

6<sup>th</sup> January, 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
--	--

**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 for the Quarter ended 31<sup>st</sup> December, 2019.

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> December, 2019**

1. Name of Listed Entity - HCL Infosystems Limited
2. Quarter ending - 31<sup>st</sup> December, 2019

**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 31/12/2019)*	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	-	01	1	-
Mr.	Kaushik Dutta	03328890	AGYPD3424F	Independent & Non-executive Director	01/05/1962	11/02/2014	16/09/2019	5 Years 10 Months (70 months)	03	4	1
Mr.	Nikhil Sinha	01174807	BHOPS7068C	Chairperson & Independent & Non-executive Director	03/08/1960	01/04/2019	16/09/2019	9 Months	01	1	-
Mr.	Pawan Kumar Danwar	06847503	AAEPD4727D	Non-Independent & Non-executive Director	07/07/1966	21/03/2014	16/09/2019	-	01	1	-
Mr.	Rangarajan Raghavan	07932761	ADFPR5402H	Managing Director	22/02/1959	01/04/2018	01/04/2018	1 Year 9 Months (21 months)	01	2	-
Mrs.	Ritu Arora	07019164	ABHPA9259P	Independent & Non-executive Director	05/05/1973	06/04/2015	19/11/2015	4 years 8 months (56 months)	01	3	-
Mrs.	Sangeeta Talwar	00062478	ACFPT1415R	Independent & Non-executive Director	05/05/1956	11/02/2014	16/09/2019	5 Years 10 Months (70 months)	04	1	1

<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.

**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

**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>&</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

**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)
31/07/2019	05/11/2019	49 Days
6/08/2019		
16/09/2019		

**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*
05/11/2019	Yes	31/07/2019	96 Days
<b>2. Nomination and Remuneration Committee</b>			
05/11/2019	Yes	31/07/2019	96 Days
<b>3. Stakeholder Relationship Committee</b>			
05/11/2019	Yes	31/07/2019	96 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

**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](http://www.hcl.com)

**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**