HCL INFOSYSTEMS LIMITED

CIN- L72200DL1986PLC023955

Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi-110 019,
Telephone: +91 120 2520977, 2526518, 2526519, Fax No.+91 120 2523791
Website: www.hclinfosystems.com, Email: cosec@hcl.com

NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the members of HCL Infosystems Limited will be held on Wednesday, 12th November, 2014 at 10:30 A.M. at FICCI Auditorium, 1, Tansen Marg, New Delhi 110001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the financial year ended 30th June, 2014, including the audited Balance Sheet as at 30th June, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. V. N. Koura (DIN 00010210), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Price Waterhouse, Chartered Accountants (FRN – 301112E) as Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

4. **To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:**

   "RESOLVED that pursuant to the provisions of sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act, Mr. Kaushik Dutta (DIN 03328890), who was appointed as an Additional Director (designated as Non-Executive Independent Director) of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company at the meeting of the Board of Directors of the Company held on 11th February, 2014 and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for a period 5 (five) years, i.e. up to 31st March, 2019."

5. **To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:**

   "RESOLVED that pursuant to the provisions of sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act, Ms. Sangeeta Talwar (DIN 00062478), who was appointed as an Additional Director (designated as Non-Executive Independent Director) of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company at the meeting of the Board of Directors of the Company held on 11th February, 2014 and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for a period 5 (five) years, i.e. up to 31st March, 2019."

6. **To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:**

   "RESOLVED that pursuant to the provisions of sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act, Mr. Sanjeev Sharma (DIN 05341838), who was appointed as an Additional Director (designated as Non-Executive Independent Director) of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company by the Board of Directors of the Company on 3rd October, 2014 and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for a period 5 (five) years, i.e. up to 2nd October, 2019."

7. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act, Mr. Dhirendra Singh (DIN 00852815), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for a period 5 (five) years, i.e. up to 31st March, 2019."

8. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act, Mr. Ajay Vohra (DIN 00012136), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for a period 5 (five) years, i.e. up to 31st March, 2019."

9. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act, Dr. Pradeep Kumar Khosla (DIN 03611983), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for a period 5 (five) years, i.e. up to 31st March, 2019."

10. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Pawan Kumar Danwar (DIN 06847503) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 21st March, 2014, pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, with office term liable to retirement by rotation."

11. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Dilip Kumar Srivastava (DIN 06847137) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 21st March, 2014, pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, with office term liable to retirement by rotation."

12. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Premkumar Seshadri (DIN 03114983) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 21st March, 2014, pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Non-Independent Director of the Company, with office term liable to retirement by rotation."

13. To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (corresponding to Sections 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956) and subject to the approval of the Central Government and such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to pay the remuneration, on the basis of his existing terms and conditions as recommended by the Nomination & Remuneration Committee and as set out in the explanatory statement annexed hereto, to Mr. Harshavardhan Madhav Chitale, Managing Director & CEO of the Company, for the remaining tenure of his office i.e. till 16th August, 2016."

"RESOLVED further that pursuant to Section 197,198 read with rules and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration as set out in the said Explanatory Statement be paid as minimum remuneration to Mr. Harshavardhan Madhav Chitale notwithstanding that in any financial year of the Company during his tenure as Managing Director, the Company has made no profits or profits are inadequate."

By Order of the Board

For HCL Infosystems Limited

Sd/-
Sushil Kumar Jain
Company Secretary

Date : 3rd October, 2014
Place : Noida

Notes:

1. As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, enabling the Company to send all communication to the Members through electronic mode. The above initiative will go a long way in conserving paper which is a natural resource as also result in substantial savings on printing and posting of annual reports and other documents of your Company sent to Members.

   The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

   Members are requested to support this Green Initiative by updating their email addresses with their respective Depository Participants, in case of electronic shareholding or registering their email addresses with the Company's Registrar and Share Transfer Agent, in case of physical shareholding. We hope that Members will join this cause and make the world a cleaner, greener and healthier place to live in.

2. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 4 to 13 of the Notice, is annexed hereto. The relevant information as required under clause 49 of the Listing Agreement and the Companies Act, 2013, of persons seeking appointment/re-appointment as Directors in Annual General Meeting scheduled to be held on 12th November, 2014 is enclosed and forms part of this notice.

3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

   Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, 7th day of November, 2014 to Wednesday, 12th day of November, 2014 (both days inclusive) for the purpose of Annual General Meeting.

5. All correspondence with regard to share transfers/dividends and matters related therewith may directly be addressed to the Company's Registrar and Share Transfer Agent (RTA) at the address given below:

   M/s. Alankit Assignments Limited
   205-208, Anarkali Complex,
   Jhanewalan Extension,
   New Delhi-110055
   Phone : 011-42541234, 011-23541234
   Fax : 011-23552001
   Email : rta@alankit.com
   Website : www.alankit.com

6. Members holding shares in physical form are requested to dematerialize their shares. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN 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 or the RTA. Members holding shares in physical form are also requested to quote their PAN details on the share transfer deed submitted for transfer of their shares.

7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

8. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the RTA of the Company the prescribed Form SH-13 for nomination and Form SH-14 for cancellation/ variation as the case may be. Members holding shares in demat mode may contact their respective Depository Participant (DP) for availing this facility.

9. Copies of all documents referred to in notice and explanatory statement annexed thereto and the statutory registers under of the Companies Act, 2013 are available for inspection at the registered office of the Company between 11:00 A.M. to 1:00 P.M. on all working days i.e Monday to Friday, till the date of meeting and will also be available at the venue of the meeting.

10. Pursuant to provisions of Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, the Company has transferred unpaid/ unclaimed dividend up to the 3rd Interim dividend of the financial year 2006-07 to the Investor Education and Protection Fund (the Fund) of the Central Government. The unpaid/unclaimed dividend(s) declared thereafter, remaining unpaid or unclaimed for a period of seven years from the date the same become due for payment, will be transferred by the Company to the Fund of the Central Government, as and when due.

    Shareholders who have not encashed the dividend warrant(s) are requested to return the unpaid dividend warrant(s) for revalidation or write to the Company at the above address to obtain duplicate dividend warrant immediately. Please note that after transfer of the unpaid/ unclaimed dividend to the Fund, no claims shall lie against the Fund or the Company in respect of individual amounts and no payment shall be made in respect of any such claims.

11. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice. The detailed process, instructions and manner for availing e-voting facility along with time schedule for electronic voting is mentioned in a separate sheet, being sent along with this Notice, which forms an integral part of this Notice.

12. The certificate from the Auditors of the Company certifying that the Employees Stock Option Schemes of the Company are being implemented in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and in accordance with the resolutions passed by members, shall be placed at the AGM.

13. Members seeking any information with regard to the Accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

14. In terms of the exemption granted by Ministry of Corporate Affairs (MCA) vide General Circular No. 2/2011 dated 8th February, 2011, the accounts of the subsidiary companies have not been enclosed with the results.

    The annual accounts of the subsidiaries are available for inspection on any working day at the Registered Office of the Company. The Company shall also furnish a hard copy of details of accounts of these subsidiaries to any Shareholder on demand. A summary of financials of the subsidiaries has been included in the Annual Report. The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary companies.

    In terms of the exemption granted by MCA vide notification dated 8th February, 2011, the Company has not disclosed the quantitative details in the profit and loss account for those class of goods which form less than 10% of the total value of stock, purchase, sales, consumption of raw material, etc. as the case may be.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4 to 9

The Company had, pursuant to the provisions of clause 49 of the Listing Agreement appointed Mr. Kaushik Dutta, Ms. Sangeeta Talwar, Mr. Sanjeev Sharma, Mr. Dhirendra Singh, Mr. Ajay Vohra and Dr. Pradeep Kumar Khosla as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Companies Act, 2013 (Act), which came in to effect from 1st April, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

The Nomination & Remuneration Committee has recommended the appointment of these Directors as Independent Directors for a period 5 (five) years.

Mr. Kaushik Dutta, Ms. Sangeeta Talwar, Mr. Sanjeev Sharma, Mr. Dhirendra Singh, Mr. Ajay Vohra and Dr. Pradeep Kumar Khosla, Non-Executive Directors of the Company, have given the declaration(s) to the Board that they meet the criteria of independence

as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director(s) and they are independent of the management.

The brief resume of these Directors, the nature of their expertise in specific functional areas, names of Companies in which they have held directorships, committee memberships/ chairmanships, their shareholding etc., are separately annexed hereto as Annexure-A.

Your Board of Directors recommends the resolutions set out at item nos. 4 to 9 of the notice for appointment of Mr. Kaushik Dutta, Ms. Sangeeta Talwar, Mr. Sanjeev Sharma, Mr. Dhirendra Singh, Mr. Ajay Vohra and Dr. Pradeep Kumar Khosla as Independent Director(s) under provisions of section 149 read with Schedule IV to the Act.

The terms and conditions of appointment of the above Directors shall be open for inspection by members at the registered office of the Company, during normal business hours on any working day, excluding Saturday and Sunday.

A brief profile of the Independent Directors to be appointed is given below:

Mr. Kaushik Dutta is a fellow member of the Institute of Chartered Accountants of India with over 25 years of experience. He retired from PwC after spending over 22 years in the practice out of which 17 years have been as a partner. In PwC, he has been a member of the India Leadership Team of PwC, managed the India Advisory Board of PwC, national IFRS leader, Corporate Governance Practice leader, amongst other national and global roles. Keeping in consideration his acumen he has been retained as an expert on Corporate Governance by the Indian Institute of Corporate Affairs of the Ministry of Corporate Affairs in matters relating to future of corporate governance in India. Further, founded Thought Arbitrage Research Institute, an independent not-for-profit research think tank working in areas of corporate governance, public policy and sustainability. He also worked with Conference Board of the U.S.A., Asian Development Bank, Institute of Directors UK, Asian Institute of Corporate Governance, Genesis Park, USA, the Office of the Comptroller and Auditor General of India, CII, Assocham, Department of Public Enterprises, National Foundation for Corporate Governance etc. on governance matters. He also co-authored a book titled 'Corporate Governance: Myth to Reality' published by Lexis-Nexis Butterworths. Another book on history of Indian business titled 'India Means Business: How the Elephant Earned Its Stripes' has been published by Oxford University Press.

