

**HCL INFOSYSTEMS LTD.**

Corporate Office: E-4, Sector 11, 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.com  
www.hcl.com

27<sup>th</sup> April, 2017

To

The Assistant Vice President,  
**National Stock Exchange of India Limited,**  
"Exchange plaza"  
Bandra-Kurla Complex,  
Bandra (East)  
Mumbai-400051

To

The Secretary,  
**BSE Limited,**  
P.J.Tower  
Dalal Street  
Fort  
Mumbai-400001

**Sub: Intimation of the Sale of an Undertaking of a wholly owned Subsidiary**

**Ref: Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

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

Dear Sirs,

This is to inform you that the Board of Directors of the Company in its Board Meeting held on 27<sup>th</sup> April, 2017 has approved the slump sale of an undertaking (Digischool Business undertaking consisting of business of sale of software licenses to K-12 schools) of HCL Learning Limited, a wholly owned subsidiary, on a going concern basis to M/s. Everest Edusys and Solutions Private Limited.

Subject to customary closing adjustments, the Sale consideration for the transaction is as follows:

1. Rs. 20 Crores as a mix of Cash and 12% Secured Optionally Convertible Debentures
2. Issuance of 4,056,738 Equity Shares of Everest Edusys & Solutions Pvt. Ltd., to HCL Learning Limited on the Closing Date, having a face value of Rs. 10 (Rupees Ten Only), representing 33% of equity capital on a fully diluted basis.

The closure of slump sale transaction is subject certain conditions listed out in the Business Transfer Agreement.

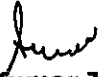
Subsequent to the closure of the said acquisition, M/s. Everest Edusys and Solutions Private Limited would become an Associate Company of HCL Learning Limited.

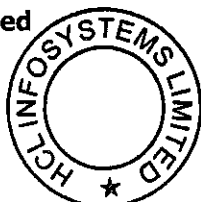
Axis Capital was the exclusive Financial Advisor and Corporate Professionals, Advisors & Advocates' were the Legal Advisor to the Company for the transaction.

The requisite information is enclosed herewith as **Annexure – A**.

You are requested to kindly take the same on record.

Yours Faithfully,  
**For HCL Infosystems Limited**

  
**Sushil Kumar Jain**  
**Company Secretary**  
Encl: As Above



**HCL**

**HCL INFOSYSTEMS LTD.**

Corporate Office: E-4, Sector 11, 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.

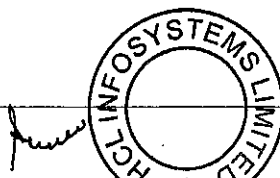
Corporate Identity Number - L72200DL1986PLC023955

www.hclinfosystems.com

www.hcl.com

**Annexure – A****Details regarding acquisition of equity stake as part consideration for sale of undertaking of wholly owned subsidiary, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

| Sr. No. | Particulars  | Details  |
|---------|--|--|
| a.      | <b>Name of the target entity, details in brief such as size, turnover etc.</b>   | Everest Edusys and Solutions Private Limited (hereunder referred as "Everest")<br><br>Turnover: As detailed in pt. no. j   |
| b.      | <b>Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length"</b> | The acquisition is not a related party transaction and none of the promoter/ promoter group/ group companies have any interest in Everest.   |
| c.      | <b>Industry to which the entity being acquired belongs</b>   | Education Sector   |
| d.      | <b>Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);</b>   | HCL Learning has entered into a strategic arrangement with Everest Edusys and Solutions Private Limited in the Education space through Business Transfer Agreement for the slump sale of its Digischool Business Undertaking for Sale consideration subject to fulfilment of all conditions precedent as listed out in the business transfer agreement.<br><br>Everest would become an Associate Company of HCL Learning Limited subsequent to the closure of acquisition.   |
| e.      | <b>Brief details of any governmental or regulatory approvals required for the acquisition</b>  | N.A.   |
| f.      | <b>Indicative time period for completion of the acquisition</b>  | September'2017   |
| g.      | <b>Nature of consideration - whether cash consideration or share swap and details of the same</b>  | Subject to customary closing adjustments, the Sale consideration for transfer of undertaking (Digischool Business undertaking consisting of business of sale of software licenses to K-12 schools) of HCL Learning Limited, a wholly owned subsidiary as follows:<br><br>1. Rs. 20 Crores as a mix of Cash and 12% Secured Optionally Convertible Debentures<br><br>2. Issuance of 4,056,738 Equity Shares of Everest Edusys & Solutions Pvt. Ltd., to HCL Learning Limited on the Closing Date, having face value of Rs. 10 (Rupees Ten Only), representing 33% of equity outstanding on a fully diluted basis. |

**HCL**

**HCL INFOSYSTEMS LTD.**

Corporate Office: E-4, Sector 11, 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.com

www.hcl.com

| Sr. No. | Particulars  | Details   |
|---------|--|---|
| h.      | <b>Cost of acquisition or the price at which the shares are acquired</b>   | As a part consideration for sale of undertaking of HCL Learning Limited, a wholly owned subsidiary of the Company, Everest will issue 4,056,738 Equity Shares of Everest Edusys & Solutions Pvt. Ltd., to HCL Learning Limited on the Closing Date, having face value of Rs. 10 (Rupees Ten Only), representing 33% on a fully diluted basis.   |
| i.      | <b>Percentage of shareholding / control acquired and / or number of shares acquired</b>  | Issuance of 4,056,738 shares representing 33% equity stake in Everest to HCL Learning Limited on a fully diluted basis.   |
| j.      | <b>Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information</b> | <p><b>1. Background:</b></p> <p>Everest has a flagship brand named "QED". QED focuses on transforming Learning Outcomes, through an integrated approach, using Assessments as a framework, delivered through technology. QED currently is tuned for India's K-12 Learning with:</p> <ul style="list-style-type: none"> <li>• Goal Setting and adaptive assessments banks delivered through technology.</li> <li>• One of the largest content and knowledge repository in K-12 and</li> <li>• Remedial Content focused on achieving learning outcomes.</li> </ul> <p><b>2. Date of Incorporation: 26.09.2007</b></p> <p><b>3. Country of Operations: India</b></p> <p><b>4. Annual Turnover for last 3 years:</b></p> <p style="margin-left: 40px;">a. FY13-14: Rs. 1.01 Crore<br/>b. FY14-15: Rs. 8.11 Crore<br/>c. FY15-16: Rs. 0.48 Crore</p> |

