

**HCL INFOSYSTEMS LTD.**

Corporate Office: A-11, Sector 3, 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.in  
www.hcl.com

Date: 15<sup>th</sup> February 2024

To,

<b>The General Manager</b> Department of Corporate Relations BSE Limited Sir Phiroze Jeejeebhoy Towers Dalal Street Fort Mumbai 400 001	<b>The Vice President</b> Listing Department The National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai 400 051
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**Sub: Intimation of the Postal Ballot Notice - Update.**

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

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the copy of Postal Ballot Notice dated 13<sup>th</sup> February 2024 seeking approval of the Members of the Company by way of Special Resolution for:

- Re-appointment of Dr. Nikhil Sinha (DIN: 01174807) as a Non- Executive Independent Director of the Company.

Pursuant to Section 110 and 108 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as "the said Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "the Rules") including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the General Circular No. 14 /2020 dated 8<sup>th</sup> April 2020, General Circular No. 17 /2020 dated 13<sup>th</sup> April 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September 2020, General Circular No. 39 /2020 dated 31<sup>st</sup> December 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December 2021 and General Circular No. 3/2022 dated 5<sup>th</sup> May 2022, General Circular 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (the "MCA Circulars) and SEBI Circulars, the Postal Ballot Notice dated 13<sup>th</sup> February 2024 ("Notice") has been sent by e-mail only, to all the Members/Beneficiaries whose names appears in the Register of Members/Record of Depositories as on the Cut-off date i.e. Friday, February 9, 2024 and whose email addresses are registered with Company/Depository Participant(s)/Depositories/the Registrar & Transfer Agents of the Company.

In accordance with the MCA & SEBI Circulars, physical copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope has not been sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

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[www.hcl.com](http://www.hcl.com)

The Company has engaged the services of National Securities Depository Limited (NSDL) for providing remote e voting facility to all its members. The e-voting period commences on Friday, 16<sup>th</sup> February 2024 (09:00 A.M. IST) and ends on Saturday, 16<sup>th</sup> March 2024 (05:00 P.M. IST).

During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 9<sup>th</sup> February 2024 may cast their vote electronically. E-voting shall not be allowed after 5.00 P.M. on Saturday, March 16, 2024. The e-voting module shall be disabled by NSDL for voting thereafter. The Results of the Postal Ballot/E-voting will be declared within two working days from the conclusion of remote e-voting. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.hclinfosystems.in](http://www.hclinfosystems.in) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and on the websites of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com))

The Notice is also made available on the website of the Company i.e. [www.hclinfosystems.in](http://www.hclinfosystems.in). and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and on the websites of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com))

You are kindly requested to take the same on record.

Thanking you,

Yours faithfully

**For HCL Infosystems Limited**

**Komal Bathla**  
**Company Secretary and Compliance Officer**  
**Enclosure: As above**

**HCLINFOSYSTEMS LIMITED**

**CIN - L72200DL1986PLC023955**

**Registered Office:** 806, Siddharth, 96, Nehru Place, New Delhi-110 019

**Corporate Office:** A-11, Sector 3, Noida-201 301 (U.P.)

**Telephone:** +91 120 2520977, 2526518, 2526519

**Website:** [www.hclinfosystems.in](http://www.hclinfosystems.in), **Email:** [cosec@hcl.com](mailto:cosec@hcl.com)

**POSTAL BALLOT NOTICE**

**Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014**

Dear member(s)

Notice is hereby given pursuant to the provisions of Section 110 & 108 and other applicable provisions of the Companies Act, 2013, (the "Act") read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended below is proposed to be passed by the members through postal ballot by way of remote e-voting only, in accordance with the provisions of Section 110 & 108 and other applicable provisions, if any, of the Companies Act, 2013. The explanatory statement pertaining to the said resolution, setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot notice for your consideration.

In the event the draft resolution as set out in the notice is assented by the requisite majority by means of remote e-voting, shall be deemed to have been passed at general meeting of the members.

The board of directors has appointed Mr. Vineet K Chaudhary, a Practicing Company Secretary (Membership No. F5327) (C. P No. 4548), and failing him, Mr. Mohit K Dixit, a Practicing Company Secretary (Membership No. A49021) (C. P No. 17827) as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Pursuant to provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2, the Company is pleased to offer facility for voting through e-voting (electronic voting) to its members, to enable them to cast their votes electronically only, on the resolution set forth in this notice. The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency to provide e-voting facility.

**SPECIAL BUSINESS:**

**Item no. 1: To consider and approve re-appointment of Dr. Nikhil Sinha (DIN: 01174807) as a Non-Executive Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of

Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Dr. Nikhil Sinha (DIN: 01174807), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 and whose office shall not be liable to retire by rotation”.

**“RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

**Date: 13.02.2024**

**Place: Noida**

**By order of the Board of Directors  
For HCL Infosystems Limited**

CIN: L72200DL1986PLC023955

Registered Office:

806, Siddharth, 96, Nehru Place, New Delhi-110 019

Website: [www.hclinfosystems.in](http://www.hclinfosystems.in)

**Sd/-**

**Komal Bathla**

**Company Secretary and Compliance Officer**

**ACS- 41455**

#### **NOTES:**

1. In terms of the Ministry of Corporate Affairs, Government of India (the “MCA”) in terms of the General Circular No.14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020, General Circular No. 39/2020 dated 31st December 2020, General Circular No 10/2021 dated June 23, 2021 , General Circular No 20/2021 dated December 8, 2021 and General Circular No 3/2022 dated May 5, 2022, General Circular 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"), SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 , the Company to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act 2013 and rules made thereunder, without holding a general meeting. The MCA has further clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot upto 30<sup>th</sup> September, 2024, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company/RTA or Depository/Depository Participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in accordance with the MCA and SEBI Circulars.

2. Hence, in accordance with the MCA and SEBI Circulars, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reason for the proposed resolution is annexed herewith and forms part of this Notice.
4. Brief profiles and other additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are also annexed to the Notice.
5. The postal ballot notice dated 13th February , 2024, Tuesday together with accompanying documents is being sent to the members whose names appear on the Register of members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on close of business hours on Friday, 9<sup>th</sup> February, 2024 (“the Cut-off Date”).
6. The Notice shall also be uploaded on the website of the Company ([www.hclinfosystems.in](http://www.hclinfosystems.in)), on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and on the websites of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)).
7. A person whose name is recorded in the Register of Members, or in the Register of Beneficial Owners maintained by the Depositories, as on the Cut-off Date for the purpose of reckoning the voting rights and sending notice of Postal Ballot, only shall be considered for the purpose of voting and entitled to vote. A person who is not a member as on the Cut-off Date should treat this notice for information purpose only. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on Cut -off Date.
8. Pursuant to the provisions of Section 110 and 108, the MCA and SEBI Circulars and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the resolution contained in this Notice dated, 13<sup>th</sup> February 2024, Tuesday is being taken through remote E-voting only. Please note that pursuant to the MCA Circular voting by members can only be through e-voting.
9. There will be one E-vote for every Folio/Client ID irrespective of the number of joint holders.
10. The voting period begins on Friday , 16<sup>th</sup> February 2024 from 9.00 A.M. and ends on Saturday, 16<sup>th</sup> March 2024 at 5.00 P.M. During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 9<sup>th</sup> February, 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
11. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
12. With a view to use natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants and with Company’s Registrar and Share Transfer Agent, M/s Alankit Assignments Limited at [info@alankit.com](mailto:info@alankit.com)., if shares are held in physical form to enable the Company to send all the communications electronically including Annual Report, Notices, Circulars, etc.
13. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details 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/ Company’s Registrar and Share Transfer Agent, M/s Alankit Assignments Limited at [info@alankit.com](mailto:info@alankit.com)..

14. The Resolution, if passed by the members, through postal ballot will be deemed to be passed as if it has been passed at a General Meeting of the members.
15. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The Scrutinizer will, after the conclusion of remote e-voting, scrutinise the votes cast through remote e-voting, submit his report to the Chairman or a person authorized by him after the completion of scrutiny, and the Results of the voting by postal ballot will be announced by the Chairman or a person authorized by him duly authorized, on or before Monday, 18<sup>th</sup> March, 2024 and will also be displayed on the Company website [www.hclinfosystems.in](http://www.hclinfosystems.in), besides being communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
16. The Resolution as mentioned in the notice shall be deemed to have been passed on Saturday, 16<sup>th</sup> March 2023, being the last date for remote e-voting. The Company will also display the results of the postal ballot at its registered office and at the corporate office.
17. The material documents referred to in the explanatory statement will be available for inspection at the Company's registered office in Delhi on all working days from the date of dispatch of the notice up to the date of declaration of result of postal ballot. The relevant documents will also be made available on the website of the Company during the abovementioned period. Members seeking to inspect such documents can also send an email to [cosec@hcl.com](mailto:cosec@hcl.com)
18. In case of any query / concern / grievance, members may write to the Company Secretary at [cosec@hcl.com](mailto:cosec@hcl.com).

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e- Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be</li> </ol>



redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access

	<p>the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL

account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and voting cycle
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional/Body Corporate Shareholders (i.e. other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the board resolution/ authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by e-mail through its registered e-mail address to [vkpc.pcs@gmail.com](mailto:vkpc.pcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms Pallavi Mhatre Manager, National Securities Depository Ltd. Members may also write to the Company Secretary at the Company's email address [cosec@hcl.com](mailto:cosec@hcl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cosec@hcl.com](mailto:cosec@hcl.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cosec@hcl.com](mailto:cosec@hcl.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Re-appointment of Dr. Nikhil Sinha (DIN: 01174807) as a Non- Executive Independent Director of the Company**

Dr. Nikhil Sinha was appointed as an Independent Director of the Company by the members at the 33<sup>rd</sup> AGM of the Company held on 16<sup>th</sup> September, 2019 for a period of five consecutive years i.e. from 1<sup>st</sup> April, 2019 upto 31<sup>st</sup> March, 2024 in accordance with the provisions of Sections 149, 150 152 & Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Further, Section 149(11) of the Act provides that an Independent Director may hold office for up to two consecutive terms.

The Nomination & Remuneration Committee ("NRC"), has recommended re-appointment of Dr. Nikhil Sinha, as Independent Director for a second term of 5 (five) consecutive years. Based on the recommendation of the NRC, and considering the skills, background, experience, knowledge and contributions made by Dr. Nikhil Sinha over the years as an Independent Director of the Company, the Board believes that his continued association as an Independent Director on the Board of the Company would be of immense benefit to the Company. Therefore, it is proposed to re-appoint Dr. Nikhil Sinha as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1<sup>st</sup> April, 2024 upto 31<sup>st</sup> March, 2029.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Dr. Sinha fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Dr. Sinha as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday up to the date of declaration of result of postal ballot.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Sinha as an Independent Director.

Dr. Nikhil Sinha will continue to receive the prevalent sitting fees for attending meetings of the Board and Committees thereof. In addition, he will be paid travelling expenses including airfare, hotel stay and car on rental basis for attending the meetings of the Board and such other expenses as are allowed to be reimbursed as per the provisions of the Act and any other applicable laws.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing candidature of Dr. Nikhil Sinha for the office of Independent Director.

The brief profile of Dr. Nikhil Sinha, in terms of Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), is annexed to this Notice.

Dr. Nikhil Sinha does not hold any equity shares of the Company, including on a beneficial basis for any other person and is not related to any of the Directors or Key Managerial Personnel of the Company.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Dr. Sinha as an Independent Director for another term of five consecutive years with effect from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029, for the approval by the shareholders of the Company.

Except Dr. Nikhil Sinha, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying postal ballot notice. Dr. Sinha is not related to any Director of the Company.

**Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard on General Meetings (SS-2), in respect of the Directors seeking appointment/re-appointment:**

<b>Name of Director</b>	Dr. Nikhil Sinha
<b>Director Identification Number (DIN)</b>	01174807
<b>Date of Birth (Age in years)</b>	03/08/1960 (63 years)
<b>Date of first Appointment</b>	01/04/2019 as an Independent Director
<b>Nationality</b>	American
<b>Qualifications</b>	<b>M.A. and Ph.D.</b> from the Annenberg School for Communication at the University of Pennsylvania and a <b>B.A. (Honors)</b> from St. Stephen's College, Delhi University.
<b>Brief Resume/Experience</b>	<p>Chief Executive Officer of OneValley a global innovation services company. Prior to joining OneValley as CEO in May 2018, He served as the Chief Business and Content Officer at Coursera, the world's largest higher education platform. He is a leading international expert on the information and communication technology industries and has extensive experience as an academician and corporate executive.</p> <p>In his academic career, He was the founding President of the Shiv Nadar University from 2011 to 2015, Associate Dean for Academic Affairs at the University of Texas from 2002 to 2005 and a faculty member at the University from 1991 to 1999.</p> <p>Outside the academy, He has served in senior positions in several organizations. In the past he has been President &amp; Co-CEO of Silverskills, Executive Vice President of eFunds Corporation, President &amp; CEO of iDLX Technology Partners, and a Venture Partner at Adams Capital Management. He began his professional life in the Government of India's Ministry of Information &amp; Broadcasting in 1983.</p>

	<p>He serves on several corporate and non-profit boards. He is Chairman of the Board of HCL Infosystems, a Director of Silverskills Pvt. Ltd. and a member of the Advisory Board of the Annenberg School for Communication at the University of Pennsylvania. He is a Director Emeritus of the US-India Business Council and a member of the Higher Education Committee of the Federation of Indian Chamber of Commerce and Industry.</p> <p>He has an M.A. and Ph.D. from the Annenberg School for Communication at the University of Pennsylvania and a B.A. (Honors) from St. Stephen's College, Delhi University. He has published numerous articles and papers in scholarly journals and conferences and has been awarded a number of research, publishing and academic grants and awards.</p>
<b>Details of shareholding in the Company (In case of listed entity Including shareholding as beneficial owner)</b>	Nil
<b>Expertise in specific functional areas</b>	He is a leading international expert on the information and communication technology industries and has extensive experience as an academician and corporate executive
<b>Other Directorship(s)</b>	HCL Infotech Limited (Unlisted Company)
<b>Chairman/Member of the Committee of the Board of Directors of Company</b>	Accounts & Audit Committee – Member Nomination and Remuneration Committee – Member
<b>Committee Positions in other Public Companies</b>	Nil
<b>Terms and conditions of re-appointment</b>	Re-appointed as Independent Director, for a second term of five (5) consecutive years with effect from 1 <sup>st</sup> April 2024, not liable to retire by rotation. For more details kindly refer Resolution No. 1 alongwith the explanatory statement, annexed to this Notice.
<b>Details of remuneration and remuneration last drawn for the FY 2022-23</b>	No remuneration paid except sitting fee for attending the meetings of the Board of Directors and Committees thereof
<b>Relationships between Directors inter-se and other Key Managerial Personnel</b>	Not related to any Director/Manager and other KMP
<b>Number of Board meetings and Committee meetings attended during the FY 2022-23</b>	Board Meeting: 5 out of 5 Accounts and Audit Committee Meeting: 5 out of 5 Nomination and Remuneration Committee: 3 out of 4
<b>Name of Listed Companies from which resigned during last 3 years</b>	Nil
<b>In case of Independent Director Skills &amp; Capabilities required for the role &amp; the manner in which the proposed person meets such requirements</b>	The person possesses appropriate experience, skills and knowledge in the field of finance, management, research, administration, technical operations, corporate governance relating to the Company.

**Performance Evaluation report**

Based on his experience, knowledge and time commitment towards the affairs of the Company and the substantial contribution made by him during his tenure as an Independent Director and the performance evaluation during the first term of five years, the Nomination and Remuneration Committee has recommended to the Board his re-appointment as an Independent Director for a second term of five years. The Nomination and Remuneration Committee is of the view that Dr. Sinha possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an independent director for the second term of five years.