

HCL INFOSYSTEMS LIMITED**REGISTERED OFFICE: 806, SIDDHARTH, 96, NEHRU PLACE, NEW DELHI-110019**

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of the Company will be held on Wednesday, the 23rd day of September, 2009 at FICCI Auditorium, 1, Tansen Marg, New Delhi-110 001 at 3.30 P.M. to transact the following Special business:

1. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof), the provisions of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000, as amended from time to time, (**“SEBI Guidelines”**) and the provisions of the Foreign Exchange Management Act, 2000, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time and issued by the Government of India (the **“GOI”**), the Reserve Bank of India (the **“RBI”**), the Foreign Investment Promotion Board (the **“FIPB”**), the Securities and Exchange Board of India (the **“SEBI”**), Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be applicable and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with each of the Stock Exchanges where the Equity Shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, FIPB, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed/accepted to by the Board of Directors (hereinafter referred to as the **“Board”**) which shall be deemed to include any Committee thereof, constituted or to be constituted to exercise its powers) consent of the Shareholders be and is hereby accorded to the Board in its absolute discretion, to create, offer, issue, and allot from time to time, in one or more tranches, in the course of domestic and/or international offerings and/or Qualified Institutions Placement (**“QIP”**), in one or more foreign markets or domestic markets, to domestic institutions, foreign institutions, non-resident Indians, Indian public companies, corporate bodies, mutual funds, banks, insurance companies, pension funds, individuals, Qualified Institutional Buyers or other persons or entities, whether Shareholders of the Company or not, through a public issue and/or on a private placement basis and/or Qualified Institutions Placement within the meaning of Chapter XIII-A of the SEBI Guidelines and/or any other kind of public issue and/or private placement or through a combination of the foregoing as may be permitted under applicable law from time to time, with or without an over allotment/green shoe option, Equity Shares, secured or unsecured Debentures, Bonds, Warrants or any other securities whether convertible into Equity Shares or not, including, but not limited to, Foreign Currency Convertible Bonds (**“FCCBs”**), Optionally Convertible Debentures (**“OCDs”**), Bonds with Share warrants attached, Global Depository Receipts (**“GDRs”**), American Depository Receipts (**“ADRs”**) or any other equity related instrument of the Company or a combination of the foregoing including but not limited to a combination of Equity Shares and/or any other securities whether convertible into Equity Shares or not (hereinafter referred to as **“Securities”**) for a value not exceeding Rs. 500 Crores (with an option to retain up to Rs. 25 Crores from the excess subscriptions received) inclusive of such premium that may be finalised by the Board, whether to be listed on any stock exchange in India or any international stock exchange outside India, through an offer document and/or prospectus and/or offer letter, and/or offering circular, and/or on public and/or private basis, whether rupee-denominated or denominated in foreign currency at such time or times, at such price or prices in such manner and on such terms and conditions including security, rate of interest etc., as may be decided by and deemed appropriate by the Board as per applicable law, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made, considering the prevailing market conditions and other relevant factors wherever necessary in consultation with its advisors, as the Board in its absolute discretion may deem fit and appropriate.”

“RESOLVED FURTHER that Equity Shares issued and allotted on conversion or otherwise shall rank *pari passu* with the then existing Equity Shares of the Company in all respects including dividend.”

“RESOLVED FURTHER that in addition to all applicable Indian laws, the Securities issued in pursuance of this Resolution shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they are listed or that may in any other manner apply to such Securities or provided in the terms of their issue.”

“RESOLVED FURTHER that such of these Securities as are not subscribed may be disposed of by the Board or any Committee thereof in its absolute discretion in such manner, as the Board or Committee may deem fit and as permissible by law.”

“RESOLVED FURTHER that in case of a QIP pursuant to Chapter XIII-A of the SEBI Guidelines, the allotment of Securities shall only be to Qualified Institutional Buyers as defined in SEBI Guidelines and the Relevant date for the determination of the price of the Equity Shares to be issued or issued pursuant to conversion, shall be the date on which the Board decides to open the issue of Securities or such other time as may be allowed by SEBI Guidelines from time to time.”

“RESOLVED FURTHER that in case of an issuance of FCCBs/ADRs/GDRs, the Relevant date for the determination of the issue price of the Securities offered, shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 as may be amended from time to time.”

