

This is a translation into English of the statutory auditor's report on the financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users.

This statutory auditor's report includes information required by French law, such as the verification of the management report and other documents provided to the sole shareholder. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Geometric

Year ended March 31, 2019

Statutory auditor's report on the financial statements

ERNST & YOUNG Audit

Geometric

Year ended March 31, 2019

Statutory auditor's report on the financial statements

To the Sole Shareholder of Geometric,

Opinion

In compliance with the engagement entrusted to us by decision of the sole shareholder, we have audited the accompanying financial statements of Geometric for the year ended March 31, 2019.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at March 31, 2019 and of the results of its operations for the year then ended in accordance with French accounting principles.

Basis for Opinion

■ Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

■ Independence

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from April 1, 2018 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in the French Code of Ethics (*Code de déontologie*) for statutory auditors.

Justification of Assessments

In accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you that, in our professional judgment, the most significant assessments we made were related to the appropriateness of the accounting policies used. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the President's management report and in the other documents with respect to the financial position and the financial statements provided to the sole shareholder.

We attest that the information relating to payment deadlines referred to in Article D. 441-4 of the French Commercial Code (*Code de commerce*) is fairly presented and consistent with the financial statements.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The financial statements were approved by the President.

Statutory Auditor's Responsibilities for the Audit of the Financial Statements

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- ▶ Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- ▶ Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements.
- ▶ Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- ▶ Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Paris-La Défense, June 28, 2019

The Statutory Auditor
French original signed by
ERNST & YOUNG Audit

Fabienne Eckerlein

Balance Sheet

Assets

Fiscal year ended March 31st, 2019

Geometric SAS

(in euros)

ASSETS	Gross	Amort./ Deprec.	03/31/19	03/31/18
Shares subscribed but not called				
Intangible assets				
Preliminary expenses				
Development expenditure				
Concessions, patents & similar				
Purchased goodwill				
Other intangibles				
Payments on account - intangible assets				
Property, plant and equipment				
Land				
Buildings				
Industrial and technical plant				
Other plant and equipment	67,279	32,012	35,267	42,030
PP&E under construction				
Payments on account - PP&E				
Long-term investments				
Equity affiliates				
Other equity investments				
Loans to equity investments				
Other investment securities				
Loans				
Other long-term investments	24,202	-	24,202	24,202
TOTAL NON-CURRENT ASSETS	91,480	32,012	59,468	66,232
Inventory and work-in-progress				
Raw materials & supplies				
Work in progress – goods				
Work in progress – services				
Semi-finished and finished goods				
Bought-in goods				
Payments on account – inventories	67,468	-	67,468	-
Receivables				
Trade receivables and related accounts	3,381,393	19,068	3,362,325	3,789,428
Other receivables	125,048	-	125,048	125,827
Shares subscribed and called but not paid in				
Marketable securities				
Cash and cash equivalents	2,598,635	-	2,598,635	2,086,949
Prepaid expenses	5,032	-	5,032	61,937
TOTAL CURRENT ASSETS	6,177,576	19,068	6,158,507	6,064,140
Unrealized foreign exchange losses				
TOTAL ASSETS	6,269,056	51,080	6,217,976	6,130,373

Balance Sheet

Equity and liabilities

Fiscal year ended March 31st, 2019

Geometric SAS

(in euros)

EQUITY AND LIABILITIES	03/31/19	03/31/18
Capital		
Share capital (of which paid in: 2,437,000)	2,437,000	2,437,000
Additional paid-in capital		
Revaluation reserves		
Reserves		
Legal reserve		
Reserves required under the bylaws or contractually		
Tax-driven reserves		
Other reserves		
Earnings		
Retained earnings	(545,042)	(1,126,058)
Net income/(loss) for the period	394,169	581,016
Investment subsidies		
Tax-driven provisions		
TOTAL EQUITY	2,286,126	1,891,957
Proceeds from issues of participating securities		
Subordinated loans		
EQUITY EQUIVALENTS		
Provisions for contingencies		
Provisions for losses		
PROVISIONS FOR CONTINGENCIES AND LOSSES		
Borrowings		
Convertible bonds		
Other bonds		
Bank borrowings		
Other borrowings	126,526	-
Trade payables and other liabilities		
Trade payables and related accounts	2,380,504	2,515,302
Tax and employee-related liabilities	1,158,717	1,435,545
Amounts payable in respect of non-current assets and related a/cs		
Other liabilities	266,103	287,568
Deferred income and miscellaneous		
TOTAL LIABILITIES	3,931,849	4,238,415
Unrealized foreign exchange gain		
TOTAL EQUITY AND LIABILITIES	6,217,976	6,130,373

Income Statement

Part 1

Fiscal year ended March 31st, 2019

Geometric SAS

(in euros)

