

**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

27<sup>th</sup> May, 2025**To,**

Dept. of Corporate Services <b>Bombay Stock Exchange Ltd</b> P.J.Towers Dalal Street Mumbai 400 001	<b>The National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051
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**Sub: Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2025****Symbol: NSE : HCL-INSYS****BSE (For Physical Form): 179****BSE (For Demat Form): 500179**

Dear Sir/Madam,

In compliance with the Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024. Please find enclosed herewith the Annual Secretarial Compliance Report duly signed by VKC & Associates, Company Secretaries, Practicing Company Secretary for the financial year ended 31<sup>st</sup> March 2025.

This is for your information and record please.

Thanking you,

Yours Sincerely,

**For HCL Infosystems Limited**

Twinkle Monga  
Company Secretary and Compliance Officer  
Membership No. A54882

**Encl. As above**

To,  
The Board of Directors,  
**HCL INFOSYSTEMS LIMITED**  
CIN: L72200DL1986PLC023955  
806, Siddharth, 96, Nehru Place  
New Delhi-110019 India

We have been engaged by **HCL Infosystems Limited** (hereinafter referred to as 'the Company') bearing CIN: L72200DL1986PLC023955 whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct a verification in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February 2019 and to issue the Annual Secretarial Compliance Report thereon.

**MANAGEMENT RESPONSIBILITY:**

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

**OUR RESPONSIBILITY:**

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report which is based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion. Our examination was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner, which involved such examinations and verifications as considered necessary and adequate for the said purpose and we have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

**DISCLAIMER:**

We are preparing the report by examining the secretarial records including minutes, documents, registers, intimation sent to the stock exchanges, other records and returns related to the applicable laws on the Company etc. made available to us. The management has confirmed that the records submitted to us are true and correct. We have also relied upon representation given by the management of the company regarding the compliance of law, rules, regulations and happening of event, etc. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Annual Secretarial Compliance Report is enclosed.



**FOR VKC & ASSOCIATES**

*(Company Secretaries)*

ICSI Unique Code: P2018DE077000

**CS Mohit K Dixit**

*Partner*

FCS No. F12361

C P No. 17827

UDIN: F012361G000417359

Peer Review Certificate Number: 6406/2025

Date : 23.05.2025  
Place : New Delhi

**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

## SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2025

We M/s VKC & Associates, Company Secretaries have examined:

- all the documents and records made available to us and explanation provided by **HCL Infosystems Limited** (“the listed entity”),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- Management Representation and any other documents/filing, as may be relevant, which has been relied upon to make this Report.

for the year ended 31<sup>st</sup> March, 2025 (“Review Period”) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

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(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under, except in respect of matters specified below:

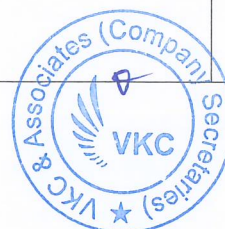
Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remark
Not Applicable										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

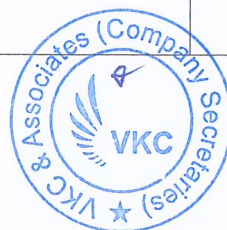
Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation /Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not Applicable						

We hereby report that, during the review period, the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	N.A
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	N.A



3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes	N.A
4.	<b>Disqualification of Director:</b> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	N.A
5.	<b>To examine details related to Subsidiaries of listed entities:</b> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes, the Company has a material Subsidiary i.e. HCL Infotech Limited	N.A.
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	N.A
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	N.A
8.	<b>Related Party Transactions:</b> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	(a) Yes (b) N.A.	(b)Please refer the point no 8(a)
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	N.A
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	N.A



11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions taken against the listed entity/ its Promoters / directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	N.A	As informed by the management, no Actions taken against the listed entity/ its Promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N.A	There is no such event.
13.	<b>Disclosure requirements of Employee Benefit Scheme</b> The listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2) (za) of the SEBI Regulations.	N.A	The Company does not have any Employee Benefit Scheme in terms of Regulation 46(2) (za) of the SEBI Regulations.
14.	<b>Additional Non-compliances, if any:</b> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. except as reported above.	N.A	No additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.

**FOR VKC & ASSOCIATES**

(Company Secretaries)

ICSI Unique Code: P2018DE077000



*(Handwritten signature)*

**CS Mohit K Dixit**

Partner

FCS No. F12361

C P No. 17827

UDIN: F012361G000417359

Peer Review Certificate Number: 6406/2025

**Date:** 23.05.2025

**Place:** New Delhi