

HCL INFOSYSTEMS LIMITED

CIN- L72200DL1986PLC023955

Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi-110 019,

Corporate Office: A-11, Sector-3, Noida - 201301

Telephone: +91-120-2520977, 2526518, 2526519, Fax No.:+91-120-2523791

Website: www.hclinfosystems.in, Email: cosec@hcl.com

NOTICE

NOTICE is hereby given that the 36th (Thirty Sixth) Annual General Meeting of the members of HCL Infosystems Limited ("the Company") will be held on **Wednesday, 21st September 2022 at 10:00 A.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")** to transact the following businesses:

ORDINARY BUSINESS(ES):

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March 2022, together with 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 2022 including the audited Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement 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 re-appoint Mr. Pawan Kumar Danwar (DIN 06847503), 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 in accordance with the provision of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Pawan Kumar Danwar (DIN 06847503) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To re-appoint M/s BSR & Associates LLP, Chartered Accountants (FRN – 116231W/W-100024) as Statutory Auditors of the Company for Second term and in this regard, pass the following resolution as an **Ordinary Resolution(s)**:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company accorded at their respective meetings held on 9th August 2022, M/s. BSR & Associates LLP, Chartered Accountants (FRN – 116231W/W-100024), be and is hereby re-appointed as the Statutory Auditors of the Company for second term for a period of 5 (five) consecutive years, who shall hold office from the conclusion of this 36th (Thirty Sixth) Annual General Meeting until the conclusion of the 41st (Forty First) Annual General Meeting of the Company, at such remuneration as set out in the Statement annexed hereto."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter, enhance or widen the remuneration payable to the Statutory Auditors, for the said tenure, pursuant to the recommendation of the Audit Committee"

"RESOLVED FURTHER THAT the Board of Directors (which term shall include any committee of the Board authorized in this regard) be and are hereby also authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this Resolution and to settle any question or difficulty in connection herewith and incidental hereto."

SPECIAL BUSINESS:

4. **Approval for the Remuneration to be paid to Mr. Raj Kumar Sachdeva, Manager of the Company.**

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

"RESOLVED THAT pursuant to Section 197, 198, Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) ("the Act") and subject to other necessary approval(s), consent(s), or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to pay the remuneration, on the basis of his existing terms and conditions, as recommended by Nomination and Remuneration and the Board of Directors at their respective meetings



HCL INFOSYSTEMS

held on 9th August 2022 and as set out in the explanatory statement annexed hereto, to Mr. Raj Kumar Sachdeva, Manager of the Company."

"RESOLVED FURTHER THAT the remuneration as set out in the explanatory statement be paid as minimum remuneration to Mr. Raj Kumar Sachdeva notwithstanding that in any financial year of the Company during his tenure as Manager, the Company has made no profits or profits are inadequate."

"RESOLVED FURTHER THAT any Director, CFO and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this resolution and to settle any question or difficulty in connection herewith and incidental hereto."

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

**Date: 9th August 2022
Place: Noida**

**Komal Bathla
Company Secretary & Compliance Officer
ICSI Membership No. ACS 41455**

Notes:

1. The Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 2/2022 dated May 5 2022 (hereinafter, collectively referred as the "MCA Circulars") read with the SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (hereinafter, collectively referred as the "SEBI Circulars" and together with the MCA Circulars referred as the "Circulars") has allowed companies to conduct their annual general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), thereby, dispensing with the requirement of physical attendance of the members at their AGMs and accordingly, the 36th Annual General Meeting (the "AGM" or the "36th AGM" or the "Meeting") of HCL Infosystems Limited (the "Company") will be held through VC or OAVM in compliance with the Circulars, the relevant provisions of the Companies Act, 2013 (as amended) (the "Act") and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
2. 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 CIRCULARS, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 36th AGM (THE "NOTICE").**

However, in pursuance of Section 113 of the Act, representatives of the corporate members may be appointed for the purpose of voting through remote e-Voting, for participation in the 36th AGM through VC/OAVM Facility and e-Voting during the 36th AGM. Institutional Members (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through e-mail at vkpc.pcs@gmail.com with a copy marked to evoting@nsdl.co.in. or upload the same by clicking "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login. Further details in this regard are annexed separately and form part of this Notice.

