

**17<sup>th</sup> September 2025**

To,

<b>The General Manager</b> Department of Corporate Relations BSE Limited Pheroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001 Symbol: <b>(For Physical Form): 179</b> <b>(For Demat Form): 500179</b>	<b>The Manager</b> Listing Department The National Stock Exchange of India Limited Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C-1, Block G Bandra Kurla Complex, Bandra (East) Mumbai 400 051 Symbol: <b>HCL-INSYS</b>
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**Sub: Proceedings of the 39<sup>th</sup> Annual General Meeting (“AGM”) of HCL Infosystems Limited (“the Company”) held on 17<sup>th</sup> September 2025**

Dear Sir/Madam,

This is to inform you that the 39<sup>th</sup> AGM of the Company was held on Wednesday, 17<sup>th</sup> September 2025 at 10:30 A.M. (IST) through Video Conference ('VC')/Other Audio Visual Means ('OAVM') to transact the business(es) as stated in the AGM Notice dated 6<sup>th</sup> August 2025 ('Notice').

In this regard, please find enclosed the details of the proceedings of the 39<sup>th</sup> Annual General Meeting of the Company in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **marked as an Annexure A.**

You are requested to please take the aforesaid in your record.

Yours Faithfully,

**For HCL Infosystems Limited**

**Twinkle Monga**  
**Company Secretary & Compliance Officer**  
**Membership No: A54882**

## Annexure-A

### SUMMARY OF PROCEEDINGS OF THE 39<sup>TH</sup> ANNUAL GENERAL MEETING OF HCL INFOSYSTEMS LIMITED HELD ON 17<sup>TH</sup> SEPTEMBER 2025, WEDNESDAY AT 10:30 AM (IST) THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS FACILITY.

The 39<sup>th</sup> Annual General Meeting (“**the AGM**”) of the Members of HCL Infosystems Limited (“**the Company**”) was held on Wednesday, 17<sup>th</sup> September 2025 at 10:30 A.M. through Video Conferencing (VC)/ Other Audio Video Means (OAVM).

#### **Directors present through video conference:**

Dr. Nikhil Sinha, Independent Director (Chairperson of Board, Audit Committee and Finance Committee)

Mr. Raghu Venkat Chivukula, Independent Director (Chairperson of NRC Committee)

Mr. Kirti Kumar Dawar, Independent Director (Chairperson of SRC Committee)

Mr. Pawan Kumar Danwar, Non-Independent and Non-Executive Director

Mr. Neelesh Agarwal, Non-Independent and Non- Executive Director

Ms. Rita Gupta, Non-Independent and Non- Executive Director

#### **In attendance:**

Mr. Alok Sahu, Chief Financial Officer

Mr. Raj Kumar Sachdeva, Manager

Ms. Twinkle Monga, Company Secretary and Compliance Officer

#### **Auditors:**

Mr. Ashutosh Ranjan Choudhary of BSR & Associates LLP, Chartered Accountants, Statutory Auditors

Mr. Vineet Chaudhary of VKC & Associates, Company Secretaries, Secretarial Auditors

The statutory registers under the Companies Act, 2013 and all the documents referred to in the accompanying AGM Notice were available at the NSDL e-voting platform for electronic inspection by the members during the AGM.

Total 97 Members attended the AGM as per the records of attendance.

Ms. Twinkle Monga, Company Secretary and Compliance Officer of the Company, welcomed the Members at the AGM and briefed them on the details relating to participation at the AGM. The Company Secretary informed to the Chairman that requisite quorum was present. Quorum being present, the meeting was called to order by the Chairman.

Dr. Nikhil Sinha, Chairman of the Board chaired the AGM and welcomed the members to the 39<sup>th</sup> AGM of the Company and informed the members that that the AGM is being held through VC/OAVM in accordance with the applicable provisions of the Companies Act, 2013 (“the Act”) read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and circulars issued by MCA and SEBI. All the Directors of the Company were present at the AGM. The Chairman introduced the Board members and Key Managerial Personnel who participated in the meeting through Video Conferencing followed by greetings.

The Chairman delivered his speech. As the notice of AGM was made available to all the members, the same was taken as read. The Chairman informed that there was no qualification in the Statutory Audit Report and Secretarial Audit Report and thus, it was taken as read.

The Chairman instructed the Company Secretary to facilitate speaker shareholders for Question & Answer (Q&A) session and to express their views. The Chat box option was also available during the AGM for shareholders. Most of the questions raised by the shareholders were duly answered by the Chairman in the meeting itself and the remaining have been noted and will be answered through e-mail.

The Chairman informed the members that, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the remote e-voting facility to the Members of the Company in respect of the businesses mentioned in the Notice of AGM. The remote e-voting commenced on Sunday, September 14, 2025, at 9:00 A.M. and ends on Tuesday, September 16, 2025, 5:00 P.M. Members who participated in the AGM and did not cast their votes electronically were provided with an opportunity to cast their votes at the meeting.

The following items of business, as per the Notice of AGM, were placed at the meeting:

Item No	Agenda Item	Resolution required (ordinary/special)	Mode of voting
<b>Ordinary Business</b>			
1.	Consideration and adoption of the audited standalone and consolidated financial statements of the Company for the financial year ended 31 <sup>st</sup> March 2025, including the audited Balance Sheet as of 31 <sup>st</sup> March 2025, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote e-voting and e-voting during the AGM
2.	Re-appointment of the Director Mr. Neelesh Agarwal (DIN 00149856), who retires by rotation.	Ordinary	Remote e-voting and e-voting during the AGM
<b>Special Business</b>			
3.	Approval for the remuneration to be paid to Mr. Raj Kumar Sachdeva, Manager of the Company.	Special	Remote e-voting and e-voting during the AGM
4.	Appointment of M/s VKC & Associates, Company Secretaries, as the Secretarial Auditors of the Company.	Ordinary	Remote e-voting and e-voting during the AGM
5.	Material Related Party Transaction of the Company with HCL Capital Private Limited as per the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.	Ordinary	Remote e-voting and e-voting during the AGM

Mr. Vineet K Chaudhary, Managing Partner of M/s VKC & Associates, Company Secretary in whole-time practice was appointed as scrutinizer by the Board of directors for scrutinizing the remote e-voting process and e-voting process at the AGM in a fair and transparent manner.

**HCL INFOSYSTEMS LTD.**

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[www.hcl.com](http://www.hcl.com)

The Chairman further informed the members that the consolidated voting results will be disseminated to the Stock Exchanges on which the Company's shares are listed and will also be made available on the website of the Company and the National Securities Depository Limited within two working days of the conclusion of the AGM.

The Chairman thanked the Directors and shareholders for joining the AGM virtually. The e-voting facility was kept open for 15 minutes to enable the members to cast their vote. He also thanked the members and other attendees for their continued support and for attending and participating at the AGM. The meeting concluded at 11:42 AM. (including the time allowed for e-voting at the AGM.)

The Chairman announced the formal closure of the 39<sup>th</sup> Annual General Meeting of the Company by giving vote of thanks to the members for extending their support to carry out the AGM.