HCL INFOSYSTEMS LTD.
Corporate Office: E-4, Sector 11, NOIDA 201 301, U.P., India
Tel: +91 120 2520977, 2526518, 2526519 Fax: +91 120 2523791
Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019. India.
Corporate Identity Number - L72200DL1986PLC023955
www.hclinfosystems.com
www.hcl.com

9th November, 2017

To

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

To

The Secretary,
BSE Limited,
P.J.Tower
Dalal Street
Fort
Mumbai-400001

Sub: Submission of newspaper advertisement as per Regulation 47 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Ref: NSE : HCL-INSYS
BSE (For Physical Form) : 179
BSE (For Demat Form) : 500179

Dear Sirs,

Pursuant to the provisions of Regulation 47 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the copies of the newspaper advertisements published in both the English and Hindi edition of Business Standard regarding the publication of the completion of dispatch of Abridged Letter of offer along with the Composite Application Form on Tuesday, November 7, 2017.

Kindly acknowledge the receipt.

Thanking you

For HCL Infosystems Limited

HCL INFOSYSTEMS LIMITED

Sushil Kumar Jain
Company Secretary & Compliance Officer

This is only an advertisement for information purposes and not for publication or distribution directly or indirectly outside India and not for distribution to, or for the account or benefit of, any U.S. person (as defined in Regulation S under the U.S. Securities Act of 1933, as amended) or in or into the United States of America. This is not an announcement for the offer document.

HCL INFOSYSTEMS

HCL INFOSYSTEMS LIMITED

Our Company was incorporated as 'HCL Limited' under the Indian Companies Act, 1956 vide a certificate of registration dated April 17, 1986 issued by the Registrar of Companies, Delhi and Haryana and received its certificate of commencement of business on July 29, 1986. Thereafter, our Company was renamed on December 27, 1991 as 'HCL Hewlett-Packard Limited', and subsequently renamed 'HCL Infosystems Limited' on September 9, 1997.

Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi 110 019; **Tel:** + 91 (11) 2621 2687; **Fax:** +91 (11) 2643 6336; **Contact Person:** Mr. Sushil Kumar Jain, Company Secretary and Compliance Officer; **Email:** cosec@hcl.com; **Website:** www.hclinfosystems.com
Corporate Identity Number: L72200DL1986PLC023955

PROMOTER: HCL CORPORATION PRIVATE LIMITED AND MR. SHIV NADAR

ISSUE OF 10,61,90,299 EQUITY SHARES OF FACE VALUE ₹ 2 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 47 PER RIGHTS EQUITY SHARE ("ISSUE PRICE") INCLUDING A PREMIUM OF ₹ 45 PER RIGHTS EQUITY SHARE AGGREGATING TO ₹ 499.09 CRORE ON A RIGHTS BASIS TO THE ELIGIBLE SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 10 RIGHTS EQUITY SHARE FOR 21 FULLY PAID-UP EQUITY SHARES HELD BY SUCH ELIGIBLE SHAREHOLDER ON THE RECORD DATE, THAT IS, NOVEMBER 1, 2017 ("ISSUE"). THE ISSUE PRICE OF THE RIGHTS EQUITY SHARES IS 23.5 TIMES THE FACE VALUE OF THE EQUITY SHARES.

NOTICE TO THE ELIGIBLE SHAREHOLDERS OF HCL INFOSYSTEMS LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY

ISSUE OPENS ON:	LAST DATE FOR RECEIVING REQUEST FOR SPLIT APPLICATION FORMS:	ISSUE CLOSES ON:
TUESDAY, NOVEMBER 14, 2017	TUESDAY, NOVEMBER 21, 2017	TUESDAY, NOVEMBER 28, 2017

ASBA* | **Simple, Safe, Smart way of making an application - Make use of it !!!** | *Applications Supported by Blocked Amount (ASBA) is mandatory for Non Retail Applicants. ASBA is a better way of applying to issues by simply blocking the fund in the bank account. Investors can avail the same. For further details read paragraph on ASBA below.

