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General information about company

Scrip code	500179
NSE Symbol	HCL-INSYS
MSEI Symbol	NOTLISTED
ISIN	INE236A01020
Name of the entity	HCL INFOSYSTEMS LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Enter the quarter ended date only

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Annexure 1

Annexure 1 to be submitted by listed entity on quarterly basis

1. Composition of Board of Directors

Disclosure of roles on composition of board of directors (applicable)		Yes		No		Disqualification of Directors under section 166 of the Companies Act, 2013																				
Whether listed entity has a Regular Chairperson				Yes		No																				
Sr	Title (Dr / Mr)	Name of the Director	PAN	DIR	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Share Reg. 173A of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including the listed entity (Share Regulation 173A of Listing Regulations)	No of independent Directorship in listed entities including the listed entity (Share Regulation 173A of Listing Regulations)	Number of memberships in Audit/Other committees/Board entities (Share Regulation 302) of Listing Regulations)	No of post of Chairperson in Audit/Other committees/Board entities (Share Regulation 302) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Shreshth Agarwal	AAR7341MAY	03/09/84	Non-Executive - Non Independent	Not Applicable		30-04-1984	No				Active	NA		01-04-2022	30-03-2021		24.00	1	1	1	1			
2	Mr	Shreshth Datta	AQ1753431F	03/12/86	Non-Executive - Independent	Not Applicable		01-01-1987	No				Active	NA		11-01-2024	01-04-2019	11-03-2024	121.18	4	4	4	4			Termine Completion
3	Mr	VINOD DATT	BA1720289C	01/12/60	Director	Chairperson		04-04-1960	No				Active	NA		01-04-2023	01-04-2020		80.00	1	1	1	1			
4	Mr	Pravin Kumar Dattaraj	AA1514127H	04/07/61	Non-Executive - Non Independent	Not Applicable		04-07-1961	No				Active	NA		21-03-2024	24-03-2022		100.14	1	1	1	1			
5	Mr	Shashank	AA1616229D	02/04/64	Non-Executive - Independent	Not Applicable		02-04-1964	No				Active	NA		01-04-2024	02-04-2022		100.14	1	1	1	1			
6	Mr	Singaram Lakshmi	AA2714414	02/04/78	Non-Executive - Independent	Not Applicable		04-01-1978	No				Active	NA		11-02-2024	04-04-2022	11-03-2024	121.18	4	4	4	4			Termine Completion
7	Mr	Chandrika Venkatesh Dattaraj	AA1930818A	02/03/74	Non-Executive - Independent	Not Applicable		04-03-1974	No				Active	NA		10-08-2023	10-08-2021		7.72	1	1	1	1			
8	Mr	Kirti Kumar Dattaraj	AA1930248C	03/01/44	Non-Executive - Independent	Not Applicable		03-01-1944	No				Active	NA		10-08-2023	10-08-2021		7.72	1	1	1	1			

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto September 30, 2022.
3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30 2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	0322890	Kaushik Dutta	Non-Executive - Independent Director	Chairperson	21-03-2014	31-03-2024	6
2	01174807	Nikhil Sinha	Non-Executive - Independent Director	Member	13-01-2011		
3	00062478	Sangeeta Talwar	Non-Executive - Independent Director	Member	23-04-2015	31-03-2024	7
4	07019164	Ritu Arora	Non-Executive - Independent Director	Member	23-04-2015		
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00062478	Sangeeta Talwar	Non-Executive - Independent Director	Chairperson	21-03-2014	31-03-2024	8
2	06847503	Pawan Kumar Danwar	Non-Executive - Non Independent Director	Member	01-04-2022		
3	01174807	Nikhil Sinha	Non-Executive - Independent Director	Member	13-05-2019		
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00062478	Sangeeta Talwar	Non-Executive - Independent Director	Chairperson	26-06-2014	31-03-2024	9
2	06847503	Pawan Kumar Danwar	Non-Executive - Non Independent Director	Member	13-05-2019		
3	00149856	Neelish Agarwal	Non-Executive - Non Independent Director	Member	01-04-2022		
4							
5							
6							
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

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Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
	Add Delete						
1	07-11-2023			Yes	8	8	6
2	13-02-2024	97		Yes	8	8	6

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* to be filled in only for the current quarter meetings

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory							Add Notes			
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
<div style="display: flex; justify-content: space-between;"> Add Delete </div>										
1	Audit Committee	07-11-2023				Yes	4	4	4	0
2	Audit Committee	13-02-2024	97			Yes	4	4	4	0
3	Nomination and remuneration committee	07-11-2023				Yes	3	3	2	0
4	Nomination and remuneration committee	13-02-2024	97			Yes	3	3	2	0

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* to be filled in only for the current quarter meetings

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Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Other details of cyber security incidence or breaches or loss of data event		Add Notes
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

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Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Komal Bathla
2	Designation	Company Secretary and Compliance Officer

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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.hclinfosystems.in/investors/
2	Terms and conditions of appointment of independent directors	Yes		https://www.hclinfosystems.in/investors/
3	Composition of various committees of board of directors	Yes		https://www.hclinfosystems.in/investors/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.hclinfosystems.in/investors/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.hclinfosystems.in/investors/
6	Criteria of making payments to non-executive directors	Yes		https://www.hclinfosystems.in/investors/
7	Policy on dealing with related party transactions	Yes		https://www.hclinfosystems.in/investors/
8	Policy for determining 'material' subsidiaries	Yes		https://www.hclinfosystems.in/investors/
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.hclinfosystems.in/investors/
10	Email address for grievance redressal and other relevant details	Yes		https://www.hclinfosystems.in/investors/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.hclinfosystems.in/investors/
12	Financial results	Yes		https://www.hclinfosystems.in/investors/
13	Shareholding pattern	Yes		https://www.hclinfosystems.in/investors/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.hclinfosystems.in/investors/
18	Credit rating or revision in credit rating obtained	Yes		https://www.hclinfosystems.in/investors/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.hclinfosystems.in/investors/
20	Secretarial Compliance Report	Yes		https://www.hclinfosystems.in/investors/
21	Materiality Policy as per Regulation 30 (4)	Yes		https://www.hclinfosystems.in/investors/
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.hclinfosystems.in/investors/
23	Disclosures under regulation 30(8)	Yes		https://www.hclinfosystems.in/investors/
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.hclinfosystems.in/investors/
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.hclinfosystems.in/investors/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.hclinfosystems.in/investors/
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

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Annexure II
II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided			Add Notes	

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Annexure II

1	Name of signatory	Komal Bathia
2	Designation	Company Secretary and Compliance Officer

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Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		Add Notes

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Annexure II

1	Name of signatory	Komal Bathla
2	Designation	Company Secretary and Compliance Officer

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Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below		The Figure should be mentioned in Actual INR only	
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			Add Notes
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to			Add Notes
Name			
Designation			
Place			
Date			

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Signatory Details

Name of signatory	Komal Bathla
Designation of person	Company Secretary and Compliance Officer
Place	Noida
Date	16-04-2024

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