

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

21st September 2023

To

The General Manager Department of Corporate Relations BSE Limited Pheroze Jeejeebhoy Towers Dalal Street Mumbai 400 001	The Manager Listing Department The National Stock Exchange of India Limited Exchange Plaza 5 th 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 37th Annual General Meeting held on Wednesday 20th September 2023

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

Dear Sirs,

We are hereby enclosing the voting results of 37th Annual General Meeting (AGM) held on Wednesday, 20th September 2023 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 five (5) 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 20th September 2023

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 37TH ANNUAL GENERAL MEETING OF HCL INFOSYSTEMS LIMITED HELD ON WEDNESDAY 20TH SEPTEMBER 2023 THROUGH VIDEO CONFERENCEING AS PER REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of AGM	Wednesday, 20 th September 2023
Total number of shareholders on record date/ Cutoff date (September 13, 2023)	1,95,075
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:	4 126

Agenda			To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31st March 2023, including the audited Balance Sheet as of 31st March 2023, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.					
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	100.00	207031161	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	207031161	207031161	100.00	207031161	0	100.00	0.00
Public-Institutions	E-Voting	21169	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	21169	0	0.00	0	0	0.00	0.00
Public- Non Institutions (Others)	E-Voting	122157598	164709	0.135	159697	5012	96.957	3.043
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	122157598	164709	0.135	159697	5012	96.957	3.043
TOTAL		329209928	207195870	62.937	207190858	5012	99.998	0.002

Agenda				To re-appoint Mr. Neelesh Agarwal (DIN 00149856), who retires by rotation and being eligible, offers himself for re-appointment.				
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	100.00	207031161	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		207031161	207031161	100.00	207031161	0	100.00
Public-Institutions	E-Voting	21169	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		21169	0	0.00	0	0	0.00
Public- Non Institutions (Others)	E-Voting	122157598	164709	0.135	138956	25753	84.365	15.635
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		122157598	164709	0.135	138956	25753	84.365
TOTAL		329209928	207195870	62.937	207170117	25753	99.988	0.012

Agenda			Appointment of Mr. Kirti Kumar Dawar (DIN: 00392141) as an Independent Director of the Company.					
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	100.00	207031161	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	207031161	207031161	100.00	207031161	0	100.00	0.00
Public- Institutions	E-Voting	21169	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	21169	0	0.00	0	0	0.00	0.00
Public- Non Institutions (Others)	E-Voting	122157598	164509	0.135	141636	22873	86.096	13.904
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	122157598	164509	0.135	141636	22873	86.096	13.904
TOTAL		329209928	207195670	62.937	207172797	22873	99.989	0.011

Agenda			Appointment of Mr. Raghu Venkat Chivukula (DIN: 00520704) as an Independent Director of the Company.					
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	100.00	207031161	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	207031161	207031161	100.00	207031161	0	100.00	0.00
Public- Institutions	E-Voting	21169	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	21169	0	0.00	0	0	0.00	0.00
Public- Non Institutions (Others)	E-Voting	122157598	164505	0.135	143026	21479	86.943	13.057
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	122157598	164505	0.135	143026	21479	86.943	13.057
TOTAL		329209928	207195666	62.937	207174187	21479	99.990	0.010

Agenda				Approval for the remuneration to be paid to Mr. Raj Kumar Sachdeva, Manager of the Company.				
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	100.00	207031161	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	207031161	207031161	100.00	207031161	0	100.00	0.00
Public- Institutions	E-Voting	21169	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	21169	0	0.00	0	0	0.00	0.00
Public- Non Institutions (Others)	E-Voting	122157598	164209	0.134	137280	26929	83.601	16.399
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	122157598	164209	0.134	137280	26929	83.601	16.399
TOTAL		329209928	207195370	62.937	207168441	26929	99.987	0.013

For HCL Infosystems Limited

Place: Noida

Date: September 21, 2023

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

37th Annual General Meeting ("AGM") of the Members of HCL Infosystems Limited ("the Company) held on Wednesday, September 20, 2023 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 (collectively referred to as "MCA Circulars") and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with, and Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/4 dated January 05, 2023 ("SEBI Circulars") issued in this regard, on the resolutions as set-out in the Notice of the 37th Annual General Meeting of the Members of the Company held on Wednesday, September 20, 2023 at 10:00 A.M. (IST) through Video Conferencing (' VC')/ Other Audio-Visual Means ('OAVM').

Regd. Office

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Service Provider

1. The Company has availed the services of National Securities Depository Limited ("NSDL") for conducting AGM through VC/OAVM. Further, NSDL has also been engaged 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 Circulars 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 systems.

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. Pursuant to the provisions of the Companies Act, 2013 read with Rules made thereunder together with the MCA Circulars and SEBI Circulars, the Company has sent the Notice of the AGM to all 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 Friday, August 18, 2023 and whose e-mail ids were registered with the Company/RTA or Depositories/Depository Participant.

Cut-off date

5. The Members of the Company as on the "cut-off date" i.e., **Wednesday, September 13, 2023** were entitled to cast their vote through the e-voting facility on the proposed resolutions (Item Nos. 1 to 5) as set out in the Notice of the AGM.



Remote e-Voting process

6. The remote e-voting period commenced from **Sunday, September 17, 2023 at 09:00. A.M (IST)** and ended on **Tuesday, September 19, 2023 at 05:00 P.M. (IST)** on the designated website(s) <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, 2023.
8. Pursuant to Rule 20 of the Companies (Management and Administration Rules) 2014, the Company had published the advertisements in all editions of "Business Standard" (in English and in Hindi) on August 29, 2023.

E-voting at the AGM

9. At the AGM of the Company held through VC/OAVM on Wednesday, September 20, 2023, 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.

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 in the presence of two witnesses, Mr. Ishan Khanna and Mr. Adarsh Sharma, who are not in the employment of the Company and the report was downloaded. The Votes cast by the members were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the authorizations lodged with us.

Consolidated results of e-voting facility

10. 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 2023, including the audited Balance Sheet as of 31st March 2023, the Statement of Profit and Loss for the year ended on that date and 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	406	207195870	382	207190858	99.998	24	5012	0.002

Resolution 02: Ordinary Resolution

Re-appointment of Director Mr. Neelesh Agarwal (DIN: 00149856), 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	406	207195870	366	207170117	99.988	40	25753	0.012



Resolution 03: Special Resolution

Appointment of Mr. Kirti Kumar Dawar (DIN: 00392141) as an Independent Director 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 %
E-voting Facility	405	207195670	372	207172797	99.989	33	22873	0.011

Resolution 04: Special Resolution

Appointment of Mr. Raghu Venkat Chivukula (DIN: 00520704) as an Independent Director 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 %
E-voting Facility	404	207195666	371	207174187	99.990	33	21479	0.010

Resolution 05: 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 %
E-voting Facility	405	207195370	366	207168441	99.987	39	26929	0.013



Handover of the related documents

11. 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 considers, approves and signs the minutes of AGM.


Announcement of Result

12. 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

13. 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



Managing Partner
VKC & Associates
Company Secretaries
ICSI Unique Code: P2018DE077000
Peer Review Certificate. No. 1955/2022
UDIN: F005327E001043091

Date: September 20, 2023
Place: New Delhi

Counter Signed by Chairman/ Authorised Person