

28th September, 2018

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: Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Voting Results of 32nd Annual General Meeting held on Thursday, 27th September, 2018.

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

Dear Sirs,

Please find enclosed herewith the voting results of 32nd Annual General Meeting (AGM) held on 27th September, 2018 as per the regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the consolidated scrutinizer report. All five (5) resolutions as set out in the notice of the AGM were approved by the requisite majority.

Mr. Vineet K Chaudhary, Managing Partner of M/s VKC & Associates, 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 and also on poll through Ballot papers in fair and transparent manner, has submitted his report on 27th September, 2018.

You are requested to please take aforesaid results on your record.

Very Truly Yours,
For HCL Infosystems Limited

Sushil Kumar Jain
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Sushil Kumar Jain
Company Secretary

HCL INFOSYSTEMS LIMITED

**VOTING RESULTS (THROUGH REMOTE E-VOTING AND BALLOT PAPERS) OF 32ND ANNUAL GENERAL MEETING OF
HCL INFOSYSTEMS LIMITED HELD ON THURSADY, 27TH SEPTEMBER, 2018 AS PER REGULATION 44(3) OF THE SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Date of AGM	Thursday, 27 th September, 2018
Total number of shareholders as on record date/ Cutoff date (21st September, 2018)	99355
No. of shareholders present in the meeting either in person or through proxy a) Promoters and Promoter Group: b) Public:	 4 136
No. of Shareholders attended the meeting through Video Conferencing a) Promoters and Promoter Group: b) Public:	 - -

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Agenda wise disclosure

1. Adoption of the audited Standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2018 together with the reports of Board of Directors and Auditors thereon.

Resolution required				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting:	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	E-Voting	207031161	207031161	100	207031161	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	207031161	207031161	100	207031161	0	100	0
Public-Institutions	E-Voting	8442080	1321590	15.65	1321590	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8442080	1321590	15.65	1321590	0	100	0
Public-Non Institutions	E-Voting	114045397	43415	0.04	43139	276	99.36	0.64
	Poll		127891	0.11	127891	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	114045397	171306	0.15	171030	276	99.84	0.16
TOTAL		329518638	208524057	63.2814	208523781	276	99.9999	0.0001

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2. No appointment of any Director in place of Mr. V. N. Koura (DIN - 00010210), a Director liable to retire by rotation, who does not offer himself for re-appointment.

Resolution required				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting:	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	E-Voting	207031161	207031161	100.0000	207031161	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	207031161	207031161	100.0000	207031161	0	100.0000	0.0000
Public-Institutions	E-Voting	8442080	1321590	15.6548	1321590	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8442080	1321590	15.6548	1321590	0	100.0000	0.0000
Public-Non Institutions	E-Voting	114045397	42833	0.0376	30837	11996	71.9936	28.0064
	Poll		127891	0.1121	127891	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	114045397	170724	0.1497	158728	11996	92.9735	7.0265
TOTAL		329518638	208523475	63.2812	208511479	11996	99.9942	0.0058

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3. Appointment of Mr. Rangarajan Raghavan (DIN 07932761) as Director of the Company.

Resolution required				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting:	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	E-Voting	207031161	207031161	100.0000	207031161	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		207031161	207031161	100.0000	0	100.0000	0.0000
Public-Institutions	E-Voting	8442080	1321590	15.6548	1321590	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8442080	1321590	15.6548	0	100.0000	0.0000
Public-Non Institutions	E-Voting	114045397	44184	0.0387	30203	13981	68.3573	31.6427
	Poll		127891	0.1121	112391	15500	87.8803	12.1197
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		114045397	172075	0.1509	142594	82.8674	17.1326
TOTAL		329518638	208524826	63.2816	208495345	29481	99.9859	0.0141

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4. Appointment of Mr. Rangarajan Raghavan (DIN 07932761) as Managing Director of the Company.

Resolution required				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting:	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	E-Voting	207031161	207031161	100.0000	207031161	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	207031161	207031161	100.0000	207031161	0	100.0000	0.0000
Public-Institutions	E-Voting	8442080	1321590	15.6548	1321590	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8442080	1321590	15.6548	1321590	0	100.0000	0.0000
Public-Non Institutions	E-Voting	114045397	43133	0.0378	29052	14081	67.3545	32.6455
	Poll		127891	0.1121	112391	15500	87.8803	12.1197
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	114045397	171024	0.1500	141443	29581	82.7036	17.2964
TOTAL		329518638	208523775	63.2813	208494194	29581	99.9858	0.0142

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5. Approval for the Remuneration to be paid to Mr. Rangarajan Raghavan (DIN 07932761), Managing Director of the Company.

Resolution required				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting:	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	E-Voting	207031161	207031161	100.0000	207031161	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	207031161	207031161	100.0000	207031161	0	100.0000	0.0000
Public-Institutions	E-Voting	8442080	1321590	15.6548	1321590	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8442080	1321590	15.6548	1321590	0	100.0000	0.0000
Public-Non Institutions	E-Voting	114045397	43159	0.0378	28632	14527	66.3407	33.6593
	Poll		127891	0.1121	111941	15950	87.5284	12.4716
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	114045397	171050	0.1500	140573	30477	82.1824	17.8176
TOTAL		329518638	208523801	63.2813	208493324	30477	99.9854	0.0146

Date: 28.09.2018
Place: Noida

For HCL Infosystems Limited

Sushil
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Sushil Kumar Jain
Company Secretary

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CONSOLIDATED SCRUTINIZERS' REPORT

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

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

32nd (Thirty Second) Annual General Meeting ("AGM") of Members of the Company held on Thursday, 27th September, 2018, at 10:00 a.m. (IST) at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110001

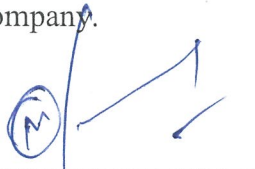
Dear Sir,

I, Vineet K Chaudhary, Managing Partner of M/s VKC & Associates, Company Secretary in whole-time practice, (holding Membership No. F5327) 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 and also on poll through Ballot papers carried out for the resolutions proposed to be passed under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on the resolutions as set-out in the notice of the 32nd (Thirty Second) Annual General Meeting of Members of the Company held on Thursday, 27th September, 2018, at 10:00 a.m. (IST) at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110001.

1. The Company has appointed National Securities Depository Limited (NSDL), as the service provider, for providing the facility of remote e-voting to the Members 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 at the 32nd AGM of the Company.



2. The remote e-voting period remained open from **Monday, 24th September, 2018 (09:00 A.M. IST)** and ended on **Wednesday, 26th September, 2018 (05:00 P.M. IST)** on the designated website <https://www.evoting.nsdl.com/> of National Securities Depository Limited (NDSL).
3. The Members of the Company as on the “cut-off date” i.e. **Friday, 21st September, 2018** were entitled to avail the facility of remote e-voting as well as voting at the venue of AGM through ballot paper on the proposed resolutions (Item nos. 1 to 5) as set out in the Notice dated 29th May, 2018.
4. In line with the provisions of the Companies Act, 2013 (as amended) and in terms of the clarification(s) issued by Ministry of Corporate Affairs, voting by show of hands was not permitted at the General Meeting since the remote e-voting was offered to the members. Therefore, the Chairman ordered for poll through Ballot paper at AGM as per Rule 21 of the Companies (Management and Administration) Rules, 2014 (as amendment made thereunder).
5. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 at 32nd AGM of the Company. My responsibility as Scrutinizer is restricted to make Scrutinizers' Report of the votes cast “For” or “Against” the resolutions stated in the Notice of the AGM.
6. After completion of Poll through Ballot papers, the votes casted through remote e-voting and ballot paper were unblocked in the presence of two witnesses, Mr. Mohit K Dixit and Ms. Adity Bali who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence. Votes casted by the members were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the Authorizations/Proxies lodged with the Company.



