

**COMPLIANCE CERTIFICATE**

**[Pursuant to Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]**

To,  
The Members  
HCL Technologies Limited  
806, Siddharth  
96, Nehru Place  
New Delhi- 110019

We, M/s. Chandrasekaran Associates, Company Secretaries, have been appointed as the Secretarial Auditor vide a resolution passed a meeting of the Board of Directors of HCL Technologies Limited (hereinafter referred to as '**the Company**') held on April 20-21, 2022, having CIN: L74140DL1991PLC046369 and its registered office at 806, Siddharth, 96, Nehru Place, New Delhi- 110019. This certificate is issued under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**Regulations**") for the Financial Year ended March 31, 2023.

**Management Responsibility:**

It is the responsibility of the Management of the Company to implement the 'HCL Technologies Limited-Restricted Stock Unit Plan 2021' (RSU Plan 2021) (hereinafter referred to as '**the Scheme**') including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Verification:**

The Company has implemented the Scheme in accordance with the Regulations and the Special Resolutions passed by the members of the Company through Postal Ballot on November 28, 2021 ("**Postal Ballot**").

For the purpose of verifying the compliance of the Regulations, We have examined, reviewed and relied upon the following:

1. HCL Technologies Limited- Restricted Stock Unit Plan 2021;
2. Copy of the resolution passed at the meeting of the Board of Directors held on October 14, 2021 for the approval of the RSU Plan 2021;
3. Copy of the following members' resolutions passed through Postal Ballot:
  - (a) Approval of 'HCL Technologies Limited - Restricted Stock Unit Plan 2021' and Grant of Restricted Stock Units to Eligible Employees of HCL Technologies Limited thereunder.
  - (b) Grant of Restricted Stock Units to the Eligible Employees of Subsidiaries and/or Associate Companies of HCL Technologies Limited under 'HCL Technologies Limited - Restricted Stock Unit Plan 2021'.
  - (c) Authorization for secondary acquisition of equity shares of HCL Technologies Limited by HCL Technologies Stock Options Trust for implementation of 'HCL Technologies Limited - Restricted Stock Unit Plan 2021' and providing financial assistance in this regard.
4. Trust Deed (including amendment thereof) of the Trust;
5. Disclosure in the Statutory Auditor's Report and Director's Responsibility Statement w.r.t relevant Accounting Standards as prescribed by the Central Government;
6. Detailed terms and conditions of the Scheme as approved by the NRC;
7. Exercise Price/ Pricing formula stated under the explanatory statement of Postal Ballot Notice;
8. Disclosure by the Board of Directors on the RSU Plan 2021 in the Director's Report as enclosed in the Annual Report for the Financial Year 2022-23.

**Certification:**

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented the Scheme in accordance with the applicable provisions of the Regulations and Resolutions passed by the members of the Company through Postal Ballot.

**Assumption & Limitation of Scope and Review:**

1. Ensuring the authenticity of documents and information furnished to us the responsibility of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. We have relied upon on the compliance of accounting standards as mentioned in Regulation 15 of Regulations based on the Auditor's Report issued by the Statutory Auditors of the Company and Statement made by the Directors in their Directors' Responsibility Statement.
4. This certificate is neither an assurance as to the future viability of the Company nor on the efficiency or effectiveness with which the management has conducted the affairs of the Company.
5. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

**For Chandrasekaran Associates  
Company Secretaries**

FRN: P1988DE002500

Peer Review Certificate No.: 1428/2021

Dr. S. Chandrasekaran

Senior Partner

Membership No. FCS 1644

Certificate of Practice No. 715

UDIN: F001644E000137219

Date: April 19, 2023

Place: Delhi