HCL INFOSYSTEMS LTD.
Corporate Office: E-4, Sector 11, NOIDA 201 301, U.P., India
Tel: +91 120 2520977, 2526518, 2526519 Fax: +91 120 2523791
Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019. India.
Corporate Identity Number - L72200DL1986PLC023955
www.hclinfosystems.com
www.hcl.com

26th March, 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: Submission of Postal Ballot Results as per the requirements of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

Dear Sirs,

In continuation to our letter dated 22nd February, 2018, whereby we had submitted the Postal Ballot Notice dated 9th February, 2018 and related documents of the HCL Infosystems Limited (the Company) for seeking the consent of the members on resolution mentioned in the said Notice.

Mr. Vineet K Chaudhary, partner of M/s VKC & Associates, Company Secretary in whole-time practice was appointed as scrutinizer by the Company to conduct the postal ballot process in fair and transparent manner, has submitted his report on 24th March, 2018.

We are hereby enclosing the voting results of Postal Ballot of the Company as per the Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 alongwith scrutinizer report. The resolution as set out in the Postal Ballot Notice was approved by the requisite majority.

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

Very Truly Yours,
For HCL Infosystems Limited

HCL INFOSYSTEMS LIMITED

Sushil Kumar Jain
Company Secretary

HCL INFOSYSTEMS LIMITED

VOTING RESULT OF POSTAL BALLOT AS PER REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) the consent of the members of the Company was sought on the below mentioned resolution as set out in the Postal Ballot Notice dated February 9, 2018 through remote e-voting/physical ballot. Mr. Vineet K Chaudhary, partner of M/s VKC & Associates, Company Secretary in whole-time practice, (holding Membership No. F5327), who was appointed as scrutinizer for conducting postal ballot process, submitted his report dated March 24, 2018.

Date of Declaration of Result	Monday, March 26, 2018 [Remote e-voting period: Friday, February 23, 2018 at 9.00 a.m. IST to Saturday, March 24, 2018 at 5.00 p.m. IST]
Total number of shareholders on record date/ Cutoff date (February 9, 2018)	95591
No. of shareholders present in the meeting either in person or through proxy a) Promoters and Promoter Group: b) Public:	NA
No. of Shareholders attended the meeting through Video Conferencing a) Promoters and Promoter Group: b) Public:	NA

HCL INFOSYSTEMS LIMITED

Agenda				To sell/ transfer/ dispose off the entire investments of HCL Infosystems Limited in its wholly owned subsidiary, HCL Services Limited to M/S Karvy Data Management Services Limited.				
Resolution required				**Special**				
Whether promoter/ promoter group are interested in the agenda/resolution?				**Yes**				
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		NA	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	**207031161**	**112425537**	100	207031161	0	100	0
Public- Institutions	**E-Voting**	9651425	2418861	25.06	2418861	0	100	0
	Poll		NA	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	**9651425**	**2418861**	25.06	2418861	0	100	0
Public- Non Institutions	**E-Voting**	112507342	85016	0.08	83751	1265	98.51	1.49
	Poll		54871	0.05	50096	4775	91.3	8.7
	Postal Ballot (if applicable)			0	0	0	0	0
	Total	**112507342**	**139887**	0.12	133847	6040	95.68	4.32
TOTAL		**329189928**	**209589909**	**63.6683**	**209583869**	**6040**	**99.99**	**0.01**

Date: 26.03.2018
Place: Noida

For HCL Infosystems Limited

Sushil Kumar Jain
Company Secretary

VKC & Associates
COMPANY SECRETARIES

SCRUTINIZER'S REPORT

To
The Chairman,
HCL INFOSYSTEMS LIMITED
CIN L72200DL1986PLC023955
Registered Office: 806 Siddharth, 96 Nehru Place, New Delhi -110019, India

REPORT ON RESULT OF POSTAL BALLOT (INCLUDING REMOTE E-VOTING)

Dear Sir,

I, Vineet K Chaudhary, 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 postal ballot forms in a fair and transparent manner and for ascertaining the requisite majority on remote e-voting and postal ballot forms carried out for the resolution proposed to be passed with respect to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 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 Postal Ballot dated February 09, 2018:-

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot voting including voting by electronic means.

2. The Company has appointed 'National Securities Depository Limited' (hereinafter referred as NSDL), 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.

3. My responsibility as Scrutinizer is restricted to make Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice of Postal Ballot.