Please note that, in terms of SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011, QIB Applicants, Non-Institutional Investors and other Applicants whose application amount exceeds ₹ 2,00,000, complying with the eligibility conditions of SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, must mandatorily participate in the Issue only through the ASBA process. Further, all QIBs and Non-Institutional Investors are mandatorily required to use the ASBA facility, even if the application amount does not exceed ₹ 200,000. The Investors who are not (i) QIBs, (ii) Non-Institutional Investors or (iii) Investors whose application amount is not more than ₹ 2,00,000, can participate in the Issue either through the ASBA process or the non ASBA process. All Renouncees (including Renouncees who are individuals) are not eligible ASBA investors and must only apply for the Rights Equity Shares through the non ASBA process irrespective of the application value. ASBA Investors should note that the ASBA process involves application procedures that may be different from the procedure applicable to non ASBA process. ASBA Investors should carefully read the provisions applicable to such applications before making their application through the ASBA process. For details, please refer to heading titled "**Application by ASBA Investors**" on page 115 of the Letter of Offer dated October 31, 2017 ("**LOF**").

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA applications may be submitted at all branches of the SCSBs. Further, in terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s).

ASBA Applicant(s) shall mean an Applicant who: i) holds the Equity Shares in dematerialized form as on the Record Date and has applied towards his/her Rights Entitlements or additional Rights Equity Shares in the Issue in dematerialized form; ii) has not renounced his/her Rights Entitlements in full or in part; iii) is not a Renouncee; and (iv) applies through blocking of funds in a bank account maintained with one of the Self certified syndicate bank (SCSB)(s). All rights/obligations of the Eligible Shareholders in relation to application and refunds pertaining to the Issue shall apply to the Renouncee(s) as well.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors may apply through the ASBA process subject to the compliance of conditions for being an ASBA Investor. The ASBA Investor is required to fill the CAF and submit the same to the SCSB. The SCSB will block the amount in the account as per the authority contained in the CAF and undertake other tasks as per the specified procedure. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar and the Lead Manager to the respective SCSB. For more details on the ASBA process, please refer to the details given in the Abridged Letter of Offer ("**ALOF**") and also please refer to the heading titled "**Application by ASBA Investors**" beginning on page 115 of the LOF.

ELIGIBLE SHAREHOLDERS APPLYING UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES OF OUR COMPANY UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE.

DISPATCH OF ALOF AND COMPOSITE APPLICATION FORM ("CAF"): The dispatch of ALOF along with CAF for the issue has been completed by Registrar to the Issue, viz., Alankit Assignments Limited through Speed Post / Registered Post on November 7, 2017, to the Eligible Shareholders of Our Company whose names appeared in the Register of Members/Beneficial Owners of our Company, on the Record Date, i.e., November 1, 2017.

The CAF duly completed together with the amount payable on application must be deposited with the collection centres of Banker to the Issue indicated on the reverse of the CAF, and not with the Lead Manager or our Company, before the close of business hours on or before the Issue Closing Date, i.e., Tuesday, November 28, 2017. Separate cheque or bank draft must accompany each CAF. Investors residing at places other than the places where the bank collection centres have been opened should send their completed CAF by registered post/speed post to the Registrar to the Issue, **Alankit Assignments Limited** along with an account payee cheque drawn on the bank payable at par/demand draft for the full application amount, net of bank and postal charges, payable at New Delhi in favour of **"HCL INFOSYSTEMS LIMITED - RIGHTS ISSUE - R"** crossed "A/c Payee only", in case of resident shareholders and in case of non-resident shareholders, without repatriation benefits, so that the same are received on or before the Issue Closing Date, i.e., Tuesday, November 28, 2017. In case of Non-resident Applicants applying on a repatriation basis, the cheques/demand drafts, net of bank and postal charges, should be drawn in favour of **"HCL INFOSYSTEMS LIMITED - RIGHTS ISSUE - NR"** payable at New Delhi and should reach the Registrar to the Issue before the Issue Closing Date, i.e., Tuesday, November 28, 2017. Such application sent to anyone other than Registrar to the Issue is liable to be rejected. If any portion of the CAF is detached or separated, such application is liable to be rejected.

AVAILABILITY OF DUPLICATE CAF: In case the original CAF is not received, or is misplaced by the Eligible Shareholder, the Registrar to the Issue will issue a duplicate CAF on the request of the Eligible Shareholder who should furnish the registered folio number/ DP and Client ID number and his/ her full name and address to the Registrar to the Issue. Please note that the request for duplicate CAF should reach the Registrar to the Issue at least 7 days prior to the Issue Closing Date. Please note that those who are making the application in the duplicate form should not utilize the original CAF for any purpose including renunciation, even if it is received/ found subsequently. If the Eligible Shareholder violates such requirements, he/ she shall face the risk of rejection of either original CAF or both the applications. Neither the Registrar nor the Lead Manager nor our Company, shall be responsible for postal delays or loss of duplicate CAFs in transit, if any. Further, if the Eligible Shareholder makes an application on plain paper and also on CAF, both the applications shall be liable to be rejected at the option of our Company.