4. Since the 36th AGM will be held through VC/OAVM Facility, no Route Map is being provided with the Notice. The deemed venue for the 36th AGM shall be the Registered Office of the Company.
5. In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
6. Statement pursuant to Section 102 of the Act and the rules made thereunder setting out the material facts and the reasons for each item of Special Business is annexed hereto. The recommendation of the Board of Directors of the Company (the "Board") in terms of Regulation 17(11) of the Listing Regulations for each item of Special Business, which are considered unavoidable by the Board, is also provided in the said Statement

Necessary disclosures as required under Regulation 36(5) of the Listing Regulations are also included as a part of the Statement to the Notice.

Necessary information of the Director and Manager as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice.

The Statement read together with the Annexures hereto and these notes form an integral part of this Notice.

7. The Members may join the 36th AGM through VC/OAVM 15 minutes before the scheduled time to start the AGM by following the procedure as mentioned below and the window for joining the VC/OAVM Facility will remain open till the closure of the meeting.
8. Attendance of the members participating in the 36th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, 16th September 2022 to Wednesday, 21st September 2022 (both days inclusive) for the purpose of Annual General Meeting.
10. 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,
 Jhandewalan Extension,
 New Delhi-110055
 Phone : 011-42541234, 011-23541234
 Fax : 011-23552001
 Email : rta@alankit.com
 Website : www.alankit.com

11. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019, except in case of transmission or transposition of securities. In this regard, SEBI vide its Press Release No. 12/2019 dated March 27, 2019 clarified that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor desirous of transferring shares which are held in physical mode after April 1, 2019 could do so only after the shares are dematerialized. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 fixed March 31, 2021 as the cut-off date for relodgement of transfer deeds. Accordingly, the shares that were re-lodged for transfer (including those requests that are pending with the Company / RTA) were allowed to be issued only in demat mode. In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has now decided that, with immediate effect, listed companies shall issue the securities in dematerialized form only, while processing investor service request pertaining to issuance of duplicate share certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificates, endorsement, sub-division/splitting/consolidation of share certificates, transmission and transposition. The securities holder/claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which along with the said SEBI Circular dated January 25, 2022, can be downloaded from the Company's website, i.e. www.hclinfosystems.in under the tab "Investor > Shareholder Reference".

Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerialized form.

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, 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 36th AGM and facility for those members participating in the 36th AGM to cast vote through e-voting services during the 36th AGM.

14. Members, seeking any information with regard to the financial statements 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.
15. 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.
16. During the 36th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 36th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 36th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the closure of the 36th AGM.
17. 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.

18. DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDS

In compliance with Circulars, the Notice along with the Annual Report of the Company for the financial year 2021-22, are being sent only in electronic mode, to Members whose e-mail address is registered with the Company or Share Transfer Agent ("RTA"), M/s. Alankit Assignments Limited or the Depository Participant(s). The Notice of the 36th AGM along with the Annual Report for the financial year 2021-22 will be available on the website of the Company at www.hclinfosystems.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.

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 ("RTA"), M/s. Alankit Assignments Limited at info@alankit.com. Members are requested to submit request letter mentioning the Folio No. and Name of Member 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. PROCEDURE FOR ATTENDING THE AGM THROUGH VC OR OAVM

Members will be able to attend the AGM through VC or OAVM or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-Voting login credentials and selecting the EVEN of the Company.

Further details in this regard are annexed separately and form part of this Notice.

20. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), read together with the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has engaged the services of NSDL to provide remote e-Voting facility and e-Voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting.

The instructions to cast votes through remote e-Voting and through e-Voting system during the AGM are annexed separately and form part of this Notice.

