

**HCL INFOSYSTEMS LTD.**

Corporate Office: A-11, Sector 3, 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.in  
www.hcl.com

19<sup>th</sup> September 2024

To

<b>The General Manager</b> Department of Corporate Relations BSE Limited Pheroze Jeejeebhoy Towers Dalal Street Mumbai 400 001	<b>The Manager</b> Listing Department The National Stock Exchange of India Limited Exchange Plaza 5 <sup>th</sup> Floor, Plot No. C-1, Block G Bandra Kurla Complex Bandra (East) Mumbai 400 051
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**Sub: Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- Voting Results of 38<sup>th</sup> Annual General Meeting held on Wednesday 18<sup>th</sup> September 2024**

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

Dear Sirs,

We are hereby enclosing the voting results of 38<sup>th</sup> Annual General Meeting (AGM) held on Wednesday, 18<sup>th</sup> September 2024 through video conferencing as per Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with scrutinizer report. All four (4) resolutions as set out in the AGM Notice have been approved by the requisite majority.

Mr. Vineet K Chaudhary, Managing Partner of M/s VKC & Associates, Company Secretary in whole-time practice was appointed as Scrutinizer to scrutinize the remote e-voting process as well as e-voting facility during the meeting and for ascertaining the requisite majority on the resolutions proposed to be passed through remote e-voting as well as e-voting facility during the meeting in fair and transparent manner, has submitted his report on 18<sup>th</sup> September 2024.

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

Truly Yours,

**For HCL Infosystems Limited**

**Komal Bathla**  
**Company Secretary and Compliance Officer**  
**ICSI Membership No: A41455**

**HCL INFOSYSTEMS LIMITED**

**VOTING RESULT (THROUGH REMOTE E-VOTING AND E-VOTING DURING AGM) OF 38<sup>TH</sup> ANNUAL GENERAL MEETING OF HCL INFOSYSTEMS LIMITED HELD ON WEDNESDAY 18<sup>TH</sup> SEPTEMBER 2024 THROUGH VIDEO CONFERENCEING AS PER REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

<b>Date of AGM</b>	Wednesday, 18 <sup>th</sup> September 2024
<b>Total number of shareholders on record date/ Cutoff date (September 11, 2024)</b>	1,95,249
<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:	4  104

<b>Agenda</b>		To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31st March 2024, together with the Reports of the Board of Directors and Auditors thereon.						
<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	207031161	100.00	207031161	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>	<b>207031161</b>	<b>100.00</b>	<b>207031161</b>	<b>0</b>	<b>100.00</b>
<b>Public-Institutions</b>	<b>E-Voting</b>	580757	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>580757</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Public- Non Institutions (Others)</b>	<b>E-Voting</b>	121598010	218142	0.1794	214480	3662	98.3213	1.6787
	<b>Poll</b>		NA	NA	NA	NA	NA	NA
	<b>Postal Ballot</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>121598010</b>	<b>218142</b>	<b>0.1794</b>	<b>214480</b>	<b>3662</b>	<b>98.3213</b>
<b>TOTAL</b>		<b>329209928</b>	<b>207249303</b>	<b>62.9535</b>	<b>207245641</b>	<b>3662</b>	<b>99.9982</b>	<b>0.0018</b>

<b>Agenda</b>		To re-appoint Mr. Pawan Kumar Danwar (DIN 06847503), who retires by rotation and being eligible, offers himself for re-appointment.						
<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	207031161	100.00	207031161	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>	<b>207031161</b>	<b>100.00</b>	<b>207031161</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutions</b>	<b>E-Voting</b>	580757	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>580757</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public- Non Institutions (Others)</b>	<b>E-Voting</b>	121598010	218132	0.1794	195516	22616	89.6320	10.3680
	<b>Poll</b>		NA	NA	NA	NA	NA	NA
	<b>Postal Ballot</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>121598010</b>	<b>218132</b>	<b>0.1794</b>	<b>195516</b>	<b>22616</b>	<b>89.6320</b>	<b>10.3680</b>
<b>TOTAL</b>		<b>329209928</b>	<b>207249293</b>	<b>62.9535</b>	<b>207226677</b>	<b>22616</b>	<b>99.9891</b>	<b>0.0109</b>

<b>Agenda</b>				Approval for the remuneration to be paid to Mr. Raj Kumar Sachdeva, Manager of the Company.				
<b>Resolution required</b>				<b>Special</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	207031161	100.00	207031161	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>	<b>207031161</b>	<b>100.00</b>	<b>207031161</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutions</b>	<b>E-Voting</b>	580757	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>580757</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public- Non Institutions (Others)</b>	<b>E-Voting</b>	121598010	217642	0.1790	192479	25163	88.4384	11.5616
	<b>Poll</b>		NA	NA	NA	NA	NA	NA
	<b>Postal Ballot</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>121598010</b>	<b>217642</b>	<b>0.1790</b>	<b>192479</b>	<b>25163</b>	<b>88.4384</b>	<b>11.5616</b>
<b>TOTAL</b>		<b>329209928</b>	<b>207248803</b>	<b>62.9534</b>	<b>207223640</b>	<b>25163</b>	<b>99.9879</b>	<b>0.0121</b>

<b>Agenda</b>			Approval to acquire shares of Subsidiary Company, Pimpri Chinchwad eServices Limited.					
<b>Resolution required</b>			<b>Special</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	207031161	100.00	207031161	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>	207031161	100.00	207031161	0	100.00
<b>Public-Institutions</b>	<b>E-Voting</b>	580757	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>580757</b>	<b>0</b>	0.00	0	0	0.00
<b>Public- Non Institutions (Others)</b>	<b>E-Voting</b>	121598010	217142	0.1786	213765	3377	98.4448	1.5552
	<b>Poll</b>		NA	NA	NA	NA	NA	NA
	<b>Postal Ballot</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>		121598010	217142	0.1786	213765	3377	98.4448
<b>TOTAL</b>		<b>329209928</b>	<b>207248303</b>	<b>62.9532</b>	<b>207244926</b>	<b>3377</b>	<b>99.9984</b>	<b>0.0016</b>

For HCL Infosystems Limited

Place: Noida

Date: 19<sup>th</sup> September, 2024

**Komal Bathla**  
Company Secretary and Compliance Officer

## **CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 and other applicable provisions of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) read with MCA Circulars issued from time to time read with Regulation 44 of SEBI (LODR) Regulations, 2015 and SEBI Circulars issued time to time]

To

The Chairman,

**HCL INFOSYSTEMS LIMITED**

CIN: L72200DL1986PLCO23955

Registered Office: 806 Siddharth 96 Nehru Place,  
New Delhi, Delhi-110019, India

**38th Annual General Meeting ("AGM") of the Members of HCL Infosystems Limited ("the Company) held on Wednesday, September 18, 2024 at 10:00 A.M. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM')**

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 to scrutinize the remote e-voting process as well as the e-voting facility at the AGM (collectively referred as "e-voting facility") provided to the members of the Company under the provisions of Section 108 and any other applicable provisions of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) read with Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") permitted to conduct the AGM through VC or OAVM without the physical presence of members at the common venue on or before September 30, 2024 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and SEBI Circular No. read with SEBI Circular No. SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 dated October 7, 2023 ("SEBI Circular") issued in this regard.

### **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

### **Service Provider**

1. 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 as well as e-voting during the AGM on all the items of the business(es) transacted at the AGM of the Company.

### **Management's Responsibility**

2. 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 & Disclosure Requirements) Regulations, 2015, MCA Circulars and SEBI Circular or any other provisions, as applicable for the AGM of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting system.

### **Scrutinizer's Responsibility**

3. My responsibility as Scrutinizer for the e-voting facility is restricted to make a Consolidated Scrutinizer's Report of the votes cast "For" or "Against" the resolutions stated in the Notice of the AGM, based on the reports generated from the e-voting system provided by the NSDL.

### **Notice in electronic mode**

4. The Notice for AGM was sent to all the Members/Beneficiaries electronically on August 23, 2024, whose E-mail IDs were registered with the Company or Depository Participants in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder together with the MCA Circulars and SEBI Circular.

### **Cut-off date**

5. The Members of the Company as on the "cut-off date" i.e., **Wednesday, September 11, 2024** were entitled to cast their vote through the e-voting facility on the proposed resolutions (Item Nos. 1 to 4) as set out in the Notice of the AGM.



#### **Remote e-Voting process**

6. The remote e-voting period commenced from **Sunday, September 15, 2024 at 09:00 a.m. (IST) and ended on Tuesday, September 17, 2024 at 5:00 p.m. (IST) on the designated website <https://www.evoting.nsdl.com> of NSDL.**

#### **Newspaper Advertisements**

7. Pursuant to applicable provisions of the MCA Circulars, the Company had published the advertisements in "Business Standard" (in English and in Hindi) on August 15, 2024.
8. Pursuant to Rule 20 of the Companies (Management and Administration Rules) 2014, the Company had published the advertisements in "Business Standard" (in English and in Hindi) on August 24, 2024.

#### **E-voting at the AGM**

9. At the AGM of the Company held through VC/OAVM on Wednesday, September 18, 2024, the facility to vote electronically was provided to those members who were attending the meeting through VC/OAVM but could not participate in the remote e-voting process to cast their votes.
10. After the closure of e-voting at the AGM the votes cast through, the e-voting conducted at the AGM and the remote e-voting conducted prior to the AGM were unblocked and were downloaded in the presence of two witnesses, Ms. Kajal Sharma and Ms. Kriti Sharma, who are not in the employment of the Company

#### **Consolidated results of e-voting facility**

11. After scrutinizing and reviewing the report of remote e-voting conducted prior to the AGM and e-voting conducted at the AGM and votes cast therein based on the data downloaded from the NSDL Portal, I hereby submit the consolidated results of e-voting facility for the AGM as under:

**Resolution 01: Ordinary Resolution**

Consideration and Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2024, together with the Reports of the Board of Directors and Auditors thereon.

Mode	Total Valid Votes		Votes In Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-voting Facility	400	207249303	379	207245641	99.9982	21	3662	0.0018

**Resolution 02: Ordinary Resolution**

Re-appointment of Director Mr. Pawan Kumar Danwar (DIN 06847503), a Director liable to retire by rotation and being eligible, offers himself for re-appointment.

Mode	Total Valid Votes		Votes In Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-voting Facility	399	207249293	364	207226677	99.9891	35	22616	0.0109

**Resolution 03: Special Resolution**

Approval for the remuneration to be paid to Mr. Raj Kumar Sachdeva, Manager of the Company.

Mode	Total Valid Votes		Votes In Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
<b>E-voting Facility</b>	399	207248803	364	207223640	99.9879	35	25163	0.0121

**Resolution 04: Special Resolution**

Approval to acquire shares of Subsidiary Company, Pimpri Chinchwad eServices Limited

Mode	Total Valid Votes		Votes In Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
<b>E-voting Facility</b>	398	207248303	379	207244926	99.9984	19	3377	0.0016

**Handover of the related documents**

12. The electronic data and all other relevant papers related to e-voting facility are under my safe custody and will be handed over to the Company for preservation after the Chairman consider, approve and sign the minutes of AGM.

**Announcement of Result**

13. Based on the above e-voting facility, I confirm that all the resolutions have been carried on with requisite majority, accordingly the Chairman of the AGM or any other person authorised by him may announce the result of the resolutions proposed at the AGM through e-voting facility.

**Restriction on use**

14. 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**

VINEET K  
CHAUDHAR  
Y

Digitally signed by  
VINEET K  
CHAUDHARY  
Date: 2024.09.18  
13:27:29 +05'30'

**CS Vineet K Chaudhary**

*Scrutinizer*

Membership No: F5327

C.P. No: 4548

*Managing Partner*

**VKC & Associates**

*Company Secretaries*

ICSI Unique Code: P2018DE077000

Peer Review Certificate. No. 1955/2022

UDIN: **F005327F001240484**

Date: 18.09.2024

Place: New Delhi

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Counter Signed by ~~Chairman~~/Authorised Person