

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

25th May, 2016

To

The Assistant Vice President,
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: Audited Financial Results for the year ended 31st March, 2016 (9 months) as per Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

Dear Sirs,

This is further to our letter dated 12th May, 2016 on the above subject.

In terms of the requirements of Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing Audited Financial Results of the Company for the year ended 31st March, 2016 (9 months) which have been taken on record at the meeting of the Board of Directors of the Company held today along with the **Form A**.

We are arranging to publish the results in the newspapers.

Please acknowledge receipt.

Very Truly Yours,
For HCL Infosystems Limited


Sushil Kumar Jain
Company Secretary



Encl: As above.

HCL

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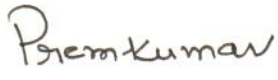
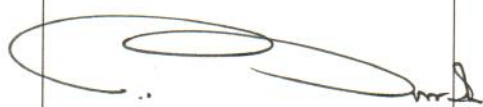
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Compliance under Regulation 33 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.**Form A (for audit report with unmodified opinion) for 9 months period ended 31st March, 2016****CONSOLIDATED**

1.	Name of the Company	HCL Infosystems Limited
2.	Annual Financial Statements for the year ended	31 st March, 2016.
3.	Type of audit observation	Un modified
4.	Frequency of observation	Not Applicable
5.	To be Signed By:	
	i. Premkumar Seshadri 03114983 Managing Director	
	ii. Santhana Gopalan Murali ADKPS8432K Group CFO	
	iii. Avijit Mukerji Auditor Partner Price Waterhouse Firm Registration No. 301112E Partner Membership No. 056155	
	iv. Kaushik Dutta 03328890 Audit Committee Chairman	

HCL

Audited Financial Results for the year ended March 31, 2016

Regd. Off. 806, Siddharth, 96 Nehru Place, New Delhi 110 019.

CIN - L72200DL1986PLC023955

Phone number +91 120 2520977, 2526518-19 Fax +91 120 2523791

Website www.hclinfosystems.com

Email ID: cosec@hcl.com

Part I- Statement of Consolidated results for the year ended March 31, 2016

Particulars	Rs Lakhs				
	Consolidated			Audited	
	Unaudited	Audited	Unaudited	Year ended	Year ended
	Three months ended	(Nine Months)	Nine months ended	(Twelve Months)	(Twelve Months)
	31.03.2016	31.12.2015	31.03.2015	31.03.2015	30.06.2015
- Gross Sales / Income from Operations	1,10,079	1,14,658	1,37,619	4,50,939	6,19,489
- Less: Excise Duty	1	3	-	5	-
1a. Net Sales / Income from Operations	1,10,078	1,14,655	1,37,619	4,50,934	6,19,489
1b. Other Operating Income	1,571	-	218	375	2,894
2. Expenses					
a) Cost of materials consumed	8	-	97	1,319	1,326
b) Purchases of Stock-in-trade	73,519	80,625	1,00,944	3,29,521	4,53,606
c) Changes in Inventories of finished goods, work-in-progress and stock-in-trade	2,629	737	1,573	13,306	16,925
d) Employee benefits expense	15,149	16,135	14,435	42,992	58,218
e) Exchange Differences Loss/ (Gain)	82	197	82	553	601
f) Depreciation and amortisation expense	990	1,117	1,296	3,901	5,190
g) Other Expenses	23,340	19,639	22,388	69,898	98,548
Total Expenses	1,15,717	1,18,450	1,40,815	4,61,490	6,34,414
3. Profit / (Loss) from Operations before Other Income, finance costs and exceptional items(1-2)	(4,079)	(3,795)	(2,978)	(10,181)	(12,031)
4. Other Income	1,288	1,459	1,622	4,608	6,057
5. Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+4)	(2,791)	(2,336)	(1,356)	(5,573)	(5,974)
6. Finance costs	4,162	4,066	3,662	11,867	14,278
7. Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5-6)	(6,953)	(6,402)	(5,018)	(15,939)	(20,251)
8. Exceptional items loss/ (Gain)	7,108	-	(485)	6,722	(2,894)
9. Profit / (Loss) from ordinary activities before Tax (7-8)	(14,061)	(6,402)	(4,533)	(13,385)	(17,357)
10. Tax Expense/ (Credit)	(112)	169	183	939	1,110
11. Net Profit / (Loss) from ordinary activities after Tax (9-10)	(13,949)	(6,571)	(4,716)	(25,444)	(18,467)
12. Extraordinary items (net of tax expense)	-	-	-	-	-
13. Net Profit / (Loss) for the period (11-12)	(13,949)	(6,571)	(4,716)	(25,444)	(18,467)
14. Share of Profit / (Loss) of associates	-	-	-	-	-
15. Minority Interest	-	-	-	-	-
16. Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associates (13+14+15)	(13,949)	(6,571)	(4,716)	(25,444)	(18,467)
17. Paid-up Equity Share Capital (Face value per share in Rs. 2/-)	4,458	4,458	4,458	4,458	4,458
18. Reserves excluding Revaluation Reserves as per Balance Sheet of the previous accounting year					1,21,292
19. Earnings per Share (EPS) (not annualised) Rs./share					
a) EPS before extra ordinary items for the period	(6.3)	(2.9)	(2.1)	(6.4)	(8.3)
- Basic	(6.3)	(2.9)	(2.1)	(6.4)	(8.3)
- Diluted	(6.3)	(2.9)	(2.1)	(6.4)	(8.3)
b) EPS after extra ordinary items for the period	(6.3)	(2.9)	(2.1)	(6.4)	(8.3)
- Basic	(6.3)	(2.9)	(2.1)	(6.4)	(8.3)
- Diluted	(6.3)	(2.9)	(2.1)	(6.4)	(8.3)

