

11.03.2026**To,**

The General Manager Department of Corporate Relations Bombay Stock Exchange Ltd. P.J. Towers, Dalal Street Mumbai-400 001	The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400051
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Symbol: NSE: HCL-INSYS
BSE (For Physical Form): 179
BSE (For Demat Form): 500179

Subject: Submission of Postal Ballot Notice**Reference: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

This is in furtherance to our disclosure dated February 13, 2026, wherein HCL Infosystems Limited ("the Company") informed about the appointment of Mr. Gaurav Bhalla as the Manager and Key Managerial Personnel of the Company for a period of five years with effect from May 1, 2026, subject to the approval of the shareholders.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice of the Company along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Notice**"), seeking the approval of the Members of the Company for the resolution forming part of the Notice.

In accordance with Section 110 of the Companies Act, 2013 and in compliance with circular no. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 10/2021 dated June 23, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), the notice is being sent to all the members whose name appears in the Register of Members/Beneficial Owners as on **Monday, March, 09th 2026** ("Cut-off date"). The Company has engaged services of National Securities Depository Limited ("NSDL") for the purpose of providing e-voting facility to all its members. The e-voting will commence from **Sunday, March 15th, 2026, 09:00 AM** and shall end on **Monday, April 13th, 2026, 05:00 PM**. The result of postal ballot will be declared on or before **Wednesday, April 15th, 2026**. The above information will also be made available on the website of the Company at www.hclinfosystems.in.

You are requested to take the same on record.

For and on behalf of:
HCL Infosystems Limited

Twinkle Monga
Company Secretary & Compliance officer
Membership No: A-54882

HCL INFOSYSTEMS LIMITED

CIN - L72200DL1986PLC023955

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

Corporate Office: A-11, Sector 3, Noida-201 301 (U.P.)

Telephone: +91 120 2520977, 2526518, 2526519

Website: www.hclinfosystems.in.

Email: cosec@hclinfosystems.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of sections 108, 110 and other applicable provisions of the Companies Act, 2013 (as amended from time to time) (“**Act**”) read with the Companies (Management and Administration) Rules, 2014 (as amended from time to time) (“**Rules**”), general circular number nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 10/2021 dated June 23, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), the regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) read with circular numbered SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (“**SEBI Circular**”) and the provisions of Secretarial Standard-2 issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable provision of the other applicable laws, rules, regulations, circulars and notifications (including any statutory modification, re-enactment, amendment thereof, for the time being in force), that the resolution appended below, be passed by the members of HCL Infosystems Limited (“**HCLI /Company**”) as on the cut-off date (as mentioned here below in the notice) through postal ballot (“**Postal Ballot**”) only by way of remote e-voting for the following special resolution.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons / rationale pertaining to the said resolution is annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice.

In terms of the requirements specified in the MCA Circular, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Monday, March, 09th 2026** (‘**cut-off date**’) and whose e-mail addresses are registered with the Company/ Depositories.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Act read with the rules framed thereunder and the MCA Circular, the manner of voting on the proposed Resolutions is restricted to e-voting only i.e. by casting votes electronically instead of submitting postal ballot forms. The communication of assent / dissent of the Members will take place through the remote e-voting system only. In compliance with the provisions of the Act read with the Rules framed thereunder and the Listing Regulations, the Company is providing the remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of National Services Depository Limited (‘**NSDL**’) as an authorized agency providing the e-voting facility. The instructions for remote e-voting are provided in this Postal Ballot Notice. This Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited (‘**BSE**’) at www.bseindia.com and National Stock Exchange of India Limited (‘**NSE**’) at www.nseindia.com and on the website of NSDL at www.nsdl.com.

The remote e-voting period shall commence at 9.00 a.m. (IST) on **Sunday, March 15th, 2026**, and shall end at 5.00 p.m. (IST) on **Monday, April 13th, 2026**. Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process before the end of the e-voting period. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

The last date of the e-voting is **Monday, April 13th, 2026**, on which the resolution shall be deemed to be passed, if votes are cast in favor of the resolution not less than three times the number of votes cast against the resolution. The Scrutinizer will submit its report to the Chairman of the Board, or any other person authorized by the Chairman and the result will be announced within two working days from the conclusion time of e-voting.