Ms. Sangeeta Talwar is an MBA from IIM Kolkata and an Economics Honours graduate from Lady Shri Ram College, Delhi. In a career spanning over 30 years she is a well-known name in the business world. She has set up businesses, turned loss-making products into profit-making brands and managed companies across diverse sectors. She has served on the Board of Directors of Tata Tea Ltd, Tata Coffee Ltd, Eight O'clock Coffee (USA), Oriental Hotels, Mother Dairy Fruit & Vegetable Pvt. Ltd. She started her career in Nestle and was instrumental in creating launching the 'Maggi' phenomenon, the first instant food product in the country. From the first woman marketing head for Nestle India she went on to become the Executive Vice President. Subsequently, she joined Mattel India as CEO and Managing Director. Further, she held the position of Executive Director for Tata Tea Limited and President-South Asia for the Tata Global Beverages Group, the consolidated entity. She led the launch of the "Jaago Re" campaign based on social awakening. In September, 2010 she was appointed Managing Director of NDDB Dairy Services where she spearheaded the design and establishment of an innovative business model for creating sustainable livelihood for dairy farmers. She has won several accolades and distinctions along the way:

- Business Today 30 Most Powerful Women in Indian Business - 2007, 2009, 2010
- FICCI FLO Woman Achiever in Corporate Excellence - 2008
- India Today Woman in the Corporate World - 2010
- Women Super Achievers Award for Outstanding Contribution to Social Marketing

Ms. Talwar now runs her own Brand Consulting company Flyvision and is on the Boards of HCL Infosystems, IIM Kolkata, Manipal Global Education Services, Religare Enterprises and GSK Consumer Healthcare.

Mr. Sanjeev Sharma is a Mechanical Engineer from IIT Delhi and an MBA from IIM, Kolkata. Mr. Sharma has rich experience spanning more than 25 years in the Consumer Products and Consumer Technology space. In 1995, he joined Nokia India as the Head of Marketing for mobile phones, on the eve of the launch of cellular telephony in India. He rapidly built the Nokia brand from scratch into one of India's most powerful and valuable brands and was elevated to the position of Managing Director in 2000. Under his leadership, Nokia India became the largest MNC in India and one of Nokia's largest markets globally. He worked briefly in the Private Equity industry on the operational side, and is presently a founder-director at GreenBean Ventures Pvt. Ltd., a consultancy firm that advises small and mid-size companies on business strategy. He was also associated with Reckitt-Benckiser, 3M and Pepsico India.

Mr. Dhirendra Singh is a Bachelor of Science; Master of Arts (Political Science) and holds Master's Diploma in Public Administration. He is a former IAS officer and Union Home Secretary with over 40 years of varied and rich experience. He served in various capacities in the Government of India Union Home Secretary, Secretary, Ministry of Disinvestment, Special Secretary, Defence Acquisition, Ministry of Defence, Additional Secretary, Department of Defence Production, Joint Secretary, Cabinet Secretariat, Minister, High Commission of India, London, Joint Secretary, Ministry of Defence. He was a Member of the Second

Commission on Centre-State Relations between April 2007 to March 2010 in the status of Minister of State of the Government of India. He served as full time Chairman and Managing Director of Mysore Electrical Industries and Vikrant Tyres Limited.

Mr. Ajay Vohra is a Fellow Member of the Institute of Chartered Accountants of India and also holds a bachelor's degree in Law. He has been practising since the last 30 years in the area of domestic and international tax and is a leading arguing counsel before Tax Tribunals, High Courts and the Supreme Court of India. He is rated as one of the "most highly-acclaimed legal experts in the Asia-Pacific region" in the field of Taxation by Asia law leading Lawyers Guide for each of the years 2006 to 2014. He is presently serving as Director of Yes Bank Ltd. In past he held the positions of Chairman of International Fiscal Association – India Branch, Member of Managing Committee and Chairman of the Direct Taxes Committee of the PHD Chamber of Commerce and Industry, Vice Chair of the Tax Law Committee of the International Pacific Bar Association and Member of Board of Directors / Regional Coordinator for Asia-Pacific Region, of the World Law Group.