The remote e-Voting period will commence on Sunday, September 18, 2022 (9:00 A.M. IST) and will end on Tuesday, September 20, 2022 (5:00 P.M. IST). During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date, i.e., Wednesday, September 14, 2022, may cast their votes by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

Only those Members who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may

attend the Meeting but shall neither be allowed to change it subsequently nor cast votes again during the Meeting and accordingly, their presence shall also be counted for the purpose of quorum under Section 103 of the Act. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Wednesday, September 14, 2022 being the cut-off date**, are entitled to vote on the Resolutions set forth in the Notice. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date. **A person who is not a member as on the cut-off date, i.e., Wednesday, September 14, 2022 should treat this Notice for information purpose only.**

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. The Scrutinizer shall after the conclusion of e-Voting at the 36th 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 two (2) working days from the conclusion of the 36th AGM, who shall then countersign and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.hclinfosystems.in 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 stock exchanges and depositories. The result shall also be displayed at the registered as well as corporate office of the Company.

Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice / the resolutions forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e., Wednesday, September 21, 2022.

Members holding shares in physical mode or whose e-mail addresses are not registered, may cast their votes through e-Voting system, after registering their e-mail addresses by sending the following documents to the Company at cosec@hcl.com or to the RTA at info@alankit.com:

- (i) Scanned copy of a signed request letter, mentioning the name, folio number / demat account details & number of shares held and complete postal address;
- (ii) Self-attested scanned copy of PAN Card; and
- (iii) Self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone Bill/ Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding.

Members, who hold shares in physical mode and already having valid e-mail addresses registered with the Company / the RTA, need not take any further action in this regard.

21. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS:

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 Wednesday, 14th September, 2022 on the aforementioned e-mail id shall only be considered and responded 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 Wednesday, 14th September, 2022. Those Members who have registered themselves as 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.

22. 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 all the documents referred to in the accompanying Notice of the 36th AGM and the explanatory statement shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com/>.

23. KYC and Nomination Facility

In order to enhance the ease of doing business for investors in the securities market, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, read together with the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 (hereinafter, collectively referred as the "SEBI KYC Circulars") mandated furnishing of PAN, full KYC details and Nomination by the holders of physical securities. The Company has intimated the concerned security holders about the folios which are incomplete in terms of the SEBI KYC Circulars. The folios wherein the required details are not available shall be frozen in the manner and timelines given in the SEBI KYC Circulars.

Further, in terms of the SEBI KYC Circulars, the securities in the frozen folios shall be eligible for payment including dividend only through electronic mode, in the manner and timelines given therein. The payment shall be made electronically upon complying with the relevant requirements of the SEBI KYC Circulars.

Accordingly, Members are hereby requested to kindly comply with the SEBI KYC Circulars.

ANNEXURE TO THE NOTICE**Explanatory Statement [Pursuant to Section 102 of the Companies Act, 2013]**

The following explanatory statement sets out all material facts relating to businesses including Special Business of the accompanying Notice of the Annual General Meeting to be held on Wednesday, 21st September 2022.

ITEM NO. 3

Pursuant to the provisions of Section 139 of the Companies Act, 2013, an audit firm can act as auditors for a maximum tenure of two terms of 5 consecutive years. M/s. BSR & Associates LLP, Chartered Accountants (FRN – 116231W/W-100024) (BSR), the Statutory Auditors of the Company were appointed as Auditors of the Company by the Members to hold office till the conclusion of the 36th (Thirty-Sixth) AGM.

The first term of BSR as Statutory Auditors of the Company shall come to an end upon conclusion of the ensuing AGM. Board of Directors, in the meeting held on 9th August, 2022, on the recommendation of Accounts and Audit Committee, has recommended the re- appointment of M/s. BSR & Associates LLP, Chartered Accountants (FRN – 116231W/W-100024) as Statutory Auditors of the Company for second term to hold office from the conclusion of 36th (Thirty Sixth) AGM until the conclusion of the 41st (Forty- First) AGM.

