

12th April, 2019

To,

Dept. of Corporate Services Bombay Stock Exchange Ltd P.J.Towers Dalal Street Mumbai 400 001	The National Stock Exchange of India Limited 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 31st March, 2019; and
2. For the Financial Year ended 31st March, 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 31st March, 2019

1. Name of Listed Entity - HCL Infosystems Limited
2. Quarter ending - 31st March, 2019

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 31/03/2019)*	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.	Dhirendra Singh	00852815	AFQPS8507K	Independent & Non-executive Director	31/01/2012	7 Years 2 Months (86 months)	01	3	3
Mr.	Dilip Kumar Srivastava	06847137	AAYP51577Q	Non-Independent & Non-executive Director	21/03/2014	-	01	1	-
Mr.	Kaushik Dutta	03328890	AGYPD3424F	Independent & Non-executive Director	11/02/2014	5 Years 1 Month (61 months)	04	4	1
Mr.	Nikhil Sinha	01174807	BHOPS7068C	Chairperson & Non-Independent & Non-executive Director	29/07/2009	-	01	1	-
Mr.	Pawan Kumar Danwar	06847503	AAEPD4727D	Non-Independent & Non-executive Director	21/03/2014	-	01	1	-
Mrs.	Ritu Arora	07019164	ABHPA9259P	Independent & Non-executive Director	06/04/2015	3 Years 11 Months (47 months)	01	3	-
Mrs.	Sangeeta Talwar	00062478	ACFPT1415R	Independent & Non-executive Director	11/02/2014	5 Years 1 Month (61 months)	02	1	1
Mr.	Rangarajan Raghavan	07932761	ADFPR5402H	Managing Director	01/04/2018	1 Year (12 Months)	01	2	-

[§]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.

II. Composition of the Committees

Name of Committee	Name of Committee members	Category &	Date of Appointment
Audit Committee	1. Mr. Kaushik Dutta 2. Dr. Nikhil Sinha 3. Mr. Dharendra Singh 4. Mrs. Sangeeta Talwar 5. Mrs. Ritu Arora	Chairman- Independent & Non-executive Director Non-Independent & Non-executive Director Independent & Non-executive Director Independent & Non-executive Director Independent & Non-executive Director	21/03/2014 28/01/2011 26/06/2012 05/08/2014 22/04/2015
Nomination & Remuneration Committee	1. Mr. Dharendra Singh 2. Mr. Dilip Kumar Srivastava 3. Mrs. Sangeeta Talwar	Chairman- Independent & Non-executive director Non-Independent & Non-executive Director Independent & Non-executive Director	21/03/2014 21/03/2014 21/03/2014
Stakeholder Relationship Committee	1. Mrs. Sangeeta Talwar 2. Mr. Dharendra Singh 3. Mr. Rangarajan Raghavan	Chairperson- Independent & Non-Executive Director Independent & Non-executive Director Managing Director	26/06/2014 23/08/2012 01/04/2018
Risk Management Committee	NA	NA	NA

& 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)
15.10.2018	05.02.2019	102 Days
25.10.2018		

IV. Meeting of Committees

1. Audit Committee

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 *
05.02.2019	Yes	25.10.2018	102 Days

2. Nomination and Remuneration Committee

05.02.2019	Yes	25.10.2018	102 Days
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3. Stakeholder Relationship Committee

05.02.2019	Yes	25.10.2018	102 Days
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* 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

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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

Compliance Report on Corporate Governance for the financial year ended 31st March, 2019

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	24(1)	N.A.

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subsidiary		
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
<p>Note</p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>III Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		
<p>Sushil Kumar Jain Company Secretary</p>		