Dr. Pradeep Kumar Khosla is a MS and PhD degree holder from Mellon University in Pittsburgh. He joined the faculty in 1986 as Assistant Professor and rose through the ranks to the position of Philip and Marsha Dowd University Professor. In addition he served as the department head of Electrical and Computer Engineering (1999-2004), Director of the Information Networking Institute, and Dean of the College of Engineering (2004-2012). Presently he is serving as a consultant to several companies and Venture Capitalists. He has served as member of the Strategy Review Board for Ministry of Science and Technology, Taiwan; Council of Deans of the Aeronautics Advisory Committee, NASA; and Senior Advisory Group, DARPA Program on Joint Unmanned Combat Air Systems. He is a co-founder of Quantapoint Inc., and BiometriCore Inc.

None of the Directors and key managerial personnel of the Company (including relatives of directors or key managerial personnel) other than the respective Non-Executive Independent Director himself, is concerned or interested, financially or otherwise, in these resolutions.

Item No. 10 to 12

The Company had, pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company, appointed Mr. Pawan Kumar Danwar, Mr. Dilip Kumar Srivastava and Mr. Premkumar Seshadri as additional Directors (designated as Non-Executive Non-Independent Director) of the Company with effect from 21st March, 2014. Mr. Pawan Kumar Danwar, Mr. Dilip Kumar Srivastava and Mr. Premkumar Seshadri hold the office up to the date of the ensuing Annual General Meeting and are eligible for appointment as Director.

The Company has received notice, in writing, from member(s) under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Pawan Kumar Danwar, Mr. Dilip Kumar Srivastava and Mr. Premkumar Seshadri for the office of Director of the Company.

Your Board of Directors considers that their association as Director(s) will be beneficial to and in the interest of the Company. The brief resume of these Directors, the nature of their expertise in specific functional areas, names of Companies in which they have held directorships, committee memberships/ chairmanships, their shareholding etc., are separately annexed hereto as Annexure-A.

Your Board of Directors recommends the resolutions set out at item nos. 10 to 12 of the notice, for appointment of Mr. Pawan Kumar Danwar and Mr. Dilip Kumar Srivastava as Non-Executive Non-Independent Directors and Mr. Premkumar Seshadri as Non-Independent Director of the Company, with office term liable to retire by rotation.

A brief profile of the Directors to be appointed is given below:

Mr. Pawan Kumar Danwar is a qualified Chartered Accountant & Company Secretary. In a career spanning over 24 years, including association with the HCL group for over 18 years, he has served in different finance profiles such as Business Finance, Corporate Restructuring, Acquisition & Business Integration, Treasury (fund raising, investment & forex management), Planning & Strategy, Commercial, Business Development, Secretarial, Legal & Corporate Compliance and investor relationship. Presently he is serving as the Executive Vice-President & CFO of HCL Corporation.

Mr. Dilip Kumar Srivastava has a Masters in Human Resources from University of Delhi. He is the Head of HR, HCL Corporation & Shiv Nadar Foundation and is responsible for driving strategies around talent, culture and organizational effectiveness at HCL. Under his leadership, the HR function designs and implements programs to attract, develop, train, coach, empower and engage talent, and facilitate the building of a global, high-performance organization with lasting centers of excellence. Of his career spanning 32 years, he has been associated with HCL for over 18 years. Nestle, Tata and L&T are some of the other major organizations that he has worked with. At HCL, he has been one of the key drivers of its transformation journey, which is now a Harvard Business School case study. He is passionate about empowering every HCL employee to optimize his/her capabilities and performance, and build a dynamic, future-ready organization. He is the architect of several unique and innovative HR practices inspired by the "Employees First" philosophy and is the driving force behind several groundbreaking people practices in the area of coaching, training and skill development. He has been instrumental in transforming talent.

Mr. Premkumar Seshadri has a Masters in Psychology and pursuing PhD. He has been an integral part of the HCL Group for over three decades since he first joined as a Management Trainee. He is currently the Chief Executive Officer of HCL TalentCare, a

new initiative of the HCL Group in the Talent space. Prior to this, he was the Group CEO of Apollo Hospitals Enterprise Ltd, where he worked closely with the Board and was actively involved with the transformation agenda across Strategic Go-to-Market initiatives, Customer Experience, Strategic Partnerships and Globalization. His remarkable career spans over 30 years and he had also held important leadership positions at HCL, prior to Apollo Hospitals.

None of the Directors and key managerial personnel of the Company (including relatives of directors or key managerial personnel) other than the respective Director himself, is concerned or interested, financially or otherwise, in these resolutions.

