

**Franklin Resources, Inc.**

One Franklin Parkway
San Mateo, CA 94403-1906
tel 650/312.2000
franklintempleton.com

Fax Cover Sheet

DATE: December 31, 2013**TIME:** 1:15 PM**TO:** National Stock Exchange
Manager, Listing Dept.**PHONE:** 011-91-22- 2659 8235 / 36**FAX:** 011-91-22- 2659 8237 / 38**EMAIL:** cmlist@nse.co.in**FROM:** Lucrece Le Gal**FAX:** 954-847-2288**RE:** Annexure-2**Number of pages including cover sheet:** 3**Message**

Dear Sir/Madam

Attached is an Annexure-2 subsequent substantial shareholder disclosure notice on behalf of FTIF-Templeton Asian Growth Fund in HCL Infosystems Ltd.

We will forward a signed original copy of the notice via courier at this time.

Kind Regards,
Lucrece Le Gal



भारतीय प्रतिभूति और विनियम बोर्ड

Securities and Exchange Board of India
Form of disclosures under Regulation 27 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	HCL Infosystems Ltd.		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	FTIF Templeton Asian Growth Fund		
Whether the acquirer belongs to Promoter/Promoter group	N/A		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange (NSE) Bombay Stock Exchange (BSE)		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the sale under consideration, holding of :	11,637,972	5.22%	5.22%
a) Shares carrying voting rights b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others) c) Voting rights (VR) otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) e) Total (a+b+c+d)	11,637,972	5.22%	5.22%
Details of sale	340,000	0.15%	0.15%
f) Shares carrying voting rights acquired/sold g) VRs acquired /sold otherwise than by shares h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold i) Shares encumbered / invoked/released by the acquirer j) Total (a+b+c+/-d)	340,000	0.15%	0.15%



भारतीय प्रतिभति और विनिमय बोर्ड

After the acquisition/sale, holding of:			
e) Shares carrying voting rights	11,297,972	5.07%	5.07%
f) Shares encumbered with the acquirer			
g) VRs otherwise than by shares			
h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
i) Total (a+b+c+d)	11,297,972	5.07%	5.07%
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open market		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	30 December 2013		
Equity share capital / total voting capital of the TC before the said acquisition / sale	222,879,629		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	222,879,629		
Total diluted share/voting capital of the TC after the said acquisition	222,879,629		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer / seller / Authorised Signatory

Lori A. Weber
Assistant Secretary, Franklin Resources, Inc.

Place: Ft. Lauderdale, Florida. U.S.A.

Date: December 31, 2013