

20<sup>th</sup> June 2022

To

<b>The General Manager</b> Department of Corporate Relations BSE Limited Sir Phiroze Jeejeebhoy Towers Dalal Street Fort Mumbai 400 001	<b>The Vice President</b> Listing Department The National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai 400 051
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**Sub: Submission of Postal Ballot Results as per the requirements of Regulation 44(3) 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 Demat Form) : 500179**

Dear Sirs,

In continuation to our earlier intimation dated 18<sup>th</sup> May, 2022, whereby we had informed the stock exchanges about the completion of dispatch of the Postal Ballot Notice dated 14<sup>th</sup> May, 2022 of the HCL Infosystems Limited (the Company) for seeking the consent of the members on the resolution as mentioned in the said Notice.

Please note that shareholders of the Company have approved the appointment of Mr. Neelesh Agarwal as Non-Independent and Non-Executive Director liable to retire by rotation.

Mr. Vineet K Chaudhary, partner of M/s VKC & Associates, Company Secretary in whole-time practice was appointed as scrutinizer by the Company to conduct the postal ballot process in fair and transparent manner, has submitted his report on 20<sup>th</sup> June, 2022.

We are hereby enclosing the voting results of Postal Ballot of the Company as per the Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with scrutinizer report. The resolution as set out in the Postal Ballot Notice was approved by the requisite majority.

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

Truly Yours,  
**For HCL Infosystems Limited**

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Date: 2022.06.20  
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**Komal Bathla**  
**Company Secretary and Compliance Officer**

## **HCL INFOSYSTEMS LIMITED**

### **VOTING RESULT OF POSTAL BALLOT AS PER REGULATION 44 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Pursuant to the provisions of Section 110 & 108 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 resolution as set out in the Postal Ballot Notice dated May 14, 2022 through remote e-voting. Mr. Vineet K Chaudhary, partner of M/s VKC & Associates, Company Secretary in whole-time practice, (holding Membership No. F5327), who was appointed as scrutinizer for conducting postal ballot process, submitted his report dated June 20, 2022.

<b>Date of Declaration of Result</b>	Monday, June 20, 2022 [Remote e-voting period: Thursday, May 19, 2022 at 9.00 a.m. IST to Friday, June 17, 2022 at 5.00 p.m. IST]
<b>Total number of shareholders on record date/ Cutoff date (May 13, 2022)</b>	193507
<b>No. of shareholders present in the meeting either in person or through proxy</b> a) Promoters and Promoter Group: b) Public:	NA
<b>No. of Shareholders attended the meeting through Video Conferencing</b> a) Promoters and Promoter Group: b) Public:	NA

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<b>Agenda</b>			Appointment of Mr. Neelesh Agarwal (DIN: 00149856) as Non-Independent and Non- Executive Director of the Company liable to retire by rotation					
<b>Resolution required</b>			<b>Ordinary</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of voting:</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)= [(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	207031161	207024593	99.9968	207024593	0	100.00	0.00
	<b>Poll</b>		NA	NA	NA	NA	NA	NA
	<b>Postal Ballot</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>207031161</b>	207024593	99.9968	207024593	0	100.00
<b>Public- Institutions</b>	<b>E-Voting</b>	750796	0	0.00	0	0	0.00	0.00
	<b>Poll</b>		NA	NA	NA	NA	NA	NA
	<b>Postal Ballot</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>750796</b>	<b>0</b>	0.00	0	0	0.00
<b>Public- Non Institutions (Others)</b>	<b>E-Voting</b>	121427971	1002845	0.8259	881531	121314	87.9030	12.0970
	<b>Poll</b>		NA	NA	NA	NA	NA	NA
	<b>Postal Ballot</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>		121427971	1002845	0.8259	881531	121314	87.9030
<b>TOTAL</b>		<b>329209928</b>	<b>208027438</b>	<b>63.1899</b>	<b>207906124</b>	<b>121314</b>	<b>99.9417</b>	<b>0.0583</b>

**Place:** Noida  
**Date:** June 20, 2022

**For HCL Infosystems Limited**

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Date: 2022.06.20 16:13:04  
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**Komal Bathla**  
**Company Secretary and Compliance Officer**

**SCRUTINIZER'S REPORT**

To  
The Chairman,  
**HCL INFOSYSTEMS LIMITED**  
CIN: L72200DL1986PLC023955  
**Registered Office:** 806 Siddharth, 96 Nehru Place,  
New Delhi, 110019, India

**SCRUTINIZER'S REPORT ON RESULT OF POSTAL BALLOT PROCESS  
CONDUCTED THROUGH REMOTE E-VOTING**

Dear Sir,

I, Vineet K Chaudhary, Managing Partner of M/s VKC & Associates, Company Secretary in whole time practice (Holding Membership No:F5327) was appointed as Scrutinizer by the Board of Directors of **HCL INFOSYSTEMS LIMITED** for scrutinizing postal ballot which was conducted through electronic means in respect of the resolution contained in the Notice dated May 14, 2022 in a fair and transparent manner and for ascertaining the requisite majority for the resolution proposed to be passed with respect to the provisions of Section 110 & 108 of the Companies Act, 2013 ('the Act') read with Rule 22 & 20 of the Companies (Management and Administration) Rules, 2014 (as amended) read with Ministry of Corporate Affairs ("MCA") General Circular No.14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular no. 22/2020 dated June 15, 2020, Circular no. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 03/2022 dated May 5, 2022 (collectively referred to as "MCA Circulars") and Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 issued in this regard on the resolution as set-out in the notice of Postal Ballot.

**SERVICE PROVIDER**

The Company has availed the services of National Securities Depository Limited (NSDL) for conducting postal ballot through e-voting. Further, NSDL has also been engaged for facilitating e-voting to enable the members to cast their votes electronically using remote e-voting system on special business sought to be transacted through Postal Ballot.

**Regd. Office**

D-38, LGF (L/S), South Extension Part - II  
New Delhi - 110049, India  
+91 11 49121644,45, +91 9999233556  
pcs@vkcindia.com, www.vkcindia.com



### **MANAGEMENT'S RESPONSIBILITY**

The Management of the Company is responsible to ensure the compliances with the requirements of the Act read with rules made thereunder, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, MCA Circulars or any other provisions, as applicable for conducting postal ballot of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

### **SCRUTINIZER'S RESPONSIBILITY**

My responsibility as Scrutinizer for the e-voting facility is restricted to make Scrutinizers' Report of the votes cast "For" or "Against" the resolution stated in the Notice of Postal Ballot, based on the reports generated from the e-voting system provided by the NSDL.

### **CUT OFF DATE**

The Members of the Company holding equity shares either in physical form or in dematerialized form, as on the "cut-off date" i.e. Friday, May 13, 2022 were entitled to vote on the proposed resolution through remote e- voting on the resolution as set out in the Notice of Postal Ballot dated May 14, 2022.

### **REMOTE E-VOTING PROCESS**

The remote e-voting period remained open from **Thursday, May 19, 2022 at 09:00 A.M. (IST)** and ended on **Friday, June 17, 2022 at 5:00 P.M. (IST)** on the designated website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) of NSDL.

### **NOTICE IN ELECTRONIC MODE**

Pursuant to the provisions of the Act and MCA Circulars issued by Ministry of Corporate Affairs, the Company has sent Postal Ballot notice(s) to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited/Central Depository Services (India) Limited as on the Cut-off date i.e. Friday, May 13, 2022 and whose e-mail IDs was available with the Company and Depositories through electronic means only and has not dispatched physical notices to any member.



## **NEWSPAPER ADVERTISEMENT**

Pursuant to Clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration Rules) 2014, the Company had published the advertisement in English in "Business Standard" (All Editions) newspaper having wide circulation dated May 19, 2022 and in Hindi in "Business Standard" (New Delhi Edition) newspaper dated May 19, 2022 respectively.

## **E-VOTING**

1. I monitored the process of electronic voting (i.e. remote e-voting) through the scrutinizer's secured link provided by NSDL through its designated website.
2. After completion of e voting, votes casted by the members, were unblocked in the presence of two witnesses, Mr. Siddharth Tyagi & Mr. Ishan Khanna who are not in the employment of the Company.
3. The remote e-voting report downloaded from the website of NSDL have been kept separately for the purpose of postal ballot.
4. Votes casted by the members through remote e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with the Company.
5. After ascertaining the votes casted by remote e-voting, I hereby submit the result as under:

## **ORDINARY RESOLUTION**

**Resolution No. 1: Appointment of Mr. Neelesh Agarwal (DIN: 00149856) as Non-Independent and Non- Executive Director of the Company**

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	%	Voters	No. of Votes	%
Postal Ballot (Remote e-voting)	911	208,027,438	843	207,906,124	99.942	68	121,314	0.058



## HANDOVER OF THE RELATED DOCUMENTS

The Postal Ballots and other related documents/registers and record will be handed over to the Company Secretary for the safe custody once the Chairman consider, approve and sign the Postal Ballot Minutes.

## ANNOUNCEMENT OF RESULTS

Based on the above remote e-voting, I confirm that the resolution has been carried on with the requisite majority, accordingly I request to the Chairman/Authorised Signatory of the Company, to announce the voting result of Postal Ballot.

## RESTRICTION OF USE

This report has been issued at the request of the Company for submission to stock exchange(s), and placing on the website of the Company & NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You  
Yours Faithfully,



**CS Vineet K Chaudhary**

*Scrutinizer*

Membership No: - F5327

C.P. No: - 4548

UDIN: F005327D000505200



Managing Partner

**VKC & Associates**

*Company Secretaries*

ICSI Unique Code: P2018DE077000

Peer Review Certificate No: 1955/2022

**Date:** 20<sup>th</sup> June 2022

**Place:** New Delhi

**KOMAL** Digitally signed by  
**BATHLA** KOMAL BATHLA  
Date: 2022.06.20  
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Countersigned by Chairman/Authorized Signatory