Statement of Assets and Liabilities			Rs. Lakhs	
Particulars	Audited As at 31.03.2016	Audited As at 30.06.2015		
A EQUITY AND LIABILITIES				
Shareholders' funds				
Share capital	4,458	4,458		
Reserves and surplus	96,346	1,21,292		
Sub-Total - Shareholders' funds	1,00,804	1,25,750		
Non Current Liabilities				
Long term Borrowings	54,215	23,594		
Deferred tax Liabilities	73	93		
Other Long term Liabilities	1,701	2,010		
Long term Provisions	1,983	1,447		
Sub-Total - Non Current Liabilities	57,972	27,144		
Current Liabilities				
Short-term borrowings	45,363	64,388		
Trade payables	88,807	1,07,312		
Other current liabilities	57,616	68,468		
Short-term provisions	1,486	1,638		
Sub-Total - Current Liabilities	1,93,272	2,41,806		
Total - EQUITY AND LIABILITIES	3,52,048	3,94,700		
B ASSETS				
Non-current assets				
Fixed Assets	22,086	23,300		
Goodwill on consolidation	51,082	57,838		
Non-current investments	2	-		
Deferred tax assets (net)	37	43		
Long-term loans and advances	24,865	11,998		
Other non-current assets	8,598	15,339		
Sub-Total - Non Current assets	1,06,670	1,08,518		
Current Assets				
Current investments	4,997	23,484		
Inventories	21,420	25,474		
Trade receivables	93,122	87,129		
Cash and bank balances	21,834	13,441		
Short-term loans and advances	18,115	21,923		
Other current assets	85,890	1,14,731		
Sub-Total - Current assets	2,45,378	2,86,182		
Total Assets	3,52,048	3,94,700		

PKV

- 1 Section 2(41) of the Companies Act, 2013 requires all the companies to have their financial year ending on 31st March. The Company has adopted this change from current financial year and accordingly, the current financial year of the company is for a nine month period from 1st July, 2015 to 31st March, 2016 (hereinafter referred as "Year ended 31 March, 2016"). Accordingly, the figures for the current financial year are not comparable to those of previous year.
- 2 After recommendation by the Audit Committee, these results have been approved and taken on record by the Board of Directors in their meeting held on May 25, 2016. The results for year ended March 31, 2016 have been audited by the statutory auditors.

3 Exceptional items include :

Particulars	Unaudited			Audited Year ended (Nine Months) 31.03.2016	Unaudited Nine months ended 31.03.2015	Audited Year ended (Twelve Months) 30.06.2015
	Three months ended					
	31.03.2016	31.12.2015	31.03.2015			
a. Inventory write off due to phasing out of a product line	-	-	-	-	460	460
b. Profit on sale of Subsidiary	-	-	-	-	1,963	1,963
c. Profit / (Loss) on sale of properties	(108)	-	485	278	1,051	1,391
d. Impairment of Goodwill (Refer note 5 below)	(7,000)	-	-	(7,000)	-	-
Total (a-b-c-d) - (Gain) / Loss	7,108	-	(485)	6,722	(2,554)	(2,894)