Item No. 13

The members of the Company at the twenty seventh Annual General Meeting of the Company held on 15th November, 2013 had accorded their approval by way of a special resolution to pay remuneration, as detailed hereunder, for a period of 3 years w.e.f. 1st July, 2013 to Mr. Harshavardhan Madhav Chitale, Managing Director and CEO of the Company, under the applicable provisions of the Companies Act, 1956:

a)	**Basic Salary**	:	6,00,000/- per month
b)	**House Rent Allowance**	:	80% of Basic Salary
c)	**Flexible Benefit Basket**	:	59,71,740/- per annum
d)	**Performance linked Bonus**	:	1,41,50,000/- per annum. The final payout will be as approved by the Board/ Committee based on achievement of agreed targets.
e)	**Contribution to Provident Fund**	:	12% of Basic Salary, as per the provision of the Employees Provident Fund and Miscellaneous Provisions Act, 1952
f)	**Contribution to Superannuation Fund**	:	15% of the Basic Salary, as per the scheme of the Company
g)	**Gratuity**	:	As per the provisions of the Payment of Gratuity Act, 1972
h)	**Medical Insurance**	:	As per the scheme of the Company

The Nomination & Remuneration Committee in its meeting held on 28th April, 2014 had reviewed the remuneration of Mr. Harshavardhan Madhav Chitale and recommended to continue to pay the aforesaid remuneration during his remaining tenure with the Company i.e. till 16th August, 2016. The Committee had also approved to pay this remuneration as minimum remuneration in case of inadequacy of profits or no profits during any relevant year.

The Company was in compliance to the following conditions stipulated under Clause (c) of sub section 1 of Section II of Part II of Schedule XIII of the Companies Act, 1956, Hence, no approval from Central Government was required under Companies Act, 1956 for payment of aforesaid remuneration to Mr. Chitale:

1. Mr. Chitale was not having any interest in the capital of the Company or its holding company, directly or indirectly or through any other statutory structures and not having any direct or indirect interest or related to the directors or promoters of the Company at any time during previous two years before or on the date of appointment; and
2. Mr. Chitale is an Electrical Engineer from IIT Delhi and has expert and specialized knowledge in the field of his profession.

On the provisions of Companies Act, 2013 becoming applicable w.e.f. 1st April, 2014, the above exemption stands withdrawn. Hence, the Company had on 19th June, 2014, filed an application for seeking approval of the Central Government to continue to pay the remuneration as stated above to Mr. Chitale under the applicable provisions of Companies Act, 2013.

The information required under section II of part II of Schedule V of the Companies Act, 2013 is annexed hereto as Annexure-B.

The Board recommends the resolution set out at item no. 13 of the notice, as a special resolution for the approval of the members of the Company.

Except Mr. Harshavardhan Madhav Chitale and his relatives, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item no. 13.

By Order of the Board

For HCL Infosystems Limited

Sd/-
Sushil Kumar Jain
Company Secretary

Date : 3rd October, 2014
Place : Noida

Annexure A

Name of Director	Mr. V.N. Koura	Mr. Kaushik Dutta	Ms. Sangeeta Talwar	Mr. Dhirendra Singh	Mr. Sanjeev Sharma
Date of Birth	08.04.1940	01.05.1962	05.05.1956	23.03.1945	09.09.1961
Age (years)	74	52	58	69	53
Date of Appointment	24-01-2006	11-02-2014	11-02-2014	31-01-2012	3-10-2014
Qualifications	Barrister from Lincoln's Inn in London	FCA	MBA - IIM Kolkata, Economics (Hons.) graduate	Bachelor of Science; Master of Arts (Political Science) and holds Master's Diploma in Public Administration.	Mechanical Engineer - IIT Delhi, MBA - IIM Kolkata
Expertise in specific functional area	Wide experience in commercial litigation, and documentation. Consultancy on various aspects of Contracts and dispute resolution.	Wide experience in areas of corporate governance, public policy and sustainability.	Wide experience in Marketing and Corporate Management in India and abroad.	Wide experience of having served in various senior positions in Government of India.	Experience of more than 25 years in the Consumer Products and Consumer Technology space.
Directorships held in other Companies as on date	- C & S Electric Limited - IW Holding Private Limited, Mauritius	- NSL Renewable Power Private Limited. - Thought Arbitrage Research Institute - Centennial Development Advisory Services India Private Limited. - Newgen Software Technologies Limited - Digilife Distribution and Marketing Services Limited - HCL Services Limited	- Manipal Global Education Services Private Limited - Religare Enterprises Limited - GlaxoSmithKline Consumer Healthcare Limited - Digilife Distribution and Marketing Services Limited - HCL Infotech Limited - HCL Services Limited	- JM Financial Products Limited - ITI Limited - HCL Infotech Limited	- GreenBean Ventures Private Limited
Membership/ Chairmanship in Committees of other companies as on date	-	**Accounts and Audit Committee** - NSL Renewable Power Private Limited (Chairperson) - Newgen Software Technologies Limited - Digilife Distribution and Marketing Services Limited (Chairperson) - HCL Services Limited (Chairperson) **Corporate Governance Committee** - NSL Renewable Power Private Limited (Chairperson) **Nomination & Remuneration Committee** - NSL Renewable Power Private Limited - Newgen Software Technologies Limited - Digilife Distribution and Marketing Services Limited - HCL Services Limited (Chairperson) **CSR Committee** - Newgen Software Technologies Limited	**Accounts and Audit Committee** - Digilife Distribution and Marketing Services Limited - HCL Infotech Limited - HCL Services Limited **Nomination and Remuneration Committee** - Digilife Distribution and Marketing Services Limited (Chairperson) - HCL Infotech Limited - HCL Services Limited **CSR Committee** - Digilife Distribution and Marketing Services Limited (Chairperson) - HCL Infotech Limited - HCL Services Limited	**Accounts and Audit Committee** - ITI Limited - JM Financial Products Limted - HCL Infotech Limited (Chairperson) **Nomination and Remuneration Committee** - HCL Infotech Limited	NIL
Number of shares held in the Company as on date	Nil	4000 shares	Nil	Nil	1000 shares