HCL INFOSYSTEMS LIMITED

VKC & Associates (Company Secretaries)

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pcs@vkcindia.com, www.vkcindia.com

Branch Office:
D - 38, LGF (L/S) South Extn., Part - II
New Delhi - 110049, India
+91 11 49121644, 45

4. The Members of the Company as on the "cut-off date" i.e. Friday, February 09, 2018 were entitled to avail the facility of remote e-voting as well as voting by way of Postal ballot on the resolution as set out in the Notice of Postal Ballot dated February 09, 2018.

5. The remote e-voting period remained open from Friday, February 23, 2018 at (09:00 A.M. IST) to Saturday, March 24, 2018 (5:00 P.M. IST) on the designated website of NSDL i.e. **https://www.evoting.nsdl.com**.

6. On Thursday, February 22, 2018 the Company has completed the dispatch of postal ballot notice(s), forms along with prepaid postage business reply envelopes to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited /Central Depository Services (India) Limited as on the Cut-off date i.e. February 09 ,2018. Simultaneously, the soft copies of the postal ballot notice/forms were emailed to those members who have registered their email addresses with the Company / Depository.

7. As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014 as amended from time to time, on Friday, February 23, 2018, an advertisement was published by the Company in Business Standard ('English Newspaper') & Business Standard ('Hindi Newspaper') informing about the completion of dispatch of postal ballot notices to its shareholders along with all requisite documents by electronic means (e-mail) or by registered post/speed post or through courier service, wherever applicable.

8. The members of the Company had an option to cast their vote on the resolution either through the postal ballot forms or to avail the remote e-voting facility on the designated website of NSDL.

9. I monitored the process of electronic voting (i.e. remote e-voting) through the scrutinizer's secured link provided by NSDL through its designated website.

10. The ballot boxes containing the postal ballots were opened in due course of the scrutiny thereof and such forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms and the electronic ballots were maintained by NSDL electronically.

11. After completion of remote e-voting, votes casted by the members, were unblocked in the presence of two witnesses, Ms. Adity Bali & Mr. Ashish Sehrawat who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Ms. Adity Bali

Mr. Ashish Sehrawat

12. The particulars of all physical postal ballot forms and report downloaded from the website of NSDL, have been entered in a separate register maintained for the purpose of postal ballot.

13. Votes casted by the members either through physical postal ballots or remote e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with the Company.

14. Postal ballot forms received upto Saturday, March 24, 2018 till 5:00 P.M. (IST), i.e. the last date and time fixed by the Company for the receipt of the postal ballot forms were considered and none of the envelopes containing postal ballot forms received after 05:00 P.M on Saturday, March 24, 2018, were considered for the purpose of this report.

15. There were 1994 envelopes containing postal ballot form(s)/notice, which were returned undelivered & these envelopes were not opened and they are separately kept.

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

17. There was no case found, who opted for both the facilities.

18. The Postal Ballots and other related documents/registers and record will be handed over to the Company Secretary for the safe custody once the Chairman consider, approve and sign the Minutes of Postal Ballot.

19. After ascertaining the votes casted by postal ballots and remote e-voting, I hereby submit the consolidated results as under:

VKC & Associates (Company Secretaries) VKC

HCL INFOSYSTEMS LIMITED

SPECIAL RESOLUTION

To sell/ transfer/ dispose off the entire investments of HCL Infosystems Limited in its wholly owned subsidiary, HCL Services Limited to M/S Karvy Data Management Services Limited

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	149	209,535,038	-	-	141	209,533,773	8	1,265
Postal Ballots	586	80,078	44	25,207	132	50,096	410	4,775
TOTAL	**735**	**209,615,116**	**44**	**25,207**	**273**	**209,583,869**	**418**	**6,040**

Total Valid Votes (Total Votes - Invalid votes) = 209,589,909
Votes in Favour (% of Total Valid Votes) = 99.99
Votes in Against (% of Total Valid Votes) = 0.01

20. Based on the above voting, I confirm that the resolution has been carried on with the requisite majority, accordingly I request to the Chairman of the Company, to announce the voting result of Postal Ballot.

FOR VKC & ASSOCIATES
(Company Secretaries)

VKC & Associates (Company Secretaries)

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

Date: March 24, 2018
Place: Noida

Countersigned by

HCL INFOSYSTEMS LIMITED

~~Chairman~~/Authorized Signatory