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

21st August, 2017

To,

The Assistant Vice President, **National Stock Exchange of India Limited,** "Exchange plaza" Bandra-Kurla Complex, Bandra (East) Mumbai-400051	The Secretary, **BSE Limited,** P.J.Tower Dalal Street Fort Mumbai-400001

Sub: Notice of the Thirty First (31st) Annual General Meeting of HCL Infosystems Limited

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

Dear Sirs,

We wish to inform you that the Thirty First (31st) Annual General Meeting (AGM) of the members of HCL Infosystems Limited is scheduled to be held on Thursday, 14th September, 2017 at 10:00 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110001. The soft copy of the notice of the Thirty First (31st) Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is attached.

The remote e-voting facility will be provided to the members from Monday, 11th September 2017 to Wednesday, 13th September 2017. The cut-off date to determine the eligibility of members to cast their votes electronically has been fixed as Thursday, 7th September, 2017.

We further wish to inform that the AGM notice inter alia contains two items under Special Business required to be passed by the Members as a special resolution. The first one is a shareholders' enabling resolution, authorizing the Board of Directors to make the offer or invitation to subscribe to Redeemable Non-Convertible Debentures on Private Placement basis, on the terms & conditions as may be considered fit by the Board of Directors and the other one is for seeking shareholders' approval on the related party transaction with HCL Corporation Private Limited as per the SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015.

This is for your information and record.

Very Truly Yours,
For HCL Infosystems Limited

HCL INFOSYSTEMS LIMITED

Sushil Kumar Jain
Company Secretary & Compliance Officer

Encl: As Above

HCL INFOSYSTEMS LIMITED

CIN- L72200DL1986PLC023955

Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi-110 019,
Corporate Office: E-4, Sector-11, Noida 201301 (U.P.)
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 Thirty First (31st) Annual General Meeting of the members of HCL Infosystems Limited will be held on Thursday, 14th September, 2017 at 10:00 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2017, including the audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution(s) as an **Ordinary Resolution:**

   "RESOLVED that the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2017 including the audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss 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."

2. To appoint a Director in place of Mr. Dilip Kumar Srivastava (DIN 06847137), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED that Mr. Dilip Kumar Srivastava (DIN 06847137) Director retiring by rotation, in accordance with 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."

3. To appoint M/s BSR & Associates LLP, Chartered Accountants (FRN – 116231W/W-100024) as Auditors of the Company in place of M/s. Price Waterhouse, Chartered Accountants (FRN 301112E) and to fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED that pursuant to the provisions of Section 139, 140, 141, 142 and other applicable provisions of the Companies Act, 2013 and the rules made there under and pursuant to the recommendations of the Audit committee, M/s. BSR & Associates LLP, Chartered Accountants (FRN – 116231W/W-100024), be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this (31st) AGM until the conclusion of the Thirty Sixth (36th) AGM of the Company, subject to ratification of the appointment by the members at every AGM."

   "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. **To approve offer or invitation to subscribe to Redeemable Non-Convertible Debentures on private placement and in this regard, pass the following resolution as a Special Resolution:**

   "RESOLVED that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series/ tranches, of the aggregate nominal value of up to Rs. 300 Crores (Rupees Three Hundred Crores), on private placement basis, from such persons and on such terms and conditions as

the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures are to be issued, the face value of debentures to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto."

"RESOLVED further that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

5. To approve the related party transaction with HCL Corporation Private Limited as per the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modifications or re-enactment thereof, for the time being in force) and the consent of the Audit Committee and Board of Directors and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to ratify, approve and confirm the related party transactions for availing of advances/ loans, corporate guarantee, and security, whether material or not, hitherto entered or to be entered into by the Company from time to time, from M/s. HCL Corporation Private Limited (Related party to the Company as per the Listing Regulations) for the maximum amount of Rs. 1500 Crores."

"RESOLVED further that the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to the aforesaid related party transaction(s) and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution."

By Order of the Board
For HCL Infosystems Limited

Sd/-
Sushil Kumar Jain
Company Secretary
Membership No.: A8917

Date : 19th August, 2017
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 2016-17 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 relevant information as required under the relevant provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, of person seeking re-appointment as Director in Annual General Meeting scheduled to be held on 14th September, 2017 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 Monday, 11th September, 2017 to Thursday, 14th September, 2017 (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 applicable provisions of Sections 124 and 125 of the Companies Act, 2013, as notified by the Ministry of Corporate affairs as on 5th September, 2016 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016 as amend from time to time, the Company has transferred unpaid/ unclaimed dividend up to 2nd Interim dividend for the financial year 2009-10 to the Investor Education and Protection Fund (the Fund) of the Central Government.

    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 to obtain duplicate dividend warrant immediately.

11. In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules 2014 as amended vide Companies (Management and Administration) Amendment Rules 2015 w.e.f. 19th March 2015, and the regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the Remote e-voting services provided by NSDL, on all resolutions set forth in 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. Please note that snacks box shall not be distributed at the Annual General Meeting.