Mohit K Dixit



Adity Bali

7. After scrutinizing the system generated report of remote e-voting provided by NSDL and after ascertaining the votes casted by Poll through Ballot papers, I hereby submit the consolidated results of remote e-voting and Poll as under:



Resolution 01: Ordinary Resolution

Adoption of the audited Standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2018 together with the reports of Board of Directors and Auditors thereon.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	112	208,396,166	-	-	110	208,395,890	2	276
Poll	36	140,881	3	12,990	33	127,891	-	-
TOTAL	148	208,537,047	3	12,990	143	208,523,781	2	276

Total Valid Votes (Total Votes - Invalid Votes) = 208,524,057

Votes in Favour (% of Total Valid Votes) = 99.999%

Votes in Against (% of Total Valid Votes) = 0.001%

Resolution 02: Ordinary Resolution

No appointment of any Director in place of Mr. V. N. Koura (DIN - 00010210), a Director liable to retire by rotation, who does not offer himself for re-appointment.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
*Remote e-voting	108	208,395,634	-	-	97	208,383,588	11	11,996
Poll	36	140,881	3	12,990	33	127,891	-	-
TOTAL	144	208,536,515	3	12,990	130	208,511,479	11	11,996

Total Valid Votes (Total Votes – Less voted- Invalid Votes) = 208,523,475

Votes in Favour (% of Total Valid Votes) = 99.994%

Votes in Against (% of Total Valid Votes) = 0.006%

***1 (One) Member has less voted for 50 shares**



Resolution 03: Ordinary Resolution

Appointment of Mr. Rangarajan Raghavan (DIN 07932761) as Director of the Company.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	111	208,396,935	-	-	103	208,382,954	8	13,981
Poll	36	140,881	3	12,990	32	112,391	1	15,500
TOTAL	147	208,537,816	3	12,990	135	208,495,345	9	29,481

Total Valid Votes (Total Votes - Invalid Votes) = 208,524,826

Votes in Favour (% of Total Valid Votes) = 99.986%

Votes in Against (% of Total Valid Votes) = 0.014%

Resolution 04: Ordinary Resolution

Appointment of Mr. Rangarajan Raghavan (DIN 07932761) as Managing Director of the Company.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
*Remote e-voting	109	208,395,934	-	-	100	208,381,803	9	14,081
Poll	36	140,881	3	12,990	32	112,391	1	15,500
TOTAL	145	208,536,815	3	12,990	132	208,494,194	10	29581

Total Valid Votes (Total Votes -Less Voted- Invalid Votes) = 208,523,775

Votes in Favour (% of Total Valid Votes) = 99.986%

Votes in Against (% of Total Valid Votes) = 0.014%

***1 (One) Member has less voted for 50 shares**



Resolution 05: Special Resolution

Approval for the Remuneration to be paid to Mr. Rangarajan Raghavan (DIN 07932761), Managing Director of the Company.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	110	208,395,935	-	-	93	207,059,793	17	1,336,117
Poll	36	140,881	3	12,990	31	111,941	2	15,950
TOTAL	146	208,536,816	3	12,990	124	207,171,734	19	1,352,067

Total Valid Votes (Total Votes -Less Voted- Invalid Votes) = 208,523,801

Votes in Favour (% of Total Valid Votes) = 99.352%

Votes in Against (% of Total Valid Votes) = 0.0648%

***1 (One) Member has less voted for 25 shares**

8. All the papers relating to voting by remote e-voting and Poll shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes of AGM and thereafter, the Scrutinizer shall hand over the related papers to the Company.
9. Based on the above voting, I confirm that all the resolutions have been carried on with requisite majority, accordingly I request the Chairman of the 32nd AGM or other person authorised by him, to announce the result of the meeting.

For VKC & Associates
(Company Secretaries)



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

Date: 27.09.2018

Place: Delhi

Sushil Kumar Jain
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Counter Signed by Chairman/ Authorised Person