The e-voting facility will be available during the following period through National Securities Depository Limited (“NSDL”) e-voting facility:

Cut-off date for eligibility to e-vote	Monday, March 09, 2026
Commencement of e-voting	Sunday, March 15th, 2026, 09:00 AM
Conclusion of e-voting	Monday, April 13th, 2026, 05:00 PM

The board of directors have appointed CS Vineet K Chaudhary, Managing Partner of M/s VKC & Associates, Practicing Company Secretary having membership No F5327 and CP No 4548 and in case of his failure, CS Mohit K Dixit having membership no F12361 and CP No 17827 Partner of M/s VKC & Associates, Practicing Company Secretary, 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.

SPECIAL BUSINESS:

Item no. 1: Appointment of Mr. Gaurav Bhalla as a Manager for a period of five years with effect from May 01,2026.

To consider and pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, 2(51), 2(53) read with Schedule V and all other applicable provisions of the Companies Act, 2013 (**“the Act”**) , the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (**“the Rules”**) (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, all other approval(s) or sanction(s) as may be required in this regard and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, approval of members of the Company be and is hereby accorded for appointment of Mr. Gaurav Bhalla as Manager (designated as **“Manager”**), of the Company and further designated as Key Managerial Personnel (**“KMP”**) of the Company for a period of five (5) years effective from May 01,2026 on the terms and conditions and remuneration for the initial period of one (1) year as detailed set out in the explanatory statement annexed to the notice be and is hereby approved.

RESOLVED FURTHER 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 remuneration as mentioned in the explanatory statement be paid as minimum remuneration to Mr. Gaurav Bhalla for the initial period of one (1) year as Manager during which the Company has no profits or its 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 and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

Date: 13.02.2026

Place: Noida

By order of the Board of Directors

For **HCL Infosystems Limited**

Sd/-

Twinkle Monga
Company Secretary and Compliance Officer
ACS- 54882

CIN: L72200DL1986PLC023955

Registered Office:

806, Siddharth, 96, Nehru Place, New Delhi-110 019

Website: www.hclinfosystems.in

NOTES:

1. In terms of the Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the General Circular No.14 /2020 dated April 8, 2020; General Circular No. 17 /2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020; General Circular No. 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 8, 2021; General Circular No. 3/2022 dated May 5 , 2022; General Circular No . 11/2022 dated December 28, 2022; General Circular No. 9/2023 dated September 25, 2023; General Circular No. 9/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA Circulars"), SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circulars"), the Company to take all decisions requiring members' approval, other than items of ordinary business(es) where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, without holding a general meeting. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company/RTA or Depository/Depository Participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in accordance with the MCA and SEBI Circulars.
2. Hence, in accordance with the MCA and SEBI Circulars, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reason for the proposed resolution is annexed herewith and forms part of this Notice.
4. Brief profile and other additional information pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are also annexed to the Notice.
5. The postal ballot notice dated **Friday, February 13th, 2026**, together with accompanying documents is being sent to the members whose names appear on the Register of members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on close of business hours on **Monday March 9th, 2026** ("the Cut-off Date").
6. The Notice shall also be uploaded on the website of the Company (www.hclinfosystems.in), on the website of NSDL (www.evoting.nsdl.com) and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com) respectively.
7. Pursuant to the provisions of Sections 110 and 108 of the Act, the relevant MCA and SEBI Circulars, and other applicable provisions of the Act, if any, read with the Companies (Management and Administration) Rules, 2014, the assent or dissent of the Members in respect of the resolution contained in this Notice is being obtained through remote e-voting only. Members are requested to note that, pursuant to the MCA Circulars, voting can be exercised only through the e-voting facility.
8. The voting period begins on **Sunday, March 15th 2026 at 9:00 A.M.** and ends on **Monday, April 13th 2026 at 5:00 P.M.** During this period, Members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Monday, March 9th, 2026**, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter.
9. Voting Rights in the Postal Ballot/ e-voting cannot be exercised by a proxy.
10. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number ("PAN") and KYC details by every participant in the securities market vide its Circulars dated March 16, 2023, and November 17, 2023. Members holding shares in electronic form are, therefore, requested to submit the PAN details 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/ Company's Registrar and Share Transfer Agent, M/s Alankit Assignments Limited at rta@alankit.com.
11. The Resolution, if passed by the members, through postal ballot will be deemed to be passed as if it has been passed at a General Meeting.
12. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The Scrutinizer will, after the conclusion of remote e-voting, scrutinize the votes cast through remote e-voting and submit his report to the Chairman or a person authorized by him upon completion of the scrutiny. The results of the voting by Postal Ballot will be announced by the Chairman or a person duly authorized by him on or before **Wednesday**,

