

21st September, 2022

To,

The General Manager Department of Corporate Relations BSE Limited Pheroze Jeejeebhoy Towers Dalal Street Mumbai 400 001	The Manager Listing Department The National Stock Exchange of India Limited Exchange Plaza 5 th Floor, Plot No. C-1, Block G Bandra Kurla Complex Bandra (East) Mumbai 400 051
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Sub: Proceedings of the 36th Annual General Meeting of HCL Infosystems Limited ("the Company") held on 21st September 2022

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

Dear Sirs,

In terms of General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 2/2022 dated May 5 2022 (hereinafter, collectively referred as the "MCA Circulars") read with the SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (hereinafter, collectively referred as the "SEBI Circulars" and together with the MCA Circulars referred as the "Circulars") and in compliance with other applicable provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 36th AGM of the Company was held on Wednesday, 21st September, 2022 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 August 9, 2022 ('Notice').

In this regard, please find enclosed the details of the proceedings of the 36th 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

Encl: As Above

Proceedings of the 36th Annual General Meeting of HCL Infosystems Limited held on 21st September, 2022.

The 36th Annual General Meeting ("the AGM") of the Members of HCL Infosystems Limited ('the Company') was held today, viz. Wednesday, 21st September 2022 at 10:00 A.M. through Video Conferencing (VC)/ Other Audio Video Means (OAVM). The AGM was conducted in accordance with the MCA circulars 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. Pawan Kumar Danwar, Non-Independent Director

Mr. Neelesh Agarwal, Non-Independent Director

In attendance:

Mr. Alok Sahu, CFO

Mr. Raj 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 113 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 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 management response had been provided in the Board report for one qualification in the Secretarial Audit Report and thus, it was taken as read. Further, Chairman informed the shareholders that certain figures mentioned under clause (vii) (b) of Annexure A of Statutory Auditor's Report for the standalone financial statement (starting from Page number 56 to 61 of the Annual Report) were earlier appearing in INR Lacs as against in INR Crores. After that, Mr. Girish Arora, Partner of BSR & Associates, statutory auditors explained the shareholders about the manual error in the statutory audit report. He also explained that in order to rectify the error, a revised Audit Report had been issued dated 14th September 2022. He also clarified that this had no impact on the financials statement of the Company and there was no revision in the financial statements of the Company.

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. The questions raised by the members were duly answered by the Chairman.

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 9:00 A.M. on Sunday, 18th September 2022 and ended on Tuesday 20th September 2022 at 05:00 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.

The resolutions passed by the Members, briefly related to:

Ordinary Businesses:

1. Consideration and adoption of the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March 2022, including the audited Balance Sheet as of 31st March 2022, 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 Resolution)**.
2. Re-appointment of the Director Mr. Pawan Kumar Danwar (DIN: 06847503), who retires by rotation **(Ordinary Resolution)**.
3. Re-appoint M/s BSR & Associates LLP, Chartered Accountants (FRN – 116231W/W-100024) as Statutory Auditors of the Company for Second term **(Ordinary Resolution)**.

Special Businesses:

1. Approval of remuneration to be paid to Mr. Raj Sachdeva, Manager of the Company **(Special Resolution)**.

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 11:18 A.M.

The Chairman announced the formal closure of the 36th 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