

**14<sup>th</sup> May, 2020****To,**

Dept. of Corporate Services <b>Bombay Stock Exchange Ltd</b> P.J. Towers Dalal Street Mumbai 400 001	<b>The National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051
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**Sub: Compliance Report on Corporate Governance pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Symbol: NSE : HCL-INSYS**  
**BSE (For Physical Form): 179**  
**BSE (For Demat Form): 500179**

Dear Sir/Madam,

In terms of the provisions of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the Corporate Governance Report:

1. For the quarter ended 31<sup>st</sup> March, 2020; and
2. For the Financial Year ended 31<sup>st</sup> March, 2020.

This is for your information and record please.

Thanking you,

Yours Sincerely,

**For HCL Infosystems Limited**

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

**Encl. a/a**

**Annexure –I****Compliance Report on Corporate Governance for the Quarter ended 31<sup>st</sup> March, 2020**

1. Name of Listed Entity - HCL Infosystems Limited  
 2. Quarter ending - 31<sup>st</sup> March, 2020

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	DIN	PAN <sup>§</sup>	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Date of Birth	Date of Appointment in the current term/ cessation	Date of Re-appointment	Tenure (Period completed from date of appointment till 31/03/2020)*	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.	Dilip Kumar Srivastava	06847137	AAYP51577Q	Non-Independent & Non-executive Director	10/01/1960	21/03/2014	12/11/2014	-	1	0	0
Mr.	Kaushik Dutta	03328890	AGYPD3424F	Independent & Non-executive Director	01/05/1962	11/02/2014	16/09/2019	6 Years 1 Month (73 months)	3	4	1
Mr.	Nikhil Sinha	01174807	BHOPS7068C	Chairperson & Independent & Non-executive Director	03/08/1960	01/04/2019	16/09/2019	12 Months	1	1	0
Mr.	Pawan Kumar Danwar	06847503	AAEPD4727D	Non-Independent & Non-executive Director	07/07/1966	21/03/2014	16/09/2019	-	1	1	0
Mr.	Rangarajan Raghavan (Resigned w.e.f closing hours of 31.3.2020)	07932761	ADFPR5402H	Managing Director	22/02/1959	01/04/2018	01/04/2018	2 Years (24 months)	1	2	0
Mrs.	Ritu Arora	07019164	ABHPA9259P	Independent & Non-executive Director	05/05/1973	06/04/2015	19/11/2015	4 years 11 Months (59 months)	1	3	0
Mrs.	Sangeeta Talwar	00062478	ACFPT1415R	Independent & Non-executive Director	05/05/1956	11/02/2014	16/09/2019	6 Years 1 Month (73 months)	5	5	2

<sup>§</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<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

\* 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.

**II. Composition of the Committees**

Name of Committee	Name of Committee members	Category <sup>&amp;</sup>
Audit Committee	1. Mr. Kaushik Dutta 2. Dr. Nikhil Sinha 3. Mrs. Sangeeta Talwar 4. Mrs. Ritu Arora	Chairman- Independent & Non-executive Director Independent & Non-executive Director Independent & Non-executive Director Independent & Non-executive Director
Nomination & Remuneration Committee	1. Mrs. Sangeeta Talwar 2. Mr. Dilip Kumar Srivastava 3. Dr. Nikhil Sinha	Chairperson - Independent & Non-executive Director Non- Independent & Non-executive Director Independent & Non-executive Director
Stakeholder Relationship Committee	1. Mrs. Sangeeta Talwar 2. Mr. Pawan Kumar Danwar 3. Mr. Rangarajan Raghavan*	Chairperson- Independent & Non-Executive Director Non- Independent & Non-executive Director Managing Director
Risk Management Committee	NA	NA
<sup>&amp;</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		

\* Mr. Rangarajan Raghavan resigned from the position of Managing Director of the Company w.e.f the closing hours of 31<sup>st</sup> March, 2020.

**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)
05/11/2019	27/01/2020	82 Days
	24/02/2020	
	26/03/2020	

**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*
27/01/2020	Yes	05/11/2019	82 Days
26/03/2020			
<b>2. Nomination and Remuneration Committee</b>			
27/01/2020	Yes	05/11/2019	82 Days
<b>3. Stakeholder Relationship Committee</b>			
27/01/2020	Yes	05/11/2019	82 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

**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**

**ANNEXURE – II****Compliance Report on Corporate Governance for the financial year ended 31<sup>st</sup> March, 2020**

I. Disclosure on website in items of Listing Regulations		
Item	Compliance status (Yes/ No/ NA)	
Details of Business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact Information of the Designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/ No/ NA)
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes

Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material subsidiary	24(1)	N.A.
Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**Sushil Kumar Jain**  
Company Secretary