April 15th, 2026, and will also be displayed on the Company’s website at www.hclinfosystems.in, besides being communicated to the stock exchanges, the depository, and the Registrar and Share Transfer Agent on the same date. The material documents referred to in the explanatory statement will be available for inspection at the Company’s registered office in Delhi on all working days from the date of dispatch of the notice up to the date of declaration of result of postal ballot. The relevant documents will also be made available on the website of the Company during the abovementioned period. Members seeking to inspect such documents can also send an e-mail to cosec@hclinfosystems.com from their registered e-mail address mentioning their names, Folio Numbers, DP ID and Client ID during the voting period.

13. 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 at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice-President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022-48867000.

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 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"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. 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. 3. 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 4. 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 shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the Evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 IDEAS 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.

4. 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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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. a .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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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 also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vkpc.pcs@gmail.com with a copy marked to evoting@nsdl.com and cosec@hclinfosystems.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. 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.
3. 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 at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice-President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

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 resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cosec@hclinfosystems.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cosec@hclinfosystems.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Appointment of Mr. Gaurav Bhalla as a Manager for a period of five years with effect from May 01, 2026.

The Board of Directors of your Company on the recommendation of the Nomination and Remuneration Committee (“**the Committee**”), approved the appointment of Mr. Gaurav Bhalla as the Manager of the Company further designated as Key Managerial Personnel (KMP) for a period of five years effect from 1st May 2026 on the terms and conditions and remuneration for the initial period of one (1) year stated below.

REMUNERATION

The remuneration (including variation in any components of the remuneration) payable shall be determined by the Board of Directors, from time to time, within the maximum limits as set forth below:

a. Salary (including HRA, allowances, bonus, perquisites, Insurance, long-term incentive, variable pay, etc. up to Rs.57,26,417/- (Rupees fifty-seven lakhs twenty-six thousand four hundred and seventeen only) per annum.

Company’s contribution to gratuity payment as per the rules enforced by the government or ministry from time to time and, encashment of leave, medical benefits as per Company policy shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

b. Any increment in salary, perquisites, allowances and remuneration by way of incentives/bonus/performance linked incentive payable to Mr. Gaurav Bhalla, 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. Gaurav Bhalla as the minimum remuneration in the event of absence or inadequacy of profits for the initial period of 1 year (from 1st May 2026 to 30th April 2027).

The remuneration payable to Mr. Gaurav Bhalla as Manager as may be varied/alterd /revised within the said overall limit, in such manner as may be required during the aforesaid initial period of 1 year.

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

1. Mr. Gaurav Bhalla does not hold any interest in the capital of the Company, its holding company, or any of its subsidiary companies, either directly or indirectly or through any other statutory structures. He has also not had any direct or indirect interest in, or relationship with, the Directors or Promoters of the Company, its holding company, or any of its subsidiary companies at any time during the two years preceding or on the date of his appointment.
2. Mr. Gaurav Bhalla is a Chartered Accountant and possesses expert and specialized knowledge in his field of profession. He is not disqualified from being appointed as Manager in terms of the applicable provisions of the Act. It is hereby confirmed that, as on date, he is not related to any other Director of the Company. The resolution, read together with the explanatory statement, may be treated as the written memorandum setting out the terms of appointment of Mr. Gaurav Bhalla pursuant to Section 190 of the Companies Act, 2013.
3. He is not disqualified from being appointed as Manager in terms of the applicable provision of the Act. It is hereby confirmed that, as on date, he is not related to any other director of the Company.

The Board of Directors recommends the resolution as set out at Item No. 01 as a Special Resolution for the approval of the Members.

Save and except Mr. Gaurav Bhalla 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. 01.

