HCL INFOSYSTEMS LTD.
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Tel: +91 120 2520977, 2526518, 2526519 Fax: +91 120 2525196
Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019. India.
www.hclinfosystems.com
www.hcl.com

11th July, 2012

To
The Secretary,
National Stock Exchange of India Limited,
"Exchange Plaza"
Bandra – Kurla Complex,
Bandra (East)
Mumbai - 400 051

To
The Secretary,
The Bombay Stock Exchange Limited,
P.J. Tower,
Dalal Street, Fort,
Mumbai – 400 001

Sub: Postal Ballot Notice

Dear Sirs,

Pursuant to Clause 31 of the Listing Agreement, we are forwarding three copies of the Postal Ballot Notice dated 26th June, 2012 along with the Postal Ballot Form relating to transfer of Company's Computing Products Manufacturing and Channel Business, which has been sent to the shareholders of the Company.

We further wish to inform you that the Company has provided e-voting option to its shareholders.

Please take this on your record.

Thanking you,

Very truly yours,
For HCL Infosystems Limited

Sushil Kumar Jain
Company Secretary

Encl: as above

HCL Infosystems Limited

Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi - 110 019

POSTAL BALLOT NOTICE

Dear Shareholder(s),

Notice pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 (the Companies Act), read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time, that resolution appended below is proposed to be passed as an Ordinary Resolution by way of Postal Ballot.

As per the provisions of Section 293 (1)(a) of the Companies Act, any transfer of the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking requires approval of the Shareholders by way of an Ordinary Resolution. As per Section 192A of the Companies Act, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 as amended from time to time, consent of the Shareholders of the Company is required to be obtained by means of voting by Postal Ballot in this regard.

The Shareholders are requested to authorise the Board of Directors with the requisite authority under Section 293(1)(a) of the Companies Act to transfer of the Company's Computing Products Manufacturing and Channel Business (which includes the manufacturing undertaking and the channel undertaking) of the Company comprising *inter alia* its employees, customers, suppliers and other partner relationships and including verbal agreements and formal contracts, causes of actions and any or all assets and properties related to the Computing Products Manufacturing and Channel Business, as well as any or all liabilities relating to this business to a wholly owned subsidiary/group/affiliate/other entity, in light of the objective more fully set out in the explanatory statement.

Special Business

Item No. 1

Transfer of the Company's Computing Products Manufacturing and Channel Business to a wholly owned subsidiary/group/affiliate/other entity

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 293 (1)(a) and Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to other applicable statutory provisions, rules, regulations, guidelines and also subject to necessary approvals, consents, permissions and sanctions from the concerned authorities and such terms and conditions as may be imposed by them, consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which shall be deemed to include any Committee of Directors or Director(s) or official(s) of the Company for the time being authorised by the Board to exercise the powers conferred on the Board by this resolution) to transfer the Computing Products Manufacturing and Channel Business (which includes the manufacturing undertaking and the channel undertaking) of the Company comprising *inter alia* its business in respect of the same including any and all assets (tangible and intangible), employees, customers, suppliers and other partner relationships and including verbal agreements and formal contracts, causes of action and any or all other assets and properties (tangible and intangible), not stated herein but related to this Business, as well as any or all liabilities relating to this Business effective on such date as the Board deems fit for the Company, to a wholly owned subsidiary/group/affiliate/other entity either at book value or for such lump sum consideration (being not less than the book value, based on a valuation arrived by a valuer appointed by the Company), to be paid to the Company either in cash and/or by issue of shares, whether at par or at premium and/or in any other mode and on such terms and conditions as may be agreed by the Board."

"RESOLVED further that the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalise all issues that may arise in this regard, without further referring to the Shareholders of the Company, including without limitation, determining the timing of transfer, manner of transfer of the Computing Products Manufacturing and Channel Business (which includes the manufacturing undertaking and the channel undertaking), ascertaining the assets and liabilities to be transferred on a consolidated or a individual basis including tangible and intangible assets, finalising and executing necessary agreements, deeds of assignment and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company, and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution."

By order of the Board
For HCL Infosystems Limited

Sushil Kumar Jain
Company Secretary

Place : Noida
Date : 26th June, 2012

Notes

1. The Explanatory Statement pursuant to Section 173(2) and Section 192A of the Companies Act, 1956 setting out material facts is annexed hereto.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Saturday, 30th June, 2012.
3. The Company has appointed Mr. Vineet K. Chaudhary, a Practicing Company Secretary, as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. In compliance with provisions of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

   The instructions for Shareholders for e-voting are as under:

   (a) In case of Shareholders' receiving e-mail from NSDL:
   - (i) Open e-mail and open PDF file viz; "HCL Info e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
   - (ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/
   - (iii) Click on Shareholder - Login
   - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
   - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. **Note new password.** It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
   - (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
   - (vii) Select "EVEN" of HCL Infosystems Limited
   - (viii) Now you are ready for e-Voting as Cast Vote page opens
   - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
   - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
   - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote

HCL Infosystems Ltd. Noida E-4, Sector-XI

HCL

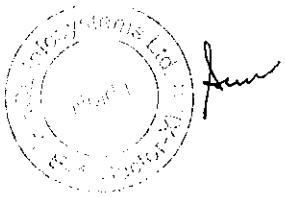
HCL INFOSYSTEMS LIMITED

Registered Office : 806, Siddharth, 96, Nehru Place, New Delhi - 110 019

POSTAL BALLOT FORM
(To be returned to Scrutinizer appointed by the Company)

Serial No.:

1. **Name & Address of Sole / First Shareholder** :
(in Block Letters)



2. **Name(s) of Joint Shareholder(s), if any** :

3. **Registered Folio No. / DP ID No.* / Client ID No.*** :
(*Applicable to Shareholders holding shares in dematerialised form)

4. **Number of shares held** :

5. **I/We hereby exercise my/our vote in respect of the ordinary resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:**

Item No.	Description	No. of Shares held	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Ordinary Resolution under Section 293 (1) (a) of the Companies Act 1956 for transfer of the Company's Computing Products Manufacturing and Channel Business to a wholly owned subsidiary/group/affiliate/ other entity			

Place :

Date : (Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

Note : Kindly read the instructions printed overleaf before filling the form.
Last date for receipt of Postal Ballot Forms by Scrutinizer is Thursday, 9th August, 2012.