- 4 The amounts for the quarter ended March 31, 2016 represent difference between the amounts as per audited year ended accounts and the year to date results up to December 31, 2015 which have been subjected to limited review.
- 5 In respect to Learning Business, the company in the current quarter has recognized an impairment charge of Rs. 70 Cr on account of write down of part of the goodwill, which was recognized in the prior years during the process of restructuring of the Company. This write down has no impact on cash flows and brought about due to modification in the current business model and changes in the overall business environment for the segment.
- 6 Consolidated Results include financial results of HCL Infosystems Limited (the parent company), its subsidiaries and one jointly controlled entity.
- 7 Figures for previous periods have been regrouped and rearranged, wherever necessary, to conform with the relevant current period's classification.

Place : Noida

Date : May 25, 2016

Segment-wise Information

Segment-wise Information		Consolidated						Rs Lakhs
Particulars		Unaudited		Audited	Unaudited	Audited		
		Three months ended	Year ended	Nine months	Year ended	(Twelve Months)		
		31.03.2016	31.12.2015	31.03.2015	31.03.2016	31.03.2015	30.06.2015	
1. Segment Revenue		11,509	13,966	21,510	41,904	71,090	95,757	
- Hardware Products and Solutions (Gross)		-	-	-	-	5	-	
Less: Excise Duty		11,509	13,966	21,510	41,904	71,085	95,757	
- Hardware Products and Solutions (Net)		24,412	25,896	24,926	75,772	69,086	94,855	
- Services		1	3	-	12	-	-	
Less: Excise Duty		24,411	25,893	24,926	75,760	69,086	94,855	
- Services (Net)		76,442	78,078	93,868	2,60,912	3,19,152	4,37,350	
- Distribution		474	482	578	1,651	2,586	3,306	
- Learning		1,12,836	1,18,419	1,40,882	3,80,226	4,61,909	6,31,268	
Total		2,757	3,764	3,263	8,442	10,975	11,779	
Less : Intersegment revenue		1,10,078	1,14,655	1,37,619	3,71,785	4,50,934	6,19,489	
Net Sales / Income from Operations								
2 Segment Results (Profit / (Loss) before Tax and Interest from each segment)								
- Hardware Products and Solutions		(1,077)	(1,005)	(2,285)	(3,144)	(9,465)	(10,523)	
- Services		(1,192)	(835)	(39)	(2,259)	(589)	(1,015)	
- Distribution		841	1,012	1,625	2,440	5,354	7,435	
- Learning		(731)	(713)	(540)	(2,191)	(2,295)	(2,934)	
Total		(2,159)	(1,541)	(1,239)	(5,154)	(6,995)	(7,037)	
Less : i) Interest Expense		4,162	4,066	3,662	11,867	10,366	14,278	
ii) Other un-allocable expenditure net off un-allocable (Income)		7,740	795	(368)	8,293	(3,976)	(3,958)	
Total Profit / (Loss) before Tax		(14,061)	(6,402)	(4,533)	(25,314)	(13,385)	(17,357)	
3. Capital Employed (Segment Assets - Segment Liabilities)								
- Hardware Products and Solutions		98,684	94,735	94,579	98,684	94,579	92,959	
- Services		22,559	23,682	24,903	22,559	24,903	21,931	
- Distribution		2,518	4,764	(1,377)	2,518	(1,377)	3,943	
- Learning		2,198	2,371	1,853	2,198	1,853	1,635	
Unallocated								
- Liquid Assets		5,108	16,207	25,860	5,108	25,860	26,967	
- Others unallocated		1,00,081	1,02,970	1,04,840	1,00,081	1,04,840	1,03,575	
Total Capital Employed		2,31,149	2,44,729	2,50,658	2,31,149	2,50,658	2,51,010	

By order of the Board
for HCL Infosystems Limited


Premkumar
Premkumar Seshadri
Executive Vice-Chairman & Managing Director

Price Waterhouse

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Members of HCL Infosystems Limited

Report on the Consolidated Financial Statements

1. We have audited the accompanying Consolidated Financial Statements of HCL Infosystems Limited ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its jointly controlled entity; (refer Note 1 to the attached Consolidated Financial Statements), comprising of the consolidated Balance Sheet as at March 31, 2016, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the nine months period then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its jointly controlled entity in accordance with accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the companies included in the Group and of its jointly controlled entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its jointly controlled entity respectively and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated Financial Statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers

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Head office: Plot No. Y 14, Block EP, Sector V, Salt Lake Electronic Complex, Bidhan Nagar, Kolkata - 700 091

internal financial control relevant to the Holding Company's preparation of the Consolidated Financial Statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the Consolidated Financial Statements.

