

8<sup>th</sup> January, 2013

To  
The Secretary,  
National Stock Exchange of India Limited,  
"Exchange plaza"  
Bandra-Kurla Complex,  
Bandra (East)  
Mumbai-400051

To  
The Secretary,  
The Bombay Stock Exchange Limited,  
P.J.Tower  
Dalal Street  
Fort  
Mumbai-400001

**Sub: Compliance with Clause 49 of the Listing Agreement**

Dear Sir,

In terms of the requirements of the Listing Agreement, we are pleased to submit the quarterly Compliance Report on Corporate Governance for the quarter ended on 31<sup>st</sup> December, 2012:


**Name of the Company:** HCL INFOSYSTEMS LIMITED  
**Quarter ending on:** 31<sup>st</sup> December, 2012

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No.)	Remarks
<b>I. Board of Directors</b>	49 I		
A) Composition of Board	49(IA)	Yes	
B) Non-executive directors' compensation & disclosures	49(IB)	Yes	
C) Other provisions as to Board and Committees	49(IC)	Yes	
D) Code of conduct	49(ID)	Yes	
<b>II. Audit Committee</b>	49 II		
A) Qualified & Independent Audit Committee	49(IIA)	Yes	
B) Meetings of Audit Committee	49(IIB)	Yes	
C) Powers of Audit Committee	49(IIC)	Yes	
D) Role of Audit Committee	49(IID)	Yes	
E) Review of information by Audit Committee	49(IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	Yes	
<b>IV. Disclosures</b>	49 (IV)		
A) Basis of related party transactions.	49(IVA)	Yes	
B) Disclosure of Accounting Treatment	49(IVB)	Yes	
C) Board disclosures	49(IVC)	Yes	
D) Proceeds from public issues, rights issues, preferential issues etc.	49(IVD)	Yes	
E) Remuneration of Directors	49(IVE)	Yes	
F) Management	49(IVF)	Yes	
G) Shareholders	49(IVG)	Yes	
<b>V. CEO / CFO Certification</b>	49 (V)	Yes	
<b>VI. Report on Corporate Governance</b>	49(VI)	Yes	
<b>VII. Compliance</b>	49(VII)	Yes	

Thanking you,  
**For HCL Infosystems Limited**

  
**Sushil Kumar Jain**  
Company Secretary

Declared to be True  
**For HCL Infosystems Ltd.**

  
Sushil Kumar Jain  
Company Secretary

**HCL**