HCL INFOSYSTEMS LTD.
Corporate Office: E-4, Sector 11, NOIDA 201 301, U.P., India
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Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019. India.
Corporate Identity Number - L72200DL1986PLC023955
www.hclinfosystems.com
www.hcl.com

20th November, 2015

To
The Secretary,
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: Voting result as per Clause 35A and the Consolidated Scrutinizer Report on remote e-voting and voting by Poll conducted at 29th Annual General Meeting of HCL Infosystems Limited held on 19th November 2015.

Dear Sir,

We are hereby enclosing the Voting result as per clause 35A of Listing Agreement along with the Consolidated Scrutinizer Report as per Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended, for the 29th Annual General Meeting of our company HCL Infosystems Limited held on Thursday, 19th November 2015, at 10.00 am at FICCI Auditorium, 1, Tansen Marg, New Delhi-110001.

Please find the above in order and take the same on your record.

For HCL Infosystems Limited

Sushil Kumar Jain
Company Secretary

HCL INFOSYSTEMS LTD.

Encl: as above

HCL

VOTING RESULT AS PER CLAUSE 35 A OF LISTING AGREEMENT

Date of the AGM	Thursday 19th November, 2015 [Remote e-voting period: Monday, 16th November, 2015 at 9.00 a.m. IST to Wednesday, 18th November, 2015 at 5.00 p.m. IST]
Total number of shareholders on record date/ Cutoff date (13th November, 2015) a) Promoters and Promoter Group: b) Public:	As on record date 79,707 shareholders 18 79689
No. of shareholders present in the meeting either in person or through proxy a) Promoters and Promoter Group: b) Public:	 4 shareholders carrying 112,421,087 shares. 1,399 shareholders carrying 9,37,794 shares.
No. of Shareholders attended the meeting through Video Conferencing	Nil

Agenda No. 1:-	To receive, consider and adopt the financial statements of the Company for the financial year ended 30th June, 2015, including the audited Balance Sheet as at 30th June, 2015, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.						
Resolution required	**Ordinary**						
Mode of voting:	**Remote E-Voting & Ballot paper**						
Promoter/ Public	**No. of shares held** (1)	**No. of votes polled** (2)	**% of Votes Polled on outstanding shares** (3)=[(2)/(1)]*100	**No. of Votes – in favour** (4)	**No. of Votes – against** (5)	**% of Votes in favour on votes polled** (6)=[(4)/(2)]*100	**% of Votes against on votes polled** (7)= [(5)/(2)]*100
Promoter and Promoter Group	129,377,844	126,243,797	97.5776	126,243,797	0	100	0

For HCL Infosystems Limited

Sushil Kumar Jain
Company Secretary

Public-Institutional holders	11,212,283	7,080,961	63.1536	7,080,961	0	100	0
Public-Others	82,329,502	1,93,235	0.2347	191,329	1,906	99.0136	0.9863
Total	**222919629**	**133517993**	**59.8951**	**133516087**	**1906**	**99.9985**	**0.0014**

Agenda No. 2:-	To appoint a Director in place of Dr. Nikhil Sinha (DIN 01174807), who retires by rotation and being eligible, offers himself for re-appointment.						
Resolution required	**Ordinary**						
Mode of voting:	**Remote E-Voting & Ballot paper**						
Promoter/ Public	**No. of shares held** (1)	**No. of votes polled** (2)	**% of Votes Polled on outstanding shares** (3)=[(2)/(1)]*100	**No. of Votes – in favour** (4)	**No. of Votes – against** (5)	**% of Votes in favour on votes polled** (6)=[(4)/(2)]*100	**% of Votes against on votes polled** (7)= [(5)/(2)]*100
Promoter and Promoter Group	129,377,844	126,243,797	97.5776	126,243,797	0	100	0
Public-Institutional holders	11,212,283	7,080,961	63.1536	7,080,961	0	100	0
Public-Others	82,329,502	1,93,235	0.2347	1,77,998	15,237	92.1147	7.8852
Total	**222,919,629**	**133,517,993**	**59.8951**	**133,502,756**	**15,237**	**99.9885**	**0.0114**

