

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

14th September, 2017

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: Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Voting results of 31st Annual General Meeting held on Thursday, 14th September, 2017

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

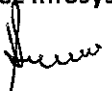
Dear Sirs,

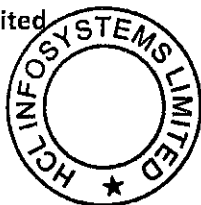
We are hereby enclosing the voting results of 31st Annual General Meeting (AGM) held on Thursday, 14th September, 2017 of the Company as per the Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 alongwith consolidated scrutinizer report. All five (5) resolutions as set out in the Notice convening AGM were approved by the requisite majority.

Mr. Vineet K Chaudhary, partner of M/s VKC & Associates, Company Secretary in whole-time practice was appointed as scrutinizer by the Company to scrutinize the remote e-voting and physical poll conducted through ballot papers at AGM venue, has submitted his report today i.e. 14th September, 2017.

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

Very Truly Yours,
For HCL Infosystems Limited


Sushil Kumar Jain
Company Secretary



Encl: as above

HCL

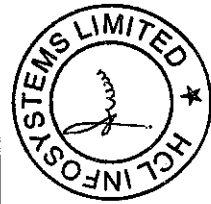
VOTING RESULTS (THROUGH REMOTE E-VOTING AND BALLOT PAPERS) OF 31ST ANNUAL GENERAL MEETING OF HCL INFOSYSTEMS LIMITED HELD ON THURSDAY, 14TH SEPTEMBER, 2017 AT 10:00 A.M. AT KAMANI AUDITORIUM, 1, COPERNICUS MARG, NEW DELHI – 110001 AS PER REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM: Thursday, September 14, 2017 [Remote e-voting period: Monday, September 11, 2017 at 9.00 a.m. IST to Wednesday, September 13, 2017 at 5.00 p.m. IST]

Total number of shareholders on record date: '96654' No. of Shares: '222999629'	
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group :	4 No. of Shares: 112421087
Public :	471 No. of Shares: 144586
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NA
Public :	NA

Agenda 1: To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2017, including the audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon

Resolution required:		Ordinary Resolution						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129377844	129377844	100.00	129377844	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	129377844	129377844	100.00	129377844	0	100.00	0.00
Public – Institutional	E-Voting	8495029	4213094	49.59	4213094	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	8495029	4213094	49.59	4213094	0	100.00	0.00
Public – Non Institutional	E-Voting	85126756	80151	0.09	78583	1568	98.04	1.96
	Poll	85126756	126416	0.15	126415	1	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	85126756	206567	0.24	204998	1569	99.24	0.76

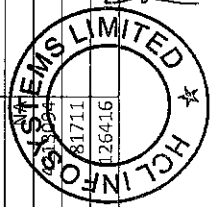


Agenda 2: To appoint a Director in place of Mr. Dilip Kumar Srivastava (DIN 06847137), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required:		Ordinary Resolution											
Whether promoter/ promoter group are interested in the agenda/resolution?		NO											
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129377844	129377844	100.00	129377844	0	100.00	0.00				100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00				0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA				NA	NA
	Total	129377844	129377844	100.00	129377844	0	100.00	0.00				100.00	0.00
Public - Institutional	E-Voting	8495029	4213094	49.59	1814560	2398534	43.07	56.93				43.07	56.93
	Poll	0	0	0.00	0	0	0.00	0.00				0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA				NA	NA
	Total	8495029	4213094	49.59	1814560	2398534	43.07	56.93				43.07	56.93
Public - Non Institutional	E-Voting	85126756	81493	0.10	72453	9040	88.91	11.09				88.91	11.09
	Poll	85126756	126416	0.15	126415	1	100.00	0.00				100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA				NA	NA
	Total	85126756	207909	0.24	198868	9041	95.65	4.35				95.65	4.35

Agenda 3: To appoint M/s BSR & Associates LLP, Chartered Accountants (FRN - 116231W/W-100024) as Auditors of the Company in place of M/s. Price Waterhouse, Chartered Accountants (FRN 301112E) and to fix their remuneration

Resolution required:		Ordinary Resolution											
Whether promoter/ promoter group are interested in the agenda/resolution?		NO											
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129377844	129377844	100.00	129377844	0	100.00	0.00				100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00				0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA				NA	NA
	Total	129377844	129377844	100.00	129377844	0	100.00	0.00				100.00	0.00
Public - Institutional	E-Voting	8495029	4213094	49.59	4213094	0	100.00	0.00				100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00				0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA				NA	NA
	Total	8495029	4213094	49.59	4213094	0	100.00	0.00				100.00	0.00
Public - Non Institutional	E-Voting	85126756	81711	0.10	79792	1919	97.65	2.35				97.65	2.35
	Poll	85126756	126416	0.15	126415	1	100.00	0.00				100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA				NA	NA
	Total	85126756	126416	0.15	126415	1	100.00	0.00				100.00	0.00