6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 8 of the Other Matters paragraph below, other than the unaudited financial information as certified by the management and referred to in sub-paragraph 9 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group and its jointly controlled entity as at March 31, 2016, and their consolidated loss and their consolidated cash flows for the nine months period ended on that date.

Other Matter

8. We did not audit the financial statement of one subsidiary whose financial statements reflect total assets of Rs 0.01 crores and net assets of Rs (0.02) crores as at March 31, 2016, total revenue of Rs. Nil, net loss of Rs 0.01 crores and net cash flows amounting to Rs 0.01 crores for the nine months period ended on that date, as considered in the Consolidated Financial Statements. These financial statement have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the Consolidated Financial Statements in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.
9. We did not audit the financial information of two subsidiaries and one jointly controlled entity whose financial information reflect total assets of Rs 1.28 crores and net assets of Rs 0.02 crores as at March 31, 2016, total revenue of Rs. 0.16 crores, net loss of Rs 0.07 crores and net cash flows amounting to Rs (0.04) crores for the nine months period ended on that date, as considered in the Consolidated Financial Statements. These financial information are unaudited and have been furnished to us by the Management, and our opinion on the Consolidated Financial Statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and jointly controlled entity and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries and jointly controlled entity, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

Our opinion on the Consolidated Financial Statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the Management.



Report on Other Legal and Regulatory Requirements

10. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

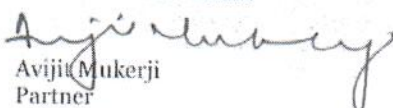
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
- (b) In our opinion, proper books of account as required by law maintained by the Holding Company, its subsidiaries included in the Group and its jointly controlled entity incorporated in India including relevant records relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and records of the Holding Company, report of the auditors of the subsidiary company and financial information of the subsidiary companies and a Jointly controlled entity furnished to us by the management.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company, its subsidiaries included in the Group and its jointly controlled entity incorporated in India including relevant records relating to the preparation of the Consolidated Financial Statements.
- (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the auditors of its subsidiary companies and unaudited financial information of the subsidiary companies and a Jointly controlled entity incorporated in India furnished to us by the management, none of the directors of the Group companies and its jointly controlled entity incorporated in India is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, its subsidiary companies and jointly controlled company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated Financial Statements disclose the impact, if any, of pending litigations as at March 31, 2016 on the consolidated financial position of the Group and its jointly controlled entity incorporated in India – Refer Note 29 to the Consolidated Financial Statements.
 - ii. Provision has been made in the Consolidated Financial Statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts – Refer Note 8 to the Consolidated Financial Statements in respect of such items as it relates to the Group and its jointly controlled entity. The Group and its jointly controlled entity did not have any long-term derivative contracts as at March 31, 2016.



iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and jointly controlled entity incorporated in India during the nine months period ended March 31, 2016.

Place: **NOIDA**
Date: May 25, 2016

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants


Avijit Mukerji
Partner
Membership Number: 056155

Annexure A to Independent Auditors' Report

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of HCL Infosystems Limited on the consolidated financial statements for the nine months period ended March 31, 2016

Page 1 of 3

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the consolidated financial statements of HCL Infosystems Limited (hereinafter referred to as "the Holding Company") as of and for the nine months period ended March 31, 2016, we have audited the internal financial controls over financial reporting of the Holding Company and its subsidiary companies and its jointly controlled entity, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding company, its subsidiary companies and its jointly controlled entity, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports of subsidiary company and representation received from the management for the joint controlled entity referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company and its subsidiary companies and its jointly controlled entity, which are companies incorporated in India.



Annexure A to Independent Auditors' Report

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of HCL Infosystems Limited on the consolidated financial statements for the nine months period ended March 31, 2016

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Meaning of Internal Financial Controls over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding Company, its subsidiary companies and its jointly controlled entity, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the respective Board of Directors of the Holding company, its subsidiary companies and its jointly controlled entity, considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.



