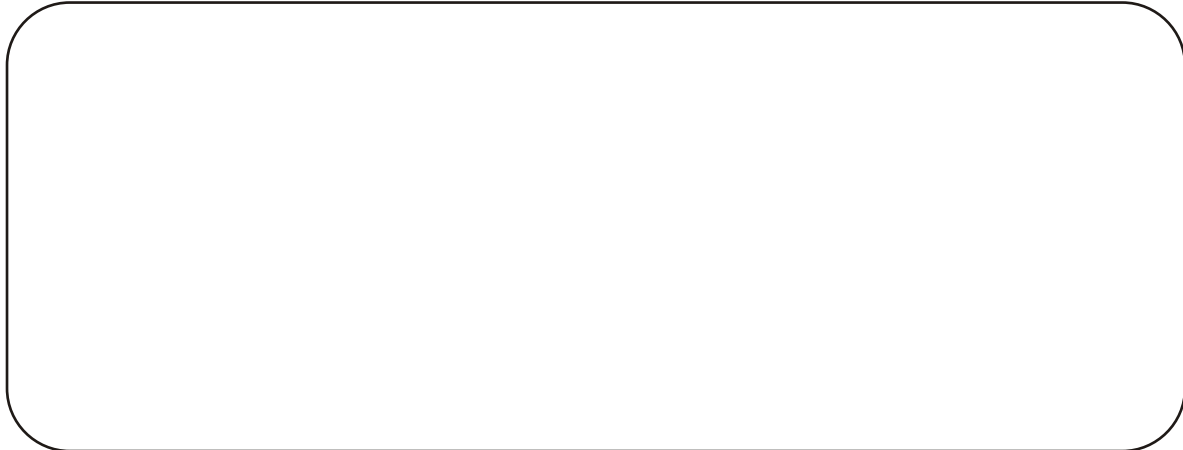




HCL INFOSYSTEMS LIMITED

CIN : L72200DL1986PLC023955

Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi-110 019,
Telephone: +91-120-2520977, 2526518, 2526519, Fax No.:+91-120-2523791
Website: www.hclinfosystems.com, Email: cosec@hcl.com



Dear Member,

Subject: Instructions for e-voting

In compliance with the provisions of the section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (Listing Regulations), the Company is pleased to provide members, facility to exercise their right to vote on all resolutions set forth in the Notice convening the Thirty Second (32nd) Annual General Meeting (AGM) of HCL Infosystems Limited to be held on Thursday, 27th September, 2018 at 10:00 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110001. The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

The facility for voting either through electronic voting system or ballot shall also be made available at the meeting and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facilities.

The Members may cast their votes using an electronic system from a place other than the venue of the Meeting ('remote e-voting').

The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The e-voting particulars are set out below:

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD
108883		

The e-voting facility will be available during the following voting period:

Commencement of e-voting	Monday, 24 th September, 2018 at 9.00 a.m. IST
End of e-voting	Wednesday, 26 th September, 2018 at 5.00 p.m. IST

Please read the instructions printed overleaf before exercising the vote electronically.

These details and instructions form integral part of the Notice of the Thirty Second (32nd) AGM of the Company to be held on Thursday, 27th September, 2018. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, 21st September, 2018.

A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the Depositories as on the cut-off date, i.e. Friday, 21st September, 2018 only shall be entitled to avail the facility of remote e-voting/voting at the AGM.

The instructions for e-voting are as under:

INSTRUCTIONS FOR VOTING:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical
a) For Members who hold shares in demat account with NSDL. Your User ID is:
8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
16 Digit Beneficiary ID
For example if your Beneficiary ID is 12***** then your user ID is 12*****
EVEN Number followed by Folio Number registered with the company
For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
b) For Members who hold shares in demat account with CDSL.
c) For Members holding shares in Physical Form.
5. Your password details are given below:
a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
c) How to retrieve your 'initial password'?
(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
b. Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vkcs.pcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

A. Other Instructions:

- i. The remote e-voting period commences on Monday, 24th September, 2018 (9.00 A.M. IST) and ends on Wednesday, 26th September, 2018. (5.00 P.M. IST) and e-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 September, 2018, 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 September, 2018. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, voting through ballot form, as well as voting at the meeting through ballot.
- iii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
- iv. The Company has appointed Mr. Vineet K. Chaudhary, partner of VKC & Associates, Practicing Company Secretary (Membership No. F5327) and in case of his failure, Mr. Mohit K Dixit, Practicing Company Secretary (Membership No. A49021) as "Scrutinizer" to scrutinize the e-voting process in a fair and transparent manner. The Company has received consent for such appointment.
- v. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, within forty eight hours of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- vi. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.hclinfosystems.com and on the website of NSDL, www.evoting.nsdl.com immediately after the result are declared by the Chairman or any person authorized by him. The company shall, simultaneously, communicate the results to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed