

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L72200DL1986PLC023955

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACH2420C

(ii) (a) Name of the company

HCL INFOSYSTEMS LIMITED

(b) Registered office address

806 SIDDHARTH96 NEHRU PLACE
NEW DELHI
Delhi
110019
India

(c) *e-mail ID of the company

sushiljain@hcl.in

(d) *Telephone number with STD code

01202520977

(e) Website

www.hclinfosystems.com

(iii) Date of Incorporation

17/04/1986

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U74210DL1991PLC042569

Pre-fill

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208ANARKALI COMPLEX
JHANDEWALAN EXTENSION

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 29/09/2020

(b) Due date of AGM 31/12/2020

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	34.14
2	J	Information and communication	J6	Computer programming, consultancy and related activities	64.7

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	HCL Infotech Limited	U72200DL2012PLC242944	Subsidiary	100

2	HCL Learning Limited	U80900DL2012PLC242907	Subsidiary	100
3	Digilife Distribution and Marke	U72900DL2008PLC175605	Subsidiary	100
4	Pimpri Chinchwad eServices Li	U72200DL2010PLC208539	Subsidiary	85
5	HCL Investments Pte Limited, S		Subsidiary	100
6	Nurture Technologies FZE (for		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	552,500,000	329,210,928	329,210,928	329,209,928
Total amount of equity shares (in Rupees)	1,105,000,000	658,421,856	658,421,856	658,419,856

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	552,500,000	329,210,928	329,210,928	329,209,928
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	1,105,000,000	658,421,856	658,421,856	658,419,856

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	500,000	0	0	0
Total amount of preference shares (in rupees)	50,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference				
Number of preference shares	500,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	50,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	329,209,928	658,419,856	658,419,856	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	329,209,928	658,419,856	658,419,856	
Preference shares				
At the beginning of the year	0	0	0	

Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

16/09/2019

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			3,759,581,313.38
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,110,755,994.63
Deposit			0
Total			4,870,337,308.01

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

16,481,320,031

(ii) Net worth of the Company

-398,220,361.21

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6,568	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	207,024,593	62.89	0	
10.	Others	0	0	0	
	Total	207,031,161	62.89	0	0

Total number of shareholders (promoters)

5

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	84,587,922	25.69	0	
	(ii) Non-resident Indian (NRI)	3,145,006	0.96	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	500,097	0.15	0	
4.	Banks	2,979,990	0.91	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	5,500	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	22,477,259	6.83	0	
10.	Others Foreign portfolio investor,ti	8,482,993	2.58	0	
	Total	122,178,767	37.12	0	0

Total number of shareholders (other than promoters)

94,896

**Total number of shareholders (Promoters+Public/
Other than promoters)**

94,901

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	93,063	94,896
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	6	1	6	0	0
(i) Non-Independent	1	2	1	2	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	6	1	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MR. NIKHIL SINHA	01174807	Director	0	
R .RAGHAVAN RANGA	07932761	Managing Director	34,500	
MR.KAUSHIK DUTTA	03328890	Director	4,000	
MR. DILIP KUMAR SRI	06847137	Director	0	
MR PAWAN KUMAR D	06847503	Director	0	
MS. SANGEETA TALW	00062478	Director	0	
MS. RITU ARORA	07019164	Director	0	
MR. KAPIL KAPUR	AAVPK6531H	CFO	0	
MR. SUSHIL KUMAR J	AADPJ0110D	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
R .RAGHAVAN RANGA	07932761	Managing Director	31/03/2020	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	16/09/2019	97,296	155	62.91

B. BOARD MEETINGS

*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	13/05/2019	7	6	85.71
2	30/05/2019	7	6	85.71
3	31/07/2019	7	7	100
4	06/08/2019	7	6	85.71
5	16/09/2019	7	7	100
6	05/11/2019	7	7	100
7	27/01/2020	7	7	100
8	24/02/2020	7	6	85.71
9	26/03/2020	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

18

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Accounts and	29/05/2019	4	3	75
2	Accounts and	31/07/2019	4	4	100
3	Accounts and	05/11/2019	4	4	100
4	Accounts and	27/01/2020	4	4	100
5	Accounts and	26/03/2020	4	4	100
6	Nomination an	29/05/2019	3	3	100
7	Nomination an	31/07/2019	3	3	100
8	Nomination an	05/11/2019	3	3	100
9	Nomination an	27/01/2020	3	3	100
10	Stakeholders a	29/05/2019	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/09/2020
								(Y/N/NA)
1	MR. NIKHIL S	9	7	77.78	9	9	100	Yes
2	R .RAGHAVAN	9	9	100	4	4	100	Not Applicable
3	MR.KAUSHIK	9	9	100	10	10	100	Yes
4	MR. DILIP KU	9	9	100	4	4	100	Yes
5	MR PAWAN K	9	9	100	9	9	100	Yes
6	MS. SANGEE	9	9	100	13	13	100	Yes
7	MS. RITU AR	9	7	77.78	10	8	80	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rangarajan Raghav	Managing Director	14,552,818	0	0	0	14,552,818
	Total		14,552,818	0	0	0	14,552,818

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Kapil Kapur	CFO	12,685,733	0	0	0	12,685,733
2	Sushil Kumar Jain	CS	5,708,826	0	0	0	5,708,826
	Total		18,394,559	0	0	0	18,394,559

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sangeeta Talwar	Director	0	0	0	1,725,000	1,725,000
2	Kaushik Dutta	Director	0	0	0	1,500,000	1,500,000
3	Ritu Arora	Director	0	0	0	1,200,000	1,200,000
4	Nikhil Sinha	Director	0	0	0	1,275,000	1,275,000
5	PAWAN KUMAR D	Director	0	0	0	0	0
6	DILIP KUMAR SRIV	Director	0	0	0	0	0
	Total		0	0	0	5,700,000	5,700,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☐ Yes ☒ No

B. If No, give reasons/observations

As per MGT-8

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☐ Nil

4

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
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HCL Infosystems L	National Stock Exc	19/08/2019	Regulation 19 (1)(2)	Non Compliance fo	Penalty was paid
HCL Infosystems L	BSE Limited	19/08/2019	Regulation 19 (1)(2)	Non Compliance fo	Penalty was paid
HCL Infosystems L	National Stock Exc	01/11/2019	Regulation 19 (1)(2)	Non Compliance fo	Penalty was paid
HCL Infosystems L	BSE Limited	31/10/2019	Regulation 19 (1)(2)	Non Compliance fo	Penalty was paid

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

MOHIT K DIXIT

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

17827

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

11

dated

26/11/2015

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

SRIVASTAV
A DILIP
KUMAR
Digitally signed by
SRIVASTAVA DILIP
KUMAR
Date: 2020.12.30
20:44:02 +05'30'

DIN of the director

06847137

To be digitally signed by

SUSHIL
KUMAR
JAIN
Digitally signed by
SUSHIL KUMAR
JAIN
Date: 2020.12.31
11:06:34 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number 8917

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Details of Committe meetings.pdf
Share transfer list.pdf
MGT-8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company