For HCL Infosystems Limited

Sushil Kumar Jain
Company Secretary

Agenda No. 3:-		To appoint M/s. Price Waterhouse, Chartered Accountants (FRN – 301112E) as Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.					
Resolution required		**Ordinary**					
Mode of voting:		**Remote E-Voting & Ballot paper**					
Promoter/ Public	**No. of shares held** (1)	**No. of votes polled** (2)	**% of Votes Polled on outstanding shares** (3)=[(2)/(1)]*100	**No. of Votes – in favour** (4)	**No. of Votes – against** (5)	**% of Votes in favour on votes polled** (6)=[(4)/(2)]*100	**% of Votes against on votes polled** (7)= [(5)/(2)]*100
Promoter and Promoter Group	129,377,844	126,243,797	97.5776	126,243,797	0	100	0
Public-Institutional holders	11,212,283	6,070,712	54.1434	6,070,712	0	100	0
Public-Others	82,329,502	193,235	0.2347	1,91,429	1,806	99.0653	0.9346
Total	**222,919,629**	**132,507,744**	**59.4419**	**132,505,938**	**1,806**	**99.9986**	**0.0013**

For HCL Infosystems Limited

Sushil Kumar Jain
Company Secretary

Agenda No. 4:-	To appoint Ms. Ritu Arora (DIN 07019164) as Independent director who was appointed as additional director (designated as Non-Executive Independent Director), for a period of 5years i.e. up to 5th April 2020.						
Resolution required	**Ordinary**						
Mode of voting:	**Remote E-Voting & Ballot paper**						
Promoter/ Public	**No. of shares held** (1)	**No. of votes polled** (2)	**% of Votes Polled on outstanding shares** (3)=[(2)/(1)]*100	**No. of Votes – in favour** (4)	**No. of Votes – against** (5)	**% of Votes in favour on votes polled** (6)=[(4)/(2)]*100	**% of Votes against on votes polled** (7)= [(5)/(2)]*100
Promoter and Promoter Group	129,377,844	126,243,797	97.5776	126,243,797	0	100	0
Public-Institutional holders	11,212,283	7,080,961	63.1536	7,080,961	0	100	0
Public-Others	82,329,502	1,93,231	0.23	1,78,119	15,112	92.18	7.82
Total	**222,919,629**	**133,517,989**	**59.90**	**133,502,877**	**15,112**	**99.99**	**0.01**

For HCL Infosystems Limited

Sushil Kumar Jain
Company Secretary

SCRUTINIZERS' REPORT

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, Rule 21of the Companies(Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement]

To,

The Chairman
HCL Infosystems Limited
(CIN: L72200DL1986PLC023955)
806, Siddharth, 96, Nehru Place,
New Delhi-110019

Re: Report on remote e-voting and voting by Poll conducted at Twenty Ninth Annual General Meeting "AGM" of **HCL Infosystems Limited** held on Thursday, 19th November, 2015 at 10:00 A.M. at FICCI Auditorium, 1, Tansen Marg, New Delhi - 110001.

Dear Sir,

1. The remote e-voting period remained open from Monday, 16th November, 2015 (09:00A.M.) and end on Wednesday, 18th November, 2015 (05:00 PM) on the designated website of National Securities Depository Limited (NSDL).

2. As per Section 108 of the Companies Act, 2013 read with the Rule 20 of Companies (Management & Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015 along with Clause 35B of the Listing Agreement, the Company had provided the facility of remote e-voting to the shareholders to cast their votes electronically on all the resolutions proposed in the notice of the Twenty Ninth Annual General Meeting (AGM) of the Company.

3. In line with the provision of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting by show of hands was not permitted at the General Meeting where remote e-voting has been offered to the Shareholders. Therefore, the Chairman ordered for poll at the AGM as per Rule 21 of the Companies (Management & Administration) Rules, 2014, voting was also conducted by means of poll.

4. I, Vineet K Chaudhary, Company Secretary in whole-time practice was appointed as Scrutinizer to scrutinize the remote e-voting process and also voting by means of Poll at the AGM and for ascertaining the requisite majority on remote e-voting

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and also on Poll carried out for the resolutions proposed to be passed at the Twenty Ninth AGM of the shareholders of the Company.

5. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules thereof on the resolutions contained in the notice of Twenty Ninth AGM. My responsibilities as scrutinizer is restricted to make a Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice of AGM.