“RESOLVED FURTHER that the issue of Securities shall be subject to the following terms and conditions:

- (a) The Securities shall be subject to the provisions of Memorandum and Articles of Association of the Company and in accordance with the terms of the issue;
- (b) The number and/or price of the Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.”

“RESOLVED FURTHER that without prejudice to the generality of the foregoing, issue of the Securities may be done upon all or any terms

or combination of terms in accordance with international practices relating to the payment of interest, additional interest, premium on redemption, prepayment or any other debt service payments and all such terms as are provided customarily in an issue of Securities of this nature.”

“**RESOLVED FURTHER** that the Board be and is hereby authorised to form a Committee and delegate all or any of its power to any Committee of Directors of the Company to give effect to these Resolutions and also to do all such acts, deeds, matters and things and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question, difficulty, doubt or problem that may arise in regard to issue and allotment of Securities or Equity Shares that may be allotted on conversion of any Securities, without being required to seek any further consent or approval of the Shareholders or otherwise, including but not limited to:

- (a) finalising and approving the offer documents and filing the same with any authority or persons as may be required;
- (b) approving the issue price, the number of Securities to be allotted, the basis of allocation and allotment of Securities or Equity Shares to be allotted, if any, on conversion of Securities;
- (c) issuing receipts/certificates or other requisite documents representing the underlying Securities issued/to be issued by the Company with such features and attributes as are prevalent in Indian/International capital markets, for instruments of this nature and provide for the free tradability or transferability thereof as per laws, rules, regulations and guidelines under the forms and practices prevalent in the Indian/International market;
- (d) arranging the delivery and execution of all contracts, agreements and all other documents, deeds, and instruments as may be required or desirable in connection with the issue of Securities or Equity Shares to be allotted on conversion of Securities by the Company;
- (e) determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities or Equity Shares, if any, rate of interest, additional interest, premium on redemption, prepayment or any other debt service payments;
- (f) appointing Lead Managers, Underwriters, Guarantors, Depositories, Registrars, Solicitors, Counsels, Custodians, Escrow Banks, Trustees, Bankers, Advisors and all such agencies and intermediaries, whether in India or abroad, as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like as it deems fit;
- (g) opening such banks accounts and demat accounts as may be required for the transaction;
- (h) making applications for listing of the Securities (including the resultant Equity Shares to be issued as per the terms of issue of the said Securities) on any Indian and/or Foreign Stock Exchanges and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s);
- (i) to do all such acts, deeds, matters and things and execute all such other documents including making applications and seeking approvals that may be necessary from GOI, RBI, FIPB, SEBI, Stock Exchanges and any other regulatory authority or from any other person as may be necessary and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for this purpose;
- (j) making such applications to the relevant authorities and make the necessary regulatory filings in connection with the issue;
- (k) affixing the Common Seal of the Company on any agreement(s)/ documents as may be required to be executed in connection with the above, in terms of Articles of Association of the Company; and
- (l) to authorise or delegate all or any of the powers herein above conferred to one or more persons, it deems fit.”

2. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof), and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of Chapter XIII of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000, as amended from time to time, (“**SEBI Guidelines**”) and other applicable Rules, Regulations and Guidelines, if any, prescribed by the Securities and Exchange Board of India (“the **SEBI**”), the Reserve Bank of India (the “**RBI**”), Stock Exchanges and/or any other regulatory authorities and in terms of the Listing agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and subject to such approvals, consents, permissions and/or sanctions, if any of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction and which may be agreed to by the Board (including any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the Shareholders be and is hereby accorded to the Board, to create, offer, issue, allot and deliver Warrants, not exceeding Rs. 322 Crores, convertible into Equity Shares, in one or more tranches, inclusive of such premium as may be finalised by the Board or Committee, to the following Promoters of the Company (who have not sold their shares in the Company during the six (6) month period prior to the Relevant date) pursuant to a Preferential issue (the “**Warrants**”) through such documents/writings in such manner and on such price, terms and conditions as may be determined by the Board or Committee in accordance with Chapter XIII of the SEBI Guidelines or other provisions of applicable law as may be prevailing at such time, provided that the price of the resultant shares (pursuant to exercise of the Warrants issued) shall not be less than the price arrived at in accordance with the provisions of Chapter XIII of the SEBI Guidelines:”

Name of the Promoter	Amount not exceeding (Rs/Crores)
M/s HCL Corporation Limited	300
M/s Appollo Trading and Finance Private Limited	10
M/s Vireet Investments Private Limited	9
M/s Viren Investments Private Limited	3

“RESOLVED FURTHER that the issue of Warrants shall be on the terms and conditions given herein below:

- a) The Warrant Holders shall be required to pay an amount equivalent to at least twenty five per cent (25%) of the price fixed for the Warrants on the date of their allotment, which amount shall be adjusted against the price payable subsequently by the Warrant Holders for acquiring the shares upon exercise of the Warrants.
- b) The Relevant date for determination of the price of the resultant shares (pursuant to exercise of the Warrant issued) is 24.08.2009, which is a date 30 days prior to the date on which the meeting of the general body of the Company's Shareholders is scheduled to be held for obtaining their approval for the issuance of the Warrants, in accordance with the provisions of the SEBI Guidelines.
- c) The recognized stock exchange for the purposes of determining the minimum price of the resultant Equity Shares (pursuant to exercise of the Warrants issued) in accordance with the provisions of Chapter XIII of the SEBI Guidelines will be National Stock Exchange of India, Mumbai, which is the stock exchange in which the highest trading volume in respect of the shares of the Company has been recorded during the 6 months preceding the Relevant date.
- d) The number of Warrants to be issued will be determined by the Board or the Committee thereof.
- e) The Warrant Holders will be entitled to convert each Warrant held by them into such number of Equity Shares at such price as determined by the Board or the Committee, at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment, in one or more tranches (the **“Warrant Exercise Period”**).
- f) The Warrants outstanding at the expiry of the Warrant Exercise Period shall expire and any amount paid on such Warrants shall stand forfeited.
- g) The Equity Shares to be allotted on exercise of option by the Warrant Holder shall be in dematerialised form, and subject to the approval of stock exchanges, be listed on the stock exchanges.
- h) The Warrants and Equity Shares to be allotted pursuant to exercise of options attached to Warrants so issued on preferential basis, shall be subject to a lock-in-period pursuant to the SEBI Guidelines, as amended from time to time.
- i) The Equity Shares to be issued and allotted by the Company as a consequence of the conversion/exchange of the Warrants in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company.
- j) The number of Equity Shares to be allotted on conversion of Warrants and/or premium on conversion shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring taking place prior to the said conversion.
- k) A Warrant by itself shall not give to a Warrant Holder thereof, any rights of the Shareholder or the debenture holder of the Company.”

“RESOLVED FURTHER that the Board or Committee, be and is hereby authorised to issue and allot the Warrants and such number of Equity Shares as may be required to be issued and allotted upon conversion of any Warrants as mentioned above or as may be necessary in accordance with the terms of the issue of Warrants, and all such Equity Shares shall be *pari passu* with the then existing Equity Shares of the Company in all respects including dividend.”

“RESOLVED FURTHER that for the purpose of giving effect to the above Resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and do all such deeds, matters and things as it may at their sole discretion deem necessary, desirable or expedient to the issue or allotment of the Warrants and upon exercise of the Warrants, the listing of the Equity Shares with the stock exchange(s) on which the Company's Equity Shares are listed and to resolve and settle any question, difficulty or doubt that may arise in regard to any such issue, offer and allotment of any of the Warrants, utilisation of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its sole discretion deems fit without being required to seek any further consent or approval of the Shareholders and/or to form a Committee and delegate all or any of its power to such Committee, to give effect to these Resolutions, without being required to seek any further consent or approval of the Shareholders or otherwise, including but not limited to:

- (a) deciding the date for the opening of the issue of Warrants;
- (b) finalising of the allotment of the Warrants on the basis of the subscriptions received;
- (c) finalising of and arrangement for the submission of any document with any applicable government and regulatory authorities, institutions or bodies, as may be required;
- (d) deciding the pricing and terms of the Warrants, and all other related matters, as per applicable laws, regulations or guidelines;
- (e) deciding the number of Warrants to be issued, determination of the number of shares to be allotted to the Warrant Holder pursuant to exercise of the Warrants and determination of the price of the resultant shares (upon exercise of the Warrants) in accordance with the SEBI Guidelines;
- (f) authorising of any Director or Directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Warrants and Equity Shares on conversion of Warrants;
- (g) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the Warrants and resultant Equity Shares (arising upon conversion of the Warrants);

(h) seeking the listing of the Warrants or Equity Shares arising on conversion of Warrants on any Indian or International stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing; and

(i) doing all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable."

"RESOLVED FURTHER that the Common Seal of the Company, if required, be affixed in India on any agreement, undertaking, deed or other document in the presence of any one or more of the Directors of the Company or any one or more of the officers of the Company as may be authorised by the Board or any Committee thereof in accordance with the Articles of Association of the Company."

3. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED that pursuant to provisions of Sections 198, 309 and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval/consent of such appropriate authorities, as may be required, consent of the Shareholders be and is hereby accorded to the payment of remuneration to the Directors of the Company other than the Whole-time Directors, by way of commission upto an overall limit of 1% of the net profits of the Company for each financial year and subject to such overall ceilings as may be determined from time to time by the Board of Directors, in such proportion and in such manner as may be determined by the Board of Directors in its absolute discretion and such remuneration shall be in addition to the remuneration payable as otherwise provided under the Companies Act, 1956."

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

Sd/-

New Delhi

Dated : August 24, 2009

**Sushil Kumar Jain
Company Secretary**

NOTES:

1. The explanatory statement, pursuant to Section 173(2) of the Companies Act, 1956 in respect of the business under items 1, 2 & 3 is attached hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A BLANK PROXY FORM IS ENCLOSED FOR THE USE BY MEMBERS, IF REQUIRED, WHICH MUST BE SUBMITTED WITH THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Members/Proxy holders are requested to:
 - i. Produce at the entrance of the auditorium the enclosed admission slip duly completed and signed.
 - ii. Quote their Folio / Client ID & DP ID Nos. in all correspondence.

Please note that due to strict security reasons brief cases, eatables and other belongings are not allowed inside the auditorium.

4. In order to enable the Company to include the contact details of the Shareholders in the Shareholders database maintained by the Company, the Members are requested to provide their phone number and e-mail address along with their Folio No./DP ID and Client ID No. This will facilitate quick communication by the Company/RTA to its Shareholders. The details may be addressed to the Company at its Corporate Office at E-4,5,6, Sector XI, Noida (U.P) or by mailing it to cosec@hcl.in.
5. Members are requested to notify immediately any change of address to their Depository Participants (DP) in respect of shares held in dematerialised form. For shares held in physical form, the request for change in address can be sent to Company at its Corporate Office/ RTA at the following address:

HCL Infosystems Limited

E-4,5,6, Sector-XI,
Noida-201 301

Phone : 0120-4203107/0120-2526518/19

Fax : 0120-2525196

Email : cosec@hcl.in

Website : www.hclinfosystems.in

M/s Alankit Assignments Limited

Alankit House,
2E/21, Jhandewalan Extension,
New Delhi – 110 055

Phone : 011-23541234

Fax : 011-42541967

Email : rta@alankit.com

Website : www.alankit.com

6. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Mr. Sushil Kumar Jain, Company Secretary at the Corporate Office of the Company at least ten days prior to the date of the meeting, so that the information required can be made available at the meeting.
7. Copies of Memorandum & Articles of Association of the Company shall be open for inspection to the desirous members of the Company on any working day during 11.00 A.M. to 4.00 P.M. at the Registered Office and also at the place of the meeting on the meeting day.
8. Auditors' certificate in accordance with SEBI Guidelines will be available for inspection 7 days prior to the date of Extra-Ordinary General Meeting at the Registered Office of the Company on any working day and also at the place of the meeting on the meeting day.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No. 1

The Company proposes to raise funds not exceeding Rs. 500 Crores (with an option to retain up to Rs. 25 Crores from the excess subscriptions received) inclusive of such premium that may be finalised by the Board or its equivalent in any other currency, in course of Domestic and/or International offerings and/or through a Qualified Institutions Placement, in one or more Foreign and/or Domestic markets, within the meaning of Chapter XIII-A of the SEBI Guidelines and/or as may be permitted under applicable law from time to time, Foreign Currency Convertible Bonds (“FCCBs”), Optionally Convertible Debentures (“OCDs”), Bonds with Share warrants attached, Global Depository Receipts (“GDRs”), American Depository Receipts (“ADRs”) or any other equity related instrument of the Company or a combination of the foregoing (hereinafter referred to as “Securities”), in one or more tranches, at a price determined in accordance with applicable law and otherwise on such terms and conditions as may be deemed appropriate by the Board and/or any Committee thereof at the time of the issue or allotment of the Securities.