Application on Plain Paper under the ASBA process: An Eligible Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF and who is applying under the ASBA Process may make an application to subscribe to the Issue on plain paper. The Eligible Shareholder shall submit the plain paper application to the Designated Branch of SCSB for authorising such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper from any address outside India will not be accepted. The envelope should be super scribed "***HCL INFOSYSTEMS LIMITED - RIGHTS ISSUE***" and should be postmarked in India.

The list of banks which has been notified by SEBI to act as SCSBs for the ASBA Process are provided at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries. For details on Designated Branches of SCSB collecting the ASBA Applicetion, please refer the above mentioned SEBI link.

Application on Plain Paper (Non-ASBA): An Eligible Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with account payee cheque drawn on a bank payable at par, pay order/demand draft (after deducting banking and postal charges) which should be drawn in favour of **"HCL INFOSYSTEMS LIMITED – RIGHTS ISSUE- R"** in case of resident shareholders and non-resident shareholders applying on non-repatriable basis and in favour of **"HCL INFOSYSTEMS LIMITED – RIGHTS ISSUE – NR"** in case of non-resident shareholders applying on repatriable basis and send the same by registered post directly to the Registrar to the Issue so as to reach Registrar to the Issue on or before the Issue Closing Date. The envelope should be super scribed **"HCL INFOSYSTEMS LIMITED – RIGHTS ISSUE - R"** in case of resident shareholders and Non-resident shareholders applying on non-repatriable basis, and **"HCL INFOSYSTEMS LIMITED – RIGHTS ISSUE – NR"** in case of non-resident shareholders applying on repatriable basis.

Please note that those who are making the application otherwise than on original CAF shall not be entitled to renounce their rights and should not utilise the original CAF for any purpose including renunciation even if it is received subsequently. **If the Eligible Shareholder violates such requirements, he/she shall face the risk of rejection of both the applications. Our Company shall refund such application amount to the Eligible Shareholder without any interest thereon.**

The application on plain paper, duly signed by the applicant(s) including joint holders, in the same order as per specimen recorded with us or the Depositories, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

• Name of Issuer, being HCL Infosystems Limited; • Name and Indian address of the Eligible Shareholder including joint holders; • Registered Folio Number/DP and Client ID no.; • Number of Rights Equity Shares held as on Record Date; • Share certificate numbers and distinctive numbers of Equity Shares, if held in physical form; • Allotment option preferred - physical or demat form, if held in physical form; • Number of Rights Equity Shares entitled to; • Number of Rights Equity Shares applied for; • Number of additional Rights Equity Shares applied for, if any; • Total number of Rights Equity Shares applied for; • Total amount paid at the rate of ₹ 47 (including ₹ 45 as security premium) per Rights Equity Share; • Particulars of cheque/demand draft; • Savings/current account number and name and address of the bank where the Eligible Shareholder will be depositing the refund order. In case of Rights Equity Shares allotted in demat form, the bank account details will be obtained from the information available with the Depositories; • Except for applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Shareholder and for each Eligible Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue; Documentary evidence for exemption to be provided by the applicants; • Share certificate numbers and distinctive numbers of Equity Shares, if held in physical form; • Allotment option preferred - physical or demat form, if held in physical form; • If the payment is made by a draft purchased from NRE/ FCNR/ NRO account, as the case may be, an account debit certificate from the bank issuing the draft confirming that the draft has been issued by debiting the NRE/ FCNR/ NRO account; • Signature of the Applicant to appear in the same sequence and order as they appear in our Company's records/Depositories; and • For ASBA Investors, application on plain paper should have details of their ASBA Account. • Additionally, all such applicants are deemed to have accepted the following:

- I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or any U.S. state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States. or to the territories or possessions thereof (the "**U.S.**") or to, or for the account or benefit of a "U.S. person" as defined in Regulation S of the Securities Act ("**Regulation S**"). I/We understand the Rights Equity Shares referred to in this application are being offered in India but not in the U.S. I/We understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the U.S., or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the U.S. Accordingly, I/We understand this application should not be forwarded to or transmitted in or to the U.S. at any time. I/We understand that neither us, nor the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is, a resident of the U.S. or a "U.S. person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.
- I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. I/We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/ our residence.
- I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.
- I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.

