

**To,**

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

**Sub: Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2019.**

**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 31<sup>st</sup> March, 2019.

This is for your information and record please.

Thanking you,

Yours Sincerely,

**For HCL Infosystems Limited**

**Sushil Kumar Jain**  
**Company Secretary**

**Encl. a/a**

**SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2019**

*[Pursuant to SEBI Circular No: CIR/CFD/CMD1/27/2019 Dt. 8th February 2019]*

To,  
The Members,  
**HCL INFOSYSTEMS LIMITED**  
CIN L72200DL1986PLC023955  
806 Siddharth 96 Nehru Place  
New Delhi 110019

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 certification,

for the year ended 31<sup>st</sup> March 2019 (“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**

**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



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable**
- (h) 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 thereunder, except in respect of the matters specified below:-

| S. No | Compliance Requirement<br>(Regulations/Circulars/Guidelines including specific clause)                                                                         | Deviations                                                      | Observations/Remark<br>of the Practicing<br>Company Secretary                                                                                                                    |
|-------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.    | <b>Regulation 30 read with Schedule III Part A of SEBI's (Listing Obligations and Disclosures Requirements) Regulations, 2015</b>                              |                                                                 |                                                                                                                                                                                  |
|       | 15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors | Non-Submission of Schedule and presentation to Stock Exchanges. | Company has held the aforesaid meet via tele conferencing, However no intimations were made to stock exchanges (BSE & NSE) regarding the schedule of meet and presentation made. |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.





- (c) The following are the details of action 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 Practicing Company Secretary, if any |
|---------|-----------------|----------------------|---------------------------------------------------------------------|---------------------------------------------------------------|
| NIL     | NIL             | NIL                  | NIL                                                                 | NIL                                                           |

- (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 previous reports | Observations made in the Secretarial Compliance Report for the year ended...<br>(The years are to be mentioned) | Actions taken by the Listed entity, if any | Comments of the Practicing Company Secretary on the action taken by listed entity |
|----------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|--------------------------------------------|-----------------------------------------------------------------------------------|
| Not Applicable considering it is the first year of implementation of this report |                                                                      |                                                                                                                 |                                            |                                                                                   |



**FOR VKC & ASSOCIATES**  
(Company Secretaries)

  
**CS Mohit K Dixit**  
Partner  
ACS No: 49021  
CP No: 17827

Date: May 27, 2019  
Place: New Delhi