

HCL INFOSYSTEMS LTD.

Corporate Office: E-4, Sector 11, 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.com
www.hcl.com

Date: 3rd August, 2017

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

Sub: Completion of dispatch of the Postal Ballot Notice and Form - Update.

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

Dear Sir,

The Board of Directors in its Meeting held on 26th July 2017 had approved the Postal Ballot for the purpose of "Reclassification of the Status of Promoters Shareholding into Public Shareholding".

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the dispatch of the Postal Ballot Notice and Postal Ballot Form along with the postage pre-paid self-addressed Business Reply Envelope has been completed today i.e., 3rd August, 2017 to the Members of the Company, who were holding Shares in the Company either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 21st July, 2017.

The Postal Ballot Notice and Postal Ballot Form are enclosed for your record.

Thanking you,

Yours faithfully

For HCL Infosystems Limited



Sushil Kumar Jain
Company Secretary & Compliance Officer



Enclosure: As above

HCL INFOSYSTEMS LIMITED

CIN- L72200DL1986PLC023955

Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi-110 019

Corporate Office: E-4, Sector XI, Noida-201 301 (U.P.)

Telephone: +91 120 2520977, 2526518, 2526519, **Fax No.:** +91 120 2523791

Website: www.hclinfosystems.in, **Email:** cosec@hcl.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and further amendments, if any made thereunder

To,
The Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of Companies (Management and Administration) Rules 2014, as amended from time to time including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, to the members of HCL Infosystems Limited that it is proposed to transact the following special business by the members of the Company by passing the resolutions through Postal Ballot or E-Voting:

SPECIAL BUSINESS

RESOLUTION NO. 1

Reclassification of the Status of Promoters Shareholding into Public Shareholding

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), and other applicable provisions; subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary; the approval of the Members, be and is hereby accorded to reclassify the following persons/entities (hereinafter individually & jointly referred to as the **"Applicants"**) and currently forming part of the "Promoter and Promoter Group" holding 16,952,307 Equity Shares aggregating to 7.61% of the paid up capital of the Company, from "Promoter & Promoter Group" shareholding of the Company to the "Public" shareholding of the Company:

Name	Number of Equity Shares	Percentage
Promoter and Promoter Group		
Mr. Arjun Malhotra Group		
M/s AKM Systems Private Limited	11,997,007	5.38
Ms. Kiran Malhotra	59,060	0.03
Mr. Shiven Malhotra	11,880	0.01
Ms. Poorva Malhotra	12,880	0.01
Mr. Ajai Chowdhry Group		
M/s Apollo Trading and Finance Private Limited	1,346,971	0.60
M/s BFL Investments & Financial Consultants Private Limited	1,346,971	0.60
Mr. Ajai Chowdhry	198,490	0.09
Ms. Gita Chowdhry	152,445	0.07
Mr. Akshay Chowdhry	900	0.00
Ms. Nina Puri Group		
M/s Vireet Investments Private Limited	1,825,703	0.82
Total	16,952,307	7.61"

“RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicants, the Company shall effect such re-classification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.”

“RESOLVED FURTHER THAT the any one of the Directors or Mr. Sushil Kumar Jain, Company Secretary & Compliance Officer of the Company, be and is hereby authorized to perform and execute all such acts, deeds, matters and things including but not limited to making timely intimation to stock exchange(s), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolutions.”

**By order of the Board
For HCL Infosystems Limited**

Date : 26th July, 2017
Place : Noida

**Sushil Kumar Jain
Company Secretary & Compliance Officer
ACS 8917**

NOTES

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed resolutions is appended herein below.
2. Mr. Vineet K Chaudhary, partner of VKC & Associates, Practicing Company Secretary (Membership No. F5327) and in case of failure of Mr. Vineet K Chaudhary, Mr. Mohit K Dixit, Practicing Company Secretary (Membership No. A49021), has been appointed as Scrutinizer for conducting the Postal Ballot and e-voting process in accordance with the Companies Act, 2013 and the Rules made thereunder in a fair and transparent manner.
3. As per Section 110 of the Act, read with Rule 20 & 22 of the Companies (Management and Administration) Rules 2014, as amended from time to time, the Postal Ballot Notice may be served on the members through electronic means, or by registered post/speed post or through courier service. Accordingly, Members who have registered their e-mail IDs with depositories or with the Company are being sent this Postal Ballot Notice by e-mail and the members who have not registered their e-mail IDs will receive Postal Ballot Notice along with the Postal Ballot Form by any permitted mode.
4. The Postal Ballot Notice is being sent to all the members whose names appear on the Register of Members/ list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on closure of business hours on 21st July, 2017, and a person who ceases to be a Member after the said date, should treat this Notice for information purposes only. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 21st July, 2017. A member cannot exercise his/ her vote by proxy on Postal Ballot.
5. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
6. In compliance with the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The instructions for e-voting are mentioned in the Postal Ballot Form, given electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to the members.
7. The documents referred to in the Notice and explanatory statement annexed thereto are available for inspection at the registered office of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company between 11:00 A.M. to 1:00 P.M. on all working days i.e Monday to Friday, till 02nd September, 2017.
8. The Members who do not receive the Postal Ballot Notice and Form may apply to the Company at cosec@hcl.com to receive the duplicate thereof.
9. The members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form, and record their assent (for) or dissent (against) to the item(s) so listed, by returning the same duly completed and signed in the attached postage pre-paid self- addressed envelope. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The

duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before 5 P.M. IST of 02nd September, 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member(s).

10. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. He will submit his report on the result of the voting by Postal Ballot and e-voting to the Chairman or a person authorised by him in writing on Monday, 04th September, 2017.
11. The final results of the voting by Postal Ballot, as to whether the resolution has been carried or not, will be declared by the Chairman or a person authorised by him in writing, at the registered office of the Company at 806, Siddharth, 96, Nehru Place, New Delhi-110019 on Monday, 04th September, 2017, along with details of the number of votes cast for and against the Resolution, invalid votes. The results of the Postal Ballot with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not, along with Scrutinizer Report will be displayed on the Notice Board of the Company at its Registered Office and as well as Corporate Office, and will also be posted on the website of the Company www.hclinfosystems.in as well as on the website of NSDL www.evoting.nsdl.com and shall be intimated to the Stock Exchanges on which the shares of the Company are listed. The results of the Postal Ballot shall also be published in the newspapers. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or e-voting.
12. The Postal Ballot Notice is also placed on the website of the Company www.hclinfosystems.in and on the website of NSDL www.evoting.nsdl.com.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Resolution No. 1

Reclassification of the Status of Promoters Shareholding into Public Shareholding

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "**Listing Regulations**") has provided a regulatory mechanism for classification of Promoters & Promoter group as Public Shareholders subject to fulfilment of conditions as provided therein.

In this regard, the Company received applications from the person/entities (as set out below) pursuant to Regulation 31A of the Listing Regulations for classifying them under the Public Category since their names have been included as a part of the Promoter and Promoter group.

They are not the 'immediate relatives' nor are they controlled by the remaining Promoter of the Company Mr. Shiv Nadar, as per the definition of promoter group as provided in Regulations 2(1)(zb)(ii) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

They are financially independent persons/entities, who take independent investment decisions and are no way related to any of the business carried out by the Company. Further they do not hold any key managerial position or representations of the Board of Directors in the Company and have not engaged in any management or day to day affairs of the Company and also do not have any right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of their shareholding. Further, they shall not act as a key management person of the Company for a period of more than three years from the date of the shareholders approval in relation to this reclassification. None of their act influences the decision taken by the Company and they do not have any special right through formal or informal arrangements with the Company or with the Promoter of the Company.

Sl. No	Name of the shareholder proposed to be reclassified	No. of Shares held in the Company as on date of notice from members	% of holding in the total capital of the Company as on date of notice from members
1	Mr. Arjun Malhotra Group		
	M/s AKM Systems Private Limited	11,997,007	5.38
	Ms. Kiran Malhotra	59,060	0.03
	Mr. Shiven Malhotra	11,880	0.01
	Ms. Poorva Malhotra	12,880	0.01
2	Mr. Ajai Chowdhry Group		

	M/s Apollo Trading and Finance Private Limited	1,346,971	0.60
	M/s BFL Investments & Financial Consultants Private Limited	1,346,971	0.60
	Mr. Ajai Chowdhry	198,490	0.09
	Ms. Gita Chowdhry	152,445	0.07
	Mr. Akshay Chowdhry	900	0.00
3	Ms. Nina Puri Group		
	M/s Vireet Investments Private Limited	1,825,703	0.82
Total		16,952,307	7.61

Vide their letters dated 17th July, 2017, 19th July, 2017 and 24th July, 2017, the Promoter and Promoter Group have requested the Company for:

- (i) declassification of the various persons/entities (as mentioned in the table above) as the Promoter and Promoter Group; and
- (ii) reclassification of its shareholding of the various persons/entities (as mentioned in the table above) as Public Shareholding.

In view of the explanations given by the Applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, the Board of Directors of the Company at their meeting held on 26th July, 2017 have approved all the applications for reclassification received by the Company as above from Promoter and Promoter Group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from the aforesaid persons/entities.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the public shareholding to achieve compliance with the minimum public shareholding requirement.

Further, in accordance with Regulation 31A of the Listing Regulations, the said reclassification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, *inter alia*, require that the Company obtain the consent of the Shareholders of the Company, for the said reclassification.

None of the Directors, Key Managerial Person, or their relatives is concerned or interested in this resolution except to the extent and manner set out in the resolution.

The Board recommend the passing of the resolutions as set out under item no.1 for approval of the Members as Ordinary Resolution through postal ballot.

The relevant documents in this regard are available for inspection in physical and/or electronic form, between 11:00 A.M. to 1:00 P.M. on all working days i.e., Monday to Friday, till 02nd September, 2017, at the Registered Office of the Company and copies thereof will also be made available for inspection in physical or electronic form at the Corporate Office of the Company.

You are requested to communicate your assent or dissent for the aforesaid proposal(s), in accordance with the instructions set out herein.

**By order of the Board
For HCL Infosystems Limited**

Date : 26th July, 2017
Place : Noida

**Sushil Kumar Jain
Company Secretary & Compliance Officer
ACS 8917**

HCL INFOSYSTEMS LIMITED

CIN - L72200DL1986PLC023955

Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi-110 019

Corporate Office: E - 4, Sector XI, Noida - 201 301 (U.P.)

Telephone: +91 120 2520977, 2526518, 2526519, Fax No.: +91 120 2523791

Website: www.hclinfosystems.in , Email: cosec@hcl.com

POSTAL BALLOT FORM (To be returned to the Scrutinizer)

Serial No.:

1. Name(s) of the Shareholder(s) including Joint-holders, if any (in Block Letters) :
2. Registered Address of the Sole/ First named shareholder :
3. Registered Folio No./ DPID No* / Client ID No.* :
(* Applicable to investors holding shares in demat form)
4. No. of Equity Shares held :

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the special business stated in the Postal Ballot Notice of the Company dated 26.07.2017 by sending my/our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below.

Item No.	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Reclassification of the Status of Promoters Shareholding into Public Shareholding			

Place:

Date:

(Signature of the Shareholder)

Notes: If the voting rights are exercised electronically, there is no need to use this form.
Please read carefully the instructions printed in the Postal Ballot Notice before exercising the vote.

INSTRUCTIONS FOR VOTING:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
 - i. Open the e-mail and open PDF file namely "HCL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Remote e-voting.pdf".
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nSDL.com>.
 - iii. Click on Shareholder - Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - viii. Select "EVEN" (E-Voting Event Number) of HCL Infosystems Limited. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy(PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who

are authorized to vote, to the Scrutinizer through e-mail at hclscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com or contact: Ms. Pallavi Mhatre, Assistant Manager, NSDL, Ph.: 022-24994545/1800-222-990, Email ID: pallavid@nsdl.co.in, evoting@nsdl.co.in. The documents should reach the scrutinizers on or before the close of the working hours on or before 02nd September, 2017.

- B. In case a Member receives physical copy of the Postal Ballot Notice (for Members whose email addresses are not registered with the Company/Depositories):

- i. Initial password is provided in the enclosed ballot form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- iii. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- iv. Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

C. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- i. Members desiring to cast their vote by Postal Ballot should complete and sign the Postal Ballot Form and send it to the Scrutinizer, Mr. Vineet K. Chaudhary, partner of VKC & Associates, Practicing Company Secretary (Membership No. F5327) at the Registered office of the Company. Postal Ballot Forms deposited in person will also be accepted.
- ii. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- iii. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / Authority letter, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- iv. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) /Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
- v. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than Saturday, 02nd September, 2017 (5.00P.M. IST). Postal Ballot Forms received after this date will be considered invalid.
- vi. The postal ballot form shall be considered invalid if:
- (a) A form other than the one issued by the company has been used;
 - (b) It has not been signed by or on behalf of the Member;
 - (c) Signature on the postal ballot form doesn't match the specimen signatures with the Company
 - (d) It is not possible to determine without any doubt the assent or dissent of the Member;
 - (e) Neither assent nor dissent is mentioned;
 - (f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - (g) The envelope containing the postal ballot form is received after the last date prescribed;
 - (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (i) It is received from a Member who is in arrears of payment of calls;
 - (j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - (k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
- vii. A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to Mr. Sushil Kumar Jain, Company Secretary & Compliance Officer of the Company at e-mail ID cosec@hcl.com.
- viii. Members are requested not to send any paper (other than the resolution/authority as mentioned above) along with the Postal Ballot Form.

D. Other Instructions:

- i. The e-voting period commences on Friday, 4th August, 2017 (9.00 A.M. IST) and ends on Saturday, 02nd September, 2017 (5.00 P.M. IST) and voting shall not be allowed beyond the said date and time. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 21st July, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, 21st July, 2017.
- iii. Voting rights in the Postal Ballot/ e-voting cannot be exercised by a proxy.
- iv. Mr. Vineet K Chaudhary, partner of VKC & Associates, Practicing Company Secretary (Membership No. F5327) and in case of failure of Mr. Vineet K Chaudhary, Mr. Mohit K Dixit, Practicing Company Secretary (Membership No. A49021), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- v. The Scrutinizer will submit his Report to the Chairman of the Company or the person authorized by him on Monday, 04th September, 2017.
- vi. Members who do not have access to e-voting facility may send duly completed Ballot Form so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Vineet K Chaudhary, partner of VKC & Associates, Practicing Company Secretary (Membership No. F5327), at the Registered Office of the Company not later than Saturday, 02nd September, 2017 (5.00 P.M. IST).

A member cannot vote both by post and e-voting and if he votes both by post and e-voting, his vote by post shall be treated as invalid.