Overseas Shareholders: The distribution of the LOF, ALOF and CAFs and the issue of Rights Equity Shares, to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the LOF, ALOF or CAF may come are required to inform themselves about and observe such restrictions. We are making this Issue of Equity Shares on a rights basis to the Eligible Shareholders and will dispatch the LOF/ALOF and CAFs to such shareholders who have provided an Indian address. Those overseas shareholders who do not update our Company with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the LOF/ALOF and CAFs, shall not be sent the LOF/ALOF and CAFs. No action has been or will be taken to permit this Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlement or Rights Equity Shares may not be offered or sold, directly or indirectly, and the LOF, ALOF and CAFs may not be distributed in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. For further details, please see the section titled "**Notice to Overseas Investors**" on page 7 of the LOF.

The ALOF and CAF shall be dispatched to non-resident Eligible Shareholders at their Indian address only as provided to our Company.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act, or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the U.S. or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S), except in a transaction not subject to, or exempt from the registration requirements of the Securities Act. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. The offering to which the LOF and ALOF relate is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement. Accordingly, the LOF / ALOF and the enclosed CAF should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirement of the Securities Act. For further details, please see the section titled **"Notice to Overseas Investors"** on page 7 of the LOF.

Rights Entitlement may not be transferred or sold to any person in the United States.

Last Date for Application: The last date for submission of the duly filled in CAF is November 28, 2017. Our Company's Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the CAF together with the amount payable is not received by the Banker to the Issue/ Registrar to the Issue on or before the close of banking hours on the aforesaid last date or such date as may be extended by our Company's Board or any authorised committee thereof, the invitation to offer contained in the LOF shall be deemed to have been declined and our Company's Board or any authorised committee thereof shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under "**Terms of the Issue – Basis of Allotment**" on page 123.

APPLICANTS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALISED FORM.

LISTING: The Equity Shares are listed on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**", and together with BSE, the "**Stock Exchanges**"). Our Company has received "in-principle" approvals from BSE and NSE for listing the Rights Equity Shares through their letters, both dated October 26, 2017. For the purposes of the Issue, the Designated Stock Exchange is BSE.

DISCLAIMER CLAUSE OF SEBI: Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The investors are advised to refer to the full text of the "Disclaimer Clause of SEBI" on page 92 of the LOF.

DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by BSE Limited should not, in anyway, be deemed or construed that the LOF has been cleared or approved by BSE Limited; nor does it certify the correctness or completeness of any of the contents of the LOF. The investors are advised to refer to the full text of the "**Disclaimer Clause of BSE**" on page 96 of the LOF.

DISCLAIMER CLAUSE OF NSE: It is to be distinctly understood that the permission given by the National Stock Exchange of India Limited should not in any way be deemed or construed that the LOF has been cleared or approved by the National Stock Exchange of India Limited nor does it certify the correctness or completeness of any of the contents of the LOF. The investors are advised to refer to the full text of the "**Disclaimer clause of NSE**" on page 96 of the LOF.

BANKER TO THE ISSUE: Axis Bank Limited.

PLEASE REFER TO THE REVERSE OF THE COMPOSITE APPLICATION FORM FOR THE DETAILS OF THE BANKER TO THE ISSUE AND ITS COLLECTION CENTRES. INVESTORS ARE ADVISED TO REFER TO THE LOF AND THE RISK FACTORS CONTAINED THEREIN BEFORE APPLYING IN THE ISSUE.

AVAILABILITY OF THE LOF: The LOF is available on the website of the Lead Manager viz. www.axiscapital.co.in and website of BSE and NSE viz. www.bseindia.com and www.nseindia.com respectively and on SEBI's website: www.sebi.gov.in and a copy of the same can be downloaded from these websites.

All capitalised terms used but not defined herein shall have the meanings assigned to them in the the LOF.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
AXIS CAPITAL **Axis Capital Limited** 1st Floor, Axis House, C 2, Wadia International Centre, P B. Marg, Worli, Mumbai 400 025 **Telephone**: +91 (22) 4325 2152, **Facsimile**: +91 (22) 4325 3000 **Email:** hclinfosystems.rights@axiscap.in **Investor Grievance Email**: complaints@axiscap.in **Website:** www.axiscapital.co.in **Contact Person**: Kanika Sarawgi, Akash Aggarwal **SEBI Registration Number**: INM000012029	Alankit Health & Wealth, We Manage Both **Alankit Assignments Limited** 205 – 208, Anarkali Complex, Jhandewalan Extension, New Delhi 110 055 **Telephone**: +91 (11) 4254 1627, 4254 1953, **Facsimile**: +91 (11) 4154 3474 **Email**: rta@alankit.com **Investor Grievance Email**: hclinfo_rights@alankit.com **Website**: www.alankit.com **Contact Person**: Ravi Garg, R S. Maurya **SEBI Registration No.**: INR000002532	**Mr. Sushil Kumar Jain** Company Secretary and Compliance Officer E-4, 5, 6, Sector XI, Noida, Uttar Pradesh 201 301; **Tel:** +91 (120) 2526 490; **Fax:** +91 (120) 2523 791 **Email:** cosec@hcl.com **Website:** www.hclinfosystems.com Investors are advised to contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue/ post-Issue related matters such as non-receipt of letter of Allotment, credit of Rights Equity Shares or refund orders and such other matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the applicant, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the CAF, or the plain paper application, as the case may be, was submitted by the ASBA Investors.

