HCL INFOSYSTEMS LTD.
E-4, Sector 11, NOIDA 201 301, U.P., India
Tel: +91 120 2520977, 2526518, 2526519 Fax: +91 120 2525196
Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019. India.
www.hclinfosystems.com
www.hcl.com

14th January, 2013

To
The Secretary,
National Stock Exchange of India Limited,
"Exchange plaza"
Bandra-Kurla Complex,
Bandra (East)
Mumbai-400051

To
The Secretary,
Bombay Stock Exchange Limited,
P.J.Tower
Dalal Street
Fort
Mumbai-400001

Dear Sirs,

Sub : Outcome of meeting of Board of Directors

Dear Sirs,

We wish to inform you that the Board of Directors of the Company has, at its meeting held today, approved the business restructuring option recommended by the Finance Committee, consisting of a Composite Scheme of Arrangement (the Scheme) under the provisions of Section 391 and 394 of the Companies Act, 1956.

The restructuring of the businesses is with the objective of providing focused management orientation to each of the growth areas and to create a leaner organization for the Hardware Solutions Business.

The Scheme inter-alia envisages:

1. Transfer of Hardware Solutions Business of the Company to a wholly owned subsidiary namely HCL System Integration Limited.
2. Transfer of Learning Business of the Company to a wholly owned subsidiary namely HCL Learning Limited.
3. Transfer of Services Business of the Company to a wholly owned subsidiary namely HCL Care Limited.
4. Merger of HCL Infocom, a wholly owned subsidiary with the Company.

The Appointed Date of the aforesaid shall be 1st January, 2013.

It may be noted that the Telecom distribution business would continue to be with the parent HCL Infosystems Limited, while the existing wholly owned subsidiary, Digilife Distribution and Marketing Services Limited, would continue to be engaged in distribution business of non-telecom products.

The Company had appointed various consultants to advise on the matter. The Board has appointed a committee to take all necessary actions for obtaining requisite approvals, to appoint any other consultants as may be necessary and to decide and settle all issues that may arise in this regard.

The Scheme is subject to requisite consent/ approval of the shareholders, lenders, creditors of the Company, and sanction of the Hon'ble High Court of Judicature at Delhi and the permission or approval of any other statutory or regulatory authorities which by law may be necessary for the implementation of the Scheme.

In compliance with clause 24(f) of the Listing Agreement, the Scheme will be submitted to your office for approval before being presented/ filed with the Hon'ble High Court of Delhi.

This is for information of the Stock Exchange and its members.

Please acknowledge receipt.

Thanking you,

Very truly yours,
For HCL Infosystems Limited

Sushil Kumar Jain
Company Secretary