The details of the issue of Securities in relation to the Resolution proposed under Item No.1 are given as under:

(i) Objects of the issue

The objects of the proposed issue are to raise funds to augment long-term resources for investing in expansion of its existing businesses, development of infrastructure for future growth, meeting working capital requirements and for acquisitions.

(ii) Pricing

In case of an issue of Securities to Qualified Institutional Buyers pursuant to Chapter XIII-A of the SEBI Guidelines, the issue price of Securities shall be at a price, being not less than the price calculated in accordance with Chapter XIII-A of SEBI Guidelines as may be amended from time to time, and the Relevant Date in this regard shall be the date on which the Board decides to open the issue of Securities or such other time as may be allowed by SEBI Guidelines from time to time.

In case of issue of ADRs/GDRs the issue price shall be at a price, being not less than the price calculated in accordance with applicable law including the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as may be amended from time to time.

(iii) Instrument and Other Terms and Conditions

The detailed terms and conditions for the offer will be determined by the Board or Committee thereof, in consultation with the Advisors, Lead Managers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The issue/ allotment / conversion would be subject to the availability of regulatory approvals, if any. The conversion of securities held by foreign investors, into shares would be subject to the applicable foreign investment cap.

The Special Resolution seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board or Committee thereof, may in its absolute discretion deem fit.

The consent of the Shareholders is being sought pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956 and in terms of the provisions of the listing agreement executed by the Company with Stock Exchanges where the Equity Shares of the Company are listed. Since the Resolution involves issue of Equity Shares to persons who may or may not be the existing Shareholders, Special Resolution in terms of Section 81(1A) is proposed for your approval.

The Equity Shares, which would be allotted, shall in all respects rank *pari passu* with the then existing Equity Shares of the Company including dividend.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors who may or may not be the existing Shareholders of the Company and the Board will have the power to decide the date of opening of the Issue and other related matters.

Your Board of Directors recommends the above enabling Resolution, as a Special Resolution for your approval in the best interests of the Company.

None of the Directors is interested in the above Resolution.

Item No. 2

The Company is considering the issuance of Warrants not exceeding Rs. 322 Crores, convertible into Equity Shares to the following Promoters of the Company, on a Preferential basis in terms of the guidelines for Preferential issues contained in Chapter XIII of the SEBI Guidelines:

Name of the Promoter	Amount not exceeding (Rs/Crores)
M/s HCL Corporation Limited	300
M/s Appollo Trading and Finance Private Limited	10
M/s Vireet Investments Private Limited	9
M/s Viren Investments Private Limited	3

The details of the issue of Warrants in relation to the Resolution proposed under Item No.2 are given as under:

(i) Objects of the issue

The objects of the proposed issue are to raise funds to augment long-term resources for investing in expansion of its existing businesses, development of infrastructure for future growth, meeting working capital requirements and for acquisitions.

(ii) Intention of the Promoters to subscribe to the offer of Warrants

M/s HCL Corporation Limited, M/s Appollo Trading and Finance Private Limited, M/s Vireet Investments Private Limited and M/s Viren Investments Private Limited, Promoters of the Company intend to subscribe to the issue of Warrants upto an aggregate amount of Rs. 322 Crores as given hereunder:

Name of the Promoter	Amount not exceeding (Rs/Crores)
M/s HCL Corporation Limited	300
M/s Appollo Trading and Finance Private Limited	10
M/s Vireet Investments Private Limited	9
M/s Viren Investments Private Limited	3

Each Warrant will be convertible into one Equity Share of face value Rs.2/-, at a price arrived in accordance with Chapter XIII of the SEBI Guidelines.

(iii) Relevant Date for issuance of Warrants

The Relevant date for the purpose of determining the price of the Equity Shares arising out of the exercise of the Warrants in accordance with the pricing formula given in Chapter XIII of the SEBI Guidelines is 24.08.2009.