For **HCL INFOSYSTEMS LIMITED**
On behalf of the Board of Directors
Sd/-
Sushil Kumar Jain
Company Secretary and Compliance Officer

Place: Noida
Date: November 08, 2017

HCL INFOSYSTEMS LIMITED is proposing, subject to receipt of requisite approvals, market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a Letter of Offer with SEBI dated October 31, 2017 **("LOF")**. The LOF will be available on the website of SEBI at www.sebi.gov.in, the Stock Exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and the website of the Lead Manager to the Issue, i.e. Axis Capital Limited at www.axiscapital.co.in. Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section entitled "**Risk Factors**" on page 12 of the LOF.

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Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi 110 019; **Tel:** + 91 (11) 2621 2687; **Fax:** +91 (11) 2643 6336; **Contact Person:** Mr. Sushil Kumar Jain, Company Secretary and Compliance Officer; **Email:** cosec@hcl.com; **Website:** www.hclinfosystems.com
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PROMOTER: HCL CORPORATION PRIVATE LIMITED AND MR. SHIV NADAR

ISSUE OF 10,61,90,299 EQUITY SHARES OF FACE VALUE ₹ 2 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 47 PER RIGHTS EQUITY SHARE ("ISSUE PRICE") INCLUDING A PREMIUM OF ₹ 45 PER RIGHTS EQUITY SHARE AGGREGATING TO ₹ 499.09 CRORE ON A RIGHTS BASIS TO THE ELIGIBLE SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 10 RIGHTS EQUITY SHARE FOR 21 FULLY PAID-UP EQUITY SHARES HELD BY SUCH ELIGIBLE SHAREHOLDER ON THE RECORD DATE, THAT IS, NOVEMBER 1, 2017 ("ISSUE"). THE ISSUE PRICE OF THE RIGHTS EQUITY SHARES IS 23.5 TIMES THE FACE VALUE OF THE EQUITY SHARES.

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Please note that, in terms of SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011, QIB Applicants, Non-Institutional Investors and other Applicants whose application amount exceeds ₹ 2,00,000, complying with the eligibility conditions of SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, must mandatorily participate in the Issue only through the ASBA process. Further, all QIBs and Non-Institutional Investors are mandatorily required to use the ASBA facility, even if the application amount does not exceed ₹ 200,000. The Investors who are not (i) QIBs, (ii) Non-Institutional Investors or (iii) Investors whose application amount is not more than ₹ 2,00,000, can participate in the Issue either through the ASBA process or the non ASBA process. All Renouncees (including Renouncees who are individuals) are not eligible ASBA investors and must only apply for the Rights Equity Shares through the non ASBA process irrespective of the application value. ASBA Investors should note that the ASBA process involves application procedures that may be different from the procedure applicable to non ASBA process. ASBA Investors should carefully read the provisions applicable to such applications before making their application through the ASBA process. For details, please refer to heading titled "**Application by ASBA Investors**" on page 115 of the Letter of Offer dated October 31, 2017 ("**LOF**").

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA applications may be submitted at all branches of the SCSBs. Further, in terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s).

ASBA Applicant(s) shall mean an Applicant who: i) holds the Equity Shares in dematerialized form as on the Record Date and has applied towards his/her Rights Entitlements or additional Rights Equity Shares in the Issue in dematerialized form; ii) has not renounced his/her Rights Entitlements in full or in part; iii) is not a Renouncee; and (iv) applies through blocking of funds in a bank account maintained with one of the Self certified syndicate bank (SCSB)(s). All rights/obligations of the Eligible Shareholders in relation to application and refunds pertaining to the Issue shall apply to the Renouncee(s) as well.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors may apply through the ASBA process subject to the compliance of conditions for being an ASBA Investor. The ASBA Investor is required to fill the CAF and submit the same to the SCSB. The SCSB will block the amount in the account as per the authority contained in the CAF and undertake other tasks as per the specified procedure. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar and the Lead Manager to the respective SCSB. For more details on the ASBA process, please refer to the details given in the Abridged Letter of Offer ("**ALOF**") and also please refer to the heading titled "**Application by ASBA Investors**" beginning on page 115 of the LOF.

