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

10th September, 2012

To,
The Secretary,
National Stock Exchange of India Limited,
"Exchange plaza"
Bandra-Kurla Complex,
Bandra (East)
Mumbai-400 051

To,
The Secretary,
Bombay Stock Exchange Limited,
P.J. Tower
Dalal Street
Fortp
Mumbai-400 001

Dear Sir,

Subject: Abstract of terms of revised remuneration under Section 302 of the Companies Act, 1956- Clause 31

We are enclosing herewith three copies of the Notice under section 302 of the Companies Act, 1956, sent to the Shareholders of the Company, containing an abstract of the revised remuneration to Mr. Harsh Chitale, Whole-time Director and CEO and Mr. J.V. Ramamurthy, Whole-time Director and COO of the Company, approved by the Board of Directors in its meeting held on 23rd August, 2012.

Kindly take the same on your records.

Thanking you,

Very truly yours,
For HCL Infosystems Limited

Sushil Kumar Jain
Company Secretary

Encl: As Above

HCL

HCL INFOSYSTEMS LIMITED

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

To,

The Shareholders of the Company,

Abstract of the terms of remuneration payable to Mr. Harsh Chitale, Whole-time Director and CEO and Mr. J.V. Ramamurthy, Whole-time Director and COO of the Company and Memorandum specifying the interest under section 302 of the Companies Act, 1956

The Board of Directors vide its resolution dated 23rd August, 2012 has, subject to the approval of the Shareholders of the Company approved the revised remuneration payable to Mr. Harsh Chitale, Whole-time Director and CEO and Mr. J.V. Ramamurthy, Whole-time Director and COO of the Company w.e.f. 1st July, 2012 as approved and recommended by the Employees Compensation and Employees Satisfaction Committee at its meeting held on 23rd August, 2012.

As required under section 302 of the Companies Act, 1956, an abstract of the terms of remuneration payable to Mr. Chitale and Mr. Ramamurthy, effective from 1st July, 2012 and Memorandum specifying the nature of the concern or interest of the Directors are given below:

Particulars	Mr. Harsh Chitale	Mr. J.V. Ramamurthy
Designation	Whole-time Director and CEO	Whole-time Director and COO
Basic Salary	Rs. 6,00,000/- per month	Rs. 2,62,000/- per month
House Rent Allowance	80% of Basic Salary	80% of Basic Salary
Flexible Benefit Basket	Rs. 59,71,740/- per annum	Rs. 29,03,773/- per annum
Performance linked Bonus	Rs. 1,41,50,000/- per annum. The final payout will be as approved by the Board/Committee based on achievement of agreed targets.	Rs. 82,00,000/- per annum. The final payout will be as approved by the Board/Committee based on achievement of agreed targets.
Contribution to Provident Fund	12% of Basic Salary, as per the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952	12% of Basic Salary, as per the provisions of the Employees Provident Miscellaneous Provisions Act, 1952 Fund
Contribution to Superannuation Fund	15% of the Basic Salary, as per the Scheme of the Company	15% of the Basic Salary, as per the Scheme of the Company
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	As per the Scheme of the Company	As per the Scheme of the Company

Provided that consequent upon the increase in the basic salary, the perquisites and other allowances linked to basic salary shall also stand revised. There shall be no change in other terms and conditions.

Provided further that the aggregate of the aforesaid salary, perquisites and other benefits, as per the Scheme of the Company applicable to the Whole-time Director, shall not exceed five percent of Company's net profit for the Whole-time Director and the aggregate of remuneration to all Whole-time Directors shall not exceed ten percent of the Company's net profits as provided under the provisions of section 198, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956.

In the event of absence or inadequacy of profits in any financial year, Mr. Chitale and Mr. Ramamurthy shall be paid remuneration by way of salary and perquisites as specified above, subject to the approval of Central Government, if required.

Memorandum of Interest

None of the Directors of the Company, except Mr. Chitale and Mr. Ramamurthy, is concerned or interested in the aforesaid item.

Inspection

The copy of Resolution dated 23rd August, 2012 passed by the Board of Directors and the recommendation made by the Employees Compensation and Employees Satisfaction Committee in respect of the above items may be inspected at the Registered Office of the Company between 11:00 A.M. and 1:00 P.M. from Monday to Friday except public holidays up to the date of the next Annual General Meeting.

Place : Noida
Date : 4th September, 2012

HCL INFOSYSTEMS LTD NOIDA

For HCL Infosystems Limited

Sd/-

Sushil Kumar Jain
Company Secretary