

22nd March, 2025

To

The General Manager Department of Corporate Relations BSE Limited Sir Phiroze Jeejeebhoy Towers Dalal Street Fort Mumbai 400 001	The Vice President Listing Department The National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai 400 051
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Sub: Voting result of Postal Ballot under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

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

Dear Sir/Madam,

In continuation to our earlier intimation dated 20th February, 2025, whereby we had informed the stock exchanges about the completion of dispatch of the Postal Ballot Notice dated 7th February, 2025 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 Ms. Rita Gupta (DIN: 00899240) as Non-Independent and Non-Executive Director of the Company 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 22nd March, 2025.

In compliance with, 44 and other applicable provisions of the SEBI Listing Regulations, please find enclosed details regarding the Voting Results in the prescribed format as **Annexure I** together with the Scrutinizer's Report thereon as **Annexure II**.

The resolution as set out in the Postal Ballot Notice was approved by the requisite majority.

The results declared along with the Scrutinizer's Report are simultaneously being uploaded on the website of the Company at www.hclinfosystems.in and on the website of NSDL i.e. www.evoting.nsdl.com.

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

Truly Yours,
For HCL Infosystems Limited

Raj Kumar Sachdeva
Manager

Enclosure: As above

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 7th February, 2025 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 22nd March, 2025.

Date of Declaration of Result	Saturday, 22 nd March, 2025 [Remote e-voting period: Friday, 21 st February, 2025 from 9.00 A.M. and ends on Saturday, 22 nd March 2025 at 5.00 P.M.]
Total number of shareholders on record date/ Cutoff date (14th February, 2025)	197712
No. of shareholders present in the meeting either in person or through proxy a) Promoters and Promoter Group: b) Public:	NA
No. of Shareholders attended the meeting through Video Conferencing a) Promoters and Promoter Group: b) Public:	NA

Agenda				Appointment of Ms. Rita Gupta (DIN:00899240) as Non-Independent and Non-Executive Director of the Company liable to retire by rotation.				
Resolution required				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting:	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	207031161	207031161	100.000	207031161	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total	207031161	207031161	100.000	207031161	0	100.000	0.000
Public- Institutions	E-Voting	25946	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total	25946	0	0.000	0	0	0.000	0.000
Public- Non Institutions (Others)	E-Voting		257142	0.211	204358	52784	79.473	20.527
	Poll	122152821	0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total	122152821	257142	0.211	204358	52784	79.473	20.527
TOTAL		329209928	207288303	62.965	207235519	52784	99.975	0.025

For HCL Infosystems Limited

Place: Noida

Date: 22nd March, 2025

Raj Kumar Sachdeva
Manager

SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 110 and other applicable provisions of the Companies Act, 2013 and Rule 22 & 20 of the Companies (Management and Administration) Rules, 2014 (as amended) read with MCA Circulars issued from time to time and Regulation 44 of SEBI (Listing Obligations & and Disclosure Requirements) Regulations, 2015 and SEBI Circulars issued time to time]

To
The Chairman,
HCL INFOSYSTEMS LIMITED
L72200DL1986PLC023955806
Siddharth, 96 Nehru Place,
New Delhi, Delhi-110019, India

**SCRUTINIZER'S REPORT ON POSTAL BALLOT PROCESS CONDUCTED
THROUGH REMOTE E-VOTING IN COMPLIANCE WITH THE PROVISIONS OF
THE COMPANIES ACT, 2013 AND APPLICABLE RULES THEREUNDER.**

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** (the “Company”) in board meeting held on February 07, 2025 for scrutinizing the postal ballot process which was conducted through electronic means only in respect of the resolution contained in the notice dated February 07, 2025 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”) and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act, read with the General Circular No. 14/2020 dated April 08, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020; General Circular No. 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 08, 2021; General Circular no. 3/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India read with other relevant circulars issued from time to time (collectively referred to as “MCA Circulars”), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India, as amended and pursuant to other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

Regd. Office

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New Delhi - 110049, India
+91 11 49121644,45, +91 9999233556
pcs@vkcindia.com, www.vkcindia.com

SERVICE PROVIDER

The Company has availed the services of National Securities Depository Limited (“NSDL”) 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.

MANAGEMENT’S RESPONSIBILITY

The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 read with rules made thereunder, SEBI (Listing Obligations and 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 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 report generated from the e-voting system provided by the NSDL.

CUT OFF DATE

The members of the Company holds equity shares either in physical form or in dematerialized form, as on the “cut-off date” i.e. Friday, February 14, 2025 were entitled to cast their votes electronically through remote e-voting on the resolution as set out in the Notice of Postal Ballot dated Friday February 07, 2025.

REMOTE E-VOTING PROCESS

The e-voting period commences on **Friday, February 21st, 2025 from 9.00 A.M. (IST) and ends on Saturday, March 22, 2025 at 5.00 P.M. (IST)** on the designated website <https://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/Beneficiaries 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, February 14, 2025 and whose e-mail IDs were registered with the Company/RTA or Depositories/Depository Participant through electronic means only and has not dispatched physical copies of Postal Ballot notices, Postal Ballot Forms etc. to any member. Therefore, neither the Company nor I have received any Postal Ballot(s).

NEWSPAPER ADVERTISEMENT

Pursuant to Rule 20 and 22 of the Companies (Management and Administration Rules) 2014 and other applicable provisions, the Company on Friday, February 21, 2025, had published the public notice by way of an advertisement in both the English and Hindi edition of "Business Standard", newspapers having wide circulations.

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, Ms. Quba Zahir & Ms. Parul 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 us.
5. After ascertaining the votes casted by remote e-voting, I hereby submit the result as under:



ORDINARY RESOLUTION

Resolution No. 1: Appointment of Ms. Rita Gupta (DIN: 00899240) as Non-Independent and Non-Executive Director of the Company liable to retire by rotation.

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	No. of Voters	No. of Votes	No. of Voters	No. of Votes	%	No. of Voters	No. of Votes	%
Postal Ballot (Remote e-voting)	519	207288303	469	207235519	99.975	50	52784	0.025

HANDOVER OF THE RELATED DOCUMENTS

The Electronic data and other relevant documents/registers/papers and records are under my safe custody and will be handed over to the management 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 approved with the requisite majority, accordingly I request to the Chairman/ or other person authorized by him, 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 and 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
Managing Partner
VKC & Associates
Company Secretaries
ICSI Unique Code: P2018DE077000



UDIN: F005327F004139688

**Date: March 22, 2025
Place: New Delhi**

Countersigned by Chairman/Authorized Person