HCL INFOSYSTEMS LTD.
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23rd November, 2011

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 04th November, 2011.

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 Fifth Annual General Meeting of HCL Infosystems Limited held at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110010, on Friday, 4th November, 2011 At 10.30 A.M.

Present:

Mr. Ajai Chowdhry	-	Chairman
Mr. Harsh Chitale	-	Whole-time Director & Chief Executive Officer
Mr. J.V. Ramamurthy	-	Whole-time Director
Mr. E.A. Kshirsagar	-	Director
Mr. Nikhil Sinha	-	Director
Mr. Sandeep Kanwar	-	Chief Financial Officer
Mr. Sushil Kumar Jain	-	Company Secretary

Members : 3236 Members recorded their presence.

Proxies : 128 Proxies were recorded.

Mr. Ajai Chowdhry, Chairman of the Board, took the Chair. The quorum being present, the Chairman 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, 2011 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 2011**

   The Chairman proposed the following resolution as an Ordinary Resolution:

   "RESOLVED that the Audited Balance Sheet of the Company as on 30th June, 2011, the Profit and Loss Account and the Cash Flow Statement for the financial year ended 30th June, 2011 together with the Auditors' and Directors' Report thereon be and are hereby received, approved, and adopted."

   Mr. Jai Kishan Gupta seconded the resolution.

   Before putting the resolution to vote, the Chairman invited the members to raise queries, if any, on the resolution. Messrs Yash Pal Chopra, C.B. Gandhi, , Bhupendra Singh Reen, D.D. Sardana, J.K Gupta, and Surinder Nath Vohra put up various queries/suggestions inter alia, on (i) Issue of Bonus shares (ii) Products of the Company and Competition from peers (iii) Performance of the Company etc.

   The Chairman replied to the queries raised by the members.

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

CHAIRMAN'S INITIALS



Certified to be True
For HCL Infosystems Ltd.

Sushil Kumar Jain
Company Secretary

2. **Declaration of Final Dividend for the Financial Year ended on 30th June 2011**

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

"RESOLVED that for the financial year ended on 30th June, 2011, final dividend at Rs. 2/- (100%) per fully paid equity share of Rs. 2/- as recommended by the Board of Directors on the fully paid up equity share capital of the Company, be and is hereby declared out of the profits and the same be paid to those shareholders whose names appear in the Register of Members on 12th November, 2011."

Mr. Ashok Kumar 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. D.S. Puri as Director retiring by rotation**

Mr. Paramjit Singh proposed the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. D.S. Puri, 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. Balwant Singh Yadav 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 Mr. E.A. Kshirsagar as Director retiring by rotation**

Mr. Manjit Singh proposed the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. E.A. Kshirsagar, 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. Pawan Kumar Khemka seconded the resolution.

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

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

Mr. Rameshwer Dayal Gupta 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."

"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. B.R. Nayyar seconded the resolutions.

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

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For HCL Infosystems Ltd.

Sushil Kumar Jain
Company Secretary

CHAIRMAN'S INITIALS

MINUTE BOOK

6. **Appointment of Mr. Ajay Vohra as Director**

Mr. Anup Kumar proposed the following resolution as an Ordinary Resolutions:

"RESOLVED that Mr. Ajay Vohra, 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 of the Company 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. Paramanand seconded the resolutions.

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

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7. **Appointment of Dr. Pradeep K. Khosla as Director**

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

"RESOLVED that Dr. Pradeep K. Khosla, 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 of the Company 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. Vimal Jain seconded the resolution.

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

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8. **Appointment of Mr. Harsh Chitale as Director**

Mr. Arun Saxena proposed the following resolution as an Ordinary Resolutions:

"RESOLVED that Mr. Harsh Chitale, 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."

Ms. Manju Gupta seconded the resolution.

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

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9. **Appointment of Mr. Harsh Chitale as Whole-time Director**

Mr. Gurcharan Singh proposed the following resolution as an Ordinary Resolutions:

"RESOLVED that pursuant to the provisions of Section 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII and pursuant to Articles 118 & 119 of the Articles of Association of the Company approval of the Company be and is hereby accorded for the appointment of Mr. Harsh Chitale as a Whole-time Director of the Company for a period of 5 years w.e.f. 17th August, 2011 on the remuneration 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."

CHAIRMAN'S INITIALS

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Sushil Kumar Jain
Company Secretary

Mr. Bhupendra Singh Reen seconded the resolution.

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

The Chairman then updated the shareholders about the results of the postal ballot on the resolutions contained in the postal ballot notice, which have been approved by the shareholders with overwhelming majority under Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 and the results of which was announced by the Chairman on 28th July, 2011.

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

Chairman

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For HCL Infosystems Ltd.

Sushil Kumar Jain
Company Secretary

CHAIRMAN'S INITIALS