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

Item No. 3

Though not statutorily required, the explanatory statement to this item is being provided as additional information to the members.

Pursuant to the provisions of section 139 of the Companies Act, 2013, an audit firm can act as auditors for a maximum tenure of two terms of 5 consecutive years. For the purpose of reckoning this limit, existing tenure of the auditors needs to be counted. However, companies were given a transition period of 3 years from 1st April, 2014 to comply with this provision.

M/s. Price Waterhouse, Chartered Accountants (FRN 301112E), the existing Statutory Auditors of the Company were appointed as Auditors of the Company by the Members to hold office till the conclusion of the Thirty First (31st) Annual General Meeting. Existing auditor's firm has completed two terms of five consecutive years with the Company. Therefore, the Company is required to appoint new audit firm in place of existing auditor's in consonance with the provisions of the Company Act, 2013.

At the Meeting held on 24th March, 2017, the Board of Directors, on the recommendation of the Audit Committee, had recommended the appointment of M/s. BSR & Associates LLP, Chartered Accountants (FRN – 116231W/W-100024) as Statutory Auditors of the Company, in place of M/s. Price Waterhouse, Chartered Accountants (FRN 301112E), to hold office from the conclusion of Thirty First (31st) Annual General Meeting till the conclusion of the Thirty Sixth (36th) AGM, subject to ratification of the appointment by the members at every AGM, on remuneration to be fixed by the Board of Directors.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

The Company may require long term funds to replace a part of its short term borrowings. This will enable the Company to have committed funds at fixed cost of finance to protect the Company from any fluctuations in the financial market conditions and consequent impact on liquidity and pricing, the Company has been exploring raising funds of up to Rs. 300 Crores (Rupees Three Hundred Crores) by way of secured / unsecured, redeemable, non-convertible debentures (NCDs) of the Company to be used for general corporate purposes, repayment of part of the short term borrowings and other purposes as may be considered fit by the Board of Directors.

Section 71 of the Act which deals with the issuance of debentures read with Section 42 of the Act which deals with the offer or invitation for subscription of securities of a company on private placement and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provide that a company which intends to make a private placement of its non-convertible debentures, shall, before making an offer or invitation for subscription, obtain approval of its shareholders by means of a special resolution. It shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such non-convertible debentures during the year.

Thereafter, the Board may, at an appropriate time, consider offering or inviting subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series/ tranches, on private placement basis, issuable / redeemable at par, in order to augment long-term resources to be used for general corporate purposes, repayment of part of the short term borrowings and other purposes as may be considered fit by the Board of Directors.

The approval obtained from the shareholders at the last AGM held on 29th September, 2016 for issue of debentures is valid only for a period of 12 months. Accordingly, the shareholders' approval is sought again as set out herein. The total borrowings of the Company, including by way of NCDs shall remain within the overall limit of Rs. 4,500 Crores sanctioned by the shareholders of the Company. This is an enabling resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

The Company proposes to seek any one or more of the following financial support(s) from M/s. HCL Corporation Private Limited (HCL Corporation):

1. Loan/ Inter corporate Deposit/ Advance
2. Corporate Guarantee in order to replace the existing Bank Guarantee(s) issued to secure payment to the vendors/ Original Equipment Manufacturers (OEMs)
3. Corporate Guarantee to enable the Company to arrange a Credit Line/ Standby Letter of Credit (SBLC) to secure payment of the customers/ OEMs.

The financial support from HCL Corporation will result in the following direct/ indirect benefits to the Company:

1. To avail cash discounts in its businesses, helping the Company to improve its market share and margin.
2. To replace the existing Bank Guarantees issued in favor of Suppliers/ OEMs with Corporate Guarantees and thereby reducing the cost.
3. To issue fresh Corporate Guarantee/ SBLC in favor of OEMs.
4. To improve the credit rating with the lenders and to have better terms & conditions for the term loan/ working capital facilities availed/ to be availed from the bankers/ financial institution. This would also reduce restrictions of financial covenants etc.
5. To enable the Company to participate in larger business opportunities with OEMs.
6. To enable the Company to avail opportunity to monetize receivables/ lease rent receivables and repay a part of the debts reducing the exposure to the lenders.

The Audit Committee and the Board of Directors have therefore, subject to the approval of the Shareholders, approved to avail the financial support by way of any one or more of the above up to a maximum value of Rs. 1500 Crores.

As the value of the transaction is likely to exceed 10% of the consolidated turnover of the Company for the Financial Year ended 31st March 2017, it is a material related party transaction.

Under Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions have to be approved by Ordinary Resolution of the shareholders and the related parties shall abstain from voting on such resolution whether the entity is a related party to the transaction or not.