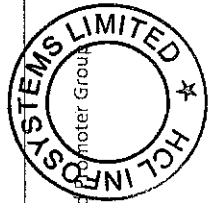
Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	85126756	208127	0.24	206207	1920	99.08	NA	NA	0.92

Agenda 4: To approve offer or invitation to subscribe to Redeemable Non-Convertible Debentures on private placement

Special Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?									
No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	129377844	129377844	100.00	129377844	0	100.00	0.00	
	Poll	0	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	
Total		129377844	129377844	100.00	129377844	0	100.00	0.00	
Public - Institutional	E-Voting	8495029	4213094	49.59	4213094	0	100.00	0.00	
	Poll	0	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	
Total		8495029	4213094	49.59	4213094	0	100.00	0.00	
Public - Non Institutional	E-Voting	85126756	81761	0.10	79647	2114	97.41	2.59	
	Poll	85126756	126416	0.15	126415	1	100.00	0.00	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	
Total		85126756	208177	0.24	206062	2115	98.98	1.02	

Agenda 5: To approve the related party transaction with HCL Corporation Private Limited as per the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Ordinary Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?									
HCL Corporation Private Limited & Vama Sundari Investments (Delhi) Private Limited									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	129377844	16952307	13.10	16952307	0	100.00	0.00	
	Poll	0	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	



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	Total	129377844	16952307	13.10	16952307	0	100.00	0.00
Public – Institutionals	E-Voting	8495029	4213094	49.59	1786652	2426442	42.41	57.59
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	8495029	4213094	49.59	1786652	2426442	42.41	57.59
Public – Non Institutionals	E-Voting	85126756	80251	0.09	73892	6359	92.08	7.92
	Poll	85126756	126416	0.15	126415	1	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	85126756	206667	0.24	200307	6360	96.92	3.08



CONSOLIDATED SCRUTINIZERS' REPORT

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

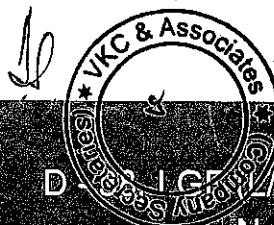
To
The Chairman
HCL Infosystems Limited
CIN: L72200DL1986PLC023955
Registered Office: 806 Siddharth, 96 Nehru Place,
New Delhi- 110019.

31st (Thirty First) Annual General Meeting ("AGM") of members of HCL Infosystems Limited held on Thursday, September 14, 2017, at 10:00 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110001

Dear Sir,

I, Vineet K Chaudhary, partner of M/s VKC & Associates, Practicing Company Secretary having (Membership No. F5327) was appointed as Scrutinizer to scrutinize the remote e-voting process and also voting by means of Poll at the AGM and for ascertaining the requisite majority on remote e-voting and also on poll through Ballot papers carried out for the resolutions proposed to be passed under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on the resolutions mentioned in notice of AGM dated August 19, 2017 for 31st (Thirty First AGM) of the members of the Company held on Thursday, September 14, 2017, at 10:00 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110001.

1. The Company has appointed National Securities Depository Limited (NSDL), as the service provider, for providing the facility of remote e-voting to the members of the Company. The service provider has provided a system for



Head Office:

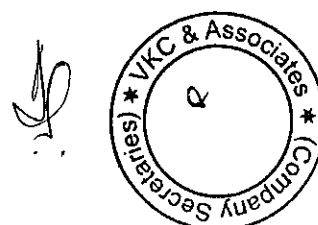
C-140, Sector - 51, Noida - 201303, UP, INDIA
+91-120-4131444, +91 9999233556
pcs@vkcindia.com, www.vkcindia.com

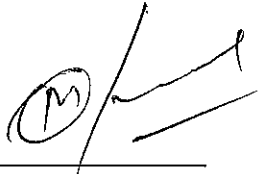
Branch Office:

D. I. G. P. (S) South Extn., Part - II
New Delhi - 110049, India
+91 11 49121644, 45

recording the votes of the shareholders electronically on all the items of the businesses (both Ordinary and Special businesses) sought to be transacted at the 31st AGM of the Company.

2. The remote e-voting period remained open from Monday, September 11, 2017 (09:00 AM) to Wednesday, September 13, 2017 (05:00 PM) on the designated website <https://www.evoting.nsdl.com/> of National Securities Depository Limited (NSDL).
3. The Members of the Company as on the "Cut-off date" i.e. September 7, 2017 were entitled to avail the facility of remote e-voting as well as voting at the AGM on the proposed resolutions (Item nos. 1 to 5) as set out in the notice dated August 19, 2017.
4. In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting by show of hands was not permitted at the General Meeting where remote e-voting has been offered to the members. Therefore, the Chairman ordered for poll through Ballot paper at AGM as per Rule 21 of the Companies (Management and Administration) Rules, 2014 (as amendment made thereunder).
5. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 of 31st AGM of the Company. My responsibility as Scrutinizer is restricted to make a Scrutinizer's Report of the votes cast "For" or "Against" the resolutions stated in the Notice of AGM.
6. After completion of Poll through Ballot Papers, the votes casted through remote e-voting and ballot papers were unblocked in the presence of two witnesses Mr. Mohit K Dixit & Mr. Akshit Arora who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence. Votes casted by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company.





Mr. Mohit Dixit



Mr. Akshit Arora

7. After scrutinizing the system generated report of remote e-voting provided by NSDL and after ascertaining the votes casted by Poll through Ballot Papers, I hereby submit the consolidated results of remote e-voting and Poll as under:

Resolution 01-Ordinary Resolution

Adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

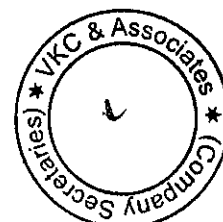
Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	200	133,671,089	-	-	196	133,669,521	4	1,568
Poll	47	129,819	6	3,403	40	126,415	1	1
TOTAL	247	133,800,908	6	3,404	236	133,795,936	5	1,569

*Total valid number of voters (Number of Voters- invalid Voters) = 247-6 = 241.

Total Valid Votes (Total Votes - Invalid votes) = 133,797,505

Votes in Favour (% of Total Valid Votes) = 99.99%

Votes in Against (% of Total Valid Votes) = 0.01%



Resolution 02 -Ordinary Resolution

Re-appointment of Mr. Dilip Kumar Srivastava (Director), who retires by rotation and being eligible, offers himself for re-appointment.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	200	133,672,431	-	-	180	131,264,857	20	2,407,574
Poll	47	129,819	6	3,403	40	126,415	1	1
TOTAL	247	133,802,250	6	3,403	220	131,391,272	21	2,407,575

**Total valid number of voters (Number of Voters- invalid Voters) = 247-6 = 241.*

Total Valid Votes (Total Votes - Invalid votes) = 133,798,847

Votes in Favour (% of Total Valid Votes) = 98.20%

Votes in Against (% of Total Valid Votes) = 1.80%

Resolution 03 -Ordinary Resolution

Appointment of M/s BSR & Associates LLP, Chartered Accountants (FRN – 116231W/W-100024) as Auditors of the Company in place of M/s. Price Waterhouse, Chartered Accountants (FRN 301112E) and to fix their remuneration

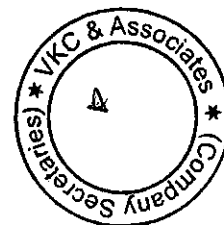
Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	200	133,672,649	-	-	190	133,670,730	10	1,919
Poll	47	129,819	6	3,403	40	126,415	1	1
TOTAL	247	133,802,468	6	3,403	230	133,797,145	11	1,920

**Total valid number of voters (Number of Voters- invalid Voters) = 247-6 = 241.*

Total Valid Votes (Total Votes - Invalid votes) = 133,799,065

Votes in Favour (% of Total Valid Votes) = 99.99%

Votes in Against (% of Total Valid Votes) = 0.01%



Resolution 04 –Special Resolution

Approving offer or invitation to subscribe to Redeemable Non-convertible Debenture on private placement by way of passing special resolution.

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	200	133,672,699	-	-	190	133,670,585	10	2,114
Poll	47	129,819	6	3,403	40	126,415	1	1
TOTAL	247	133,802,518	6	3,403	230	133,797,000	11	2,115

**Total valid number of voters (Number of Voters- invalid Voters) = 247-6 = 241.*

Total Valid Votes (Total Votes - Invalid votes) = 133,799,115

Votes in Favour (% of Total Valid Votes) = 99.99%

Votes in Against (% of Total Valid Votes) = 0.01%

Resolution 05 –Ordinary Resolution

Approving the related party transaction with HCL Corporation Private Limited as per the provision of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015

Mode	No. of voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	194	21,245,652	-	-	175	18,812,851	19	2,432,801
Poll	47	129,819	6	3,403	40	126,415	1	1
TOTAL	241	21,375,471	6	3,403	215	18,939,266	20	2,432,802

**Total valid number of voters (Number of Voters- invalid Voters) = 241-6 = 235.*

Total Valid Votes (Total Votes - Invalid votes) = 21372068

Votes in Favour (% of Total Valid Votes) = 88.62%

Votes in Against (% of Total Valid Votes) = 11.38%



8. All the papers relating to voting by remote e-voting and Poll Shall remain in the safe custody of the Scrutinizer until the chairman considers, approves and signs the minutes of AGM and thereafter, the Scrutinizer shall hand over the related papers to the Company
9. Based on the above voting, I confirm that all resolutions have been carried on with requisite majority, accordingly I request the Chairman of the 31st AGM, to announce the result of the meeting.

For VKC & Associates
(Company Secretaries)



[Handwritten Signature]
CS Vineet K Chaudhary
Scrutinizer
Membership No: -F5327
C.P. No: - 4548

Date: September 14, 2017

Place: New Delhi

[Handwritten Signature]

Signature

Chairman/Authorised Person