Name of Director	Mr. Ajay Vohra	Dr. Pradeep Kumar Khosla	Mr. Pawan Kumar Danwar	Mr. Dilip Kumar Srivastava	Mr. Premkumar Seshadri
Date of Birth	28.01.1961	13.03.1957	07.07.1966	10.01.1960	11.05.1959
Age (years)	53	57	48	54	55
Date of Appointment	04-04-2011	17-08-2011	21-03-2014	21-03-2014	21-03-2014
Qualifications	LLB, FCA	Ph.D. & MS, B.Tech (Hons)	ACA, ACS	Masters in Human Resources from University of Delhi.	Masters in Psychology, Pursuing Ph.D
Expertise in specific functional area	Wide experience in domestic and international taxation.	Wide experience in consultancy to various companies on Strategic matters and venture capitalists.	Wide experience in Business Finance, Corporate Restructuring, M&A, Planning & Strategy and allied matters.	Wide experience in Human Resource Functions. Architect of several unique and innovative HR practices.	Wide experience in transformation agenda across Strategic Go–to-Market initiatives, Customer Experience, Strategic Partnerships and Globalization.
Directorships held in other Companies as on date	- Yes Bank Limited. - HCL Holding Private Limited, Mauritius	- Quantapoint Inc., U.S. - Biometricore, U.S. - No Fuss Inc., U.S. - PropellT Inc. - Thar Energy - iNetworks, LLC	- Digilife Distribution and Marketing Services Limited - HCL Services Limited	- Digilife Distribution and Marketing Services Limited - HCL Infotech Limited - HCL Learning Limited - HCL Services Limited - HCL TalentCare Private Limited	- Allsec Technologies Limted - HCL Services Limited - HCL Learning Limited - HCL TalentCare Private Limited
Membership/ Chairmanship in Committees of other companies as on date	**Accounts and Audit Committee** - Yes Bank Limited (Chairperson) **Risk Monitoring Committee** - Yes Bank Limited **Fraud Monitoring Committee** - Yes Bank Limited	-	**Accounts and Audit Committee** - Digilife Distribution and Marketing Services Limited - HCL Services Limited **CSR Committee** - Digilife Distribution and Marketing Services Limited - HCL Services Limited	**CSR Committee** - Digilife Distribution and Marketing Services Limited - HCL Infotech Limited (Chairperson) - HCL Services Limited (Chairperson) **Nomination and Remuneration Committee** - Digilife Distribution and Marketing Services Limited - HCL Infotech Limited (Chairperson) - HCL Services Limited	-
Number of shares held in the Company as on date	Nil	Nil	Nil	Nil	Nil

Note : There is no inter-se relationship amongst the Directors.

Annexure – B

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Resolution at Item No. 13 of the notice for the Twenty Eighth Annual General Meeting of HCL Infosystems Limited

I. GENERAL INFORMATION

(1) Nature of the Industry : HCL Infosystems Ltd. is India's Premier Technology Company and offers a wide spectrum of IT Services and Products ranging from Cloud to Learning Solutions. As a complete IT solutions provider the company offers comprehensive offerings in Enterprise Application Services, IT Infrastructure Managed Services, System Integration, Office Automation Products and Services, Distribution and Support Services. The Company operates in both the Consumer and the Enterprise space - offering the latest mobility products and operating in verticals like BFSI, Telecom, and Healthcare respectively.

(2) Date or Expected date of commencement of Commercial Production : The Company is in business from 1986

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable

(4) The financial performance of the Company during the preceding three financial years is as under:

Amount (in ₹ Crores)

Year	Turnover	Net profit as per profit and loss account	Amount of dividend declared	Rate of dividend declared
2014	5,725.41	(191.69)	Nil	Nil
2013	8641.51	(81.33)	Nil	Nil
2012	10294.61	47.86	66.88	150%

(5) Export performance and net foreign exchange collaborations:

Amount (in ₹ Crores)

	2012	2013	2014
Export (FOB Value)	39.31	31.25	4.19
Net Foreign Exchange Earnings	31.84	22.07	0.29

(6) Foreign investments or collaborators, if any : The Company has a total of 8 overseas step-down subsidiary companies. The names and other financial details about these subsidiaries have been disclosed in Schedules to the Balance Sheet forming part of the Annual Report of the Company.

