

18th March, 2024

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: 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

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

Dear Sirs,

In continuation to our earlier intimation dated 15th February, 2024, whereby we had informed the stock exchanges about the completion of dispatch of the Postal Ballot Notice dated 13th February, 2024 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 re-appointment of Dr. Nikhil Sinha (DIN: 01174807) as a Non- Executive Independent Director of the Company.

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 16th March, 2024.

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.

Thanking you

Truly Yours,
For HCL Infosystems Limited

Komal Bathla
Company Secretary and Compliance Officer
Membership No. A41455

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 13th February, 2024 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 16th March, 2024.

Date of Declaration of Result	Monday, 18 th February, 2024 [Remote e-voting period: Friday, 16 th February 2024 at 9.00 A.M. IST to Saturday, 16 th March 2024 at 5.00 P.M. IST]
Total number of shareholders on record date/ Cutoff date (9th February, 2024)	1,97,965
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			To consider and approve re-appointment of Dr. Nikhil Sinha (DIN: 01174807) as a Non-Executive Independent Director of the Company (Special Resolution)					
Resolution required			Special					
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	207031161	0	100	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	207031161	207031161	100	207031161	0	100	0.00
Public-Institutions	E-Voting	39824	0	0.00	0	0	0.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	39824	0	0.00	0	0	0.00	0.00
Public- Non Institutions (Others)	E-Voting	122138943	539033	0.441	480964	58069	89.227	10.773
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	122138943	539033	0.441	480964	58069	89.227	10.773
TOTAL		329209928	207570194	63.051	207512125	58069	99.972	0.028

For HCL Infosystems Limited

Place: Noida
Date: 18th March, 2024

Komal Bathla
Company Secretary and Compliance Officer

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
CIN: L72200DL1986PLCO23955
Registered Office: 806 Siddharth, 96 Nehru Place,
New Delhi, Delhi-110019, India

SCRUTINIZER'S REPORT ON 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** ("the Company") for scrutinizing the postal ballot process which was conducted through electronic means only in respect of the resolution contained in the Notice dated February 13, 2024 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 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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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 holding equity shares either in physical form or in dematerialized form, as on the “cut-off date” i.e. Friday, February 09, 2024 were entitled to cast their votes electronically through remote e-voting on the resolution as set out in the Notice of Postal Ballot dated February 13, 2024.

REMOTE E-VOTING PROCESS

The remote e-voting period commenced from **Friday, February 16, 2024 at 09:00 a.m. (IST)** and ended on **Saturday, March 16, 2024 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 09, 2024 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 Wednesday, February 14, 2024, 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, Mr. Hiten Nagar & Ms. Khyati Malhotra 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:



SPECIAL RESOLUTION

Resolution No. 1: Re-appointment of Dr. Nikhil Sinha (DIN: 01174807) as a Non- Executive Independent 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)	787	207570194	703	207512125	99.972	84	58069	0.028

HANDBOOK 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 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 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: F005327E003593219

Date: 16.03.2024
Place: New Delhi

Countersigned by Chairman/Authorized Person