

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

28th December, 2015

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

Dear Sir,

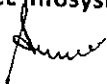
Sub : Submission of Postal Ballot Notice and Form dated 22nd December, 2015

Please find enclosed herewith the postal ballot notice along with postal ballot form, sent to the Shareholders of the Company.

Kindly acknowledge the receipt.

Very Truly Yours,

For HCL Infosystems Limited



Sushil Kumar Jain
Company Secretary

Encl: As above

HCL



HCL INFOSYSTEMS LIMITED

CIN- L72200DL1986PLC023955

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Website: www.hclinfosystems.com, Email: cosec@hcl.com

POSTAL BALLOT FORM

Serial No.:

1. Name(s) of the Shareholder(s) including Joint-holders, if any (in Block Letters)

2. Registered Address of the Sole/First named shareholder

3. Registered Folio No./DPID No. / Client ID No.* (*Applicable to investors holding shares in demat form)

4. No. of Equity Shares held

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

I/We hereby exercise my/our vote in respect of the special resolution to be passed through Postal Ballot for the special business stated in the Postal Ballot Notice of the Company dated 22nd December, 2015 by sending my/our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below.

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Creation of charge/mortgage on properties of the Company in favor of banks/FI's etc. to secure the payment of the term loans/working capital facility etc. granted by the lenders to the Company and to the subsidiaries			

Place :

Date :

(Signature of the Shareholder)

Notes: If the voting rights are exercised electronically, there is no need to use this form.

Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTIONS FOR VOTING:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
- i. Open the e-mail and open PDF file namely "HCL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder - Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - viii. Select "EVEN" (E-Voting Event Number) of HCL Infosystems Limited. Now you are ready for evoting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at hclscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
 - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.
- B. In case a Member receives physical copy of the Notice of Postal Ballot (for Members whose email addresses are not registered with the Company/Depositories):
- i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- C. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT
- i. Members desiring to cast their vote by Postal Ballot should complete and sign the Postal Ballot Form and send it to the Scrutinizer, Mr. Vineet K. Chaudhary, a Practicing Company Secretary (Membership No. FCS 5327), at the Registered Office of the Company. Postal Ballot Forms deposited in person will also be accepted.
 - ii. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
 - iii. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / Authority letter, with the specimen signature(s) of the authorised signatory (ies) duly attested.
 - iv. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) /Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
 - v. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than Monday, 25th January, 2016 (5.00 P.M. IST). Postal Ballot Forms received after this date will be considered invalid.
 - vi. The postal ballot form shall be considered invalid if:
 - (a) A form other than the one issued by the company has been used;
 - (b) It has not been signed by or on behalf of the Member;
 - (c) Signature on the postal ballot form doesn't match the specimen signatures with the Company;
 - (d) It is not possible to determine without any doubt the assent or dissent of the Member;
 - (e) Neither assent nor dissent is mentioned;
 - (f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - (g) The envelope containing the postal ballot form is received after the last date prescribed;
 - (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (i) It is received from a Member who is in arrears of payment of calls;
 - (j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - (k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - vii. A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to Mr. Sushil Kumar Jain, Company Secretary of the Company at e-mail ID cosec@hcl.com.
 - viii. Members are requested not to send any paper (other than the resolution/authority letter mentioned above) along with the Postal Ballot Form.
- D. Other Instructions:
- i. The e-voting period commences on Tuesday, 29th December, 2015 (9.00 A.M. IST) and ends on Monday, 25th January, 2016 (5.00 P.M. IST) and voting shall not be allowed beyond the said date and time. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Tuesday, 22nd December, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
 - ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Tuesday, 22nd December, 2015.
 - iii. Voting rights in the Postal Ballot/ e-voting cannot be exercised by a proxy.
 - iv. Mr. Vineet K. Chaudhary, a Practicing Company Secretary (Membership No. FCS 5327), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
 - v. The Scrutinizer will submit his Report to the Chairman of the Company on Wednesday, 27th January, 2016.
 - vi. Members who do not have access to e-voting facility may send duly completed Ballot Form so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Vineet K. Chaudhary, a Practicing Company Secretary (Membership No. FCS 5327), at the Registered Office of the Company not later than Monday, 25th January, 2016 (5.00 P.M. IST).
A member cannot vote both by post and e-voting and if he votes both by post and e-voting, his vote by post shall be treated as invalid.

