HCL INFOSYSTEMS LTD.
Corporate Office: E-4, Sector 11, NOIDA 201 301, U.P., India
E-4, Sector 11, NOIDA 201 301, U.P., India
Tel: +91 120 2520977, 2526518, 2526519 Fax: +91 120 2525196
Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019 India
Corporate Identity Number - L72200DL1986PLC023955
www.hclinfosystems.com
www.hcl.com

12th May, 2015

To
National Stock Exchange of India Limited,
"Exchange plaza"
Bandra-Kurla Complex,
Bandra (East)
Mumbai-400051

To
BSE Limited,
P.J.Tower
Dalal Street
Fort
Mumbai-400001

Sub: Submission of Postal Ballot Voting Results as per the requirements of Clause 35A of the Equity Listing Agreement.

Dear Sirs,

In continuation to our letter dated 8th April, 2015 whereby we had submitted Postal Ballot Notice dated 19th March, 2015 and related documents of HCL Infosystems Limited (the Company) for seeking the consent of the members on the resolutions mentioned in the said notice.

Mr. Vineet K Chaudhary, a Practicing Company Secretary appointed as Scrutinizer by the Company to conduct the postal ballot process in fair and transparent manner, has submitted his report today i.e. 12th May, 2015.

Based on the report of Scrutinizer, the result of postal Ballot was announced by the Executive Vice-Chairman & Managing Director today at the Registered Office of the Company stating that the following resolutions have been passed by the requisite majority through postal ballot:

Resolution Number	Type of Resolution	Particulars
1.	Special Resolution	Alteration of the Objects Clause and Liability Clause of the Memorandum of Association of the Company
2.	Special Resolution	Adoption of a new set of Articles of Association of the Company
3.	Special Resolution	Change in borrowing limits of the Company
4.	Special Resolution	Creation of charge/mortgage on properties of the Company in favor of banks/FI's etc.
5.	Ordinary Resolution	Appointment of Mr. Premkumar Seshadri, Executive Vice-Chairman as 'Managing Director' of the Company

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Please find enclosed herewith Postal Ballot voting results in format prescribed under Clause 35A of the Equity Listing Agreement and copy of the Scrutinizer's Report.

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

Thanking You,

Yours Faithfully
For HCL Infosystems Limited

Sushil Kumar Jain
Company Secretary

HCL INFOSYSTEMS LTD.

Encl: As above

HCL Infosystems Limited - Voting Results of Postal Ballot as per Clause 35A of the Listing Agreement

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, the consent of the members of the Company was sought on the below mentioned resolutions as set out in the Postal Ballot Notice dated 19 March, 2015 through e-voting/physical ballot. Mr. Vineet K Chaudhary, Practicing Company Secretary, who was appointed as Scrutinizer for conducting postal ballot process, submitted his report dated 12 May, 2015.

Date of Decleration of Result		12-May-15
Total No. of shareholders on record Date (31 March, 2015)		74860
No. of Shareholders present in the meeting either in person or through proxy:		Not Applicable (Postal Ballot)
Promoters and Promoter Group:		
Public:		
No. of Shareholders attended the meeting through Video Conferencing		Not Applicable (Postal Ballot)
Promoters and Promoter Group:		
Public:		

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(3)=[(2)/(1)]*100				(6)=	(7)=
	(1)	(2)		(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100
Agenda 1. Alteration of the Objects Clause and Liability Clause of the Memorandum of Association of the Company							
Resolution required - Special Resolution							
Mode of voting - Postal Ballot including E-voting							
Promoter and Promoter Group	129377844	129305004	99.944	129305004	0	100	0
Public – Institutional holders	23090551	19712257	85.369	19712257	0	100	0
Public-Others	70436234	717775	1.019	690479	27296	96.197	3.803
Total (A)	**222904629**	**149735036**	**67.174**	**149707740**	**27296**	**99.982**	**0.018**
The above resolution has been duly approved with requisite majority by the members of the Company as Special resolution							

Agenda 2. Adoption of a new set of Articles of Association of the Company							
Resolution required - Special Resolution							
Mode of voting - Postal Ballot including E-voting							
Promoter and Promoter Group	129377844	129305004	99.944	129305004	0	100.000	0
Public – Institutional holders	23090551	19712257	85.369	9962093	9750164	50.538	49.462
Public-Others	70436234	718389	1.020	625831	92558	87.116	12.884
Total (A)	**222904629**	**149735650**	**67.175**	**139892928**	**9842722**	**93.427**	**6.573**
The above resolution has been duly approved with requisite majority by the members of the Company as Special resolution							