While considering the re-appointment of BSR as Statutory Auditors, the Audit Committee and Board of Directors evaluated the firm on various parameters including but not limited to independence, competence, technical capability, overall audit approach and governance standards and found BSR suitable for this appointment and accordingly, recommend the same.

BSR has consented to the proposed reappointment and also confirmed their eligibility for the same. They have further confirmed that their reappointment, if made, would be within the limits laid down by or under the authority of the Act. They have also confirmed that they are not disqualified for the proposed reappointment under the Act, including under Section 141 of the Act, the Chartered Accountants Act, 1949 and the rules and regulations made thereunder.

The proposed remuneration to be paid to BSR for conducting statutory audit of the Company for the financial year ending 2022-23 is ₹ 38 Lakhs (exclusive of applicable taxes and out of pocket expenses, if any). Further, the Board of Directors, on the recommendation of the Audit Committee, shall decide the remuneration of BSR as Statutory Auditors for the remaining part of its tenure.

In addition to the statutory audit, the Company may also obtain certifications from BSR under various statutory regulations and other permissible non-audit services as required from time to time, for which their remuneration shall be approved by the Audit Committee, in accordance with the provisions of Sections 142 and 144 of the Act.

Brief Profile of BSR

M/s BSR & Associates LLP, Chartered Accountants is registered with the Institute of Chartered Accountants of India (FRN – 116231W/W-100024). The Firm has around 180+ Partners/Directors in audit and 4500+ people in audit. The firm has offices in 14 cities. The firm has been engaged in statutory audits of various largest companies.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of this Notice for approval of Members.

ITEM NO. 4

The Board of Directors, in the meeting held on 9th August 2022, on the recommendation of Nomination and Remuneration Committee, given its approval to revise the remuneration as stated below, of Mr. Raj Kumar Sachdeva, Manager of the Company, under the applicable provisions of Companies Act, 2013, subject to approval of members of the Company. The Board had also approved to pay this remuneration as minimum remuneration in case of inadequacy of profits and no profits:

(Amount in Rs.)

(a) Particulars	From 1 st July 2021 till 30th June, 2022	Proposed remuneration from 1 st July 2022
Basic Salary	81,250/- per month	86,938/- per month
House Rent Allowance	50% of Basic	50% of Basic
Flexible Benefit Basket	2,93,635/- per month	3,14,480/- per month
Performance Linked Bonus	13,00,000/- per annum	13,91,000/-per annum
Contribution to Provident Fund	12% of the Basic Salary, as per the provision of the Employees Provident Fund and Miscellaneous Provision Act, 1952	12% of the Basic Salary, as per the provision of the Employees Provident Fund and Miscellaneous Provision Act, 1952
Contribution to Superannuation Fund	NA	NA
Contribution to National Pension Scheme	NA	NA
Gratuity	As per the provisions of the Payment of Gratuity Act, 1972	As per the provisions of the Payment of Gratuity Act, 1972
Medical Insurance	50,000/- per annum	79,360/- per annum
Company Car leased scheme	NA	NA
Long Term Incentive Plan (Enterprise Value Creator)	20,00,000 50% i.e 10,00,000 Tranche I- Payable in July 2022 50% i.e 10,00,000 Tranche II- Payable in July 2023	20,00,000 50% i.e 10,00,000 Tranche I- Payable in July 2022 50% i.e 10,00,000 Tranche II- Payable in July 2023
Company driver has been provided	NA	NA

(All the above perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost.)

- (b) Any increment in salary, perquisites, allowances and remuneration by way of incentives/bonus/performance linked incentive payable to Mr. Sachdeva, as per the policy/practice of the Company, shall be in addition to Remuneration under (a) above
- (c) **Reimbursement of expenses:** Expenses incurred for travelling, boarding and lodging during business trips and other facilities for performance of official duties shall be reimbursed at actuals and not considered as perquisites

MINIMUM REMUNERATION

The above remuneration (including perquisites) shall be paid to Mr. Raj Kumar Sachdeva, Manager of the Company as the minimum remuneration in the event of absence or inadequacy of profits in any financial year of the Company during the tenure of Mr. Sachdeva.

