HCL INFOSYSTEMS LTD.
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Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019. India.
Corporate Identity Number - L72200DL1986PLC023955
www.hclinfosystems.com
www.hcl.com

18th December, 2015

To

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

To

The Secretary,
BSE Limited,
P.J. Tower,
Dalal Street, Fort,
Mumbai – 400 001

Sub: Minutes of Twenty Ninth Annual General Meeting of the Company

Dear Sirs,

We are enclosing a copy of minutes of Twenty Ninth Annual General Meeting of the Company held on 19th November, 2015.

This is for your record purpose

Thanking you,

Very truly yours,
For HCL Infosystems Limited

HCL INFOSYSTEMS LTD.

Sushil Kumar Jain
Company Secretary

Encl. a/a

MINUTE BOOK

Minutes of the Twenty Ninth Annual General Meeting of HCL Infosystems Limited held on Thursday, 19th November, 2015 at 10:00 A.M. at FICCI Auditorium, 1, Tansen Marg, New Delhi 110001.

Present:

Directors

Dr. Nikhil Sinha	-	Chairman
Mr. Dhirendra Singh	-	Director
Mr. Kaushik Dutta	-	Director
Ms. Ritu Arora	-	Director
Mr. Sanjeev Sharma	-	Director
Mr. Premkumar Seshadri	-	EVC & Managing Director
Ms. V.N. Koura	-	Director

Others

Mr. S.G. Murali	-	Group Chief Financial Officer
Mr. Sushil Kumar Jain	-	Company Secretary
Mr. Avijit Mukerji	-	Representative of M/s Price Waterhouse, Statutory Auditors
Mr Navneet Arora	-	Secretarial Auditor for FY 2014-15
Mr. Vineet K Chaudhary	-	Practicing Company Secretary, Scrutinizer

Members	:	1397 Members recorded their presence
Proxies	:	6 Proxies were recorded

In terms of Article 75 of the Articles of Association of the Company, Dr. Nikhil Sinha, the Chairman of the Board of Directors took the chair.

The Chairman announced the number of shareholders present in the meeting both in person and through proxy and having ascertained the quorum called the meeting to order.

Mr. Kaushik Dutta, the Chairman of the Accounts & Audit Committee, Mr Premkumar Seshadri, member of Stakeholders Relationship Committee, duly authorised by Ms. Sangeeta Talwar, the Chairperson of the Committee who could not attend the AGM being on foreign travel and Mr. Dhirendra Singh, the Chairman of the Nomination & Remuneration Committee were also present at the meeting.

The following documents were kept open for inspection of members during the meeting:

- Register of Directors and Key Managerial Personnel(s) and their shareholding, Register of Contracts or Arrangements in which Directors are interested, Register of proxies and other inspection documents.
- A certificate from Statutory Auditors confirming the compliance of the SEBI guidelines for ESOP Schemes of the Company i.e. HCL Infosystems Limited – Employee Stock Option Scheme, 2000 and HCL Infosystems Limited - Employee Stock Based Compensation Plan 2005.

With the permission of the members present, the notice convening the 29th Annual General Meeting of the Company was taken as read.

The Auditors' Report on the Financial Statements of the Company for the year ended 30th June, 2015 was read out by Mr. Sushil Kumar Jain, Company Secretary of the Company, on being called upon to do so by the Chairman.

The Chairman delivered his speech covering the economic situation prevailing in the Country and across the World, the business transformation journey and the business performance & highlights of various businesses of the Company and the steps proposed to be taken to improve the performance of the Company and other related matters. The statement was also distributed amongst the shareholders present at the meeting.

CHAIRMAN'S INITIALS

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Thereafter, the Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Clause 35B of the Listing Agreement, the Company had engaged M/s National Securities Depository Limited (NSDL) as the authorized agency to provide e-voting facility to the members of the Company to cast their votes in respect of all the 4 (four) resolutions contained in the notice of the meeting. The e-voting event number, User ID, password and the necessary instructions for e-voting were provided in a separate sheet, sent along with the notice of the meeting. The e-voting commenced at 09:00 A.M. on 16th November, 2015 and ended at 05:00 P.M. on 18th November, 2015 to enable the members to cast their votes in proportion to their shareholding as on cut-off date i.e. 13th November, 2015.

Mr. Vineet K Chaudhary, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process and the poll process at the meeting.

The Chairman also informed the members that the Company had also arranged for poll, at the meeting venue, on all 4 (four) resolutions contained in the notice of the meeting. Thereafter, the Chairman ordered for the poll to be taken at the meeting and requested Mr. Vineet K Chaudhary, the Scrutinizer to ensure orderly conduct of the poll. The Chairman announced that the combined result of the e-voting and the poll at the meeting venue will be sent to the National Stock Exchange of India Limited and BSE Limited and shall also be uploaded on the website of the Company on 20th November 2015.