HCL INFOSYSTEMS LTD.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(3)=[(2)/(1)]*100				(6)=	(7)=
	(1)	(2)		(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100
Agenda 3. Change in borrowing limits of the Company							
Resolution required -Special Resolution							
Mode of voting - Postal Ballot including E-voting							
Promoter and Promoter Group	129377844	129305004	99.944	129305004	0	100	0
Public – Institutional holders	23090551	19712257	85.369	19712257	0	100	0
Public-Others	70436234	720914	1.023	681416	39498	94.521	5.479
Total (A)	**222904629**	**149738175**	**67.176**	**149698677**	**39498**	**99.974**	**0.026**
The above resolution has been duly approved with requisite majority by the members of the Company as Special resolution							

Agenda 4. Creation of charge/mortgage on properties of the Company in favor of banks/FI's etc.							
Resolution required -Special Resolution							
Mode of voting - Postal Ballot including E-voting							
Promoter and Promoter Group	129377844	129305004	99.944	129305004	0	100	0
Public – Institutional holders	23090551	19712257	85.369	19712257	0	100	0
Public-Others	70436234	726794	1.032	677755	49039	93.253	6.747
Total (A)	**222904629**	**149744055**	**67.179**	**149695016**	**49039**	**99.967**	**0.033**
The above resolution has been duly approved with requisite majority by the members of the Company as Special resolution							

Agenda 5. Appointment of Mr. Premkumar Seshadri, Executive Vice-Chairman as 'Managing Director' of the Company							
Resolution required -Ordinary Resolution							
Mode of voting - Postal Ballot including E-voting							
Promoter and Promoter Group	129377844	129305004	99.944	129305004	0	100	0
Public – Institutional holders	23090551	19712257	85.369	19712257	0	100	0
Public-Others	70436234	720419	1.023	701364	19055	97.355	2.645
Total (A)	**222904629**	**149737680**	**67.176**	**149718625**	**19055**	**99.987**	**0.013**
The above resolution has been duly approved with requisite majority by the members of the Company as an Ordinary resolution							

For HCL Infosystems Limited

Sushil Kumar Jain
Company Secretary

HCL INFOSYSTEMS LTD.

Date- 12.05.2015
Place - Noida

V. K. CHAUDHARY & CO;
Company Secretaries

VKC Company Secretaries

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Tel: +91-0120-4131444
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Scrutinizer Report

The Chairman,
HCL INFOSYSTEMS LIMITED
806 Siddharth 96 Nehru Place,
New Delhi -110019.

Report on Result of Postal Ballot

Dear Sir,

In terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014. I have been appointed as Scrutinizer by HCL Infosystems Limited ('the Company') vide Board resolution dated 19th March, 2015 , to conduct the Postal Ballot Process in respect of the following resolution(s) mentioned in the Postal Ballot Notice dated 19th March, 2015:

Resolution Number	Type of Resolution	For
1.	Special Resolution	Alteration of the Objects Clause and Liability Clause of the Memorandum of Association of the Company
2.	Special Resolution	Adoption of a new set of Articles of Association of the Company
3.	Special resolution	Change in borrowing limits of the Company
4.	Special resolution	Creation of charge/mortgage on properties of the Company in favor of banks/FI's etc.
5.	Ordinary resolution	Appointment of Mr. Premkumar Seshadri, Executive Vice-Chairman as 'Managing Director' of the Company

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

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the (i) Companies Act, 2013 and Rules made thereunder and (ii) the Listing Agreement with the Stock Exchanges, relating to postal ballot voting including voting by electronic means. My responsibility as a Scrutinizer is restricted to making a Scrutinizers' Report of the votes cast by the members on the resolutions contained in the Notice, based on the reports generated from National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facility for e-voting and scrutiny of physical ballot received till the time fixed for closing of voting process.

2. The Company completed dispatch of postal ballot notice(s), forms/electronic ballot and postage prepaid business reply envelope on 9th April, 2015 to its Members whose name(s) appeared in the Register of Members / List of beneficial owners received from NSDL/CDSL as on 31st March, 2015.

3. The Members of the Company had an option to vote either through the physical postal ballot forms or through the e-voting facility. Members opting for e-voting facility, casted their votes on the designated website ***www.evoting.nsdl.com*** via **National Securities Depository Limited** (NSDL).

4. As stated in Sub Rule 3 of Rule 20 of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in Business Standard (English & Hindi newspaper) _on 10th April, 2015 , informing about the completion of dispatch/electronic transmission of postal ballot notices, to the Members alongwith other related matters mentioned therein.

5. I had monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL on the designated website.

6. The particulars of all postal ballot forms received from the Members in physical form(s) and electronic ballot report generated from National Securities Depository Limited (NSDL) (the Authorised Agency for e-voting) have been entered in a separate Register maintained for the purpose.

