

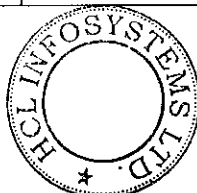
**Quarterly Compliance Report on Corporate Governance under
Clause 49 of the Listing Agreement**

For September, 2015 quarter

Name of the Company: HCL Infosystems Limited
Quarter ending on: 30th September, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II Board of Directors	49 (II)		
(A) Composition of Board	49 (II A)	Yes	-
(B) Independent Directors	49 (II B)	Yes	No remuneration except sitting fees being paid to any non-executive director
(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	-
III. Audit Committee	49 (III)		
(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	-
IV. Nomination and Remuneration Committee	49 (IV)	Yes	-
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transaction	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)	Yes	
(A) Related Party Transactions	49 (VIII A)	Yes	-
(B) Disclosure of Accounting Treatment	49 (VIII B)	NA	-
(C) Remuneration of Directors	49 (VIII C)	Yes	-
(D) Management	49 (VIII D)	Yes	-
(E) Shareholders	49 (VIII E)	Yes	-
(I) Proceeds from public issue, rights issue, preferential issue etc.)	49 (VIII I)	NA	
IX. CEO/CFO Certification	49 (IX)	Yes	Certification done by MD & CFO

Janu



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

www.hclinfosystems.com

www.hcl.com

X. Report on Corporate Governance	49 (X)	Yes	-
XI. Compliance	49 (XI)	Yes	-

For HCL Infosystems Ltd


Sushil Kumar Jain
Company Secretary