			03/31/19 *	03/31/18 **
	France	Export	Total	
Sales of bought-in goods				
Sales of own goods				
Sales of own services	10,859,564	213,511	11,073,075	10,950,058
NET SALES	10,859,564	213,511	11,073,075	10,950,058
Change in inventories of own production of goods and services				
Own production of goods and services capitalized				
Operating subsidies				
Write-back of depreciation, amortization, impairment and provisions, expense reclassifications				
Other revenues			119,119	-
Total operating revenues			11,192,194	10,950,058
Purchases of bought-in goods				
Change in inventories of bought-in goods				
Purchases of raw materials and other supplies				
Change in inventories of raw materials and supplies				
Other purchases and external charges			6,624,444	6,796,958
Duties and taxes other than income tax			68,376	65,273
Wages and salaries			2,746,651	2,397,558
Social security contributions and similar charges			1,245,787	969,889
Depreciation/amortization of non-current assets			16,043	11,854
Impairment of non-current assets				
Impairment of current assets			17,815	-
Operating charges to provisions for contingencies and losses			-	1,253
Other expenses			77,383	
Total operating expenses			10,796,499	10,242,786
NET INCOME (LOSS) FROM OPERATIONS			395,695	707,271
Profits transferred in or losses transferred out				
Profits transferred out or losses transferred in				
Financial income from equity investments				
Revenues from other transferable securities and long-term loans				
Other interest and similar income				
Write-back of provisions and expense reclassifications			-	7,108
Foreign exchange gains			-	108,646
Net proceeds from sale of marketable securities				
Total financial income			0	115,754
Amortization and charges to provisions for financial items				
Interest and similar charges			1,526	-
Foreign exchange losses			-	242,010
Net charges on sales of marketable securities				
Total financial expenses			1,526	242,010
NET INCOME FROM FINANCIAL ITEMS			(1,526)	(126,256)
NET INCOME FROM ORDINARY ACTIVITIES BEFORE TAX			394,169	581,016

Income Statement

Part 2

Fiscal year ended March 31st, 2019

Geometric SAS

(in euros)

			03/31/19 *	03/31/18 **
Exceptional income from non-capital transactions				
Exceptional income from capital transactions				
Write-back of impairment and provisions, expense reclassifications				
Total exceptional income			-	-
Exceptional charges on non-capital transactions				
Exceptional charges on capital transactions				
Exceptional depreciation, amortization, impairment and charges to provisions				
Total exceptional expenses			-	-
NET EXCEPTIONAL ITEMS			-	-
Statutory employee profit-sharing scheme				
Income tax				
TOTAL INCOME			11,192,194	11,065,812
TOTAL EXPENSES			10,798,025	10,484,796
NET INCOME FOR THE YEAR			394,169	581,016
			* 12 months	** 12 months

Notes to the Financial Statements

Fiscal year ended March 31st, 2019

Geometric SAS

IMPORTANT FACT

Nil.

ACCOUNTING RULES AND METHODS

Principles and policies

The accounts for the year ended were prepared and presented in accordance with the accounting principles mentioned into the Articles 121-1 to 121-5 of the 2016 General Chart of Accounts.

Items recorded in the accounts are valued in accordance with the historical cost convention.

The accounting policies have been applied in accordance with the provisions of the Commercial Code, the accounting decree of 29/11/83 and the ANC Regulation 2016-07 relating to the rewriting of the General Chart of Accounts.

Competitiveness and employment tax credit

The Competitiveness and employment tax credit is recorded within employees' costs.

During the period ending March 31st, 2019, a competitiveness and employment tax credit for EUR 15,414 was booked (€ 19,838 for calendar year 2018).

This tax credit is allocated to fund companies in the improvement of their competitiveness,. For the previous calendar year, a competitiveness and employment tax credit of € 19,838 has been generated and mainly assigned to efforts concerning :

Description of the efforts	Amount
-investment -research -innovation -formation -recruitment -new markets development -ecological and energy transition -reconstitution of working capital	19,838
Total	19,838

The employment credit has neither allowed to fund an increase of the distributed profits, nor increase the executive compensation.

Notes to the Financial Statements

Fiscal year ended March 31st, 2019

Geometric SAS SPECIFIC INFORMATION

Fixed asset statement

Gross carrying amount	Opening balance	Additions/ Transfers
Office & computer equipment, furniture & fittings	57,999	9,280
Total property, plant and equipment	57,999	9,280
Loans & other long-term investments	24,202	0
Total long-term investments	24,202	0
GRAND TOTAL	82,201	9,280

	Disposals / Transfers	Closing balance	Original value
Office & computer equipment, furniture & fittings		67,279	67,279
Total property, plant and equipment		67,279	67,279
Loans & other long-term investments		24,202	24,202
Total long-term investments	0	24,202	24,202
GRAND TOTAL	0	91,480	91,480