7. The postal ballot forms were kept under our safe custody before commencing the scrutiny of such postal ballot forms. The electronic ballots were maintained by National Securities Depository Limited (NSDL) in electronic registry.

8. The ballot boxes containing the physical postal ballot were opened in due course of the scrutiny thereof. I had also downloaded e-voting report from the NSDL website for the Members who have voted through e-voting.

9. The postal ballot forms were matched with the Register of Members/ List of beneficial owners of the Company as on March 31, 2015.

V. K. BHAUDHARY & CO. * COMPANY SECRETARIES * C.P. No. 4548

10. The e-voting period commenced on 10th April, 2015 at 9:00 A.M. IST and ended on 09th May, 2015 at 5:00 P.M IST. All physical postal ballot forms and e-votes received up to 05:00 P.M. IST on Saturday 09th May, 2015, the last date and time fixed by the Company for receipt of the forms/e-votes were considered and none of the envelopes containing postal ballot forms/e-votes received after 05:00 P.M on Saturday 09th May, 2015 were considered for the purpose of this report.

11. There were 1592 envelopes containing postal ballot form(s)/Notice, which were returned undelivered & these envelopes were not opened and they are separately kept.

12. I did not find any defaced or mutilated ballot paper.

13. The Members exercised their voting either by electronic or physical mode. There was no Member who opted for both the facilities.

14. The total paid up Equity Share Capital of the Company as on 31st March, 2015 was Rs. 445,809,258/- (Rupees forty four crore fifty eight lakh nine thousand two hundred fifty eight Only) divided into 222,904,629(Twenty Two Crore twenty nine lakh four thousand six hundred twenty nine) equity shares of Rs.2/- (Rupees Two Only) each.

15. The Postal Ballots and other related papers/registers and records will be handed over to the Company Secretary for the safe custody once the Chairman considers, approves and signs the Postal Ballot Minutes.

16. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

17. A summary of the postal ballots is given below:

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

a. **RESOLUTION NO. 1:- Special Resolution for Alteration of the Objects Clause and Liability Clause of the Memorandum of Association of the Company**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	1,082	149,768,976	299,537,952	67.189
b) Less: Invalid votes	32	33,940	67,880	0.015
c) Net Valid votes casted	1,050	149,735,036	299,470,072	67.174
d) Votes with assent for the Resolution	985	149,707,740	299,415,480	67.162
e) Votes with dissent for the Resolution	65	27,296	54,592	0.012

Please see the explanation given under point Nos. A1 & A2 of "Annexure-A" attached to this report.

b. **RESOLUTION NO.2:- Special Resolution for Adoption of a new set of Articles of Association of the Company**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	1,082	149,769,216	299,538,432	67.190
b) Less: Invalid Votes	31	33,566	67,132	0.015
c) Net Valid votes casted	1,051	149,735,650	299,471,300	67.175
d) Votes with assent for the Resolution	978	139,892,928	279,785,856	62.759
e) Votes with dissent for the Resolution	73	9,842,722	19,685,444	4.416

Please see the explanation given under point Nos. B1 & B2 of "Annexure-B" attached to this report.

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

c. RESOLUTION NO.3:- Special Resolution for Change in borrowing limits of the Company

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	1,076	149,761,816	299,523,632	67.186
b) Less: Invalid Votes	30	23,641	47,282	0.010
c) Net Valid votes casted	1,046	149,738,175	299,476,350	67.176
d) Votes with assent for the Resolution	964	149,698,677	299,397,354	67.158
e) Votes with dissent for the Resolution	82	39,498	78,996	0.018

Please see the explanation given under point Nos. C1 & C2 of "Annexure-C" attached to this report.

d. RESOLUTION NO.4:- Special Resolution for Creation of charge/mortgage on properties of the Company in favor of banks/FI's etc.

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
f) Total votes received	1,078	149,767,971	299,535,942	67.189
g) Less: Invalid Votes	30	23,916	47,832	0.010
h) Net Valid votes casted	1,048	149,744,055	299,488,110	67.179
i) Votes with assent for the Resolution	945	149,695,016	299,390,032	67.157
j) Votes with dissent for the Resolution	103	49,039	98,078	0.022

Please see the explanation given under point Nos. D1 & D2 of "Annexure-D" attached to this report.