OTHER TERMS AND CONDITIONS

- a) He is not entitled for any sitting fees for attending Board/ Committee Meetings.
- b) The appointment may be terminated by the Company or by Mr. Raj Kumar Sachdeva, Manager of the Company by giving not less than two months' prior notice in writing.

The Company is in compliance to the following conditions stipulated under Clause (B) of Section II of Part II of Schedule V of Companies Act, 2013.

- Mr. Sachdeva was not having any interest in the capital of the Company or its holding company or any of its subsidiary companies directly or indirectly or through any other statutory structures and was not having any direct or indirect interest or related to the directors or promoters of the Company or its holding company or any of its subsidiary companies at any time during the last two years before or on the date of appointment; and
- Mr. Sachdeva is commerce graduate from Delhi University and a Chartered Accountant and has expert and specialized knowledge in the field of his profession



HCL INFOSYSTEMS

The information required under Clause (B) of Section II of Part II of Schedule V of Companies Act, 2013 is annexed hereto as Annexure – A.

The Board of Directors recommends the resolution as set out at Item No. 4 as a Special Resolution for the approval of the Members.

Save and except Mr. Sachdeva and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

Annexure: A

Statement of information for the Members pursuant to Section II of Part II of Schedule V of Companies Act, 2013:

1. GENERAL INFORMATION

- Nature of the industry: HCL Infosystems is an IT System Integration and Solutions company.
- Date or expected date of commencement of commercial production: The Company is in business since 1986.
- In case of new companies, expected date commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
- Financial performance based on given indicators as per audited financial results for the year ended 31st March 2022:

Standalone basis	INR in Crores
Sales & Other Income	37.56
Profit after tax as per Profit & Loss Account	24.43
Retained Earnings	(1,696.45)
Net worth	(220.40)
Consolidated basis	INR in Crores
Sales & Other Income	110.98
Profit after tax as per Profit & Loss Account	24.97
Retained Earnings	(1,702.64)
Net worth	(215.11)

- Foreign investments or collaborations, if any: The Company has two overseas step-down subsidiary companies. The names and other financial details about these subsidiaries have been disclosed in Schedules to the Balance Sheet forming part of Annual Report of the Company

2. INFORMATION ABOUT MR. RAJ KUMAR SACHDEVA

- Background details: Mr. Sachdeva has been associated with HCL Infosystems since 2019. As a global finance leader with 26 years of industry experience, Mr. Sachdeva has extensive experience with global companies including corporate governance, establishing a solid foundation of compliances and internal controls, mergers and acquisitions, financial operations, financial accounting and reporting. He has a proven track record of being a business partner, partnering with IT experts, implementing digital tools. He is a commerce graduate from Delhi University and a Chartered Accountant.
- Past Remuneration: As mentioned above
- Job Profile and his suitability, award and recognition: The role of Mr. Sachdeva as Manager of the Company includes overall responsibility for day-to-day business activity of the Company. He is instrumental in deliverables of existing projects and collection of receivables from customers. Keeping in view his working with the Company he is eminently suitable for the present position. He is the key person in strategic decision making
- Remuneration proposed & reasons and justification for payment of remuneration beyond the said limit: The terms of the remuneration proposed to be paid to Mr. Sachdeva have been specified in the explanatory statement of the resolution
- Comparative remuneration profile with respect to industry, size of the company, profile of the position and person. The remuneration proposed to be paid to Mr. Sachdeva is in line with remuneration of Managers of other companies, keeping in view his job profile, the size and operations of the Company.
- Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Sachdeva is not related to any Director or Managerial Personnel of the Company. He does not have any

pecuniary relationship directly or indirectly with the Company or its managerial personnel, other than drawing his remuneration from the Company in the capacity of Manager