Depreciation statement

Depreciable assets	Op. balance	Charge	Reversal	Closing balance
Office equipment	15,969	16,043		32,012
Total PP&E	15,969	16,043		32,012
GRAND TOTAL	15,969	16,043		32,012

Depreciable assets	Straight line depreciation	Declining balance depreciation	Exceptional depreciation
Office equipment	16,043		
Total PP&E	16,043		
GRAND TOTAL	16,043		

Provisions statement

Provisions	Opening balance	Charge	Reversal	Closing balance
Provisions for foreign exchange losses				
Prov. for conting. & losses	1,253	17,815	0	19,068
GRAND TOTAL	1,253	17,815	0	19,068
o/w charges and reversals	-operating -financial		17,815	0

Notes to the Financial Statements

Fiscal year ended March 31st, 2019

Geometric SAS

Asset and debts maturity

Assets	Gross	1 year or less	More than 1 year
Other investments (deposit)	24,202		24,202
Other trade receivables	3,381,393	3,381,393	
Employee and related accounts	1,220	1,220	
Value added tax	92,405	92,405	
Group undertaking and partners	31,424	31,424	
Prepaid expenses	5,032	5,032	
Total receivables	3,535,674	3,511,742	24,202

Liabilities	Gross	1 year or less	1 to 5 years	More than 5 years
Trade payables & related accounts	2,380,504	2,380,504		
Employee and related accounts	358,371	358,371		
Soc. sec. & other soc. welfare organ	171,960	171,960		
Central govt & other public bodies				
- Value added tax	562,208	562,208		
- Sundry taxes	66,177	66,177		
Other borrowings	126,526	126,526		
Other liabilities	266,103	266,103		
Total liabilities	3,931,849	3,931,849		

Breakdown of share capital

	Number	Par value
Shares comprising the share capital at the beginning of the year date	2,437,000	1
Shares issued during the year		
Shares redeemed during the year		
Shares comprising the share capital at the end of the year	2,437,000	1

Notes to the Financial Statements

Fiscal year ended March 31st, 2019

Geometric SAS

Other intangible assets

Intangible tangible assets are valued at acquisition cost.

Tangible assets

The cost of an asset is made up of its purchase cost, including customs duties and non recoverable taxes, after deduction of discounts, commercial rebates and settlement discounts, all costs directly allocatable to put the asset into operations according to the intended use.

Depreciation and amortization

Depreciation and amortization is calculated on a straight-line basis over the useful life of the asset.

Useful lives are as follows:

- | | |
|--------------------|---------------|
| - Office equipment | 3 years |
| - Office furniture | 5 to 10 years |

Receivables and payables

Receivables and payables are stated at nominal value.

Receivable impairment

An impairment is applied if their recoverable amount falls below the net carrying amount.

Cash in Euros

Cash has been valued for its nominal value.

Cash in foreign currencies (PCG Art 420-7 and 420-8)

Foreign currency liquidity was translated into Euros on the basis of the last exchange rate of the Group known at the end of the financial year.

The exchange conversion gain or loss have been recognized directly into the P&L.

Accrued income

Accrued income	Amount
Trade receivables and related accounts	448,290
Others	31,424
TOTAL	479,714

Accrued expenses

Accrued expenses	Amount
Loans and related accounts	1,526
Trade payables and related accounts	530,629
Tax and employee-related liabilities	419,642
Other liabilities	266,103
TOTAL	1,217,900

Prepaid expenses and deferred income

	Expenses	Income
Operating income/expenses	5,032	0
TOTAL	5,032	0

Change in equity

	As at March 31 st , 2018	Increases	Decreases	Appropriation of PY income	As at March 31 st , 2019
Share capital	2,437,000	0			2,437,000
Legal reserve					
Other reserve					
Merger premium					
Retained earnings	(1,126,058)			581,016	(545,043)
Net income for the LFY	581,016			(581,016)	
TOTAL	1,891,957	0	0	0	1,891,957

ADDITIONAL P&L INFORMATION

Average workforce

	Salaried employees	Individuals made available to the company
Executives	41	
Supervisors and technicians	0	
TOTAL	41	

Statutory auditors' fees

During the period ending March 31st, 2019, audit fees amounts to € 19,000 :

- the fees recorded with respect to the statutory audit of the annual statutory financial statements amount to € 19,000.
- the fees recorded for other audit fees amounts to € 0.

FINANCIAL COMMITMENTS AND OTHER INFORMATION

Secured debts by mortgages

Nil

Financial commitments

Commitments given: nil

Commitments received: nil

Pension, retirement benefit and similar commitments

The Company has not signed any special pension agreement.

Therefore, it's strictly limited to the conventional retirement indemnity.

No provision has been recorded for this period.

Consolidating company

The consolidating company is HCL TECHNOLOGIES LTD, 806 SIDDHARTH 95 NEHRU, PLACE,
NEW DELHI,

OTHER

Exceptional income and expenses

Nil