

**COMPLIANCE CERTIFICATE  
FOR HCL TECHNOLOGIES LIMITED- RESTRICTED STOCK UNIT PLAN 2021  
[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,  
South Delhi-110019, India.

We, Makarand M. Joshi & Co., Company Secretary in practice, have been appointed as the Secretarial Auditor vide a resolution passed by the Board of Directors of **HCL Technologies Limited** (hereinafter referred to as 'the Company'), having CIN- L74140DL1991PLC046369 and having its registered office 806, Siddharth, 96, Nehru Place, South Delhi-110019, India, at its meeting held on April 25-26, 2024. This certificate of the compliance, for the financial year 2024-25, is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as 'the Regulations').

**Management Responsibility:**

It is the responsibility of the Management of the Company to implement 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 HCL Technologies Limited - Restricted Stock Unit Plan 2021 ('the Scheme') in compliance with applicable regulations and pursuant to the approval granted by its members through Special resolutions passed via Postal Ballot on November 28, 2021 ('Shareholder resolution')

For the purpose of verifying the compliance of the Regulations, we have examined the following:

1. Scheme received from the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Nomination and Remuneration Committee;
4. Resolutions passed at the meeting of the Board of Directors;

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**Head Office**

Ecstasy, 802-805, 8th Floor, Citi Of Joy, JSD, Mulund West, Mumbai - 400080, Maharashtra  
**Board Number:** +91 22 3100 8600 **Website:** [www.mmjc.in](http://www.mmjc.in), [www.csrcares.in](http://www.csrcares.in)

5. Shareholders resolution passed through Postal Ballot to approve the Scheme and implement it through a trust;
6. Detailed Terms and Conditions of the Scheme as approved by Nomination and Remuneration Committee;
7. Details of trades in the securities of the Company executed by the trust through which the Scheme is implemented;
8. Trust deed;
9. Disclosure by the Board of Directors in their Board's Report;
10. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder and
11. Relevant accounting standards as prescribed by the Central government.

**Certification:**

In our opinion and to the best of our information 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 Shareholders resolution of the Company.

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

1. Ensuring the authenticity of documents and information furnished is 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. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. 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 Makarand M. Joshi & Co.**  
**Company Secretaries**  
ICSI UIN: P2009MH007000  
Peer Review Cert. No.: 6290/2024

**Makarand** Digitally signed by  
Makarand  
**Madhusu** Madhusudan Joshi  
Date: 2025.04.22  
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**Makarand M. Joshi**  
**Partner**  
FCS: 5533  
CP: 3662  
UDIN: F005533G000171490

**Date:** April 22, 2025  
**Place:** Mumbai

**COMPLIANCE CERTIFICATE  
FOR HCL TECHNOLOGIES LIMITED- RESTRICTED STOCK UNIT PLAN 2024  
[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,  
South Delhi-110019, India.

We, Makarand M. Joshi & Co., Company Secretary in practice, have been appointed as the Secretarial Auditor vide a resolution passed by the Board of Directors of **HCL Technologies Limited** (hereinafter referred to as 'the Company'), having CIN- L74140DL1991PLC046369 and having its registered office 806, Siddharth, 96, Nehru Place, South Delhi-110019, India, at its meeting held on April 25-26, 2024. This certificate of the compliance, for the financial year 2024-25, is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as 'the Regulations').

**Management Responsibility:**

It is the responsibility of the Management of the Company to implement 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 HCL Technologies Limited - Restricted Stock Unit Plan 2024 ('the Scheme') in compliance with applicable regulations and pursuant to the approval granted by its members through Special resolutions passed via Postal Ballot on July 3, 2024 ('Shareholder resolution')

For the purpose of verifying the compliance of the Regulations, we have examined the following:

1. Scheme received from the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Nomination and Remuneration Committee;
4. Resolutions passed at the meeting of the Board of Directors;

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**Head Office**

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5. Shareholders resolution passed through Postal Ballot to approve the Scheme and implement it through a trust;
6. Detailed Terms and Conditions of the Scheme as approved by Nomination and Remuneration Committee;
7. Details of trades in the securities of the Company executed by the trust through which the Scheme is implemented;
8. Trust deed;
9. Disclosure by the Board of Directors in their Board's Report;
10. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder and
11. Relevant accounting standards as prescribed by the Central government.

**Certification:**

In our opinion and to the best of our information 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 Shareholders resolution of the Company.

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

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2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
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4. 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 Makarand M. Joshi & Co.**  
**Company Secretaries**  
**ICSI UIN: P2009MH007000**  
**Peer Review Cert. No.: 6290/2024**

**Makarand** Digitally signed by  
Makarand  
**Madhusu** Madhusudan Joshi  
Date: 2025.04.22  
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**Makarand M. Joshi**  
**Partner**  
**FCS: 5533**  
**CP: 3662**  
**UDIN: F005533G000171512**

**Date: April 22, 2025**  
**Place: Mumbai**