3. OTHER INFORMATION

- Reasons of loss or inadequate profits: Our Systems Integration and Solutions business continued to face delays in customer acceptance and sign-offs on project completion from certain customers, particularly those in the power sector, resulting in delays in recovering receivables. Also as the company continued to provide support to these customers ,the Company is incurring higher cost which is increasing the operational losses.
- Steps taken or proposed to be taken for improvement: Focus of the Company is to take actions/ initiatives that can help reduce operational losses, debt and finance cost
- Expected increase in productivity and profits in measurable terms: Presently focus of the Company is on reduction of operational cost and to rationalize the businesses of Company.

Details of Directors seeking Re-appointment at the Annual General Meeting/Approval of Managerial Remuneration
[In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard-2 on General Meetings

Name of Director/Manager	Mr. Pawan Kumar Danwar(Director)	Mr. Raj Kumar Sachdeva(Manager)
Director Identification Number (DIN)	06847503	NA
Date of Birth	07/07/1966	19-07-1972
Age	56 years	50 years
Date of first Appointment	21/03/2014	1/05/2021
Nationality	Indian	Indian
Qualification(s)	CA & CS	CA
Number of Shares held	NA	NA
Expertise in specific functional areas/brief resume	Working as President & Chief Finance Officer of HCL Corporation Private Limited and honorary Chief Finance Officer of Shiv Nadar Foundation, India's leading philanthropic initiatives for nation building through transformational leadership. He brings over 33 years of vast experience to HCL. His association with the HCL Group spans over 27 years and he has served in different operational and strategic finance profiles within HCL, such as Business Finance, Corporate Restructuring, Acquisition & Business Integration, Treasury, Planning & Strategy, Commercial, Business Development, Secretarial, Legal & Corporate Compliance and Investor Relationship. He has not only been instrumental in shaping different financial strategies for HCL but he has also been associated with various new business initiatives	Working as Manager of HCL Infosystems Limited. He has been associated with HCL Infosystems since 2019. As a global finance leader with 25 years of industry experience, Raj has extensive experience with global companies including corporate governance, establishing a solid foundation of compliances and internal controls, mergers and acquisitions, financial operations, financial accounting and reporting. He has a proven track record of being a business partner, partnering with IT experts, implementing digital tools. Raj is a commerce graduate from Delhi University and a Chartered Accountant.
Other Directorship(s)	<ul style="list-style-type: none"> - Digilife Distribution and Marketing Services Limited - Shiv Nadar AIC Research Foundation - HCL Healthcare Private Limited - SSN Incubation Foundation 	Nil
Committee Positions in other Public Companies	NIL	Nil

Name of Director/Manager	Mr. Pawan Kumar Danwar(Director)	Mr. Raj Kumar Sachdeva(Manager)
Number of Board meetings attended	7 out of 7	7 out of 7
Remuneration drawn / terms & conditions of appointment	NA	As mentioned above
Relationships between Directors inter-se and other Key Managerial Personnel	Mr. Danwar has no relation with other Directors/Manager and other KMP	Mr. Sachdeva has no relation with other Directors and other KMP

THE FOLLOWING INSTRUCTIONS SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF 36th ANNUAL GENERAL MEETING OF HCL INFOSYSTEMS LIMITED

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, September 18, 2022 at 9:00 A.M. and ends on Tuesday, September 20, 2022 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 14, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 14, 2022.

Any person who acquires equity shares of the Company and becomes a Member after dispatch of the Notice of the AGM and holds shares as on the cut-off date i.e. Wednesday, September 14, 2022, may obtain the login Id and password for e-Voting, by sending a request to NSDL at evoting@nsdl.co.in or to the Company at cosec@hcl.com

Members who are already registered with NSDL for e-Voting, can use their existing password for login.

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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as