

Date: 10<sup>th</sup> March, 2025

<b>HCL Infosystems Limited</b> 806, Siddhartha 96, Nehru Place New Delhi - 110019	National Stock Exchange of India Limited "Exchange Plaza" Bandra East, Mumbai – 400 051 <b>NSE Symbol:</b> HCL-INSYS	BSE Limited Corporate Relations Department Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001 <b>BSE Scrip Code:</b> 500179
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Dear Sir,

**Sub.: Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations") in respect of HCL Infosystems Limited ("Target Company")**

**Ref.: Exemption Order (Ref No. WTM/ASB/CFD/12/2024-25) dated 22/11/2024 under Sections 11(1) and 11 (2)(h) of the Securities and Exchange Board of India Act, 1992 read with Regulation 11(5) of the SAST Regulations ("Exemption Order")**

This has reference to the Exemption Order issued by the SEBI approving indirect transfer of shares & voting rights by Shri Shiv Nadar (the undersigned) in favour of Ms. Roshni Nadar Malhotra in the Target Company through transfer of 47% shareholding in each of its promoter companies: (1) HCL Corporation Private Limited; and (2) Vama Sundari Investments (Delhi) Private Limited ("**Promoter Companies**").

In terms of Exemption Order, Shri Shiv Nadar has transferred 47% shareholding to Ms. Roshni Nadar Malhotra in the Promoter Companies by way of gift on 7<sup>th</sup> March, 2025.

The required details in terms of Regulation 29(2) of the SAST Regulations are enclosed herewith and you are requested to disseminate the same.

Thanking you,



**Shiv Nadar**

*Encl.: Disclosure under Regulation 29(2) of the SAST Regulations*

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	HCL Infosystems Limited		
Name(s) of the seller and Persons Acting in Concert (PAC) with the seller	Acquirer: Ms. Roshni Nadar Malhotra Seller: Mr. Shiv Nadar PACs: 1. HCL Corporation Pvt. Ltd 2. Vama Sundari Investments (Delhi) Pvt. Ltd. 3. Mrs. Kiran Nadar		
Whether the seller belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE)		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the sale under consideration, holding of:</b>			
a) Shares carrying voting rights	20,70,28,268	62.89	62.89
b) <del>Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</del>			
c) <del>Voting rights (VR) otherwise than by shares</del>			
d) <del>Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)</del>			
e) Total (a+b+c+d)	20,70,28,268	62.89	62.89
<b>Details of acquisition/sale</b>			
a. Shares carrying voting rights <del>acquired</del> /sold	The Seller has not disposed off any shares of the Target Company directly but has disposed off 47% equity shares of each of the Promoter Companies i.e., 1. HCL Corporation Private Limited; and 2. Vama Sundari Investments (Delhi) Private Limited which hold 49.94% and 12.94% respectively in the Target Company as a promoter. Please refer to <b>Annexure A</b> for the number of		

	shares of each of the above Promoter Companies disposed off by the Seller.		
b)	VRs acquired/sold otherwise than by shares		
e)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold		
d)	Shares encumbered / invoked/released by the acquirer		
e) Total (a+b+c+/-d)	NIL	NIL	NIL

<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	20,70,28,268	62.89	62.89
b) Shares encumbered with the acquirer			
c) VRs otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
e) Total (a+b+c+d)	20,70,28,268	62.89	62.89
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	The Seller has not disposed off any shares of the Target Company directly but has disposed off 47% shareholding in each of the Promoter Companies, i.e., 1. HCL Corporation Private Limited; and 2. Vama Sundari Investments (Delhi) Private Limited which holds 49.94% and 12.94% respectively in the Target Company as a promoter. Further, the sale is by way of an inter-se transfer by way of gift.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	7 <sup>th</sup> March, 2025		
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 65,84,19,856 /-		

Equity share capital/ total voting capital of the TC after the said acquisition/ sale	Rs. 65,84,19,856 /-
Total diluted share/voting capital of the TC after the said sale	Rs. 65,84,19,856 /-

(\* ) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

  
Shiv Nadar

Place: New Delhi

Date: 10.03.2025

**Annexure A**

**TABLE A: Shareholding of the acquirer, persons acting in concert and seller in the Target Company before and after the sale:**

Particulars	Shareholding before the proposed sale		Proposed Transaction		After the proposed sale	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
<b>Promoters &amp; Promoter Group other than Seller</b>						
Kiran Nadar	620	0	0	0.00	620	0
Roshni Nadar Malhotra	2893	0.00	0	0.00	2893	0.00
HCL Corporation Pvt. Ltd.	16,44,21,399	49.94	0	0.00	16,44,21,399	49.94
Vama Sundari Investments (Delhi) Pvt. Ltd.	4,26,03,194	12.94	0	0.00	4,26,03,194	12.94
<b>Seller</b>						
Shiv Nadar	3,055	0	0	0.00	3055	0
<b>Total</b>	<b>20,70,31,161</b>	<b>62.89</b>	<b>0</b>	<b>0</b>	<b>20,70,31,161</b>	<b>62.89</b>

**Table B: Transfer of equity shares of HCL Corporation Private Limited**

Particulars	Shareholding before the proposed sale		Proposed Transaction		After the proposed sale	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
<b>Promoters &amp; Promoter Group other than Seller</b>						
Kiran Nadar	6,544	32.72	0	0	6,544	32.72
Roshni Nadar Malhotra	2065	10.33	9,400	47	11,465	57.33
Shikhar Neelkamal Malhotra	1191	5.95	0	0	1,191	5.95
<b>Seller</b>						
Shiv Nadar	10,200	51.00	-9,400	-47	800	4.00
<b>Total</b>	<b>20,000</b>	<b>100</b>	<b>0</b>	<b>0.00</b>	<b>20,000</b>	<b>100</b>

**Table C: Transfer of equity shares of Vama Sundari Investments (Delhi) Private Limited**

Particulars	Shareholding before the proposed sale		Proposed Transaction		After the proposed sale	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
<b>Promoters &amp; Promoter Group other than Seller</b>						
Kiran Nadar	8,320	32.72	0	0	8,320	32.72
Roshni Nadar Malhotra	2,626	10.33	11,951	47	14,577	57.33

Particulars	Shareholding before the proposed sale		Proposed Transaction		After the proposed sale	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
<b>Promoters &amp; Promoter Group other than Seller</b>						
Shikhar Neelkamal Malhotra	1,514	5.95	0	0	1,514	5.95
<b>Seller</b>						
Shiv Nadar	12,968	51	-11,951	-47	1,017	4.00
<b>Total</b>	<b>25,428</b>	<b>100</b>	<b>0</b>	<b>0.00</b>	<b>25,428</b>	<b>100</b>