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

e. **RESOLUTION NO.5:- Ordinary Resolution for Appointment of Mr. Premkumar Seshadri, Executive Vice-Chairman as 'Managing Director' of the Company**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
k) Total votes received	1,081	149,771,296	299,542,592	67.191
l) Less: Invalid Votes	32	33,616	67,232	0.015
m) Net Valid votes casted	1,049	149,737,680	299,475,360	67.176
n) Votes with assent for the Resolution	986	149,718,625	299,437,250	67.167
o) Votes with dissent for the Resolution	63	19,055	38,110	0.009

Please see the explanation given under point Nos. E1 & E2 of "Annexure-E" attached to this report.

18. I have, on reckoning the voting rights of the shareholders on the basis of the paid up value of the shares registered in their names, found that total percentage of assent of total votes in respect of the resolution(s) are as under:

Resolution Number	Total Valid Votes (A)	Votes with Assent (B)	Percentage (B/A*100)
1.	149,735,036	149,707,740	99.982
2.	149,735,650	139,892,928	93.427
3.	149,738,175	149,698,677	99.974
4.	149,744,055	149,695,016	99.967
5.	149,737,680	149,718,625	99.987

Accordingly, all the above-mentioned resolution(s) have been passed by requisite majority.

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

19. You may accordingly declare the result of the voting by Postal Ballot.

For V K CHAUDHARY & CO
(Company Secretaries)



VINEET K CHAUDHARY
Scrutinizer
C P No 4548

Place: Noida
Date: May 12, 2015

Annexure-A

A detailed summary of the postal ballots in respect of **Resolution 1** is given herein below:

A1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No. of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Net Valid Votes	396	135,916,994	271,833,988	60.98
(b) Votes with Assent	369	135,895,371	271,790,742	60.97
(c) Votes with dissent	27	21,623	43,246	00.01

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	686	13,851,982	27,703,964	6.22
b) Less : Invalid Votes	32	33,940	67,880	0.02
c) Net Valid votes casted	654	13,818,042	27,636,084	6.20
d) Votes with assent for the Resolution	616	13,812,369	27,624,738	6.197
e) Votes with dissent for the Resolution	38	5,673	11,346	0.003

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

Annexure-B

A detailed summary of the postal ballots in respect of **Resolution 2** is given herein below:

B1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No. of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Net Valid Votes	396	135,917,234	271,834,468	60.98
(b) Votes with Assent	360	126,079,711	252,159,422	56.56
(c) Votes with dissent	36	9,837,523	19,675,046	4.41

B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	686	13,851,982	27,703,964	6.214
b) Less : Invalid Votes	31	33,566	67,132	0.015
c) Net Valid votes casted	655	13,818,416	27,636,832	6.199
d) Votes with assent for the Resolution	618	13,813,217	27,626,434	6.197
e) Votes with dissent for the Resolution	37	5,199	10,398	0.002

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

Annexure-C

A detailed summary of the postal ballots in respect of **Resolution 3** is given herein below:

C1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No. of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Net Valid Votes	390	135,909,834	271,819,668	60.97
(b) Votes with Assent	355	135,889,733	271,779,466	60.96
(c) Votes with dissent	35	20,101	40,202	0.01

C2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	686	13,851,982	27,703,964	6.214
b) Less : Invalid Votes	30	23,641	47,282	0.010
c) Net Valid votes casted	656	13,828,341	27,656,682	6.204
d) Votes with assent for the Resolution	609	13,808,944	27,617,888	6.195
e) Votes with dissent for the Resolution	47	19,397	38,794	0.009

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

Annexure-D

A detailed summary of the postal ballots in respect of **Resolution 4** is given herein below:

D1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Net Valid Votes	392	135,915,989	271,831,978	60.97
(b) Votes with Assent	343	135,884,552	271,769,104	60.96
(c) Votes with dissent	49	31,437	62,874	0.01

D2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	686	13,851,982	27,703,964	6.214
b) Less : Invalid Votes	30	23,916	47,832	0.010
c) Net Valid votes casted	656	13,828,066	27,656,132	6.204
d) Votes with assent for the Resolution	602	13,810,464	27,620,928	6.196
e) Votes with dissent for the Resolution	54	17,602	35,204	0.008

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

Annexure-E

A detailed summary of the postal ballots in respect of **Resolution 5** is given herein below:

E1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Net Valid Votes	395	135,919,314	271,838,628	60.98
(b) Votes with Assent	368	135,903,565	271,807,130	60.97
(c) Votes with dissent	27	15,749	31498	0.01

E2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	686	13,851,982	27,703,964	6.214
b) Less : Invalid Votes	32	33,616	67,232	0.015
c) Net Valid votes casted	654	13,818,366	27,636,732	6.199
d) Votes with assent for the Resolution	618	13,815,060	27,630,120	6.198
e) Votes with dissent for the Resolution	36	3,306	6,612	0.001

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