Annexure A to Independent Auditors' Report

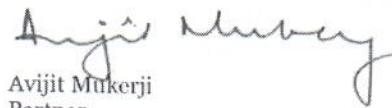
Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of HCL Infosystems Limited on the consolidated financial statements for the nine months period ended March 31, 2016

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Other Matters

9. Our opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to an audited subsidiary company is based on the report of the other auditor and insofar as it relates to an unaudited jointly controlled entity incorporated in India is based on representation received from the management (also refer para 8 & 9 of the Independent Auditors' Report above). Our opinion is not modified in respect of this matter.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants



Avijit Mukerji
Partner
Membership Number: 056155

Place of the Signature: NOIDA
Date: May 25, 2016

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

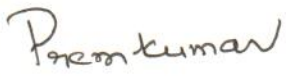
Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.

Corporate Identity Number - L72200DL1986PLC023955

www.hclinfosystems.com

www.hcl.com

Compliance under Regulation 33 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.**Form A (for audit report with unmodified opinion) for 9 months period ended 31st March, 2016****STANDALONE**

1.	Name of the Company	HCL Infosystems Limited
2.	Annual Financial Statements for the year ended	31 st March, 2016.
3.	Type of audit observation	Un modified
4.	Frequency of observation	Not Applicable
5.	To be Signed By:	
	i. Premkumar Seshadri 03114983 Managing Director	
	ii. Santhana Gopalan Murali ADKPS8432K Group CFO	
	iii. Avijit Mukerji Auditor Partner Price Waterhouse Firm Registration No. 301112E Partner Membership No. 056155	
	iv. Kaushik Dutta 03328890 Audit Committee Chairman	

HCL

Part I- Statement of Standalone results for the year ended March 31, 2016

Particulars	Standalone				Rs Lakhs	
	Unaudited Three months ended	Unaudited Year ended (Nine months)	Unaudited Nine months ended	Audited Year ended (Twelve months)	Audited As at	Audited As at
- Gross Sales / Income from Operations	72,125	74,530	93,167	2,49,927	3,14,008	4,31,185
- Less: Excise Duty	-	-	-	-	-	-
1a. Net Sales / Income from Operations	72,125	74,530	93,167	2,49,927	3,14,008	4,31,185
1b. Other Operating Income	608	-	104	608	104	104
2. Expenses	8	-	-	8	-	1,326
a) Cost of materials consumed	67,170	70,300	85,841	2,32,193	2,88,438	3,95,329
b) Purchases of Stock-in-trade	965	(640)	574	3,123	3,929	7,079
c) Changes in Inventories of finished goods, work-in-progress and stock-in-trade	1,823	2,119	2,388	6,029	6,904	9,448
d) Employee benefits expense	(5)	63	(55)	47	98	216
e) Exchange Differences Loss/ (Gain)	130	164	167	412	519	687
f) Depreciation and amortisation expense	3,100	2,631	3,701	9,551	11,275	14,601
g) Other Expenses	73,191	74,637	92,713	2,51,363	3,12,482	4,28,686
Total Expenses	(458)	(107)	558	(828)	1,630	2,603
3. Profit / (Loss) from Operations before Other Income, finance costs and exceptional items(1-2)	2,562	3,927	3,352	10,761	9,935	14,384
4. Other Income	2,104	3,820	3,910	9,933	11,565	16,987
5. Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+4)	2,118	2,973	2,274	7,973	6,799	9,674
6. Finance costs	(14)	847	1,636	1,960	4,766	7,313
7. Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5-6)	17,908	1,546	3,739	22,868	10,274	13,934
8. Exceptional Items loss/ (Gain)	(17,922)	(699)	(2,103)	(20,908)	(5,508)	(6,621)
9. Profit / (Loss) from ordinary activities before Tax (7-8)	(4)	50	205	119	394	468
10. Tax Expense/ (Credit)	(17,918)	(749)	(2,308)	(21,027)	(5,902)	(7,089)
11. Net Profit / (Loss) from ordinary activities after Tax (9-10)	-	-	-	-	-	-
12. Extraordinary items (net of tax expense)	(17,918)	(749)	(2,308)	(21,027)	(5,902)	(7,089)
13. Net Profit / (Loss) for the period (11-12)	4,458	4,458	4,458	4,458	4,458	4,458
14. Paid-up Equity Share Capital (Face value per share in Rs. 2/-)						
15. Reserves excluding Revaluation Reserves as per Balance Sheet of the previous accounting year						
16. Earnings per Share (EPS) (not annualised) Rs./share						
a) EPS before extra ordinary items for the period	(8.0)	(0.3)	(1.0)	(9.4)	(2.6)	(3.2)
- Basic	(8.0)	(0.3)	(1.0)	(9.4)	(2.6)	(3.2)
- Diluted	(8.0)	(0.3)	(1.0)	(9.4)	(2.6)	(3.2)
b) EPS after extra ordinary items for the period	(8.0)	(0.3)	(1.0)	(9.4)	(2.6)	(3.2)
- Basic	(8.0)	(0.3)	(1.0)	(9.4)	(2.6)	(3.2)
- Diluted	(8.0)	(0.3)	(1.0)	(9.4)	(2.6)	(3.2)