Conduct of Poll

Mr. Vineet K Chaudhary, the Scrutinizer made necessary announcements regarding poll and stated that the members who had not cast their votes through e-voting, can only cast their votes physically at the poll in proportion to their shareholding as on cut-off date i.e. 13th November, 2015. The Scrutinizer then proceeded with the process of conducting the poll, which included the distribution of polling papers (in prescribed Form MGT 12), display of the empty ballot boxes to the members/proxies and locking and sealing of the empty ballot boxes in the presence of members/proxies. After ensuring that all the members/proxies participating in the poll had cast their votes, the Scrutinizer announced the closure of the poll at around 10.30 A.M. The Scrutinizer then took the custody of the ballot boxes.

Results of e-voting and poll conducted at the meeting on all the businesses mentioned in the notice of 28th Annual General Meeting of the Company

On the basis of the Scrutinizer's report on the electronic voting and the report on the poll conducted at the Annual General Meeting dated 20th November, 2015, the summary of which is mentioned hereunder, the Company announced on 20th November, 2015 the results of voting to the National Stock Exchange of India Limited and BSE Limited informing that all the resolutions for the Ordinary and Special businesses as set out at item nos. 1 to 4 in the Annual General Meeting notice, have been duly passed by overwhelming/requisite majority and are recorded hereunder as part of the proceedings of 29th Annual General Meeting of the Company held on 19th November, 2015:

Sl. No.	Resolution	No. of Valid votes	No. of votes in favour	No. of votes against	Result
Ordinary Business					
1	Adoption of Financial Statements for the Financial Year Ended on 30th June 2015	133517993	133516087	1906	Ordinary Resolution passed with overwhelming majority

CHAIRMAN'S INITIALS

Sl. No.	Resolution	No. of Valid votes	No. of votes in favour	No. of votes against	Result
2	Appointment of a Director in place of Dr. Nikhil Sinha (DIN 01174807), who retires by rotation and being eligible offers himself for re-appointment.	133517993	133502756	15237	Ordinary Resolution passed with overwhelming majority
3	Appointment of M/s Price Waterhouse, Chartered Accountants Registration No.301112E) as statutory auditors of the Company from the conclusion of this meeting until the conclusion of next AGM and to fix their remuneration.	132507744	132505938	1806	Ordinary Resolution passed with overwhelming majority
Special Business					
4	Appointment of Ms Ritu Arora (DIN 07019164) as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term upto 5th April, 2020.	133517989	133502877	15112	Ordinary Resolution passed with overwhelming majority

The resolutions for Ordinary & Special Businesses as set out in item nos. 1 to 4 in the notice of the meeting, duly approved by the requisite and overwhelming majority, are recorded hereunder as part of the proceedings of 29th Annual General Meeting of the Members held on 19th November, 2015.

Ordinary Business

1. **Adoption of financial statements for the Financial Year Ended on 30th June 2015 (as Ordinary Resolution)**

"RESOLVED that the financial statements of the Company for the financial year ended 30th June, 2015 including the audited Balance Sheet as at 30th June, 2015, the Statement of Profit and Loss both on standalone and consolidated basis for the year ended on that date and the Reports of the Board of Directors and Auditors thereon be and are hereby received, approved, and adopted."

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2. **Re-appointment of Dr. Nikhil Sinha as Director retiring by rotation (as Ordinary Resolution)**

"RESOLVED that Dr. Nikhil Sinha (DIN 01174807) Director retiring by rotation, in accordance with Article 100 of the Articles of Association of the Company and being eligible for re-appointment be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

CHAIRMAN'S INITIALS

3. **Re-appointment of Auditors and fixing their remuneration (as Ordinary Resolution)**

"RESOLVED that M/s. Price Waterhouse (FRN 301112E), Chartered Accountants, the retiring Auditors be and are hereby appointed as Auditors of the Company from conclusion of this Annual General Meeting until 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 authorized to fix their remuneration and reimburse travelling and out of pocket expenses incurred by them for the purpose of audit."

Special Business

4. **Appointment of Ms. Ritu Arora (DIN 07019164) as an Independent Director (as 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. Ritu Arora (DIN 07019164), 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 vide resolution passed by the Board of Directors of the Company w.e.f. 6th April, 2015 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 clause 49 of the Listing Agreement 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 5th April, 2020."

There being no further business to transact, the meeting came to an end at 10:40 A.M.with a vote of thanks to the Chair.

Nitish

Chairman

Date of Entry: 4th December, 2015
Date of Signing: 7th December, 2015
Place: Noida

CHAIRMAN'S INITIALS