(iv) Shareholding Pattern before and after the allotment

S.No.	Category	Pre-Preferential holding (As on 30.06.2009)		Shares to be allotted on conversion of Warrants	Post-Preferential holding (on assumption of full conversion of Warrants)	
		No. of shares	% of holding		(After conversion of Warrants) (Please see Notes 1 to 4)	
					No. of shares	% of holding
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)
A.	Promoters Shareholding					
	– Indian Promoters	9,33,57,957	54.53	2,47,48,288	11,81,06,245	60.27
	– Foreign Promoters	–	–	–	–	–
	Sub-Total	9,33,57,957	54.53	2,47,48,288	11,81,06,245	60.27
B.	Public Shareholding					
	1. Institutional Investors					
	– Mutual Funds and UTI	67,01,303	3.91	–	67,01,303	3.42
	– Banks, Financial Institutions	35,57,996	2.08	–	35,57,996	1.82
	– Central/State Government	–	–	–	–	–
	– Foreign Institutional Investors (FIIs)	5,34,03,410	31.19	–	5,34,03,410	27.25
	Sub-Total	6,36,62,709	37.18	–	6,36,62,709	32.49
	2. Non-Institutional Investors					
	– Bodies Corporate	9,53,847	0.56	–	9,53,847	0.49
	– Indian Public	1,27,08,987	7.42	–	1,27,08,987	6.48
	– NRIs/OCBs	5,28,531	0.31	–	5,28,531	0.27
	– Any other	–	–	–	–	–
	Sub-Total	1,41,91,365	8.29	–	1,41,91,365	7.24
	GRAND TOTAL	17,12,12,031	100.00	2,47,48,288	19,59,60,319	100.00

Notes:

1. The above shareholding pattern has been calculated on the basis of full conversion of all Warrants to be issued to the proposed allottees namely, M/s HCL Corporation Limited, M/s Appollo Trading and Finance Private Limited, M/s Vireet Investments Private Limited and M/s Viren Investments Private Limited.
2. The pre and post issue shareholding has been calculated, based on the shareholding of the Company as on 30.06.2009.
3. The post issue shareholding details mentioned hereinabove are calculated only on the basis of allotment and conversion of Warrants to be issued on Preferential basis to M/s HCL Corporation Limited, M/s Appollo Trading and Finance Private Limited, M/s Vireet Investments Private Limited and M/s Viren Investments Private Limited and allotments proposed to be made under QIP or any other basis have not been considered.
4. The number of Equity Shares to be allotted on conversion of Warrants have been calculated based on price of the resultant Equity Shares as Rs. 130.11 per share, which is a price higher than the floor price of Rs. 130.10 arrived in accordance with the SEBI Guidelines ("**Floor Price**"). The recognized stock exchange for the purposes of determining the Floor Price is National Stock Exchange of India, Mumbai, which is the stock exchange in which the highest trading volume in respect of the shares of the Company has been recorded during the 6 months preceding the Relevant date. In case the Board/Committee decides to issue the Warrant at a different price, the number of shares shall change accordingly. The Board/Committee will not allot Equity Shares, (arising upon conversion of Warrants) at a price lower than the Floor Price.
5. The holders of Warrants, entitled to acquire Equity Shares upon conversion shall comply with the applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997, if applicable.

(v) Proposed time within which the allotment shall be completed

The allotment of the Warrants shall be completed within 15 days of the date of passing of the Special Resolution stated at Item No. 2. Provided that where the allotment is pending on account of pendency of any regulatory or Central Government approvals, the allotment shall be completed within 15 days of receipt of such approval.

(vi) Identity of the proposed allottees of Warrants and the percentage of the Equity Share capital on exercise of the Warrants

The Warrants are proposed to be allotted as follows:

S.No.	Name of Proposed allottee	Pre-Preferential holding (As on 30.06.2009)		No. of Warrants proposed to be allotted	Post-Preferential allotment holding (after conversion of Warrants) (Please see Notes below)	
		No. of Equity shares	% of holding		No. of equity shares	% of holding
1.	M/s HCL Corporation Limited	7,58,79,734	44.32	2,30,57,412	9,89,37,146	50.49
2.	M/s Appollo Trading and Finance Private Limited	25,39,920	1.48	7,68,580	33,08,500	1.69
3.	M/s Vireet Investments Private Limited	7,77,252	0.45	6,91,722	14,68,974	0.75
4.	M/s Viren Investments Private Limited	2,63,625	0.16	2,30,574	4,94,199	0.25
	TOTAL	7,94,60,531	46.41	2,47,48,288	10,42,08,819	53.18

