

**Annexure –I****Compliance Report on Corporate Governance for the Quarter ended 30<sup>th</sup> September, 2016**

1. Name of Listed Entity - HCL Infosystems Limited
2. Quarter ending - 30<sup>th</sup> September, 2016

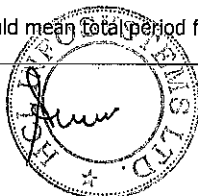
**I. Composition of Board of Directors**

| 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 30/09/2016)* | 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 7 Months  | 03   | 1   | 1   |
| Mr.              | Dhirendra Singh        | 00852815 | AFQPS8507K | Independent & Non-executive Director                                     | 31/01/2012   | 4 Years 8 months  | 01   | 3   | -   |
| Mr.              | Nikhil Sinha           | 01174807 | BHOPS7068C | Chairperson & Non-Independent & Non-executive Director                   | 29/07/2009   | -   | 01   | 1   | -   |
| Mr.              | Premkumar Seshadri     | 03114983 | AAJPP0404G | Executive Vice chairman & Managing Director                              | 21/03/2014   | -   | 01   | 2   | -   |
| Mr.              | Kaushik Dutta          | 03328890 | AGYPD3424F | Independent & Non-executive Director                                     | 11/02/2014   | 2 Years 7 Months  | 02   | 6   | 1   |
| Mr.              | Pradeep Kumar Khosla   | 03611983 | CIFPK6247J | Independent & Non-executive Director                                     | 17/08/2011   | 5 years 1 month   | 01   | -   | -   |
| Mr.              | Sanjeev Sharma         | 05341838 | AAAPS4272J | Independent & Non-executive Director                                     | 03/10/2014   | 1 year 11 months  | 01   | 2   | -   |
| 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   | 2   | -   |
| Ms.              | Ritu Arora             | 07019164 | ABHPA9259P | Independent & Non-executive Director                                     | 06/04/2015   | 1 year 5 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.



| <b>II. Composition of the Committees</b> |  |  |
|--|--|--|
| Name of Committee                        | Name of Committee members  | Category <sup>&amp;</sup>  |
| Audit Committee                          | 1. Mr. Kaushik Dutta<br>2. Mr. Nikhil Sinha<br>3. Mr. Dharendra Singh<br>4. Ms. Sangeeta Talwar<br>5. Ms. Ritu Arora | Chairman- Independent & Non-executive Director<br>Non-Independent & Non-executive Director<br>Independent & Non-executive Director<br>Independent & Non-executive Director<br>Independent & Non-executive Director |
| Nomination & Remuneration Committee      | 1. Mr. Dharendra Singh<br>2. Mr. Dilip Kumar Srivastava<br>3. Ms. Sangeeta Talwar                                    | Chairman- Independent & Non-executive director<br>Non-Independent & Non-executive Director<br>Independent & Non-executive Director   |
| Stakeholder Relationship Committee       | 1. Ms. Sangeeta Talwar<br>2. Mr. Dharendra Singh<br>3. Mr. Premkumar Seshadri  | Chairperson- Independent & Non-Executive Director<br>Independent & Non-executive Director<br>Managing Director   |
| Risk Management Committee                | NA   | NA   |

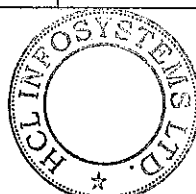
<sup>&</sup> Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

| <b>III. Meeting of Board of Directors</b>           |   |   |
|---|---|---|
| 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) |
| 25/05/2016  | 22/07/2016  | 57 Days   |
|   | 30/07/2016  |   |
|   | 17/08/2016  |   |

| <b>IV. Meeting of Committees</b>                            |   |   |  |
|---|---|---|--|
| <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 * |
| 29/07/2016  | Yes   | 24/05/2016  | 28 Days  |
|   | Yes   | 30/06/2016  |  |
|   | Yes   |   |  |
| <b>2. Nomination and Remuneration Committee</b>             |   |   |  |
|   | Yes   | 24/05/2016  | 30 Days  |
|   | Yes   | 24/06/2016  |  |
| <b>3. Stakeholder Relationship Committee</b>                |   |   |  |
| 29/07/2016  | Yes   | 24/05/2016  | 65 Days  |

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

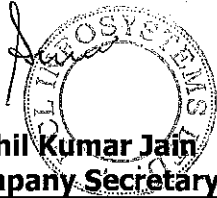
| <b>V. Related Party Transactions</b>  |                                 |
|---|---------------------------------|
| Subject   | Compliance Status (Yes/ No/ NA) |
| Whether prior approval of audit committee obtained  | Yes                             |
| Whether shareholder approval obtained for material RPT  | N.A.                            |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee. | Yes                             |



*[Handwritten signature]*

### **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**