

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

27th January, 2016

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 voting results as per the requirement of Regulation 44 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 Electric Form) : 500179

Dear Sirs,

In continuation to our letter dated 28th December, 2015, whereby we had submitted the Postal Ballot Notice dated 22nd December, 2015 and related documents of the HCL Infosystems Limited (the Company) for seeking the consent of the members on the resolution mentioned in the said notice.

Mr. Vineet K Chaudhary, Practicing Company Secretary was appointed as scrutinizer by the Company to conduct the postal ballot process in fair and transparent manner, has submitted his report today i.e. 27th January, 2016.

Based on the report of the Scrutinizer, the result of the postal ballot was announced by the Chairman today at registered office of the Company stating that the resolution has been passed by requisite majority through postal ballot process:

Resolution Number	Type of Resolution	Particulars
1.	Special Resolution	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



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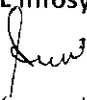
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Please find enclosed herewith the Postal Ballot voting results in format prescribed under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and copy of the Scrutinizer's Report.

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

Very Truly Yours,

For HCL Infosystems Limited



Sushil Kumar Jain
Company Secretary



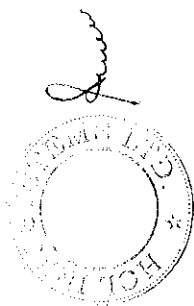
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HCL INFOSYSTEMS LIMITED

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

Pursuant to the provision under 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 resolutions as set out in the Postal Ballot Notice dated December 22, 2015 through remote e-voting/physical ballot. Mr. Vineet K Chaudhary, Practicing Company Secretary, who was appointed as scrutinizer for conducting postal ballot process, submitted his report dated January 27, 2016.

Date of Declaration of Result	Wednesday, January 27, 2016 [Remote e-voting period: Tuesday, 29 th December, 2015 at 9.00 a.m. IST to Monday, January 25, 2016 at 5.00 p.m. IST]
Total number of shareholders on record date/ Cutoff date (December 22, 2015)	82154
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



Agenda		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						
Resolution required		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	129,377,844	126,243,797	97.58	126,243,797	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	129,377,844	0	0	0	0	0	0
	Total	129,377,844	126,243,797	97.58	126,243,797	0	100	0
Public-Institutions	E-Voting	11,495,565	7,628,090	66.36	7,628,090	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	11,495,565	0	0	0	0	0	0
	Total	11,495,565	7,628,090	66.36	7,628,090	0	100	0
Public-Non Institutions	E-Voting	82,046,220	233,532	0.28	133,427	100,105	57.13	42.87
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	82,046,220	111,435	0.14	106,175	5,260	95.27	4.73
	Total	82,046,220	344,967	0.42	239,602	105,365	69.46	30.54
TOTAL		222,919,629	134,216,854	60.21	134,111,489	105,365	99.92	0.08

Date: 27.01.2016

Place: Noida



For HCL Infosystems Limited

Sushil Kumar Jain
Company Secretary

SCRUTINIZER REPORT

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

Report on Result of Postal Ballot

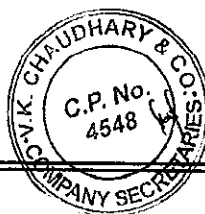
Dear Sir,

In terms of the provisions of Section 110 of the Companies Act, 2013 ("Act") read with Rule 20 & 22 of the 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. I have been appointed as Scrutinizer by **HCL INFOSYSTEMS LIMITED** ('the Company') vide Board resolution dated 26th November, 2015, to conduct the Postal Ballot Process in respect of the following resolution mentioned in the Postal Ballot Notice dated 22nd December, 2015

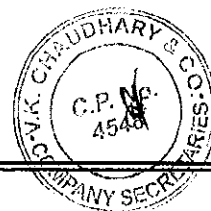
Resolution Number	Type of Resolution	For
1.	Special Resolution	Creation of charge/mortgage on properties of the Company in favor of banks/FT's etc to secure the payment of the term loans/working capital facility granted by the lenders to the Company and to the subsidiaries

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of : -
 - (i) Companies Act, 2013 and rules made thereunder ;
 - (ii) The Listing Agreement with the Stock Exchanges and
 - (iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot voting including voting by electronic means. My responsibility as a Scrutinizer is restricted to making a Scrutinizers' Report of the votes cast by the members for the resolutions contained in the Notice, based on the reports generated from National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide facility for remote e-voting and scrutiny of physical ballot received till the time fixed for closing of voting process.



2. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply envelope on 28th December, 2015 to its Members whose name(s) appeared in the Register of Members / List of beneficial owners received from NSDL/CDSL as on 22nd December, 2015.
3. The shareholders of the Company had an option to vote either through the postal ballot forms or through remote e-voting facility. Shareholders opting for remote e-voting facility, casted their votes on the designated website www.evoting.nsdl.com via **National Securities Depository Limited (NSDL)**.
4. As stated in Sub Rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in Business Standard (English & Hindi) on 29th December, 2015, informing about the completion of dispatch of postal ballot notices, both by courier, Registered post and by e-mail, wherever applicable, to the shareholders along with other related matters mentioned therein.
5. We monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL on the designated website.
6. The particulars of all postal ballot forms received from the Members in physical form(s) and electronic ballot report generated from National Securities Depository Limited (NSDL) (the Authorized Agency for remote e-voting) have been entered in a separate Register maintained for the purpose.
7. The postal ballot forms were kept under our safe custody before commencing the scrutiny of such postal ballot forms. The electronic ballots were maintained by National Securities Depository Limited (NSDL) in electronic registry.
8. The ballot boxes containing the physical postal ballot were opened in due course of the scrutiny thereof. We have also downloaded remote e-voting report from the NSDL website for the Members who have voted through remote e-voting.
9. The postal ballot forms were matched with the Register of Members of the Company as on 22nd December, 2015.
10. The remote e-voting period commenced on Tuesday, 29th December, 2015 at (9:00 AM IST) and ends on Monday, 25th January, 2016 (5:00 P.M. IST). All postal ballot forms and remote e-votes received up to on Monday 25th January, 2016, the last date and time fixed by the Company for receipt of the forms were considered and none of the envelopes containing postal ballot forms received after 05:00 P.M on Monday, 25th January, 2016 were considered for the purpose of this report.
11. There were 2181 envelopes containing postal ballot form(s)/notice, which were returned undelivered & these envelopes were not opened and they are separately kept (if any).
12. I did not find any defaced or mutilated ballot paper.
13. There was no case found who opted for both the facilities.



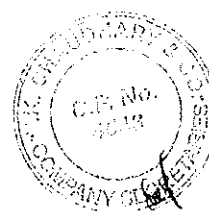
14. The total paid up Equity Share Capital of the Company as on 22nd December, 2015 was Rs. 445,839,258 (Rupees forty four Crore fifty eight Lakh thirty nine thousand two hundred fifty eight only) divided into 222,919,629 (Twenty two crore twenty nine lakh nineteen thousand six hundred twenty nine) equity shares of Rs.2/- (Rupees two only) each.
15. The Postal Ballots and other related papers/registers and records will be handed over to the Company Secretary for the safe custody once the Chairman considers, approves and signs the Postal Ballot Minutes.
16. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
17. A summary of the postal ballot is given below:

SPECIAL RESOLUTION

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

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	960	134,222,132	268,444,264	60.210
b) Less: Invalid votes	25	5,278	10,556	0.002
c) Net Valid votes casted	935	134,216,854	268,433,708	60.208
d) Votes with assent for the Resolution	489	134,111,489	268,222,978	60.161
e) Votes with dissent for the Resolution	446	105,365	210,730	0.047

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



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

Resolution Number	Total Valid Votes (A)	Votes with Assent (B)	Percentage (B/A*100)
1.	134216854	134111489	99.92

Accordingly, all the above-mentioned resolution has been passed by requisite majority.

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




VINEET K CHAUDHARY
Scrutinizer
Membership No: - F5327
C P No: - 4548

Date: Jan 27, 2016
Place: NOIDA

A detailed summary of the postal ballots is given herein below:

A1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Net Valid Votes	255	134,105,419	268,210,838	60.158
(b) Votes with Assent	224	134,005,314	268,010,628	60.113
(c) Votes with dissent	31	100,105	200,210	0.045

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	705	116,713	233,426	0.052
b) Less : Invalid Votes	25	5,278	10,556	0.002
c) Net Valid votes casted	680	111,435	222,870	0.050
d) Votes with assent for the Resolution	265	106,175	212,350	0.048
e) Votes with dissent for the Resolution	415	5,260	10,520	0.002

