

HCL INFOSYSTEMS LTD.

Corporate Office: E-4, Sector 11, NOIDA 201 301, U.P., India

E-4, Sector 11, NOIDA 201 301, U.P., India

Tel: +91 120 2520977, 2526518, 2526519 Fax: +91 120 2525196

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

Corporate Identity Number - L72200DL1986PLC023955

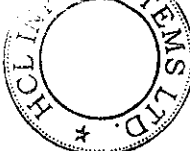
www.hclinfosystems.com

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HCL INFOSYSTEMS LIMITED**Quarterly Compliance Report on Corporate Governance for quarter ended 31st March, 2015**

Particulars	Clause of Listing Agreement	Compliance status (Yes / No)	Remarks
II Board of Directors	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	
III. Audit Committee	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	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	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	

[Signature]


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(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(I) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII I)	Yes	
IX. CEO/CFO Certification	49 (IX)	Yes	Certification done by MD & CFO
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

For HCL Infosystems LimitedSushil Kumar Jain
Company SecretaryDate – 6th April, 2015