The brief particulars of the transactions are as under:

HCL INFOSYSTEMS

S. No.	Particulars	Details/ Remarks
1.	Name of Related Party	HCL Corporation Private Limited
2.	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Pawan Kumar Danwar, Director of HCL Infosystems Limited also acts as Chief Financial Officer of HCL Corporation Private Limited.
3.	Nature of Relationship	Related Parties to the Company as per the Listing Regulations
4.	Nature, Material terms, monetary value and particulars of the contract or arrangement	1. Loan/ Inter corporate Deposit/ Advance 2. Corporate Guarantee in order to replace the existing Bank Guarantee issued to secure payment to the vendors/ Original Equipment Manufacturers (OEMs) 3. Corporate Guarantee to enable the Company to arrange a Credit Line/ Standby Letter of Credit (SBLC) to secure payment of the customers/ OEMs. The Monetary Value of the financial support from M/s HCL Corporation Private Limited would shall be of a maximum value of Rs. 1500 Crores
5.	Any other information relevant or important for the Board/ Members to take a decision	NA

The Board of Directors recommend the same for consent and approval of the Members by way of an Ordinary Resolution. The Members are further informed that no member(s) of the Company, being a related party, shall be entitled to vote on this resolution.

None of the Directors except for Mr. Pawan Kumar Danwar (who also acts as Chief Financial Officer of HCL Corporation Private Limited) or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board
For HCL Infosystems Limited

Sd/-
Sushil Kumar Jain
Company Secretary
Membership No.: A8917

Date : 19th August, 2017
Place : Noida

Brief Profile of Mr. Dilip Kumar Srivastava seeking re-appointment as Director of the Company.

Name of Director	**Mr. Dilip Kumar Srivastava**
Date of Birth	10/01/1960
Age (years)	57 years
Date of Appointment	21/03/2014
Qualifications	MSW (HR & IR)
Expertise in specific functional area	Wide experience in Human Resource Functions. Architect of several unique and innovative HR practices.
Directorships held in other Companies as on date	- Digilife Distribution and Marketing Services Limited - HCL Infotech Limited - HCL TalentCare Private Limited - HCL Learning Limited - HCL Services Limited
Membership/Chairmanship in Committees of other companies as on date	**Digilife Distribution and Marketing Services Limited** - Nomination & Remuneration Committee (Member) - Corporate Social Responsibility Committee (Member) **HCL Infotech Limited** - Nomination & Remuneration Committee (Chairman) - Corporate Social Responsibility Committee (Chairman) **HCL Services Limited** - Nomination & Remuneration Committee (Member) - Corporate Social Responsibility Committee (Chairman) **HCL TalentCare Private Limited** - Corporate Social Responsibility Committee (Member) - Borrowing Committee (Member) **HCL Learing Limited** - Nomination & Remuneration Committee (Chairman) - Accounts & Audit Committee (Member)
Number of shares held in the Company as on date	NIL

Mr. Dilip Kumar Srivastava is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. The relatives of Mr. Dilip Kumar Srivastava may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out under the item no. 2 of the Notice.

HCL INFOSYSTEMS LIMITED

CIN- L72200DL1986PLC023955

Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi-110 019
Corporate Office: E-4, Sector-11, Noida 201301 (U.P.)
Telephone: +91-120-2520977, 2526518, 2526519, Fax No.+91-120-2523791
Website: www.hclinfosystems.com, Email: cosec@hcl.com

ATTENDANCE SLIP

31st Annual General Meeting – Thursday, 14th September, 2017

FOLIO NO./CLIENT ID No. _____ **DP ID 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 31st Annual General Meeting of the Company at 10:00 A.M. at Kamani Auditorium, 1, Copernicus 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 31st March, 2017 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 year ended on 31st March, 2017 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.
4. **Please note that snacks box shall not be distributed at the Annual General Meeting.**

HCL INFOSYSTEMS LIMITED

CIN- L72200DL1986PLC023955

Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi-110 019
Corporate Office: E-4, Sector-11, Noida 201301 (U.P.)
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]

31st Annual General Meeting – Thursday, 14th September, 2017

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 31st Annual General Meeting of the Company to be held on Thursday, 14th September, 2017 at 10:00 A.M. at Kamani Auditorium, 1, Copernicus 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 standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2017, including the audited Balance Sheet as at 31st March, 2017, 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. Dilip Kumar Srivastava (DIN 06847137), who retires by rotation and being eligible, offers himself for re-appointment.
3.	To appoint M/s BSR & Associates LLP, Chartered Accountants (FRN – 116231W/W-100024) as Auditors of the Company in place of M/s. Price Waterhouse, Chartered Accountants (FRN 301112E) and to fix their remuneration.
Special Business	
4.	To approve offer or invitation to subscribe to Redeemable Non-Convertible Debentures on private placement basis.
5.	To approve the related party transaction with HCL Corporation Private Limited as per the provisions of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015.

Signed this ..... day of 2017

Affix ₹ 1 Revenue Stamp

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

***Please note that snacks box shall not be distributed at the Annual General Meeting.**

Route map of Annual General Meeting Venue,
Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110001