HCL INFOSYSTEMS LTD.
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Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019. India.
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28th July, 2011

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

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

Sub: Postal Ballot Result

Dear Sirs,

In continuation of our letter dated 10th June, 2011 and 24th June, 2011, regarding approval of the Shareholders of the Company u/s 293(1)(a) of the Companies Act, 1956, for Sale of Digital Entertainment (DE) business of the Company to its wholly owned subsidiary, HCL Security Limited (now known as Digilife Distribution and Marketing Services Limited) as a going concern on slump sale basis, we wish to inform you that the result of the voting conducted through Postal Ballot has been declared by Mr. Ajai Chowdhry, Chairman of the Company today, based on the report dated 27th July, 2011 submitted by Mr. Vineet K. Chaudhary, the Scrutinizer.

The Ordinary Resolution set out in the Postal Ballot Notice has been approved by the Shareholders of the Company with requisite majority.

The result of voting is as under:

Particulars	No. of Postal Ballot Forms	No. of Shares	% of paid up equity capital
(a) Total Postal Ballot Forms received	1244	161862574	72 .623
(b) Less : Invalid Postal Ballot Forms	132	42389	0.019
(c) Valid Postal Ballot Forms	1112	161820185	72 .604
(d) Postal Ballot Forms with assent for the resolution	1065	161808404	72.599 (representing 99.993% of the total valid votes casted)
(e) Postal Ballot Forms with dissent for the resolution	47	11781	0.005 (representing 0.007% of the total valid votes casted)

This is for your information please.

The minutes of the proceedings of Postal Ballot are enclosed.

Thanking you,

Very truly yours,
For HCL Infosystems Limited

HCL INFOSYSTEMS LTD. NEW DELHI

Sushil Kumar Jain
Company Secretary

Encl: As Above

HCL INFOSYSTEMS LIMITED

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

Minutes of the proceedings held on Thursday, 28th July, 2011 at 10.45 A.M. at the Registered Office of the Company, relating to declaration of the result on the voting by Postal Ballot conducted pursuant to Section 192A of the Companies Act, 1956 on the Resolution as set out in the Postal Ballot Notice dated 10th June, 2011.

Present:

1.	Mr. Ajai Chowdhry	:	Chairman and Member
2.	Mr. Sandeep Kanwar	:	Member
3.	Mr. Rajesh Punjani	:	Member
4.	Mr. A.K. Suri	:	Member
5.	Mr. Chander Ballabh Hatwal	:	Member
6.	Mr. Anup Kumar	:	Member
7.	Mr. Sushil Jain	:	Company secretary
8.	Mr. Vineet K. Chaudhary	:	Scrutinizer for the Postal Ballot

The Chairman stated that the Company had on 23rd June, 2011 completed the dispatch of Postal Ballot Notice dated 10th June, 2011 to all the Shareholders, whose name appeared on the Register of Members on 16th June, 2011, under Section 192A of the Companies Act, 1956, for obtaining the consent of the Shareholders by way of an Ordinary Resolution through Postal Ballot process for Sale of the Digital Entertainment (DE) business of the Company to its wholly owned subsidiary, HCL Security Limited (now known as Digilife Distribution and Marketing Services Limited), as a going concern on slump sale basis.

The Chairman stated that it was mentioned in the said Notice, that the Postal Ballot Form sent therewith should be returned by the Shareholders duly completed and signed so as to reach the Scrutinizer, Mr. Vineet K. Chaudhary, on or before 23rd July, 2011 and that the Scrutinizer will submit his report to the Chairman after completion of the scrutiny.

The Chairman thereafter stated that the Scrutinizer has carried out the scrutiny of all the Postal Ballot Forms received up to the close of working hours on 23rd July, 2011 and submitted his Report dated 27th July, 2011 and that he as the Chairman has accepted the said Report.

The Chairman then announced the result of the Postal Ballot as per the Scrutinizer's Report as under:

Particulars	No. of Postal Ballot Forms	No. of Shares	% of paid up equity capital
(a) Total Postal Ballot Forms received	1244	161862574	72 .623
(b) Less : Invalid Postal Ballot Forms	132	42389	0.019
(c) Valid Postal Ballot Forms	1112	161820185	72 .604
(d) Postal Ballot Forms with assent for the resolution	1065	161808404	72.599 (representing 99.993% of the total valid votes casted)
(e) Postal Ballot Forms with dissent for the resolution	47	11781	0.005 (representing 0.007% of the total valid votes casted)

The Chairman thereafter stated that the following Ordinary Resolution as set out in the Notice dated 10th June, 2011 has accordingly been duly approved by the requisite/overwhelming majority of the Shareholders:

Certified to be True
For HCL Infosystems Ltd.

Sushil Kumar Jain
Company Secretary

Sale of Digital Entertainment (DE) business of the Company to its wholly owned subsidiary, HCL Security Limited as a going concern on slump sale basis

"**RESOLVED** that pursuant to the provisions of Section 293 (1)(a) and Section 192A read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, 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, sell, assign, deliver or otherwise dispose of the Digital Entertainment (DE) business of the Company comprising all its business in respect of the same including the assets, employees, ongoing customers, suppliers and other partner relationships and including verbal agreements and formal contracts, causes of action and all other assets and properties, tangible or intangible, not stated herein but related to DE business (collectively, the Sale Business), as well as all liabilities relating to the Sale Business as a going concern on slump sale basis, with effect from 1st August, 2011, to HCL Security Limited (HCLS), a wholly owned subsidiary of the Company for a lump sum consideration of Rs. 35 crores, to be paid by HCLS to the Company either in cash 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 and HCLS."

"**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, 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."

Place : New Delhi
Date : 28th July, 2011

For HCL Infosystems Limited

Ajai Chowdhry
Chairman

Certified to be True
For HCL Infosystems Ltd.

Sushil Kumar Jain
Company Secretary