

**HCL INFOSYSTEMS LTD.**

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

20<sup>th</sup> September 2023

To,

<b>The General Manager</b> Department of Corporate Relations BSE Limited Pheroze Jeejeebhoy Towers Dalal Street Mumbai 400 001	<b>The Manager</b> Listing Department The National Stock Exchange of India Limited Exchange Plaza 5 <sup>th</sup> Floor, Plot No. C-1, Block G Bandra Kurla Complex Bandra (East) Mumbai 400 051
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**Sub: Proceedings of the 37<sup>th</sup> Annual General Meeting of HCL Infosystems Limited ("the Company") held on 20<sup>th</sup> September 2023**

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

Dear Sirs,

This is to inform you that the 37<sup>th</sup> AGM of the Company was held on Wednesday, 20<sup>th</sup> September, 2023 at 10:00 A.M. (IST) through Video Conference ('VC')/Other Audio Visual Means ('OAVM') to transact the business(es) as stated in the AGM Notice dated 10<sup>th</sup> August, 2023 ('Notice').

In this regard, please find enclosed the details of the proceedings of the 37<sup>th</sup> Annual General Meeting of the Company in compliance with Regulation 30 of Listing Regulations.

You are requested to please take the aforesaid on your record.

Yours Faithfully,

**For HCL Infosystems Limited**

**Komal Bathla**  
**Company Secretary & Compliance Officer**  
**ICSI Membership No: A41455**

Encl: As Above

**Proceedings of the 37<sup>th</sup> Annual General Meeting of HCL Infosystems Limited held on  
20<sup>th</sup> September, 2023**

The 37<sup>th</sup> Annual General Meeting (“the AGM”) of the Members of HCL Infosystems Limited (‘the Company’) was held today, viz. Wednesday, 20<sup>th</sup> September, 2023 at 10:00 A.M. through Video Conferencing (VC)/ Other Audio Video Means (OAVM). The AGM was conducted in accordance with the MCA and SEBI Circulars.

**Directors present through video conference:**

Dr. Nikhil Sinha, Chairman

Mr. Kaushik Dutta, Independent Director, Chairperson of Audit and Finance Committee

Ms. Sangeeta Talwar, Independent Director, Chairperson of Nomination and Remuneration Committee and Stakeholders Relationship Committee

Ms. Ritu Arora, Independent Director

Mr. Kirti Kumar Dawar, Additional Independent Director

Mr. Raghu Venkat Chivukula, Additional Independent Director

Mr. Pawan Kumar Danwar, Non-Independent Director

Mr. Neelesh Agarwal, Non-Independent Director

**In attendance:**

Mr. Alok Sahu, CFO

Mr. Raj Kumar Sachdeva, Manager

Mr. Girish Arora of BSR & Associates LLP, Chartered Accountants, Statutory Auditors

Mr. Vineet Chaudhary of VKC & Associates, Company Secretaries, Scrutinizer

**Company Secretary:**

Ms. Komal Bathla

The statutory registers under the Companies Act, 2013 and all the documents referred to in the accompanying AGM Notice were available at the NSDL e-voting platform for electronic inspection by the members during the AGM.

Total 130 Members attended the AGM as per the records of attendance.

Ms. Komal Bathla, Company Secretary and Compliance Officer of the Company, welcomed the Members at the AGM and briefed them on the details relating to the participation at the AGM. The Company Secretary informed that requisite quorum was there. Quorum being present, the meeting was called to order by the Chairman.

Dr. Nikhil Sinha, Chairman of the Board chaired the AGM. All the Directors of the Company were present at the AGM through VC. The Chairman introduced the Board members and senior management officials who participated in the meeting through Video Conferencing followed by greetings.

The Chairman delivered his speech. As the notice of AGM was made available to all the members, the same was taken as read. Chairman informed that there was no qualification in the Statutory Audit Report and Secretarial Audit Report and thus, it was taken as read.

The Company Secretary then opened the 'Questions & Answers' (Q&As) floor for the members who had registered themselves as 'speaker' to ask questions or express their views. Most of the questions raised by the members were duly answered by the Chairman in the meeting itself and the remaining have been noted and will be answered through mail.

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, the Company had extended the remote e-voting facility to the Members of the Company in respect of the businesses mentioned in the Notice of AGM. The remote e-voting commenced at Sunday, September 17, 2023 at 9:00 A.M. and ends on Tuesday, September 19, 2023 5:00 P.M. Members who participated in the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the meeting.

Brief of the resolutions are as follows:

Item No	Agenda Item	Resolution required (ordinary/special)	Mode of voting
<b>Ordinary Businesses</b>			
1	Consideration and adoption of the audited standalone and consolidated financial statements of the Company for the financial year ended 31 <sup>st</sup> March 2023, including the audited Balance Sheet as of 31 <sup>st</sup> March 2023, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon	Ordinary	Remote e-voting and e-voting during the AGM
2	Re-appointment of the Director Mr. Neelesh Agarwal (DIN 00149856), who retires by rotation	Ordinary	Remote e-voting and e-voting during the AGM
<b>Special Businesses</b>			
3	Appointment of Mr. Kirti Kumar Dawar (DIN: 00392141) as an Independent Director of the Company	Special	Remote e-voting and e-voting during the AGM
4	Appointment of Mr. Raghu Venkat Chivukula (DIN: 00520704) as an Independent Director of the Company	Special	Remote e-voting and e-voting during the AGM
5	Approval for the remuneration to be paid to Mr. Raj Kumar Sachdeva, Manager of the Company	Special	Remote e-voting and e-voting during the AGM

Mr. Vineet K Chaudhary, Managing Partner of M/s VKC & Associates, Company Secretary in whole-time practice was appointed as scrutinizer by the Board for scrutinizing the remote e-voting process and e-voting process at the AGM in a fair and transparent manner.

The Chairman further informed the Members that the consolidated voting results will be disseminated to the Stock Exchanges on which the Company's shares are listed and will also be made available on the website of the Company and the National Securities Depository Limited within two working days of the conclusion of the AGM.

The Chairman thanked the Directors and shareholders for joining the AGM virtually. The e-voting facility was kept open for 15 minutes to enable the Members to cast their vote. He also thanked the Members and other attendees for their continued support and for attending and participating at the AGM. The meeting concluded at 10:48 A.M. (included the time allowed for e-voting at the AGM.)

The Chairman announced the formal closure of the 37<sup>th</sup> Annual General Meeting of the Company by giving vote of thanks to the members for extending their support to carry out the AGM.

**For HCL Infosystems Limited**

**Komal Bathla**  
**Company Secretary & Compliance Officer**  
**ICSI Membership No: A41455**