



HCL INFOSYSTEMS LIMITED

Registered Office : 806, Siddharth, 96, Nehru Place, New Delhi - 110 019

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Serial No.:

1. Name & Address of Sole / First Shareholder (in Block Letters)

2. Name(s) of Joint Shareholder(s), if any

3. Registered Folio No. / DP ID No.* / Client ID No.* (*Applicable to Shareholders holding shares in dematerialised form)

4. Number of shares held

5. I/We hereby exercise my/our vote in respect of the ordinary resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares held	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Ordinary Resolution under Section 293 (1) (a) of the Companies Act 1956 for transfer of the Company's Computing Products Manufacturing and Channel Business to a wholly owned subsidiary/group/affiliate/ other entity			

Place :

Date :

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

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

Note : Kindly read the instructions printed overleaf before filling the form.

Last date for receipt of Postal Ballot Forms by Scrutinizer is Thursday, 9th August, 2012.

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Vineet K. Chaudhary, a Practicing Company Secretary in the attached self addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered / speed post at the expense of the Shareholder will also be accepted.
2. The self addressed business reply envelope bears the address of the Scrutinizer.
3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
4. Duly completed Postal Ballot Form should reach the Company not later than Thursday, 9th August, 2012. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
5. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
6. In case of shares held by companies, trusts, societies, banks, financial institutions etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter/power of attorney together with the specimen signature(s) of the duly authorised signatory(ies).
7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., Thursday, 9th August, 2012.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders on Saturday, 30th June, 2012.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. A Shareholder need not use all the votes nor does he need to cast all the votes in the same way.
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
13. The result of the Postal Ballot will also be posted on the website of the Company www.hclinfosystems.com and also in the newspaper(s) for the information of the Shareholders.
14. **The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.**

HCL Infosystems Limited

Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi - 110 019

POSTAL BALLOT NOTICE**Dear Shareholder(s),****Notice pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011**

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 (the Companies Act), read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time, that resolution appended below is proposed to be passed as an Ordinary Resolution by way of Postal Ballot.

As per the provisions of Section 293 (1)(a) of the Companies Act, any transfer of the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking requires approval of the Shareholders by way of an Ordinary Resolution. As per Section 192A of the Companies Act, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 as amended from time to time, consent of the Shareholders of the Company is required to be obtained by means of voting by Postal Ballot in this regard.

The Shareholders are requested to authorise the Board of Directors with the requisite authority under Section 293(1)(a) of the Companies Act to transfer of the Company's Computing Products Manufacturing and Channel Business (which includes the manufacturing undertaking and the channel undertaking) of the Company comprising *inter alia* its employees, customers, suppliers and other partner relationships and including verbal agreements and formal contracts, causes of actions and any or all assets and properties related to the Computing Products Manufacturing and Channel Business, as well as any or all liabilities relating to this business to a wholly owned subsidiary/group/affiliate/other entity, in light of the objective more fully set out in the explanatory statement.

Special Business**Item No. 1****Transfer of the Company's Computing Products Manufacturing and Channel Business to a wholly owned subsidiary/group/affiliate/other entity**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 293 (1)(a) and Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to other applicable statutory provisions, rules, regulations, guidelines and also subject to necessary approvals, consents, permissions and sanctions from the concerned authorities and such terms and conditions as may be imposed by them, consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which shall be deemed to include any Committee of Directors or Director(s) or official(s) of the Company for the time being authorised by the Board to exercise the powers conferred on the Board by this resolution) to transfer the Computing Products Manufacturing and Channel Business (which includes the manufacturing undertaking and the channel undertaking) of the Company comprising *inter alia* its business in respect of the same including any and all assets (tangible and intangible), employees, customers, suppliers and other partner relationships and including verbal agreements and formal contracts, causes of action and any or all other assets and properties (tangible and intangible), not stated herein but related to this Business, as well as any or all liabilities relating to this Business effective on such date as the Board deems fit for the Company, to a wholly owned subsidiary/group/affiliate/other entity either at book value or for such lump sum consideration (being not less than the book value, based on a valuation arrived by a valuer appointed by the Company), to be paid to the Company either in cash and/or by issue of shares, whether at par or at premium and/or in any other mode and on such terms and conditions as may be agreed by the Board."

"RESOLVED further that the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalise all issues that may arise in this regard, without further referring to the Shareholders of the Company, including without limitation, determining the timing of transfer, manner of transfer of the Computing Products Manufacturing and Channel Business (which includes the manufacturing undertaking and the channel undertaking), ascertaining the assets and liabilities to be transferred on a consolidated or a individual basis including tangible and intangible assets, finalising and executing necessary agreements, deeds of assignment and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company, and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution."

**By order of the Board
For HCL Infosystems Limited**

**Sushil Kumar Jain
Company Secretary**

Place : Noida

Date : 26th June, 2012

Notes

1. The Explanatory Statement pursuant to Section 173(2) and Section 192A of the Companies Act, 1956 setting out material facts is annexed hereto.
2. The Notice is being sent to all the Shareholders, 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 Saturday, 30th June, 2012.
3. The Company has appointed Mr. Vineet K. Chaudhary, a Practising Company Secretary, as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. In compliance with provisions of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The instructions for Shareholders for e-voting are as under:

- (a) In case of Shareholders' receiving e-mail from NSDL:
 - (i) Open e-mail and open PDF file viz; "HCL Info 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) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. **Note new password.** It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of HCL Infosystems Limited
 - (viii) Now you are ready for e-Voting 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 you have voted on the resolution, you will not be allowed to modify your vote

(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 hclinfoscrutinizer@gmail.com or hclinfoevoting@hcl.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders' receiving Postal Ballot Form by Post:

(i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

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

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

(e) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

5. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or www.hclinfosystems.com or seek duplicate Postal Ballot Form from M/s Alankit Assignments Limited, Registrar & Transfer Agent, Alankit House, 2E/21, Jhandewalan Extension, New Delhi - 110 065 or HCL Infosystems Limited, E-4,5,6, Sector-11, Noida-201 301, Uttar Pradesh, fill in the details and send the same to the Scrutinizer.
6. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
7. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.
8. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Saturday, 30th June, 2012.
9. The voting period starts from Thursday, 12th July, 2012 and ends on the close of Thursday, 9th August, 2012. The e-voting module shall also be disabled by NSDL for voting thereafter.
10. The Scrutinizer will submit his report to the Whole Time Director or Secretary of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot will be announced at the Registered Office of the Company situated at 806, Siddharth, 96, Nehru Place, New Delhi - 110 019 on Thursday, 16th August, 2012 at 4 p.m. The result of the Postal Ballot will also be displayed at the Corporate Office at E-4,5,6, Sector-11, Noida-201 301, Uttar Pradesh and posted on the Company's website www.hclinfosystems.com and communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot will also be published in one English newspaper and one Hindi newspaper. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution. The result of the Postal Ballot shall also be announced at the next Annual General Meeting of the Company.
11. The Board of Directors has appointed Mr. Harsh Chitale, Whole Time Director and CEO and Mr. Sushil Kumar Jain, Company Secretary as the persons responsible for the entire postal ballot process.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 4.00 p.m. up to the date of declaration of the result of Postal Ballot.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 173(2) AND 192A OF THE COMPANIES ACT, 1956

Item No. 1

The Company is engaged in various businesses including the Computing Products Manufacturing and Channel Business (which includes the manufacturing undertaking and the channel undertaking).

As part of Company's business transformation journey, the Board has based on the Finance Committee's recommendations, assessed various restructuring options with an intention to optimize and streamline operations for effective management of the Company, with the ultimate objective of enhancing and unlocking shareholder value. After consideration of various options, the Board is of the view that transfer of the Computing Products Manufacturing and Channel Business of the Company (which includes the manufacturing undertaking and the channel undertaking) to a wholly owned subsidiary/group/affiliate/other entity will help achieve the above objective.

It is recommended that the Computing Products Manufacturing and Channel Business (which includes the manufacturing undertaking and the channel undertaking) should be conducted through a wholly owned subsidiary/group/affiliate/other entity. For such purpose, it is proposed that the Computing Products Manufacturing and Channel Business (which includes the manufacturing undertaking and the channel undertaking) be transferred to a wholly owned subsidiary/group/affiliate/other entity, for the following reasons:

1. It will enable the Company to expand into Multi-brand platform and independent solutions on arms length basis;
2. It will enable the Company to achieve better and more efficient management, control and running of the Computing Products Manufacturing and Channel Business as well as the remaining business;
3. It will enable the Company to explore possibility of inducting strategic partners which will help the Company achieve technology, sourcing and marketing synergies; and
4. It will enable both companies to achieve and fulfill their objectives more efficiently and offer opportunities to the management of both the companies to vigorously pursue growth, expansion and restructuring opportunities.

Accordingly, your Directors propose to transfer the Computing Products Manufacturing and Channel Business of the Company (which includes the manufacturing undertaking and the channel undertaking) comprising *inter alia* of its business in respect of the same including any and all assets, employees, customers, suppliers and other partner relationships and including verbal agreements and formal contracts, causes of action and any or all other assets and properties, not stated herein but related to this Business, as well as any or all liabilities relating to this Business effective on such date as the Board deems fit for the Company, to a wholly owned subsidiary/group/affiliate/other entity either at book value or for such lump sum consideration (being not less than the book value, based on a valuation arrived by a valuer appointed by the Company), to be paid to the Company either in cash and/or by issue of shares, whether at par or at premium and/or in any other mode and on such terms and conditions as may be agreed by the Board.

To this end, certain documents/ agreements would be executed by the Company and certain persons would be authorized to carry out such further actions as may be necessary to consummate the above transaction on behalf of the Company.

The transfer of the business, requires approval of the Shareholders of the Company pursuant to the provisions of section 293(1)(a) and section 192A of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force) read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time and shall be subject to such other approvals as may be necessary in this regard.

Your Directors recommend the above Resolution, as an Ordinary Resolution for your approval.

None of the Directors of the Company is interested in this resolution except Mr. Harsh Chitale, who has been nominated to be Director on the Board of a wholly owned subsidiary which is being incorporated and may be used for this purpose.

By order of the Board
For HCL Infosystems Limited

Sushil Kumar Jain
Company Secretary

Place : Noida
Date : 26th June, 2012