HCL INFOSYSTEMS LTD.
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4th December, 2012

To

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

To

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

Sub: Minutes of Annual General Meeting

Dear Sirs,

Pursuant to the provisions of the Listing Agreement we are enclosing Certified True Copy of the Minutes of Annual General Meeting of the Company held on Wednesday, the 7th November, 2012.

Please acknowledge the receipt.

Thanking you,

Very truly yours,
For HCL Infosystems Limited

Sushil Kumar Jain
Company Secretary

Encl: as above

Minutes of the Twenty Sixth Annual General Meeting of HCL Infosystems Limited held at FICCI Auditorium, 1, Tansen Marg, New Delhi - 110 001 on Wednesday, 7th November, 2012 at 10:30 A.M.

Present:

Mr. Harsh Chitale	-	Whole-time Director & Chief Executive Officer
Mr. J.V. Ramamurthy	-	Whole-time Director
Mr. E.A. Kshirsagar	-	Director
Ms. Anita Ramachandran	-	Director
Mr. D.S. Puri	-	Director
Mr. Nikhil Sinha	-	Director
Mr. Dhirendra Singh	-	Director
Mr. Sandeep Kanwar	-	Chief Financial Officer
Mr. Sushil Kumar Jain	-	Company Secretary

Members : 3797 Members recorded their presence

Proxies : 129 Proxies were recorded

In terms of Article 70 of the Articles of Association of the Company, the Directors present elected Mr. E.A. Kshirsagar as the Chairman of the meeting.

Mr. Kshirsagar took the Chair. He announced the number of shareholders present in the meeting either in person or through proxy and having ascertained the quorum called the meeting to order.

With the permission of the members present, the notice convening the meeting was taken as read. The Auditors' Report on the annual accounts of the Company for the year ended 30th June, 2012 was read out by Mr. Sushil Kumar Jain, Secretary of the Company, on being called upon to do so by the Chairman.

Thereafter, the Chairman proceeded with the business contained in the notice.

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1. Adoption of Annual Accounts for the Financial Year Ended on 30th June 2012

Mr. Ashok Kumar Suri proposed the following resolution as an Ordinary Resolution:

"RESOLVED that the Audited Balance Sheet of the Company as on 30th June, 2012 the Profit and Loss Account and Cash Flow Statement for the financial year ended 30th June, 2012 together with the Auditors' and Directors' Report thereon be and are hereby received, approved, and adopted."

Mr. Chander Shekhar seconded the resolution.

Before putting the resolution to vote, the Chairman invited the members to raise queries, if any, on the resolution. Messrs D.D. Sardana; S. Bhutani; Yash Pal Chopra; Bhisham Chadha; Pawan K. Khemka; Krishanlal Madan; Bhupendra Singh Reen put up various queries/suggestions inter alia, on (i) Issue of Bonus/Rights shares; (ii) Payment of Dividend; (iii) Revenue, Profit and Interest cost; (iv) Potential growth areas etc.

Mr. Harsh Chitale replied to the queries raised by the members.

The resolution was thereafter put to vote by show of hands and passed unanimously.

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CHAIRMAN'S INITIALS

Certified to be True
For HCL Infosystems Ltd.

Sushil Kumar Jain
Company Secretary

2. **Confirmation of Payment of Interim Dividends for the Financial Year 2011-12**

Mr. Bhisham Chadha proposed the following resolution as an Ordinary Resolution:

"RESOLVED that the three interim dividends aggregating to Rs. 3/- (150%) per fully paid equity share of Rs. 2/- as paid during the financial year 2011-12 on the fully paid up equity share capital of the Company, be and are hereby ratified and confirmed."

Mr. Jai Kishan Gupta seconded the resolution.

The resolution was thereafter put to vote by show of hands and passed unanimously.

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3. **Re-appointment of Mr. V.N. Koura as Director retiring by rotation**

Mr. B.R. Nayyar proposed the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. V.N. Koura, Director retiring by rotation, in accordance with Article 100 of the Articles of Association of the Company and being eligible for reappointment be and is hereby re-appointed as Director of the Company."

Mr. Prem Chachra seconded the resolution.

The resolution was thereafter put to vote by show of hands and passed unanimously.

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4. **Re-appointment of Ms. Anita Ramachandran as Director retiring by rotation**

Mr. Arun Kumar Sharma proposed the following resolution as an Ordinary Resolution:

"RESOLVED that Ms. Anita Ramachandran, Director retiring by rotation, in accordance with Article 100 of the Articles of Association of the Company and being eligible for reappointment be and is hereby re-appointed as Director of the Company."

Mr. Surjit Singh Alagh seconded the resolution.

The resolution was thereafter put to vote by show of hands and passed unanimously.

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5. **Re-appointment of Dr. Nikhil Sinha as Director retiring by rotation**

Mr. Ravi Shanker Kapoor proposed the following resolution as an Ordinary Resolution:

"RESOLVED that Dr. Nikhil Sinha, Director retiring by rotation, in accordance with Article 100 of the Articles of Association of the Company and being eligible for reappointment be and is hereby re-appointed as Director of the Company."

Mr. Ankit Agarwal seconded the resolution.

The resolution was thereafter put to vote by show of hands and passed unanimously.

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6. **Appointment of Auditors and fixing their remuneration**

Ms. Sushma Agarwala proposed the following resolution as an Ordinary Resolutions:

"RESOLVED that M/s. Price Waterhouse (FRN 301112E), Chartered Accountants, the retiring Auditors be and are hereby appointed as Auditors of the Company till the conclusion of the next Annual General Meeting of the Company."

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CHAIRMAN'S INITIALS

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Company Secretary

"RESOLVED further that the Board of Directors of the Company be and is hereby authorised to fix their remuneration and reimburse travelling and out of pocket expenses incurred by them for the purpose of audit."

Mr. Shyam Krishan Agarwal seconded the resolutions.

The resolution was thereafter put to vote by show of hands and passed unanimously.

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7. **Appointment of Mr. Dhirendra Singh as Director**

Mr. Pawan Kumar Khemka proposed the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Dhirendra Singh, who was appointed as an Additional Director, in terms of Section 260 of the Companies Act, 1956 read with Article 92 of the Articles of Association of the Company to hold office till the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 257 of the said Act proposing his appointment, be and is hereby appointed as Director of the Company with office term subject to retirement by rotation "

Mr. Devi Singh seconded the resolution.

The resolution was thereafter put to vote by show of hands and passed unanimously.

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8. **Approval for payment of enhanced remuneration to Mr. Harsh Chitale**

Mr. Ajay Kumar proposed the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Sections 198, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, approval of the Company be and is hereby accorded for payment of enhanced remuneration to Mr. Harsh Chitale, Whole-time Director and Chief Executive Officer, w.e.f. 1st July, 2012 as recommended by the Employees Compensation and Employees Satisfaction Committee and as set out in the explanatory statement attached to the notice of this Annual General Meeting."

Mr. Basanti Mehta seconded the resolution.

The resolution was thereafter put to vote by show of hands and passed unanimously.

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9. **Approval for payment of enhanced remuneration to Mr. J.V. Ramamurthy**

Mr. Prem Kumar Mehta proposed the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Sections 198, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, approval of the Company be and is hereby accorded for payment of enhanced remuneration to Mr. J.V. Ramamurthy, Whole-time Director and Chief Operating Officer, w.e.f. 1st July, 2012 as recommended by the Employees Compensation and Employees Satisfaction Committee and as set out in the explanatory statement attached to the notice of this Annual General Meeting."

Mr. Gurcharan Singh seconded the resolution.

The resolution was thereafter put to vote by show of hands and passed unanimously.

There being no further business to transact, the meeting came to an end with a vote of thanks to the Chair.

Chairman

Place: Mumbai
Date: November 30, 2012

CHAIRMAN'S INITIALS

Certified to be True
For HCL Infosystems Ltd.

Sushil Kumar Jain
Company Secretary