

**HCL INFOSYSTEMS LTD.**

Corporate Office: E-4, Sector 11, 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

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**Annexure -I****Compliance Report on Corporate Governance for the Quarter ended 31<sup>st</sup> March, 2016**

1. Name of Listed Entity - HCL Infosystems Limited
2. Quarter ending - 31<sup>st</sup> March, 2016

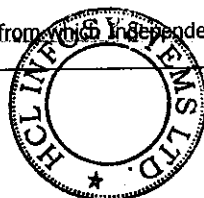
**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	DIN	PAN \$	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term/ cessation	Tenure (Period completed from date of appointment till 31/03/2016) *	No of Directorship in listed entities including this listed entity (Refer regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer regulation 26(1) of Listing Regulations)	No of post Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	V N Koura	00010210	AGDPK0437E	Non-Independent & Non-executive Director	24/01/2006	-	01	-	-
Ms.	Sangeeta Talwar	00062478	ACFPT1415R	Independent & Non-executive Director	11/02/2014	2 Years 1 Month	03	2	1
Mr.	Dhirendra Singh	00852815	AFQPS8507K	Independent & Non-executive Director	31/01/2012	4 Years 2 months	01	2	-
Mr.	Nikhil Sinha	01174807	BHOPS7068C	Chairperson & Non-Independent & Non-executive Director	29/07/2009	-	01	1	-
Mr.	Premkumar Seshadri	03114983	AAJPP0404G	Managing Director	21/03/2014	-	02	1	-
Mr.	Kaushik Dutta	03328890	AGYPD3424F	Independent & Non-executive Director	11/02/2014	2 Years 1 Month	02	2	1
Mr.	Pradeep Kumar Khosla	03611983	CIFPK6247J	Independent & Non-executive Director	17/08/2011	4 years 7 months	01	-	-
Mr.	Sanjeev Sharma	05341838	AAAPS4272J	Independent & Non-executive Director	03/10/2014	1 year 5 months	01	-	-
Mr.	Dilip Kumar Srivastava	06847137	AAYP51577Q	Non-Independent & Non-executive Director	21/03/2014	-	01	-	-
Mr.	Pawan Kumar Danwar	06847503	AAEPD4727D	Non-Independent & Non-executive Director	21/03/2014	-	01	-	-
Ms.	Ritu Arora	07019164	ABHPA9259P	Independent & Non-executive Director	06/04/2015	11 months	01	1	-

\* PAN number of any director would not be displayed on the website of Stock Exchange

\* Category of directors means executive/non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

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**II. Composition of the Committees**

Name of Committee	Name of Committee members	Category &
Audit Committee	1. Mr. Kaushik Dutta 2. Mr. Nikhil Sinha 3. Mr. Dharendra Singh 4. Ms. Sangeeta Talwar 5. Ms. Ritu Arora	Chairman- Independent & Non-executive Director Non-Independent & Non-executive Director Independent & Non-executive Director Independent & Non-executive Director Independent & Non-executive Director
Nomination & Remuneration Committee	1. Mr. Dharendra Singh 2. Mr. Dillip Kumar Srivastava 3. Ms. Sangeeta Talwar	Chairman- Independent & Non-executive director Non-Independent & Non-executive Director Independent & Non-executive Director
Stakeholder Relationship Committee	1. Ms. Sangeeta Talwar 2. Mr. Dharendra Singh 3. Mr. Premkumar Seshadri	Chairperson- Independent & Non-Executive Director Independent & Non-executive Director Managing Director
Risk Management Committee	NA	NA

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

**III. Meeting of Board of Directors**

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
21/10/2015	25/01/2016	59 Days
26/11/2015	29/02/2016	
	28/03/2016	

**IV. Meeting of Committees**

<b>1. Audit Committee</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days *
25/01/2016	Yes	20/10/2015	79 Days
15/02/2016	Yes	06/11/2015	
28/03/2016	Yes		
<b>2. Nomination and Remuneration Committee</b>			
25/01/2016	Yes	06/10/2015	96 Days
28/03/2016	Yes	20/10/2015	
<b>3. Stakeholder Relationship Committee</b>			
25/01/2016	Yes	20/10/2015	96 Days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**V. Related Party Transactions**

Subject	Compliance Status (Yes/ No/ NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee.	Yes




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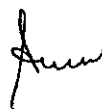
Corporate Identity Number - L72200DL1986PLC023965

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**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The Composition of the following committees is in terms of SEBI (Listing Obligations and disclosure requirements ) Regulations, 2015:
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Yes, it was placed. No comments/ observations/ advice were given by the Board of Directors. This relevant quarter's report will be placed in the ensuing Board Meeting.



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