HCL TECHNOLOGIES LTD.
Corporate Identity Number: L74140DL1991PLC046369
Technology Hub, Special Economic Zone
Plot No : 3A, Sector 126, NOIDA 201 304, UP, India.
T +91 120 6125000 F +91 120 4683030
Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.
www.hcltech.com
www.hcl.com

October 16, 2018

Mr. Girish Joshi : **BSE Limited**
25th Floor
Phiroze Jeejeebhoy Towers
Dalal Street. Fort
Mumbai 400 001

Mr. Avinash Kharker : **National Stock Exchange of India Limited**
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400051

Sub: Completion of extinguishment / destruction of a total of 3,63,63,636 (Three Crores Sixty Three Lacs Sixty Three Thousand Six Hundred and Thirty Six) fully paid up Equity Shares of HCL Technologies Limited (the "Company") under the Buy-back

Dear Sirs,

Pursuant to the Public Announcement dated August 20, 2018 which was published on August 21, 2018 and the Letter of Offer dated September 7, 2018, the tendering period for the Buy-back opened on September 18, 2018 and closed on October 3, 2018 (the "**Tendering Period**"). The settlement of trades accepted under the Buy-back was done on October 9, 2018.

In accordance with the provisions of Regulation 19(4) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (the "**Buy-back Regulations**"), 3,63,63,636 fully paid up Equity Shares which were bought back by the Company during the Tendering Period, have been extinguished / destroyed as on October 11, 2018.

The Equity Share capital of the Company before and after the said extinguishment / destruction is as follows:

Equity Share capital before the said extinguishment / destruction (Number of Equity Shares)	Number of Equity Shares extinguished / destroyed	Equity share capital after the said extinguishment / destruction (Number of Equity Shares)
1,39,25,21,664	3,63,63,636	1,35,61,58,028

In accordance with the provisions of Regulation 12(4) of the Buy-back Regulations, we enclose herewith a copy of the Certificate of Extinguishment dated October 11, 2018 relating to the above extinguishment / destruction of 3,63,63,636 Equity Shares of the Company.

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HCL

The post Buy-back shareholding pattern was disclosed in the Post Buy-back Public Announcement published on October 10, 2018 which was submitted for your records on October 11, 2018. The same has been reproduced in Annexure A for ease of reference.
This is for your information and records.

Thanking you,

Yours faithfully,
For **HCL Technologies Limited**

M Anand

Manish Anand
Company Secretary

Encl. as above

HCL Technologies Limited

Annexure A

The shareholding pattern of the Company, pre and post Buy-back, is as under:

Category of Shareholder	Pre Buy-back		Post Buy-back	
	Number of Shares	% to the existing Equity Share capital	Number of Shares	% to post Buy-back Equity Share capital
Promoter Group and persons acting in Concert	83,78,80,610	60.17	81,26,91,662	59.93
Foreign Investors (including Non-Resident Indians, FPIs, Foreign Banks, Foreign Nationals and OCBs)	38,59,64,197	27.72	54,34,66,366	40.07
Financial Institutions / Banks, Mutual Funds, Insurance Companies, Alternate Investment Funds and NBFCs	11,95,72,095	8.59		
Others (Public, Bodies Corporate, Clearing Members, Trust, and HUF)	4,91,04,762	3.53		
Total	**1,39,25,21,664**	**100.00**	**1,35,61,58,028**	**100.00**

MAnand.

HCL Technologies Limited

2nd & 3rd Floor
Golf View Corporate Tower - B
Sector - 42, