

30th May, 2022

To,

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|---|--|
| Dept. of Corporate Services Bombay Stock Exchange Ltd P.J.Towers Dalal Street Mumbai 400 001 | The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 |
|---|--|

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2022.

Ref: SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019.

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 the SEBI circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 please find enclosed herewith the Annual Secretarial Compliance Report duly signed by VKC & Associates, Company Secretaries, Practicing Company Secretary for the financial year ended 31st March, 2022.

This is for your information and record please.

Thanking you,

Yours Sincerely,

For HCL Infosystems Limited

Komal Bathla
Company Secretary and Compliance Officer

Encl. a/a

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

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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 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.

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 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 thereon.

Our audit 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.

We conducted the audit 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. received via electronic means. The management has confirmed that the records submitted to us are the true and correct. We have also relied upon representation given by the management of the Company for certain areas which otherwise requires physical verification.

Annual Secretarial Compliance Report is enclosed.

FOR VKC & ASSOCIATES

(Company Secretaries)

Unique Code: P2018DE077000



CS Mohit K Dixit
Partner

ACS No. 49021

C P No. 17827



Date: 28.05.2022

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 31.03.2022

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No: CIR/CFD/CMD1/27/2019 dt. 8th February, 2019]

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

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

for the year ended 31st March, 2022 (“Review Period”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) 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: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**
- (g) 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:

- (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:



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| Sr. No | Compliance Requirement (Regulations/ circulars /guidelines including specific clause) | Deviations | Observations/Remarks of the Practicing Company Secretary |
|--------|---|---|--|
| 1. | <p>Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015;</p> <p>As per Regulation 29(2) of (LODR Regulations); The Listed Entity shall give prior intimation of atleast five days in advance (excluding the date of intimation and date of the meeting) to the stock exchange about the meeting of the board of directors in which financial results viz. quarterly, half yearly, or annual, as the case may be is due to be considered.</p> | <p>The Company has given the prior notice to the stock exchanges on 29th October 2021 for Board Meeting scheduled on 2nd November 2021 in which the financial results of the Company for quarter ended 30th September 2021 was enlisted for discussion. Thus, causing a delay of two (2) days in providing prior intimation to Stock Exchanges as per Regulation 29 (2).</p> | <p>In respect of delay in the intimation under Regulation 29(2)(a), the Company has paid the penalty of Rs. 10,000/- plus GST amounting to Rs.11,800/- to each of the Stock Exchanges and as such no further comments.</p> |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars including Circular / guidelines issued thereunder in so far as it appears from our examination of those records. Further, the Company has complied with the Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.
- (c) As per explanation and information given to us, the following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|--------|--|---|---|---|
| 1- | National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) | <i>Two days of delay of prior intimation of Board meeting under regulation 29(2)(a) of LODR Regulations .</i> | The Stock Exchanges i.e, NSE and BSE has imposed penalty of Rs. 10,000/- plus GST amounting to Rs.11,800/- each on the Company as per Standard Operating Procedure. | The Company has paid the penalty of Rs. 10,000/- plus GST amounting to Rs.11,800/- to each of the Stock Exchanges and as such, no further comments. |



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

| Sr No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended 31 st March 2021 | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|----------------|--|---|--|--|
| Not Applicable | | | | |



FOR VKC & ASSOCIATES
(Company Secretaries)
Unique Code: P2018DE077000



CS Mohit K Dixit
Partner

ACS No. 49021
C P No. 17827
UDIN: A049021D000364611

Date: 28.05.2022
Place: New Delhi