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CIN- L72200DL1986PLC023955

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Website:www.hclinfosystems.com, Email: cosec@hcl.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and further amendments made thereunder

To,

The Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, as amended from time to time including any statutory modification or re-enactment thereof for the time being in force, Clause 35B of the Equity Listing Agreement, read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, to the members of HCL Infosystems Limited that it is proposed to transact the following special business by the members of the Company by passing the resolutions through Postal Ballot or E-Voting:

SPECIAL BUSINESS

RESOLUTION NO. 1

Creation of charge/mortgage on properties of the Company in favor of banks/FI's etc. to secure the payment of the term loans/working capital facility granted by the lenders to the Company and to the subsidiaries

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED that in supersession of shareholders resolution no. 4 contained in the postal ballot dated 19th March, 2015, the result whereof was declared on 12th May, 2015, and pursuant to Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" , which term shall include any committee constituted by the Board or the person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) to provide security by way of pledge, hypothecation, mortgage and/or charge, in addition to any other pledge, mortgage, hypothecation or charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may determine, on all or any of the immovable and/or movable properties of the Company (including but not limited to fixed assets, current assets, shares and other investments held by the Company, all intangible property, rights and benefits under all contracts and agreements entered into by the Company and the monies of, and long term receivables of, and the loans and advances made by, the Company), both present and future, and/or the whole or substantially the whole of the undertaking or any part of properties of the Company wheresoever situated, including any other units or projects acquired or to be acquired after this resolution is passed and any shares of any company acquired after this resolution is passed, in favour of any lenders of the Company or the lenders of the subsidiaries of the Company (collectively, the subsidiaries together with the Company being hereinafter referred to as the "**Consolidated Entities**") for securing the performance of obligations by the Consolidated Entities in connection with the facilities availed by them, including payment and/or repayment of the principal amount of the facilities, interest, default interest and all other amounts due or payable by the Consolidated Entities to their respective lenders (and the agents and trustees of such lenders) under and pursuant to the facility agreements and the other financing documents executed by the Consolidated Entities with their lenders, in respect of overall borrowings of all the Consolidated Entities not exceeding Rs. 4500 Crores."

"RESOLVED further that the Board of the Company be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution."

By order of the Board

For HCL Infosystems Limited

Sushil Kumar Jain

Company Secretary

ACS 8917

Date:22nd December, 2015

Place: Noida

NOTES –

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed resolutions is appended herein below.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, a Company is *inter alia* mandatorily required, in case of certain prescribed items of special business to seek the approval of the members only by means of a Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolutions contained in this Notice, through Postal Ballot.
3. Mr. Vineet K Chaudhary, Practicing Company Secretary (FCS No. 5327) has been appointed as Scrutinizer for conducting the postal ballot and e-voting process in accordance with the Companies Act, 2013 and the Rules made thereunder and in a fair and transparent manner.
4. As per section 110 of the Act, read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Notice of the Postal Ballot may be served on the members through electronic means, or by registered post/speed post or through courier service. Accordingly, Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form by permitted mode (i.e. through courier).
5. The Postal Ballot Notice is being sent to all the members whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on close of business hours on 22nd December, 2015, and a person who ceases to be a Member after the said date, should treat this Notice for information purposes only. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 22nd December, 2015. A member cannot exercise his/ her vote by proxy on Postal Ballot.
6. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
7. In compliance with the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the relevant rules and Clause

35B of the Listing Agreement with the Stock Exchange read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The instructions for voting are mentioned in the Postal Ballot Form. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to the members.

8. The documents referred to in the Notice and explanatory statement annexed thereto are available for inspection at the registered office of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company between 11:00 A.M. to 1:00 P.M. on all working days i.e. Monday to Friday, till 25th January, 2016.
9. The Members who do not receive the Postal Ballot Notice and Form may apply to the Company at cosec@hcl.com to receive the duplicate thereof.
10. The members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form, and record their assent (for) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed envelope. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before 5 P.M. IST of 25th January, 2016 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member(s).
11. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. He will submit his report on the result of the voting by Postal Ballot and e-voting to the Chairman of the Company on 27th January, 2016.
12. The final results of the voting by Postal Ballot, as to whether the resolution has been carried or not, will be declared by the Chairman or the Managing Director of the Company, at the registered office of the Company at 806, Siddharth, 96, Nehru Place, New Delhi-110019 on 27th January, 2016 at 7:00 P.M., along with details of the number of votes cast for and against the Resolution, invalid votes. The results of the Postal Ballot with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not, along with Scrutinizer Report will be displayed on the Notice Board of the company at its Registered Office and as well as Corporate Office, and will also be posted on the website of the Company www.hclinfosystems.com and shall be intimated to the Stock Exchanges on which the shares of the Company are listed. The results of the Postal Ballot shall also be published in the newspapers. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or e-voting.
13. The Notice of Postal Ballot is also placed on the website of the Company www.hclinfosystems.com and on the website of NSDL www.evoting.nsdl.com.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Resolution No. 1

Creation of charge/mortgage on properties of the company in favor of banks/FI's etc. to secure the payment of the term loans/working capital facility granted by the lenders to the Company and to the subsidiaries

Pursuant to a High Court approved Scheme of Arrangement, the Hardware Solutions Business, the Services Business and the Learning Business of the Company were transferred to three separate wholly owned subsidiaries namely HCL Infotech limited, HCL Services Limited and HCL Learning Limited respectively. As these subsidiaries are in the initial growth phase, the Company has been providing them the financial support by way of short term loan from the Company.

Axis Bank (the Bank) has now sanctioned a term loan of Rs. 700 crores to the company & its subsidiaries namely HCL Infotech Limited, HCL Services Limited & HCL Learning Limited (Co-borrowers) as under:

1. HCL Infosystems Limited - Rs. 50 Crs
2. HCL Infotech Limited - Rs. 500 Crs
3. HCL Services Limited - Rs. 90 Crs
4. HCL Learning Limited - Rs.60 Crs

The Bank has also sanctioned some working capital limits (the term loan & the working capital limits hereinafter referred to as "the Facility") to the Company and the subsidiaries under a co-obligor structure. Hence, the Company and the subsidiaries have to give guarantee and create charges/mortgages on all their assets to secure the Facility together with all interest, prepayment premium, commission, up front fees, all other fees, costs, charges, expenses and other monies whatsoever payable by the Co-Borrowers to the Lenders in relation to the Facility and the performance of all the other obligations by the Co-Borrowers in connection with the Facility.

Accordingly, the Company is required to create charges/mortgages on its movable and immovable assets and properties to secure the Facility. The approval earlier granted by the shareholders for creation of charges/mortgages on its movable and immovable assets and properties to the extent of Rs. 4,500 Crores was only for the borrowings of the Company. This approval being sought now is to authorize creation of charges/mortgages on the movable and immovable assets and properties of the Company for the borrowings of the subsidiaries also. The overall exposure by way of creation of securities shall remain within the overall limit Rs. 4,500 Crores already approved by the shareholders. After availing this Facility, the overall borrowing shall also remain within the overall limit of Rs. 4,500 crores already approved by the shareholders.

Availing of the Facility shall result in the following benefits to the Company and the subsidiaries:

- The term loan is for a period of four (4) years with a payment moratorium of one year.
- Bank has also sanctioned certain working capital facilities to the Company and its subsidiaries.

Pursuant to section 180(1)(a) of the Companies Act, 2013, the Company needs to obtain shareholders' approval by way of a postal ballot by a special resolution to create charges/mortgages on its assets to secure the facilities sanctioned by the Banks/FIs to the co-borrower.

Your Directors recommend the above resolution for approval of the members to be passed as Special Resolutions in the best interest of the Company.

The Directors/ key managerial personnel of the Company or the relatives of the Directors/key managerial personnel of the Company do not have any interest in this resolution, except to the extent of their directorship, if any in one or more of these subsidiaries.

The relevant documents in this regard are available for inspection in physical and/or electronic form, between 11:00 A.M. to 1:00 P.M. on all working days i.e. Monday to Friday, till 25th January, 2016, at the Registered Office of the Company and copies thereof will also be made available for inspection in physical or electronic form at the Corporate Office of the Company.

You are requested to communicate your assent or dissent for the aforesaid proposal(s), in accordance with the instructions set out herein.

By order of the Board

For HCL Infosystems Limited
Sushil Kumar Jain
Company Secretary
ACS 8917

Date: 22nd December, 2015

Place: Noida