Notes:

1. The Post-Preferential shareholding has been calculated on the basis of full conversion of the Warrants into Equity Shares of the Company.
2. The Post-Preferential shareholding has been calculated, based on the Pre-Preferential shareholding of the proposed allottees as mentioned above in the Company as on 30.06.2009. The post issue Shareholding mentioned hereinabove is calculated only on the basis of allotment and conversion of Warrants on Preferential basis and allotments proposed to be made under QIP or any other basis have not been considered.
3. The number of Equity Shares to be allotted on conversion of Warrants have been calculated based on price of the resultant Equity Shares as Rs.130.11 per share, which is a price higher than the floor price of Rs. 130.10 arrived in accordance with the SEBI Guidelines ("**Floor Price**"). The recognized stock exchange for the purposes of determining the Floor Price is National Stock Exchange of India, Mumbai, which is the stock exchange in which the highest trading volume in respect of the shares of the Company has been recorded during the 6 months preceding the Relevant date. In case the Board/Committee decides to issue the Warrant at a different price, the number of shares shall change accordingly. The Board/Committee will not allot Equity Shares, (arising upon conversion of Warrants) at a price lower than the Floor Price.

(vii) Terms of the Warrants

- (a) An amount equivalent to at least 25% of the price of the Warrants subscribed to shall become payable on the date of the allotment of Warrant.
- (b) The holders of the Warrants shall have an option to apply for and be allotted one Equity Share of the Company per Warrant, at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment, in one or more tranches.
- (c) If the entitlement in respect of the Warrants to apply for Equity Shares is not exercised within the aforesaid period of 18 months, the entitlement

of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited.

- (d) The Warrant Holder shall give an advance notice of at least 3 days along with the payment of the requisite sum per Warrant for such number of Warrants that the Warrant Holder intends to convert into Equity Shares.
- (e) Upon receipt of the requisite payment as above, the Board (or a Committee constituted thereunder) shall allot one Equity Share per Warrant by appropriating an amount being product of Number of Equity Shares and the face value of each share for Rs. 2/- towards Equity Share capital and the balance amount paid against each Warrant towards the securities premium account.
- (f) The Warrant by itself does not give to the holder(s) thereof any rights as the Shareholders of the Company.
- (g) The Equity Shares issued as above shall rank *pari passu* in all respects with the then existing Equity Shares of the Company including dividend. The Warrants and Equity Shares shall be subject to the Memorandum and Articles of Association of the Company.
- (h) The Warrants and Equity Shares to be allotted pursuant to exercise of options attached to Warrants so issued on Preferential basis and the Pre-Preferential shareholding of the allottees, shall be subject to a lock-in-period pursuant to the SEBI Guidelines, as amended from time to time.
- (i) The Equity Shares to be allotted on exercise of option by the Warrant Holder shall be in dematerialised form, and subject to the approval of the stock exchanges, be listed on the stock exchanges.
- (j) The number of Equity Shares to be allotted on conversion of Warrants and/or premium on conversion shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring taking place prior to the said conversion.
- (k) The Warrants may be issued with such other terms and conditions as may be determined by the Board or a Committee thereof, considering the prevailing market conditions and other relevant factors.

M/s Price Waterhouse, Chartered Accountants, the Statutory Auditors of the Company, have certified that the above Preferential issue is in accordance with the SEBI Guidelines. The certificate from the Statutory Auditors and the Memorandum & Articles of Association of the Company are open for inspection at the Registered Office of the Company during working hours between 11.00 A.M. to 4.00 P.M., on all working days, up to the date of the Extra-Ordinary General Meeting. Pursuant to clause 13.5.1 (b) of Chapter XIII of the SEBI Guidelines, copies of the abovementioned Auditors Certificate shall also be laid before the Extra-Ordinary General Meeting.