Statement of Information for the Members pursuant to Section II of Part II of Schedule V of the Companies Act 2013, is given below in respect of appointment of Mr. Gaurav Bhalla.

GENERAL INFORMATION

- a) **Nature of the industry:** HCL Infosystems Limited is an IT System Integration and Solutions Company.
- b) **Date or expected date of commencement of commercial production:** The Company is in business since 1986.
- c) **In case of new Companies, expected date commencement of activities as per project approved by financial institutions appearing in the prospectus:** NA
- d) Financial performance based on given indicators as per audited financial results for the year ended 31st March 2025:

Mar'25	INR in Lakhs
Standalone basis	
Sales & Other Income	1,084.35
Profit after tax as per Profit & Loss Account	-2,185.14
Retained Earnings	-1,93,795.06
Net worth	-29,260.95
Consolidated basis	
Sales & Other Income	5,007.86
Profit after tax as per Profit & Loss Account	-2,110.92
Retained Earnings	-1,76,799.13
Net worth	-29,097.76

Foreign investments or collaborations, if any: The Company has one overseas step-down subsidiary Company.

2. INFORMATION ABOUT MR. GAURAV BHALLA

- a) **Background details:** Mr. Gaurav Bhalla has been associated with HCLI since 2012. He is a global finance leader with around 20 years of experience in Financial Planning and Analysis, Business Finance, Accounts, Mergers and Acquisitions, and Corporate Governance. He has extensive experience in managing statutory audits of listed entities, consolidation of financial results, and risk assessment. He also possesses experience of working with multiple ERP systems.
- b) **Past Remuneration:** There is no change in the past remuneration and current remuneration of Mr. Gaurav Bhalla.
- c) **Job Profile and his suitability, award and recognition:** The role of Mr. Gaurav Bhalla 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 work with the Company he is eminently suitable for the present position. He is the key person in strategic decision making.
- d) **Remuneration proposed & reasons and justification for payment of remuneration beyond the said limit:** The terms of the remuneration proposed to be paid to Mr. Gaurav Bhalla have been specified in the explanatory statement of the resolution
- e) **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. Gaurav Bhalla is in line with remuneration of Managers of other Companies, keeping in view his job profile, the size and operations of the Company.
- f) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Mr. Gaurav Bhalla 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

a) Reasons for loss or inadequate profits:

The Company's business has continued to face challenges in obtaining timely customer acceptance and signoffs for completed projects, leading to delays in receiving payments. As a result, there is no significant progress in recovering outstanding receivables from customers.

Due to multiple legal measures to recover our dues from the customers and legacy issues, significant effort and

cost are being incurred on compliance, legal and legacy matters. Consequently, the Company continues to incur higher expenses towards legal cost along with other operational costs including manpower expenses, thereby contributing to the operational losses reflected in the financials.

b) **Steps taken or proposed to be taken for improvement:** Focus of the Company is to take actions/ initiatives that can help reduce operational losses.

c) **Expected increase in productivity and profits in measurable terms:** Presently the focus of the Company is on reduction of operational costs wherever possible.

IV. Disclosures

Mr. Gaurav Bhalla is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

Details in terms of Secretarial Standard on General Meetings (SS-2), in respect of the Manager seeking appointment/re-appointment:

Name of Director/Manager	Mr. Gaurav Bhalla (Manager)
Director Identification Number (DIN)	NA
Date of Birth (age in years)	04 th February, 1979, aged 47 years
Date of first Appointment	01/05/2026
Nationality	Indian
Qualification(s)	Chartered Accountant
Experience	Around 20 years
Details of shareholding in the Company (In case of listed entity including shareholding as beneficial owner)	Nil
Expertise in specific functional areas / brief resume	As mentioned above
Other Directorship(s)	Nil
Chairman/Member of the Committee of the Board of Directors of Company	Nil
Committee Positions in other Public Companies	Nil
Number of Board meetings attended	NA
Terms & conditions of appointment/ re-appointment	As mentioned above
Relationships between Directors inter-se and other Key Managerial Personnel	Not related to any Director and other KMP
Name of Listed Companies from which resigned during last 3 years	Nil
In case of Independent Director Skills & Capabilities required for the role & the manner in which the proposed person meets such requirements	NA