ELIGIBLE SHAREHOLDERS APPLYING UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES OF OUR COMPANY UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE.

DISPATCH OF ALOF AND COMPOSITE APPLICATION FORM ("CAF"): The dispatch of ALOF along with CAF for the issue has been completed by Registrar to the Issue, viz., Alankit Assignments Limited through Speed Post / Registered Post on November 7, 2017, to the Eligible Shareholders of Our Company whose names appeared in the Register of Members/Beneficial Owners of our Company, on the Record Date, i.e., November 1, 2017.

The CAF duly completed together with the amount payable on application must be deposited with the collection centres of Banker to the Issue indicated on the reverse of the CAF, and not with the Lead Manager or our Company, before the close of business hours on or before the Issue Closing Date, i.e., Tuesday, November 28, 2017. Separate cheque or bank draft must accompany each CAF. Investors residing at places other than the places where the bank collection centres have been opened should send their completed CAF by registered post/speed post to the Registrar to the Issue, **Alankit Assignments Limited** along with an account payee cheque drawn on the bank payable at par/demand draft for the full application amount, net of bank and postal charges, payable at New Delhi in favour of **"HCL INFOSYSTEMS LIMITED - RIGHTS ISSUE - R"** crossed "A/c Payee only", in case of resident shareholders and in case of non-resident shareholders, without repatriation benefits, so that the same are received on or before the Issue Closing Date, i.e., Tuesday, November 28, 2017. In case of Non-resident Applicants applying on a repatriation basis, the cheques/demand drafts, net of bank and postal charges, should be drawn in favour of **"HCL INFOSYSTEMS LIMITED - RIGHTS ISSUE - NR"** payable at New Delhi and should reach the Registrar to the Issue before the Issue Closing Date, i.e., Tuesday, November 28, 2017. Such application sent to anyone other than Registrar to the Issue is liable to be rejected. If any portion of the CAF is detached or separated, such application is liable to be rejected.

AVAILABILITY OF DUPLICATE CAF: In case the original CAF is not received, or is misplaced by the Eligible Shareholder, the Registrar to the Issue will issue a duplicate CAF on the request of the Eligible Shareholder who should furnish the registered folio number/ DP and Client ID number and his/ her full name and address to the Registrar to the Issue. Please note that the request for duplicate CAF should reach the Registrar to the Issue at least 7 days prior to the Issue Closing Date. Please note that those who are making the application in the duplicate form should not utilize the original CAF for any purpose including renunciation, even if it is received/ found subsequently. If the Eligible Shareholder violates such requirements, he/ she shall face the risk of rejection of either original CAF or both the applications. Neither the Registrar nor the Lead Manager nor our Company, shall be responsible for postal delays or loss of duplicate CAFs in transit, if any. Further, if the Eligible Shareholder makes an application on plain paper and also on CAF, both the applications shall be liable to be rejected at the option of our Company.

Application on Plain Paper under the ASBA process: An Eligible Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF and who is applying under the ASBA Process may make an application to subscribe to the Issue on plain paper. The Eligible Shareholder shall submit the plain paper application to the Designated Branch of SCSB for authorising such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper from any address outside India will not be accepted. The envelope should be super scribed "***HCL INFOSYSTEMS LIMITED - RIGHTS ISSUE***" and should be postmarked in India.

The list of banks which has been notified by SEBI to act as SCSBs for the ASBA Process are provided at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries. For details on Designated Branches of SCSB collecting the ASBA Applicetion, please refer the above mentioned SEBI link.

Application on Plain Paper (Non-ASBA): An Eligible Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with account payee cheque drawn on a bank payable at par, pay order/demand draft (after deducting banking and postal charges) which should be drawn in favour of **"HCL INFOSYSTEMS LIMITED – RIGHTS ISSUE- R"** in case of resident shareholders and non-resident shareholders applying on non-repatriable basis and in favour of **"HCL INFOSYSTEMS LIMITED – RIGHTS ISSUE – NR"** in case of non-resident shareholders applying on repatriable basis and send the same by registered post directly to the Registrar to the Issue so as to reach Registrar to the Issue on or before the Issue Closing Date. The envelope should be super scribed **"HCL INFOSYSTEMS LIMITED – RIGHTS ISSUE - R"** in case of resident shareholders and Non-resident shareholders applying on non-repatriable basis, and **"HCL INFOSYSTEMS LIMITED – RIGHTS ISSUE – NR"** in case of non-resident shareholders applying on repatriable basis.