Section 81(1A) of the Companies Act, 1956 and the relevant clauses of the listing agreements executed with the stock exchanges where the Equity Shares of the Company are listed provide *inter alia* that when it is proposed to increase the share capital of a company by allotment of further shares, such further shares shall be offered to the existing Shareholders of such company in the manner laid down in Section 81 of the Companies Act, 1956 unless the Shareholders in a general meeting decide otherwise. The consent of the Shareholders is being sought pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956 and in terms of the provisions of the listing agreements executed by the Company with the stock exchanges where the Equity Shares of the Company are listed.

Your Board of Directors recommends the above enabling Resolution, as a Special Resolution for your approval in the best interests of the Company.

Mr. Subroto Bhattacharya being Director in M/s HCL Corporation Limited, Mr. Ajai Chowdhry being Director in M/s Appollo Trading and Finance Private Limited and Mr. D. S. Puri being Director in M/s Vireet Investments Private Limited and M/s Viren Investments Private Limited, are interested in this Resolution.

None of the other Directors is interested in the above Resolution.

Item No.3

The Board comprises, besides the Whole-time Directors, Non-Executive Directors who are eminent professionals. Their expertise and guidance in reviewing various areas of operation, accounts and audit, employees compensation and satisfaction, customer satisfaction and other areas of corporate governance is of immense benefit to the Company.

Considering the contribution of such Non-Executive Directors, the shareholders have at their meeting held on 25th November, 2003 accorded approval for payment of additional remuneration, by way of Commission, out of net profits of the Company subject to applicable provisions of the Companies Act, 1956. As the said approval has expired, fresh Shareholders approval is required for payment of commission to Non-Executive Directors.

Your Board of Directors recommends the above enabling Resolution, as a Special Resolution for your approval in the best interests of the Company. The approval so granted shall remain in force for a period of 5 years from the date of approval.

Mr. R. P. Khosla, Mr. S. Bhattacharya, Mr. E. A. Kshirsagar, Ms. Anita Ramachandran, Mr. T. S. Purushothaman, Mr. V. N. Koura and Mr. Nikhil Sinha are interested in the Resolution to the extent of remuneration payable to them.

None of the other Directors is interested in the above Resolution.

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

Sd/-

New Delhi
Dated : August 24, 2009

**Sushil Kumar Jain
Company Secretary**



HCL INFOSYSTEMS LIMITED

Regd. Office: 806, Siddharth, 96, Nehru Place, New Delhi - 110019

ATTENDANCE SLIP Extra-Ordinary General Meeting-September 23, 2009

DP ID NO. _____ CLIENT ID NO. _____ FOLIO NO. _____
 (Electronic Mode) (Electronic Mode) (Physical Mode)
 (Please mention both DP ID & Client ID Nos.) (Please mention the Folio No.)

I certify that I am a registered Member/Proxy of the registered Member of the Company.

I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the Company held on Wednesday, September 23, 2009 at FICCI Auditorium, 1, Tansen Marg, New Delhi - 110 001 at 3:30 P.M.

 Member's/Proxy's Name in BLOCK LETTERS Member's/Proxy's Signature

Note: Please fill in this attendance slip and hand over at the entrance of the Meeting Hall.

FOR THE KIND ATTENTION OF SHAREHOLDERS
NO GIFTS WOULD BE DISTRIBUTED AT THE EGM



HCL INFOSYSTEMS LIMITED

Regd. Office: 806, Siddharth, 96, Nehru Place, New Delhi - 110019

PROXY FORM Extra-Ordinary General Meeting-September 23, 2009

DP ID NO. _____ CLIENT ID NO. _____ FOLIO NO. _____
 (Electronic Mode) (Electronic Mode) (Physical Mode)
 (Please mention both DP, ID & Client ID Nos.) (Please mention the Folio No.)

I/We _____ of _____ being
 a Member/Members of the above named Company, hereby appoint _____
 of _____ or failing
 him _____ of _____

as my/our proxy to vote for me/us on my/our behalf at the EXTRA-ORDINARY GENERAL MEETING of the Company to be held on Wednesday, September 23, 2009 at FICCI Auditorium, 1, Tansen Marg, New Delhi - 110 001 at 3:30 P.M. and at any adjournment thereof.

Signed this _____ day of _____ 2009
 Signature of Proxy _____ Signature of Member _____

Note: The Proxy form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.

NO GIFTS WOULD BE DISTRIBUTED AT THE EGM