

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

13th October, 2014

To
The Secretary,
National Stock Exchange of India Limited,
"Exchange plaza"
Bandra-Kurla Complex,
Bandra (East)
Mumbai-400051

To
The Secretary,
BSE Limited,
P.J.Tower
Dalal Street
Fort
Mumbai-400001

Sub: Compliance with Clause 49 of the Listing Agreement

Dear Sir,

In terms of the requirements of the Listing Agreement, we are pleased to give below the quarterly Compliance Report on Corporate Governance for the quarter ended on 30th September, 2014:

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No.)	Remarks
I. Board of Directors	49 I		
A) Composition of Board	49(IA)	Yes	
B) Non-executive directors' compensation & Disclosures	49(IB)	Yes	
C) Other provisions as to Board and Committees	49(IC)	Yes	
D) Code of conduct	49(ID)	Yes	
II. Audit Committee	49 II		
A) Qualified & Independent Audit Committee	49(IIA)	Yes	
B) Meetings of Audit Committee	49(IIB)	Yes	
C) Powers of Audit Committee	49(IIC)	Yes	
D) Role of Audit Committee	49(IID)	Yes	
E) Review of information by Audit Committee	49(IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)		
A) Basis of related party transactions.	49(IVA)	Yes	
B) Disclosure of Accounting Treatment	49(IVB)	Yes	
C) Board disclosures	49(IVC)	Yes	
D) Proceeds from public issues, rights issues, preferential issues etc.	49(IVD)	Yes	
E) Remuneration of Directors	49(IVE)	Yes	
F) Management	49(IVF)	Yes	
G) Shareholders	49(IVG)	Yes	
V. CEO / CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49(VI)	Yes	
VII. Compliance	49(VII)	Yes	

Thanking you,
For HCL Infosystems Limited

Sushil Kumar Jain
Company Secretary

**HCL**