Statement of Assets and Liabilities				Rs. Lakhs	
Particulars	Audited As at 31.03.2016	Audited As at 30.06.2015		Audited As at 31.03.2016	Audited As at 30.06.2015
A EQUITY AND LIABILITIES					
Shareholders' funds					
Share capital	4,458	4,458			
Reserves and surplus	1,18,233	1,39,256			
Sub-Total - Shareholders' funds	1,22,691	1,43,714			
Non Current Liabilities					
Long term Borrowings	10,742	16,435			
Other Long term Liabilities	532	591			
Long term Provisions	476	260			
Sub-Total - Non Current Liabilities	11,750	17,286			
Current Liabilities					
Short-term borrowings	42,382	57,598			
Trade payables	45,362	55,126			
Other current liabilities	22,222	37,255			
Short-term provisions	340	400			
Sub-Total - Current Liabilities	1,10,306	1,50,379			
Total - EQUITY AND LIABILITIES	2,44,747	3,11,379			
B ASSETS					
Non-current assets					
Fixed Assets	8,177	8,096			
Non-current investments	97,153	64,296			
Long-term loans and advances	11,279	3,262			
Sub-Total - Non Current assets	1,16,609	75,654			
Current Assets					
Current investments	4,997	23,484			
Inventories	9,576	12,680			
Trade receivables	31,299	40,238			
Cash and bank balances	9,955	6,743			
Short-term loans and advances	72,252	1,52,506			
Other current assets	59	74			
Sub-Total - Current assets	1,28,138	2,35,725			
Total - ASSETS	2,44,747	3,11,379			

Notes

1 Section 2(41) of the Companies Act, 2013 requires all the companies to have their financial year ending on 31st March. The Company has adopted this change from current financial year and accordingly, the current financial year of the company is for a nine month period from 1st July, 2015 to 31st March, 2016 (hereinafter referred as "Year ended 31 March, 2016"). Accordingly, the figures for the current financial year are not comparable to those of previous year.

After recommendation by the Audit Committee, these results have been approved and taken on record by the Board of Directors in their meeting held on May 25, 2016. The results for year ended March 31, 2016 have been audited by the statutory auditors.

2 As per the Composite scheme of arrangement approved by Hon'ble High Court of Delhi vide its order dated September 18, 2013, the Hardware Solution Business was transferred to HCL Infotech Limited. The Company is still in the process of entering into novation agreements with the relevant third parties, including customers and vendors, pertaining to the HCL Infotech Limited. The standalone results above, do not include results pertaining to the transactions executed by the Company on trust and benefit of HCL Infotech Limited pending entering into novation agreements with the respective parties.

3 Exceptional items include :

Particulars	Unaudited			Audited Year ended (Nine months) 31.03.2016	Unaudited Nine months ended 31.03.2015	Audited Year ended (Twelve months) 30.06.2015
	31.03.2016	31.12.2015	Three months ended 31.03.2015			
a. Inventory write off due to phasing out of a product line	-	-	-	-	460	460
b. Provision for diminution in the value of investment in HCL Infotech Limited	5,600	1,546	4,225	10,946	11,525	15,525
c. Provision for diminution in the value of investment in HCL Learning Limited	12,200	-	-	12,200	-	-
d. Profit on sale of investment in subsidiary	-	-	-	-	660	660
e. Profit / (Loss) on sale of properties	(108)	-	486	278	1,051	1,391
Total (a+b+c-d-e) - (Gain) / Loss	17,908	1,546	3,739	22,868	10,274	13,934

4 The amounts for the quarter ended March 31, 2016 represent difference between the amounts as per audited year ended accounts and the year to date results up to December 31, 2015 which have been subjected to limited review.

5 Figures for previous periods have been regrouped and rearranged, wherever necessary, to conform with the relevant current period's classification.

Place : Noida
Date : May 25, 2016



By order of the Board
for HCL Infosystems Limited

Prem Kumar

Premkumar Seshadri
Executive Vice-Chairman & Managing Director

[Signature]

Price Waterhouse

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF HCL Infosystems Limited

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of **HCL Infosystems Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the nine months period then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.



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Head office: Plot No. Y 14, Block EP, Sector V, Salt Lake Electronic Complex, Bidhan Nagar, Kolkata - 700 091

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its loss and its cash flows for the nine months period ended on that date.

Report on Other Legal and Regulatory Requirements

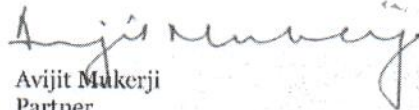
9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
- i. The Company has disclosed the impact, if any, of pending litigations as at March 31, 2016 on its financial position in its standalone financial statements – Refer Note 29;
- ii. The Company has long-term contracts as at March 31, 2016 for which there were no material foreseeable losses. The Company did not have any long-term derivative contracts as at March 31, 2016.



INDEPENDENT AUDITORS' REPORT
To the Members of HCL Infosystems Limited
Report on the Standalone Financial Statements
Page 3 of 3

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the nine months period ended March 31, 2016.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants



Avijit Mukerji
Partner
Membership Number: 056155

Place of the Signature: NOIDA
Date: May 25, 2016

Annexure A to Independent Auditors' Report

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of HCL Infosystems Limited on the standalone financial statements for the nine months period ended March 31, 2016

Page 1 of 2

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of HCL Infosystems Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the nine months period ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with



Annexure A to Independent Auditors' Report

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of HCL Infosystems Limited on the standalone financial statements for the nine months period ended March 31, 2016

Page 2 of 2

generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants



Avijit Mukerji
Partner
Membership Number: 056155

Place of the Signature: NOIDA
Date: May 25, 2016

Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of HCL Infosystems Limited on the standalone financial statements as of and for the nine months period ended March 31, 2016

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the nine months period and no material discrepancies have been noticed on such verification.
- (c) The title deeds of immovable properties, as disclosed in Note 11 on fixed assets to the financial statements, are held in the name of the Company, except for the immovable property mentioned below.

Particulars	Gross Block	Net Block
Land and Building, Ambattur, Chennai	5.58 Crores	3.28 Crores

- ii. The physical verification of inventory have been conducted at reasonable intervals by the Management during the nine months period. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. (a) The Company has granted unsecured loans, to one company covered in the register maintained under Section 189 of the Act.
- (b) In respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company's interest.
- (c) In respect of the aforesaid loans, the schedule of repayment of principal and payment of interest has been stipulated, and the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable.
- (d) In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days.
- iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of value added tax, employees' state insurance, service tax, and is regular in depositing undisputed statutory dues, including provident fund, sales tax, income tax, duty of customs, duty of excise and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of service-tax, duty of customs which have not been deposited on account of any dispute. The particulars of dues of income tax, sales tax, and value added tax as at March 31, 2016 which have not been deposited on account of a dispute, are as follows:



Annexure B to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of HCL Infosystems Limited on the standalone financial statements as of and for the nine month period ended March 31, 2016

