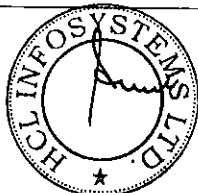


**Quarterly Compliance Report on Corporate Governance for quarter ended 31<sup>st</sup> Dec, 2014**

Particulars	Clause of Listing Agreement	Compliance status (Yes / No)	Remarks
<b>II Board of Directors</b>	49 II	Yes	
(A) Composition of Board	49 (II A)	Yes	
(B) Independent Directors	49 (II B)	Yes	The evaluation criteria for performance evaluation of independent directors is being laid down by Nomination & Remuneration Committee and the same will be disclosed in the Annual Report of the Company.
(C) Non-executive Directors' compensation & disclosures	49 (II C)	Yes	
(D) Other provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	
(F) Whistle Blower Policy	49 (II F)	Yes	
<b>III. Audit Committee</b>	49 (III)	Yes	
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	Yes	
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)	Yes	
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	



**HCL INFOSYSTEMS LIMITED**

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Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.

Corporate Identity Number - L72200DL1986PLC023955

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(I) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII I)	Yes	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	
<b>XI. Compliance</b>	49 (XI)	Yes	

**For HCL Infosystems Limited**



Sushil Kumar Jain  
Company Secretary  
Date – 13 Jan, 2015