II. INFORMATION ABOUT MR. HARSHAVARDHAN MADHAV CHITALE:

1) Background Details:

Mr. Harshavardhan Madhav Chitale is a recipient of Director's Gold Medal at IIT, Delhi from where he completed his Bachelor's Degree in Electrical Engineering in 1993. He joined HCL Infosystems as Chief Executive Officer (CEO) in October 2010. He was elevated to the position of Whole-time director for a period of 5 years, w.e.f. 17th August, 2011. He has been re-designated as Managing Director & CEO, for the remaining tenure of his office w.e.f. 1st October, 2013.

Mr. Chitale brings a wealth of experience as a senior business leader with rich business management experience in both Indian and global companies. He has handled various large System Integration and Lifecycle services businesses.

Mr. Chitale moved to HCL Infosystems after a successful stint at Honeywell International Inc in the USA where he led the Process Solutions business for the North and South America region. Prior to this, he was responsible for Strategy, Business Development and Global Marketing for Honeywell Process Solutions.

Before moving to the US in 2006, Mr. Chitale was the Managing Director & CEO of Honeywell Automation India Ltd. (HAIL) (erstwhile TATA Honeywell Ltd.) where he was responsible for building the System Integration and Lifecycle Services business in India. Subsequently, he also served as Vice Chairman of the board of HAIL for a period of 2 years.

2) Past Remuneration:

As a Managing Director & CEO, Mr. Chitale received remuneration as approved by the members at the Twenty Seventh Annual General Meeting held on 15th November, 2013. His remuneration during the year ended 30th June, 2014 which comprised of salary, monetary value of perquisites, allowances and contribution to retiral funds was ₹ 2.15 Crores. No performance linked bonus was paid for the year 2013-14.

3) Recognition/Awards:

Director's Gold Medal at IIT, Delhi

4) Job profile and his suitability:

The role of Mr. Chitale as Managing Director & CEO of the Company includes overall responsibility for the growth and day to day business activity of the Company. He provides the necessary strategic direction to all business lines/ interests of the Company. He is instrumental in the overall business development of the Company as well.

Keeping in view his working with the Company and his prior experience and positions held with various Corporates, he is eminently suitable for the present position. The Company derives a lot of benefit from his diverse professional expertise and experience at Board level and as well as in operations of the Company. He is the key person in strategic decision making on critical issues in the business and management of the Company.

5) Remuneration Proposed:

The terms of the remuneration proposed to be paid to Mr. Chitale have been specified in the explanatory statement to the AGM notice.

6) 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. Chitale is in line with remuneration of Managing Director & CEOs of other companies, keeping in view his job profile, the size of operations and complexity of business of the Company.

7) Pecuniary Relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any:

Mr. Harshavardhan Madhav Chitale is not related to any other 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 Managing Director & CEO.

III. OTHER INFORMATION:

1) Reasons of loss or inadequate profits:

During the year ended 30th June, 2014, the Company has incurred losses mainly on account of the following reasons:

1. Unfavourable exchange rate: Loss from exchange rate in PC orders was one of the key reasons for the losses.
2. High interest costs: Current year also witnessed higher interest cost due to increase in interest rate as well as increased capital employed.
3. Repositioning charges as some of the loss-making hardware solutions businesses are being wound-down.

2) Steps taken or proposed to be taken for improvement:

The Company with a view to achieve its growth objectives by having focused management orientation and higher degree of independence for each of the businesses, and to create opportunities for strategic partnership had approved a Scheme of Arrangement (Scheme) for realigning the Hardware Solutions Business, the Services Business and the Learning Business to three separate subsidiaries. The said Scheme after sanction of the Hon'ble High Court of Delhi became effective from 1st November, 2013. The restructuring has already started delivering great benefits with better financial and operational visibility for each business, independence and agility in business decisions and increased management focus on growth areas. As part of this restructuring, the Company has started reducing its focus on hardware solutions business where it is largely executing the existing order book to free capital employed in these businesses. It is therefore expected that losses incurred in these businesses in FY13 and FY14 are likely to diminish in coming period. On the other hand, Distribution and Services have been identified as two growth pillars which continue to register growth and deliver healthy margins.

The Company also has the following strategic plans for growth of each of its businesses:

a. Distribution and Marketing Services

Our strategic plans for this business include:

- Company's strategy of diversifying its portfolio is yielding results with Non-Telecom Distribution
- In Telecom Distribution, its strategy of building last mile connectivity and reducing time to market by eliminating intermediary layers has resulted in improvement in gross margins
- Many new marquee clients across IT, Office Automation, IT Infrastructure and Networking, Software Products have been added as Principals in this year
- It continues to focus on growing value-added distribution services
- Company is focusing heavily on further strengthening its enterprise distribution channel partners network

b. Services

We are taking the following initiatives to achieve our growth targets:

- Services business has also registered a healthy growth in FY14 on a Y-o-Y basis backed by growth in its contract bank and new client wins
- Its strategy of expanding across South East Asia and Middle East has also delivered results with a meaningful share now contributed by these regions
- Company is aggressively pursuing its Multi-Vendor Technology Support Services to offer multi-vendor breakfix services to its clients. In this regard, the Company signed up leading OEMs in IT, Office Automation, IT Infrastructure and Networking space to offer after-sales support services on their behalf
- Company's strategy of building Managed Services business has also delivered with significant growth in contract bank and revenue for Managed Services in this year
- Company continues to invest in automation and other initiatives which are expected to deliver higher productivity, improved services levels and enhanced customer satisfaction

c. Learning

We are taking the following initiatives in this business

- Despite the headwinds faced by our peers in this industry and low market sentiment, our Learning business has remained on a balance trajectory due to its judicious approach and selective growth pursuit
- In FY14, the business has also started making in-roads in international geographies such as Africa, Middle-East and Nepal
- The business is looking to build its B2C and Content offering
- In its mainstay business of multi-media learning solutions for class-rooms, the Company is working on further transitioning to asset-light business model of Services and Content

3) Expected increase in productivity and profits in measurable terms:

In addition to steps proposed to be taken for improvement as detailed hereinabove, the focus would be on improvement of cost optimization and quality standards thereby achieving increase in productivity and profits.

IV. DISCLOSURES:

1. Remuneration Package of the managerial person: Fully described in the explanatory statement as stated above.
2. Disclosures in the Board of Directors' report under the heading 'Corporate Governance' attached to the Annual Report: The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of the Company.

HCL INFOSYSTEMS LIMITED

CIN- L72200DL1986PLC023955

Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi-110 019,
Telephone: +91 120 2520977, 2526518, 2526519, Fax No.+91 120 2523791
Website: www.hclinfosystems.com, Email: cosec@hcl.com

ATTENDANCE SLIP

28th Annual General Meeting – 12th November, 2014

DP ID No. _____ **CLIENT ID No.** _____ **FOLIO NO.**_____

No. of Shares held_____

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 28th Annual General Meeting of the Company at 10:30 A.M. at FICCI Auditorium, 1, Tansen Marg, New Delhi 110001.

_____ _____

Name of the Member / Proxy Signature of the Member / Proxy

Note:

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for the financial year ended on 30th June, 2014 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial period ended on 30th June, 2014 and Notice of Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

HCL INFOSYSTEMS LIMITED

CIN- L72200DL1986PLC023955

Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi-110 019,
Telephone: +91 120 2520977, 2526518, 2526519, Fax No.+91 120 2523791
Website: www.hclinfosystems.com, Email: cosec@hcl.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

28th Annual General Meeting – 12th November, 2014

Name of member(s) :

Registered address :

E-mail :

Folio No./Client ID No. :

DP ID No. :

I/We, being the member(s) of ……..……. shares of the above named company, hereby appoint

1. Name ..... Email .....

   Address .....

   ..... Signature ..... or failing him;

2. Name ..... Email .....

   Address .....

   ..... Signature ..... or failing him;

3. Name ..... Email .....

   Address .....

   ..... Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company to be held on Wednesday, 12th November, 2014 at 10:30 A.M. at FICCI Auditorium, 1, Tansen Marg, New Delhi 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1.	To receive, consider and adopt the financial statements of the Company for the financial year ended 30th June, 2014, including the audited Balance Sheet as at 30th June, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon
2.	To appoint a Director in place of Mr. V. N. Koura (DIN 00010210), who retires by rotation and being eligible, offers himself for re-appointment
3.	To appoint M/s. Price Waterhouse, Chartered Accountants (FRN – 301112E) as Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration

Special Business	
4.	To appoint Mr. Kaushik Dutta (DIN 03328890) as an Independent Director
5.	To appoint Ms. Sangeeta Talwar (DIN 00062478) as an Independent Director
6.	To appoint Mr. Sanjeev Sharma (DIN 05341838) as an Independent Director
7.	To appoint Mr. Dhirendra Singh (DIN 00852815) as an Independent Director
8.	To appoint Mr. Ajay Vohra (DIN 00012136) as an Independent Director
9.	To appoint Dr. Pradeep Kumar Khosla (DIN 03611983) as an Independent Director
10.	To appoint Mr. Pawan Kumar Danwar (DIN 06847503) as a Non-Executive Non-Independent Director
11.	To appoint Mr. Dilip Kumar Srivastava (DIN 06847137) as a Non-Executive Non-Independent Director
12.	To appoint Mr. Premkumar Seshadri (DIN 03114983) as a Non-Independent Director
13.	To continue payment of remuneration on existing basis to Mr. Harshavardhan Madhav Chitale, Managing Director & CEO

Affix Re.1 Revenue Stamp

Signed this ..... day of 2014

Signature of the member/Signature of the Proxy Holder(s)