Page 2 of 5

Name of the statute	Nature of dues	Amount (Rs in Crores.)	Amount deposited (Rs in Crores)	Period to which the amount relates	Forum where the dispute is pending
Uttar Pradesh Trade Tax Act, 1948	Sale Tax	1.41	3.61	2002-2007	Tribunal Commercial Tax, Noida / Additional Commissioner (Appeals) of Commercial Tax Noida / Hon'ble High court Allahabad
U.P.Value Added Tax Act-2008	Sales Tax	10.53	2.59	2007-16	Hon'ble High court Allahabad / Tribunal Commercial Tax / Noida.Additional Commissioner (Appeals) of Commercial Tax
Delhi Sales Tax Act, 1975	Sales Tax	0.08	0.01	2003-05	Assisstant. Commisssoner Sales Tax Delhi / Joint Commissioner (Appeals) of Sales Tax Delhi
Delhi Value Added Tax Act, 2004	Trade Tax	15.26	0.20	2005-14	Tribunal of Sales Tax Delhi / Deputy Commissioner (Appeals) of Sales Tax Delhi
Tamil Nadu General Sales Tax Act, 1959	Sales Tax	11.69	6.64	2004-14	Commercial Tax Officer Chennai / Deputy Commissioner (Appeals) of Sales Tax Chennai
West Bengal Sales Tax Act, 1994	Sales Tax	8.094	0.67	2005-12	Board of Sales Tax Kolkata / Sales Tax Tribunal, Kolkata / Additional Commissioner (Appeals) of Sales Tax Kolkata
Rajasthan Sales Tax Act, 1994	Sales Tax	0.02	0.0007	2003-05	Deputy Commissioner (Appeals) of Sales Tax Jaipur
Rajasthan Value Added Tax Act, 2003	Commercial tax	125.80	55.81	2006-2013	Deputy Commissioner (Appeals) of Commercial Tax Jaipur / Tax board Commercial Tax



Annexure B to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of HCL Infosystems Limited on the standalone financial statements as of and for the nine month period ended March 31, 2016

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					Jaipur / Tax board Commercial Tax Jaipur / Hon'ble Rajasthan High Court
Kerala General Sales Tax Act, 1963	Sales Tax	0.56	0.20	2005-15	Commercial Tax Officer / Deputy Commissioner (Appeals) of Sales Tax Kochi
The Uttaranchal Value Added Tax Act- 20052	Sales Tax	81.29	0.35	2008-13	Deputy. Commissioner Commercial Tax Dehradun
Jammu & Kashmir Value Added Tax Act, 2005	Sales Tax	2.71	0.04	2007-2008 2008-2009 2012-2013 2013-2014	Deputy Commissioner Appeals Jammu
Punjab General Sales Tax Act, 1948	Sales Tax	0.12	0.16	2007-2008	Sales Tax Tribunal, Chandigarh
Andhra Pradesh Value Added Tax Act, 2005	Sales tax	0.27	0.20	2006-09	Deputy Commissioner Appeals Hyderabad
Karnataka Value Added Tax Act, 2003	Sales Tax	1.46	0.81	2008-12	Assessing Officer / Deputy Commissioner Appeal Bangalore
Orissa Value Added Tax Act, 2004	Sales Tax	0.75	0.16	2005-14	Deputy Commissioner Appeal (Bhubaneswar) / Hon'ble High Court of Orissa
Bihar Value Added Tax Act, 2005	Sales Tax	21.79	5.27	2006-15	Joint. Commissioner Appeal Patna / Hon'ble Patna High Court
Jharkhand Value Added Tax Act, 2005	Sales Tax	0.41	0.00	2011-2012	Joint Commissioner Appeal
M.P. Value Added Tax Act, 2002	Sales Tax	0.24	0.17	2011-14	Joint Commissioner Appeal



Annexure B to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of HCL Infosystems Limited on the standalone financial statements as of and for the nine month period ended March 31, 2016

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Maharashtra Value Added Tax Act, 2002	Sales Tax	24.15	0.98	2005-11	Joint Commissioner Appeal
Central Excise Act, 1944	Excise Duty	97.57	6.95	2002-11	CESTAT Chennai / Commissioner (Appeals) Chennai / Commissioner (Appeals) CESTAT, Delhi / Allahabad High Court/ Tribunal Chennai / Additional Commissioner, Mumbai
Income Tax Act, 1961	Income Tax	6.19	0.00	2004-13	Assessing Officer, Delhi/ITAT, Delhi/CIT (Appeals), Delhi

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.
- ix. In our opinion, and according to the information and explanations given to us, the moneys raised by way of term loans have been applied for the purposes for which they were obtained. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments).
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the nine months period, nor have we been informed of any such case by the Management.
- xi. The Company has not paid/ provided for managerial remuneration-Refer Note 47 to the financial statements. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the nine month period under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.



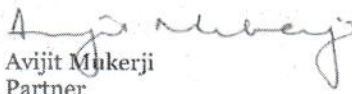
Annexure B to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of HCL Infosystems Limited on the standalone financial statements as of and for the nine month period ended March 31, 2016
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- xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

Place of the Signature: NOIDA
Date: May 25, 2016

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants


Avijit Mukerji
Partner
Membership Number : 056155