6. The Company has appointed National Securities Depository Limited (NSDL) as the service provider for providing the facility of remote e-voting to the shareholders of the Company. The service provider has provided a system for recording the votes of the shareholders electronically on all the items of the businesses (both Ordinary and Special businesses) sought to be transacted in the Twenty Ninth AGM of the Company. The Service provider accordingly has set up remote e-voting facility on their website www.evoting.nsdl.com.

7. Therefore, the votes casted through remote e-voting were unblocked after completion of Poll at the AGM in the presence of two witnesses, Mr. Puneet Sharma and Mr. Pawan Kumar Lakhotia who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Mr. Pawan Kumar Lakhotia

Mr. Puneet Sharma

8. Based on the reports generated from the remote e-voting system provided by National Securities Depository Limited (NSDL) and votes casted on Poll, we submit the consolidated results of remote e-voting and Poll at the AGM are as under.

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Resolution 01- Ordinary Resolution

To receive, consider and adopt the financial statements of the Company for the financial year ended 30th June, 2015, including the audited Balance Sheet as at 30th June, 2015, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Mode	Ballots Received	Total Shares Voted	Invalid		Favour		Against	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Remote e-voting	91	133,441,628	0	0	90	133,441,128	1	500
Ballot Form	518	81,384	18	5,019	96	74,959	404	1,406
TOTAL	**609**	**133,523,012**	**18**	**5,019**	**186**	**133,516,087**	**405**	**1,906**

Total Valid Votes (Total Shares-Invalid) = 133,523,012 – 5,019 = 133,517,993

Votes in Favour (% of Total Valid Shares) = 99.99
Votes in Against (% of Total Valid Shares) = 0.01

Resolution 02 -Ordinary Resolution

To appoint a Director in place of Dr. Nikhil Sinha (DIN 01174807), who retires by rotation and being eligible, offers himself for re-appointment.

Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Remote e-voting	91	133,441,628	0	0	86	133,427,797	5	13,831
Ballot Form	518	81,384	18	5,019	96	74,959	404	1,406
TOTAL	**609**	**133,523,012**	**18**	**5,019**	**182**	**133,502,756**	**409**	**15,237**

Total Valid Shares (Total Shares-Invalid) = 133,523,012 – 5,019 = 133,517,993
Votes in Favour (% of Total Valid Shares) = 99.98
Votes in Against (% of Total Valid Shares) = 0.02

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Resolution 03 - Ordinary Resolution

To appoint M/s. Price Waterhouse, Chartered Accountants (FRN – 301112E) as Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Remote e-voting	90	132,431,379	0	0	89	132,430,979	1	400
Ballot Form	518	81,384	18	5,019	96	74,959	404	1,406
TOTAL	**608**	**132,512,763**	**18**	**5,019**	**185**	**132,505,938**	**405**	**1,806**

Total Valid Shares (Total Shares-Invalid) = 132,512,763 - 5,019 = 132,507,744
Votes in Favour (% of Total Valid Shares) = 99.99
Votes in Against (% of Total Valid Shares) =00.01

Resolution 04 -Ordinary Resolution

To consider the appointment of Ms. Ritu Arora, who was appointed as Additional Director designated as Non-Executive Independent director (holding DIN No. 07019164) who holds office up to the date of this AGM and also meets the criteria for Independence, be and is hereby appointed as an Independent director of the Company

Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Remote e-voting	91	133,441,628	0	0	86	133,427,922	5	13,706
Ballot Form	516	81,380	18	5,019	94	74,955	404	1,406
TOTAL	**607**	**133,523,008**	**18**	**5,019**	**180**	**133,502,877**	**409**	**15,112**

Total Valid Shares (Total Shares-Invalid) = 133,523,008 - 5,019 = 133,517,989
Votes in Favour (% of Total Valid Shares) = 99.98
Votes in Against (% of Total Valid Shares) = 00.02

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V.K. CHAUDHARY & CO. COMPANY SECRETARIES C.P. No. 4548

9. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the Twenty-ninth AGM, to announce the result of the meeting.

Thanking you,
Yours faithfully,

V.K. CHAUDHARY & CO. C.P. No. 4548 COMPANY SECRETARIES

HCL INFOSYSTEMS LTD.

CS Vineet K Chaudhary
Scrutinizer
Membership No:- F5327
C.P. No:- 4548

Date: 20.11.2015
Place: Noida