

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

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Details of Voting Results

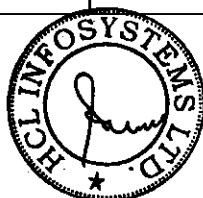
Date of AGM/ EGM	:	28 th Annual General Meeting held on 12 th November, 2014
Total Number of shareholders on record date	:	65,096
Total Number of shareholders present in the meeting either in person or through proxy		
- Promoters and Promoter Group	:	0
-Public	:	8112
No. of shareholders attended the meeting through Video conferencing		Not arranged
- Promoters and Promoter Group	:	
- Public	:	

Agenda wise

Resolution 1 : To receive, consider and adopt the financial statements of the Company for the financial year ended 30th June, 2014, including the audited Balance Sheet as at 30th June, 2014, 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**Mode of Voting : E-voting/Poll****Result : Passed with overwhelming majority**

Promoter/ Public	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	129377844	129294024	99.9352	129294024	0	100	0
Public -- Institutional holders	27239038	21571886	79.1947	21571886	0	100	0
Public-Others	66262747	1714578	2.5875	1713608	970	99.9434	0.0565
Total	222879629	152580488	68.4586	152579518	970	99.9993	0.0006



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Resolution 2 : To appoint a Director in place of Mr. V. N. Koura (DIN 00010210), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required : Ordinary Resolution**Mode of Voting : E-voting/Poll****Result : Passed with overwhelming majority**

Promoter/ Public	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	129377844	129294024	99.9352	129294024	0	100	0
Public – Institution al holders	27239038	21571886	79.1947	0	21571886	0	100
Public- Others	66262747	1714579	2.5875	1709127	5452	99.682	0.3179
Total	222879629	152580489	68.4586	131003151	21577338	85.8583	14.1416

Resolution 3 : To appoint M/s. Price Waterhouse, Chartered Accountants (FRN – 301112E) as Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

Resolution Required : Ordinary Resolution**Mode of Voting : E-voting/Poll****Result : Passed with overwhelming majority**

Promoter/ Public	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	129377844	129294024	99.9352	129294024	0	100	0
Public – Institution al holders	27239038	19823535	72.7761	19807176	16359	99.9174	0.0825
Public-Others	66262747	1714579	2.5875	1707553	7026	99.5902	0.4097
Total	222879629	150832138	67.6742	150808753	23385	99.9844	0.0155

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Resolution 4 : Appointment of Mr. Kaushik Dutta as an Independent Director.**Resolution Required : Ordinary Resolution**

Mode of Voting : E-voting/Poll

Result : Passed with overwhelming majority

Promoter/ Public	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	129377844	129294024	99.9352	129294024	0	100	0
Public – Institutional holders	27239038	21571886	79.1947	21571886	0	100	0
Public-Others	66262747	1712509	2.5844	1707879	4630	99.7296	0.2703
Total	222879629	152578419	68.4577	152573789	4630	99.9969	0.003

Resolution 5 : Appointment of Ms. Sangeeta Talwar as an Independent Director.**Resolution Required : Ordinary Resolution**

Mode of Voting : E-voting/Poll

Result : Passed with overwhelming majority

Promoter/ Public	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	129377844	129294024	99.9352	129294024	0	100	0
Public – Institutional holders	27239038	21571886	79.1947	21571886	0	100	0
Public- Others	66262747	1714414	2.5872	1709784	4630	99.7299	0.27
Total	222879629	152580324	68.4586	152575694	4630	99.9969	0.003

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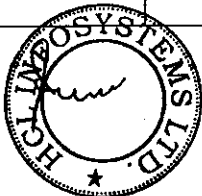
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Resolution 6 : Appointment of Mr. Sanjeev Sharma as an Independent Director.**Resolution Required : Ordinary Resolution****Mode of Voting : E-voting/Poll****Result : Passed with overwhelming majority**

Promoter/ Public	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	129377844	129294024	99.9352	129294024	0	100	0
Public – Institutional holders	27239038	21571886	79.1947	21571886	0	100	0
Public-Others	66262747	1714539	2.5874	1710009	4530	99.7357	0.2642
Total	222879629	152580449	68.4586	152575919	4530	99.997	0.0029

Resolution 7 : To appoint Mr. Dharendra Singh (DIN 00852815) as an Independent Director.**Resolution Required : Ordinary Resolution****Mode of Voting : E-voting/Poll****Result : Passed with overwhelming majority**

Promoter/ Public	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	129377844	129294024	99.9352	129294024	0	100	0
Public – Institutional holders	27239038	21571886	79.1947	19807176	1764710	91.8193	8.1806
Public-Others	66262747	1713994	2.5866	1709214	4780	99.7211	0.2788
Total	222879629	152579904	68.4584	150810414	1769490	98.8402	1.1597



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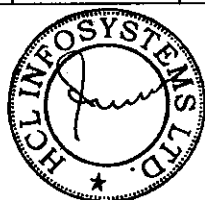
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Resolution 8 : To appoint Mr. Ajay Vohra (DIN 00012136) as an Independent Director.**Resolution Required : Ordinary Resolution****Mode of Voting : E-voting/Poll****Result : Passed with overwhelming majority**

Promoter/ Public	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	129377844	129294024	99.9352	129294024	0	100	0
Public – Institutional holders	27239038	21571886	79.1947	0	21571886	0	100
Public-Others	66262747	1714404	2.5872	1709398	5006	99.708	0.2919
Total	222879629	152580314	68.4586	131003422	21576892	85.8586	14.1413

Resolution 9 : To appoint Dr. Pradeep Kumar Khosla (DIN 03611983) as an Independent Director**Resolution Required : Ordinary Resolution****Mode of Voting : E-voting/Poll****Result : Passed with overwhelming majority**

Promoter/ Public	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	129377844	129294024	99.9352	129294024	0	100	0
Public – Institutional holders	27239038	21571886	79.1947	0	21571886	0	100
Public-Others	66262747	1714134	2.5868	1709737	4397	99.7434	0.2565
Total	222879629	152580044	68.4584	131003761	21576283	85.859	14.1409



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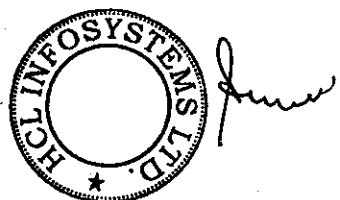
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Resolution 10 : To appoint Mr. Pawan Kumar Danwar (DIN 06847503) as a Non-Executive Non-Independent Director**Resolution Required : Ordinary Resolution****Mode of Voting : E-voting/Poll****Result : Passed with overwhelming majority**

Promoter/ Public	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	129377844	129294024	99.9352	129294024	0	100	0
Public – Institutional holders	27239038	21571886	79.1947	21571886	0	100	0
Public-Others	66262747	1714169	2.5869	1709523	4646	99.7289	0.271
Total	222879629	152580079	68.4585	152575433	4646	99.9969	0.003

Resolution 11 : To appoint Mr. Dilip Kumar Srivastava (DIN 06847137) as a Non-Executive Non-Independent Director**Resolution Required : Ordinary Resolution****Mode of Voting : E-voting/Poll****Result : Passed with overwhelming majority**

Promoter/ Public	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	129377844	129294024	99.9352	129294024	0	100	0
Public – Institutional holders	27239038	21571886	79.1947	21571886	0	100	0
Public-Others	66262747	1714189	2.5869	1709638	4551	99.7345	0.2654
Total	222879629	152580099	68.4585	152575548	4551	99.997	0.0029



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Resolution 12 : To appoint Mr. Premkumar Seshadri (DIN 03114983) as a Non-Independent Director**Resolution Required : Ordinary Resolution****Mode of Voting : E-voting/Poll****Result : Passed with overwhelming majority**

Promoter/ Public	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	129377844	129294024	99.9352	129294024	0	100	0
Public – Institutional holders	27239038	21571886	79.1947	21571886	0	100	0
Public-Others	66262747	1714483	2.5874	1709702	4781	99.7211	0.2788
Total	222879629	152580393	68.4586	152575612	4781	99.9968	0.0031

Resolution 13 : To continue payment of remuneration on existing basis to Mr. Harshavardhan Madhav Chitale, Managing Director & CEO.**Resolution Required : Special Resolution****Mode of Voting : E-voting/Poll****Result : Passed with overwhelming majority**

Promoter/ Public	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	129377844	129294024	99.9352	129294024	0	100	0
Public – Institutional holders	27239038	21571886	79.1947	19807176	1764710	91.8193	8.1806
Public-Others	66262747	1714514	2.5874	1708637	5877	99.6572	0.3427
Total	222879629	152580424	68.4586	150809837	1770587	98.8395	1.1604



Scrutinizers' Report

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20, 21 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement]

To,

The Chairman
HCL Infosystems Limited
806 Siddharth 96 Nehru Place
New Delhi - 110019
Delhi

Re: Report on e-voting held during the period from 6th November, 2014 to 8th November, 2014 and voting by Poll conducted at 28th Annual General Meeting of the equity shareholders of HCL Infosystems Limited (The Company), held on Wednesday, 12th November, 2014 at 10.30 A.M. at FICCI Auditorium, 1, Tansen Marg, New Delhi- 110001

Dear Sir,

1. As per the provisions of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Agreement, the Company had provided the facility of electronic voting ("e-voting") to the shareholders to cast their votes electronically on all the resolutions proposed in the Notice of the 28th Annual General Meeting ("AGM").
2. In line with the provisions of the Companies Act, 2013 and in term of the clarification issued by MCA, voting by show of hands was not permitted at the General Meeting where e-voting has been offered to the Shareholders. Therefore, at the 28th AGM of the Company, voting was also conducted by means of poll.



3. I, Vineet K Chaudhary, Company Secretary in whole-time practice was appointed as Scrutinizer to scrutinize the e-voting process and also voting by means of Poll at the AGM and for ascertaining the requisite majority on e-voting and also on Poll carried out for the resolutions proposed in the Notice of the 28th AGM of the Shareholders of the Company.
4. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolutions mentioned in the Notice of the 28th Annual General Meeting. Our responsibilities as scrutinizer is restricted to make a Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice.
5. The Company had appointed National Securities Depository Limited (NSDL), as the service provider, for providing the facility of electronic voting to the shareholders of the Company. The service provider had provided a system for recording the votes of the shareholders electronically on all the items of the businesses (both Ordinary and Special businesses) mentioned in the Notice of the 28th AGM of the Company. The Service provider accordingly has set up e-voting facility on their website www.evoting.nsdl.com during the period from 6th November, 2014 to 8th November, 2014.
6. Based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL) and votes casted on Poll, I submit the consolidated results of e-voting and Poll as under:



Resolution 01 - Ordinary Resolution

To receive, consider and adopt the financial statements of the Company for the financial year ended 30th June, 2014, including the audited Balance Sheet as at 30th June, 2014, 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	Ballots Received	Total Shares	Invalid		Favour		Against	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
ELE/e-Voting	120	151,221,248	7	2,176	112	151,218,672	1	400
PHY	139	1361452	10	36	127	1,360,846	2	570
TOTAL	259	152,582,700	17	2,212	239	152,579,518	3	970

Total Valid Shares (Total Shares - Invalid) = 152,580,488

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

Votes in Against (% of Total Valid Shares) = 00.01%

Resolution 02 - Ordinary Resolution

Appointment of a Director in place of Mr. V.N. Koura (DIN 00010210), who retires by rotation and being eligible offers himself for re-appointment.

Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
ELE/e-Voting	121	151,221,249	7	2,176	89	129,641,735	25	21,577,338
PHY	139	1,361,452	10	36	129	1,361,416	0	0
TOTAL	260	152,582,701	17	2,212	218	131,003,151	25	21,577,338

Total Valid Shares (Total Shares - Invalid) = 152,580,489

Votes in Favour (% of Total Valid Shares) = 85.86%

Votes in Against (% of Total Valid Shares) = 14.14%



Resolution 03 - Ordinary Resolution

Appointment of M/s Price Waterhouse, Chartered Accountants (Registration No.301112E) as statutory auditors of the Company from the conclusion of this meeting until the conclusion of next AGM and to fix their remuneration.

Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
ELE/e-Voting	119	149,472,598	6	1,876	102	149,447,907	11	22,815
PHY	139	1361452	10	36	127	1,360,846	2	570
TOTAL	258	150,834,050	16	1,912	229	150,808,753	13	23,385

Total Valid Shares (Total Shares - Invalid) = 150,832,138

Votes in Favour (% of Total Valid Shares) = 99.98%

Votes in Against (% of Total Valid Shares) = 00.02%

Resolution 04 - Ordinary Resolution

Appointment of Mr. Kaushik Dutta (DIN 03328890) as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term upto 31st March, 2019.

Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
ELE/e-Voting	118	151,218,879	6	1,876	106	151,212,373	6	4,630
PHY	139	1,361,452	10	36	129	1,361,416	0	0
TOTAL	257	152,580,331	16	1,912	235	152,573,789	6	4,630

Total Valid Shares (Total Shares - Invalid) = 152,578,419

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

Votes in Against (% of Total Valid Shares) = 00.01%



Resolution 05 - Ordinary Resolution

Appointment of Ms. Sangeeta Talwar (DIN 00062478) as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term upto 31st March, 2019.

Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
ELE/e-Voting	118	151,220,824	6	1,876	106	151,214,318	6	4,630
PHY	139	1,361,412	10	36	129	1,361,376	0	0
TOTAL	257	152,582,236	16	1,912	235	152,575,694	6	4630

Total Valid Shares (Total Shares - Invalid) = 152,580,324

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

Votes in Against (% of Total Valid Shares) =00.01%

Resolution 06 - Ordinary Resolution

Appointment of Mr. Sanjeev Sharma (DIN 05341838) as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term upto 2nd October, 2019.

Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
ELE/e-Voting	120	151,220,949	6	1,876	109	151,214,543	5	4,530
PHY	139	1,361,412	10	36	129	1,361,376	0	0
TOTAL	259	152,582,361	16	1,912	238	152,575,919	5	4,530

Total Valid Shares (Total Shares - Invalid) = 152,580,449

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

Votes in Against (% of Total Valid Shares) = 00.01%



Resolution 07 - Ordinary Resolution

Appointment of Mr. Dharendra Singh (DIN 00852815) as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term upto 31st March, 2019.

Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
ELE/e-Voting	117	151,220,404	6	1,876	103	149,449,038	8	1,769,490
PHY	139	1,361,412	10	36	129	1,361,376	0	0
TOTAL	256	152,581,816	16	1,912	232	150,810,414	8	1,769,490

Total Valid Shares (Total Shares - Invalid) = 152,579,904

Votes in Favour (% of Total Valid Shares) = 98.84%

Votes in Against (% of Total Valid Shares) = 1.16%

Resolution 08 - Ordinary Resolution

Appointment of Mr. Ajay Vohra (DIN 00012136) as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term upto 31st March, 2019.

Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
ELE/e-Voting	119	151,220,814	6	1,876	90	129,642,046	23	21,576,892
PHY	139	1,361,412	10	36	129	1,361,376	0	0
TOTAL	258	152,582,226	16	1,912	219	131,003,422	23	21,576,892

Total Valid Shares (Total Shares - Invalid) = 152,580,314

Votes in Favour (% of Total Valid Shares) = 85.86%

Votes in Against (% of Total Valid Shares) = 14.14%



Resolution 09 - Ordinary Resolution

Appointment of Mr. Pradeep Kumar Khosla (DIN 03611983) as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term upto 31st March, 2019

Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
ELE/e-Voting	118	151,220,544	6	1876	90	129,642,386	22	21,576,282
PHY	139	1,361,412	10	36	128	1,361,375	1	1
TOTAL	257	152,581,956	16	1,912	218	131,003,761	23	21,576,283

Total Valid Shares (Total Shares - Invalid) = 152,580,044

Votes in Favour (% of Total Valid Shares) = 85.86%

Votes in Against (% of Total Valid Shares) = 14.14%

Resolution 10 - Ordinary Resolution

Appointment of Mr. Pawan Kumar Danwar (DIN 06847503), as a Non-Executive Non-Independent Director of the Company, with office term liable to retire by rotation.

Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
ELE/e-Voting	118	151,220,579	6	1,876	107	151,214,058	5	4,645
PHY	139	1,361,412	10	36	128	1,361,375	1	1
TOTAL	257	152,581,991	16	1912	235	152,575,433	6	4646

Total Valid Shares (Total Shares - Invalid) = 152,580,079

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

Votes in Against (% of Total Valid Shares) = 00.01%



Resolution 11 - Ordinary Resolution

Appointment of Mr. Dilip Kumar Srivastava (DIN 06847137), as a Non-Executive Non-Independent Director of the Company, whose office term liable to retire by rotation

Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
ELE/e-Voting	118	151,220,599	6	1,876	107	151,214,173	5	4,550
PHY	139	1,361,412	10	36	128	1,361,375	1	1
TOTAL	257	152,582,011	16	1,912	235	152,575,548	6	4551

Total Valid Shares (Total Shares - Invalid) = 152,580,099

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

Votes in Against (% of Total Valid Shares) = 00.01%

Resolution 12 - Ordinary Resolution

Appointment of Mr. Prem Kumar Seshadri (DIN 03114983), as a Non-Independent Director of the Company, with office term liable to retire by rotation.

Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
ELE/e-Voting	120	151,221,193	7	2,176	107	151,214,237	6	4,780
PHY	139	1,361,412	10	36	128	1,361,375	1	1
TOTAL	259	152,582,605	17	2,212	235	152,575,612	7	4,781

Total Valid Shares (Total Shares - Invalid) = 152,580,393

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

Votes in Against (% of Total Valid Shares) = 00.01%



Resolution 13 - Special Resolution

To continue payment of remuneration on existing basis to Mr. Harshavardhan Madhav Chitale, Managing Director & CEO.

Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
ELE/e-Voting	120	151,221,224	7	2,176	100	149,448,462	13	1,770,586
PHY	139	1,361,412	10	36	128	1,361,375	1	1
TOTAL	259	152,582,636	17	2,212	228	150,809,837	14	1,770,587

Total Valid Shares (Total Shares - Invalid) = 152,580,424

Votes in Favour (% of Total Valid Shares) = 98.84%

Votes in Against (% of Total Valid Shares) = 01.16%

7. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the 28^h AGM to announce the result of the meeting



For V.K. Chaudhary & Co.
(Company Secretaries)

CS Vineet K Chaudhary
Scrutinizer
C.P. No 4548
Membership No F-5327

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement]

To,

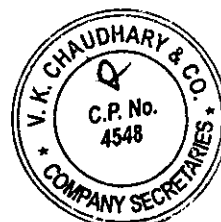
The Chairman
HCL INFOSYSTEMS LIMITED
806, Siddharth, 96, Nehru Place,
New Delhi-110019

Re: Report on e-voting for the business to be transacted on the agenda as contained in the notice for convening Twenty Eighth Annual General Meeting of HCL Infosystems Limited to be held on Wednesday, 12th November, 2014 at FICCI Auditorium, 1, Tansen Marg, New Delhi 110001.

Dear Sir,

I, Vineet K Chaudhary, Practicing Company Secretary was appointed as Scrutinizer by the Board of Directors of HCL Infosystems Limited ("the Company") at their meeting held on 27th August, 2014 for the purpose of scrutinizing e-voting process in a fair and transparent manner, in terms of the provisions of Section 108 of the Companies Act, 2013 read with rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 ("Rules") and in terms of Clause 35B of the Listing Agreement, in respect of proposed resolutions to be passed at the Twenty Eighth Annual General Meeting of the equity shareholders of HCL Infosystems Limited to be held on Wednesday, 12th November, 2014 at 10.30 A.M. at FICCI Auditorium, 1, Tansen Marg, New Delhi 110001.

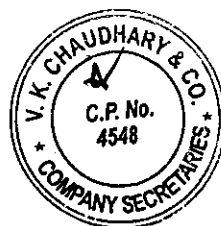
The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of Twenty Eighth Annual General Meeting. My



responsibilities as a scrutinizer for the e-voting is restricted to make a Scrutinizer's Report of the votes cast in "Favour" or "Against" the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited, (NSDL), the service provider.

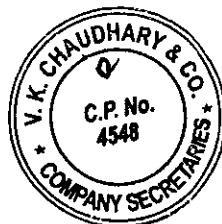
We submit our report as under:

1. The Company had appointed NSDL as the authorized agency, for providing the facility of electronic voting to the shareholders of the Company. M/s. Alankit Assignments Limited is the Registrar and Share Transfer Agent (RTA) of the Company. The authorized agency, had provided a system for recording the votes of the shareholders electronically on all the items of the businesses (both Ordinary and Special businesses) sought to be transacted in the Twenty Eighth Annual General Meeting (AGM) of the Company. The authorized agency accordingly had set up e-voting facility on their website www.evoting.nsdl.com.
2. The Company had uploaded all the items of the business to be transacted on the website of the Company and also on the website of its authorized agency to facilitate its shareholders to cast their vote through e-Voting.
3. The Company had indicated the process and manner for e-voting in the annexure forming part of the Notice of the Annual General Meeting sent along with Notice and the same was also available on the website of www.hclinfosystems.com.
4. In accordance with Rules, the Company has also published required advertisements in The Business Standard (English) on Tuesday, 21st October, 2014 and Business Standard (Hindi, the principal vernacular language of the district in which the registered office of the Company is situated) on Tuesday, 21st October, 2014.
5. The e-Voting period commenced on **Thursday, 6th November, 2014** at (9.00 A.M. IST) and ended on **Saturday, 8th November, 2014** at (6.00 P.M. IST).
6. The Equity shareholders holding shares as on Friday, 10th October, 2014, "Cut-off date", were entitled to vote on the resolutions stated in the Notice of Twenty Eighth Annual General Meeting of the Company. The Paid up Equity share capital of the Company as on Cut-off date was Rs. 445,759,258/- consisting of 222,879,629 equity shares of Rs. 2 each.
7. The votes were unblocked by the scrutinizer in the presence of Mr. Puneet Sharma and Mr. Harsh Oberoi, who are not the employees of the Company.




8. A register has been maintained electronically to record the assent or dissent received, mentioning the particulars of Name, Folio number or Client ID of the shareholders, number of shares held by them, nominal value of such shares in respect of Rule 20(3)(xii) of the Rules. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting right did not arise.
9. The e-voting results/list of equity shareholders who have voted in "FAVOUR" and/or "AGAINST" were downloaded from the e-voting website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com and the same are being handed over to the Chairman.
10. The result of e-voting on all resolutions is attached herewith as Annexure 1 to Annexure 13.
11. All the relevant records of electronic voting will remain in our safe custody until the chairman considers, approves and signs the minutes of Twenty Eighth Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for the safe keeping.

Date : 10.11.2014



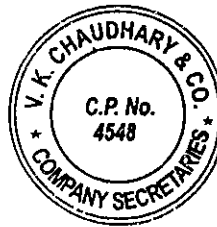
For V.K. Chaudhary & Co.
(Company Secretaries)


CS Vineet K Chaudhary
Scrutinizer
C.P. No 4548
Membership No F-5327

Resolution No. 1- Ordinary Resolution

To receive, consider and adopt the financial statements of the Company for the financial year ended 30th June, 2014, including the audited Balance Sheet as at 30th June, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

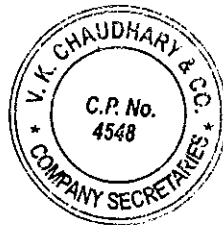
Sr. No	Particulars	No. of e-voters	No. of votes contained in e-votes	% of Total paid up equity capital	% of Total Valid votes
A	Total	120	151,221,248	67.85	
B	Less- Invalid	7	2,176		
C	Valid	113	151,219,072	67.85	100
D	Favor	112	151,218,672	67.85	99.99
E	Against	1	400	0	00.01



Resolution No. 2 - Ordinary Resolution

Appointment of a Director in place of Mr. V.N. Koura (DIN 00010210), who retires by rotation and being eligible offers himself for re-appointment.

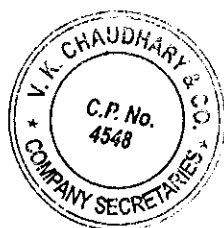
Sr. No	Particulars	No. of e-voters	No. of votes contained in e-votes	% of Total paid up equity capital	% of Total Valid votes
A	Total	121	151,221,249	67.85	
B	Less- Invalid	7	2,176		
C	Valid	114	151,219,073	67.85	100
D	Favor	89	129,641,735	58.17	85.73
E	Against	25	21,577,338	09.68	14.27



Resolution No. 3 - Ordinary Resolution

Appointment of M/s Price Waterhouse, Chartered Accountants (Registration No.301112E) as statutory auditors of the Company from the conclusion of this meeting until the conclusion of next AGM and to fix their remuneration.

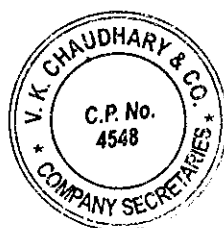
Sr. No	Particulars	No. of e-voters	No. of votes contained in e-votes	% of Total paid up equity capital	% of Total Valid votes
A	Total	119	149,472,598	67.06	
B	Less- Invalid	6	1,876		
C	Valid	113	149,470,722	67.06	100
D	Favor	102	149,447,907	67.05	99.98
E	Against	11	22,815	00.01	00.02



Resolution No. 4 - Ordinary Resolution

Appointment of Mr. Kaushik Dutta (DIN 03328890) as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term upto 31st March, 2019.

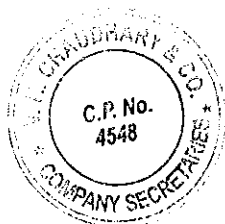
Sr. No	Particulars	No. of e-voters	No. of votes contained in e-votes	% of Total paid up equity capital	% of Total Valid votes
A	Total	118	151,218,879	67.85	
B	Less- Invalid	6	1,876		
C	Valid	112	151,217,003	67.85	100
D	Favor	106	151,212,373	67.85	99.99
E	Against	6	4,630	0	00.01



Resolution No. 5 - Ordinary Resolution

Appointment of Ms. Sangeeta Talwar (DIN 00062478) as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term upto 31st March, 2019.

Sr. No.	Particulars	No. of e-voters	No. of votes contained in e-votes	% of Total paid up equity capital	% of Total Valid votes
A	Total	118	151,220,824	67.85	
B	Less- Invalid	6	1,876		
C	Valid	112	151,218,948	67.85	100
D	Favor	106	151,214,318	67.85	99.99
E	Against	6	4,630	0	00.01



Resolution No. 6 - Ordinary Resolution

Appointment of Mr. Sanjeev Sharma (DIN 05341838) as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term upto 2nd October, 2019.

Sr. No	Particulars	No. of e-voters	No. of votes contained in e-votes	% of Total paid up equity capital	% of Total Valid votes
A	Total	120	151,220,949	67.85	
B	Less- Invalid	6	1,876		
C	Valid	114	151,219,073	67.85	100
D	For	109	151,214,543	67.85	99.99
E	Against	5	4,530	0	00.01



Resolution No. 7 - Ordinary Resolution

Appointment of Mr. Dharendra Singh (DIN 00852815) as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term upto 31st March, 2019.

Sr. No	Particulars	No. of e-voters	No. of votes contained in e-votes	% of Total paid up equity capital	% of Total Valid votes
A	Total	117	151,220,404	67.85	
B	Less- Invalid	6	1,876		
C	Valid	111	151,218,528	67.85	100
D	Favor	103	149,449,038	67.05	98.83
E	Against	8	1,769,490	00.80	01.17



Resolution No. 8 - Ordinary Resolution

Appointment of Mr. Ajay Vohra (DIN 00012136) as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term upto 31st March, 2019.

Sr. No	Particulars	No. of e-voters	No. of votes contained in e-votes	% of Total paid up equity capital	% of Total Valid votes
A	Total	119	151,220,814	67.85	
B	Less- Invalid	6	1,876		
C	Valid	113	151,218,938	67.85	100
D	Favor	90	129,642,046	58.17	85.73
E	Against	23	21,576,892	9.68	14.27



Resolution No. 9 - Ordinary Resolution

Appointment of Mr. Pradeep Kumar Khosla (DIN 03611983) as an Independent Director of the Company, to hold office for 5 (five) consecutive years for a term upto 31st March, 2019.

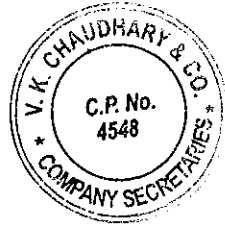
Sr. No	Particulars	No. of e-voters	No. of votes contained in e-votes	% of Total paid up equity capital	% of Total Valid votes
A	Total	118	151,220,544	67.85	
B	Less- Invalid	6	1876		
C	Valid	112	151,218,668	67.85	100
D	Favor	90	129,642,386	58.17	85.73
E	Against	22	21,576,282	9.68	14.26



Resolution No. 10 - Ordinary Resolution

Appointment of Mr. Pawan Kumar Danwar (DIN 06847503), as a Non-Executive Non-Independent Director of the Company, with office term liable to retire by rotation.

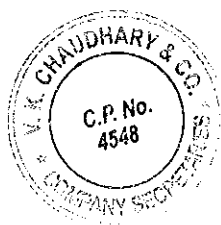
Sr. No	Particulars	No. of e-voters	No. of votes contained in e-votes	% of Total paid up equity capital	% of Total Valid votes
A	Total	118	151,220,579	67.85	
B	Less- Invalid	6	1,876		
C	Valid	112	151,218,703	67.85	100
D	Favor	107	151,214,058	67.85	99.99
E	Against	5	4,645	0	00.01



Resolution No. 11 - Ordinary Resolution

Appointment of Mr. Dilip Kumar Srivastava (DIN 06847137), as a Non-Executive Non-Independent Director of the Company, whose office term liable to retire by rotation.

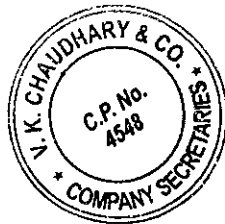
Sr. No	Particulars	No. of e-voters	No. of votes contained in e-votes	% of Total paid up equity capital	% of Total Valid votes
A	Total	118	151,220,599	67.85	
B	Less- Invalid	6	1,876		
C	Valid	112	151,218,723	67.85	100
D	Favor	107	151,214,173	67.85	99.99
E	Against	5	4,550	0	00.01



Resolution No. 12 - Ordinary Resolution

Appointment of Mr. Prem Kumar Seshadri (DIN 03114983), as a Non-Independent Director of the Company, with office term liable to retire by rotation.

Sr. No	Particulars	No. of e-voters	No. of votes contained in e-votes	% of Total paid up equity capital	% of Total Valid votes
A	Total	120	151,221,193	67.85	
B	Less- Invalid	7	2,176		
C	Valid	113	151,219,017	67.85	100
D	Favor	107	151,214,237	67.85	99.99
E	Against	6	4,780	0	00.01



Resolution No. 13 - Special Resolution

To continue payment of remuneration on existing basis to Mr. Harshavardhan Madhav Chitale, Managing Director & CEO.

Sr. No	Particulars	No. of e-voters	No. of votes contained in e-votes	% of Total paid up equity capital	% of Total Valid votes
A	Total	120	151,221,224	67.85	
B	Less- Invalid	7	2176		
C	Valid	113	151,219,048	67.85	100
D	Favor	100	149,448,462	67.05	98.83
E	Against	13	1,770,586	00.80	01.17

