

04th October, 2018

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 30th September, 2018; and
2. at the end of 6 Months after end of Financial Year along with second quarter report.

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 30th September, 2018

1. Name of Listed Entity - HCL Infosystems Limited
2. Quarter ending - 30th September, 2018

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 30/09/2018)*	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	6 Years 8 Months (80 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	4 Years 7 Months (55 months)	03	4	1
Dr.	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	-
Mr.	Rangarajan Raghavan	07932761	ADFPR5402H	Managing Director	01/04/2018	6 Months	01	2	-
Mrs.	Ritu Arora	07019164	ABHPA9259P	Independent & Non-executive Director	06/04/2015	3 years 5 months (41 months)	01	3	-
Mrs.	Sangeeta Talwar	00062478	ACFPT1415R	Independent & Non-executive Director	11/02/2014	4 Years 7 Months (55 months)	02	1	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.

II. Composition of the Committees

Name of Committee	Name of Committee members	Category &
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
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
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
Risk Management Committee	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)
29/05/2018	25/07/2018	56 Days

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 *
25/07/2018	Yes	29/05/2018	56 Days
2. Nomination and Remuneration Committee			
25/07/2018	Yes	29/05/2018	
		21/06/2018	
3. Stakeholder Relationship Committee			
25/07/2018	Yes	29/05/2018	

* 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.

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Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.

Corporate Identity Number - L72200DL1986PLC023955

www.hclinfosystems.com

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

ANNEXURE III

Name of Listed Entity - HCL Infosystems Limited

Format to be submitted by listed entity at the end of 6 Months after end of Financial Year along with second quarter report of next Financial Year

I. Affirmations		
Broad Heading	Regulation Number	Compliance Status (yes/ No/ NA)
Copy of the Annual Report including Balance Sheet, Profit and Loss account, Directors Report, Corporate governance report, Business responsibility report displayed on website.	46(2)	Yes, the Annual Report for 2017-18 was displayed on the website containing all the reports except the Business Responsibility Report which was not applicable to the Company for the previous financial year 2017-18.
Presence of Chairperson of Audit Committee at the Annual general Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual report	34(3) read with para C of Schedule V	Yes
<p>Sushil Kumar Jain Company Secretary</p>		