the globe for the Group. He has rich and varied experience for nearly over three decades in the legal domain that encompasses a diverse set of industries including large business conglomerates like the Max Group, American Express, Hindustan Unilever. He has served on several Boards & Committees since 1998 and also been on the Advisory Board of various Institutions. He holds bachelor's degree in science, LLB from Delhi University and P.G. Diploma in industrial relation and personnel management from Sardar Patel College of communication & Management, New Delhi.

**HCL INFOSYSTEMS LTD.**

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Mr. Kirti Kumar Dawar worked in the Corporate Sector with Shriram Refrigeration Ltd., now SIEL a Charat Ram Group Co., from 1974 to 1983. Afterwards, he became an entrepreneur and is currently managing Jaishree Exports, a Star Export House, exporting rice and other products. He has over 45 years of rich experience in international trade, finance, and investment management. He has an excellent mix of corporate & entrepreneurship world. He holds a master's degree in economics from Delhi University and LLB from Faculty of Law, Delhi University.

Both directors have the background and experience the company needs given the current state of the business and its future plans.

These appointments will ensure an overlap for a few boards meetings and give the new directors a chance to benefit from the experience and expertise of all the current board members.

The relevant details of the captioned appointment, as per the requirements of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 are given in the enclosed Annexure A.

The meeting of the Board of Directors commenced at 12:15 P.M. and concluded at 4:30 P.M.

We request you to take the same on record.

Very Truly Yours,  
**For HCL Infosystems Limited**

**Komal Bathla**  
**Company Secretary & Compliance Officer**

**Annexure A**

Disclosures as per the Listing Regulations and SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015:

<b>S.No</b>	<b>Particulars</b>	<b>Details</b>	
<b>1</b>	Name of Director	Mr. C.V. Raghu	Mr. Kirti Kumar Dawar
<b>2</b>	Reason for change	Appointment as an Additional Non-Executive Independent Director, not liable to retire by rotation, for a first term of five consecutive years, subject to the approval by the Members of the Company.	Appointment as an Additional Non-Executive Independent Director, not liable to retire by rotation, for a first term of five consecutive years, subject to the approval by the Members of the Company.
<b>3</b>	Date of appointment	10 <sup>th</sup> August, 2023	10 <sup>th</sup> August, 2023
<b>4</b>	Term of appointment	10 <sup>th</sup> August, 2023 to 9 <sup>th</sup> August 2028	10 <sup>th</sup> August, 2023 to 9 <sup>th</sup> August 2028
<b>5</b>	Brief Profile (In case of appointment)	Mentioned above	Mentioned above
<b>6</b>	Relationship Inter-se Directors / Key Managerial Personnel	Not related to any Directors/ Key Managerial Personnel of the Company.	Not related to any Directors/ Key Managerial Personnel of the Company.
<b>7</b>	Information as required under Circular No. NSE/CML/2018/24 dated June 20, 2018 issued by NSE	Mr. C.V. Raghu is not debarred from holding office of a director by virtue of any SEBI order or any other such authority	Mr. Kirti Kumar Dawar is not debarred from holding office of a director by virtue of any SEBI order or any other such authority