Please note that those who are making the application otherwise than on original CAF shall not be entitled to renounce their rights and should not utilise the original CAF for any purpose including renunciation even if it is received subsequently. **If the Eligible Shareholder violates such requirements, he/she shall face the risk of rejection of both the applications. Our Company shall refund such application amount to the Eligible Shareholder without any interest thereon.**

The application on plain paper, duly signed by the applicant(s) including joint holders, in the same order as per specimen recorded with us or the Depositories, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

• Name of Issuer, being HCL Infosystems Limited; • Name and Indian address of the Eligible Shareholder including joint holders; • Registered Folio Number/DP and Client ID no.; • Number of Rights Equity Shares held as on Record Date; • Share certificate numbers and distinctive numbers of Equity Shares, if held in physical form; • Allotment option preferred - physical or demat form, if held in physical form; • Number of Rights Equity Shares entitled to; • Number of Rights Equity Shares applied for; • Number of additional Rights Equity Shares applied for, if any; • Total number of Rights Equity Shares applied for; • Total amount paid at the rate of ₹ 47 (including ₹ 45 as security premium) per Rights Equity Share; • Particulars of cheque/demand draft; • Savings/current account number and name and address of the bank where the Eligible Shareholder will be depositing the refund order. In case of Rights Equity Shares allotted in demat form, the bank account details will be obtained from the information available with the Depositories; • Except for applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Shareholder and for each Eligible Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue; Documentary evidence for exemption to be provided by the applicants; • Share certificate numbers and distinctive numbers of Equity Shares, if held in physical form; • Allotment option preferred - physical or demat form, if held in physical form; • If the payment is made by a draft purchased from NRE/ FCNR/ NRO account, as the case may be, an account debit certificate from the bank issuing the draft confirming that the draft has been issued by debiting the NRE/ FCNR/ NRO account; • Signature of the Applicant to appear in the same sequence and order as they appear in our Company's records/Depositories; and • For ASBA Investors, application on plain paper should have details of their ASBA Account. • Additionally, all such applicants are deemed to have accepted the following:

- I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or any U.S. state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States. or to the territories or possessions thereof (the "**U.S.**") or to, or for the account or benefit of a "U.S. person" as defined in Regulation S of the Securities Act ("**Regulation S**"). I/We understand the Rights Equity Shares referred to in this application are being offered in India but not in the U.S. I/We understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the U.S., or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the U.S. Accordingly, I/We understand this application should not be forwarded to or transmitted in or to the U.S. at any time. I/We understand that neither us, nor the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is, a resident of the U.S. or a "U.S. person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.
- I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. I/We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/ our residence.
- I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.
- I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.

Overseas Shareholders: The distribution of the LOF, ALOF and CAFs and the issue of Rights Equity Shares, to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the LOF, ALOF or CAF may come are required to inform themselves about and observe such restrictions. We are making this Issue of Equity Shares on a rights basis to the Eligible Shareholders and will dispatch the LOF/ALOF and CAFs to such shareholders who have provided an Indian address. Those overseas shareholders who do not update our Company with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the LOF/ALOF and CAFs, shall not be sent the LOF/ALOF and CAFs. No action has been or will be taken to permit this Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlement or Rights Equity Shares may not be offered or sold, directly or indirectly, and the LOF, ALOF and CAFs may not be distributed in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. For further details, please see the section titled "**Notice to Overseas Investors**" on page 7 of the LOF.

The ALOF and CAF shall be dispatched to non-resident Eligible Shareholders at their Indian address only as provided to our Company.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act, or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the U.S. or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S), except in a transaction not subject to, or exempt from the registration requirements of the Securities Act. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. The offering to which the LOF and ALOF relate is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement. Accordingly, the LOF / ALOF and the enclosed CAF should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirement of the Securities Act. For further details, please see the section titled "**Notice to Overseas Investors**" on page 7 of the LOF.

Rights Entitlement may not be transferred or sold to any person in the United States.

Last Date for Application: The last date for submission of the duly filled in CAF is November 28, 2017. Our Company's Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the CAF together with the amount payable is not received by the Banker to the Issue/ Registrar to the Issue on or before the close of banking hours on the aforesaid last date or such date as may be extended by our Company's Board or any authorised committee thereof, the invitation to offer contained in the LOF shall be deemed to have been declined and our Company's Board or any authorised committee thereof shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under "**Terms of the Issue – Basis of Allotment**" on page 123.

APPLICANTS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALISED FORM.

LISTING: The Equity Shares are listed on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**", and together with BSE, the "**Stock Exchanges**"). Our Company has received "in-principle" approvals from BSE and NSE for listing the Rights Equity Shares through their letters, both dated October 26, 2017. For the purposes of the Issue, the Designated Stock Exchange is BSE.

DISCLAIMER CLAUSE OF SEBI: Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The investors are advised to refer to the full text of the "Disclaimer Clause of SEBI" on page 92 of the LOF.

DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by BSE Limited should not, in anyway, be deemed or construed that the LOF has been cleared or approved by BSE Limited; nor does it certify the correctness or completeness of any of the contents of the LOF. The investors are advised to refer to the full text of the "**Disclaimer Clause of BSE**" on page 96 of the LOF.

DISCLAIMER CLAUSE OF NSE: It is to be distinctly understood that the permission given by the National Stock Exchange of India Limited should not in any way be deemed or construed that the LOF has been cleared or approved by the National Stock Exchange of India Limited nor does it certify the correctness or completeness of any of the contents of the LOF. The investors are advised to refer to the full text of the "**Disclaimer clause of NSE**" on page 96 of the LOF.

BANKER TO THE ISSUE: Axis Bank Limited.

PLEASE REFER TO THE REVERSE OF THE COMPOSITE APPLICATION FORM FOR THE DETAILS OF THE BANKER TO THE ISSUE AND ITS COLLECTION CENTRES. INVESTORS ARE ADVISED TO REFER TO THE LOF AND THE RISK FACTORS CONTAINED THEREIN BEFORE APPLYING IN THE ISSUE.

AVAILABILITY OF THE LOF: The LOF is available on the website of the Lead Manager viz. www.axiscapital.co.in and website of BSE and NSE viz. www.bseindia.com and www.nseindia.com respectively and on SEBI's website: www.sebi.gov.in and a copy of the same can be downloaded from these websites.

All capitalised terms used but not defined herein shall have the meanings assigned to them in the the LOF.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
AXIS CAPITAL **Axis Capital Limited** 1st Floor, Axis House, C 2, Wadia International Centre, P B. Marg, Worli, Mumbai 400 025 **Telephone**: +91 (22) 4325 2152, **Facsimile**: +91 (22) 4325 3000 **Email:** hclinfosystems.rights@axiscap.in **Investor Grievance Email**: complaints@axiscap.in **Website:** www.axiscapital.co.in **Contact Person**: Kanika Sarawgi, Akash Aggarwal **SEBI Registration Number**: INM000012029	Alankit Health & Wealth, We Manage Both **Alankit Assignments Limited** 205 – 208, Anarkali Complex, Jhandewalan Extension, New Delhi 110 055 **Telephone**: +91 (11) 4254 1627, 4254 1953, **Facsimile**: +91 (11) 4154 3474 **Email**: rta@alankit.com **Investor Grievance Email**: hclinfo_rights@alankit.com **Website**: www.alankit.com **Contact Person**: Ravi Garg, R S. Maurya **SEBI Registration No.**: INR000002532	**Mr. Sushil Kumar Jain** Company Secretary and Compliance Officer E-4, 5, 6, Sector XI, Noida, Uttar Pradesh 201 301; **Tel:** +91 (120) 2526 490; **Fax:** +91 (120) 2523 791 **Email:** cosec@hcl.com **Website:** www.hclinfosystems.com Investors are advised to contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue/ post-Issue related matters such as non-receipt of letter of Allotment, credit of Rights Equity Shares or refund orders and such other matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the applicant, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the CAF, or the plain paper application, as the case may be, was submitted by the ASBA Investors.

For **HCL INFOSYSTEMS LIMITED**
On behalf of the Board of Directors
Sd/-
Sushil Kumar Jain
Company Secretary and Compliance Officer

Place: Noida
Date: November 08, 2017

HCL INFOSYSTEMS LIMITED is proposing, subject to receipt of requisite approvals, market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a Letter of Offer with SEBI dated October 31, 2017 **("LOF")**. The LOF will be available on the website of SEBI at www.sebi.gov.in, the Stock Exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and the website of the Lead Manager to the Issue, i.e. Axis Capital Limited at www.axiscapital.co.in. Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section entitled "**Risk Factors**" on page 12 of the LOF.

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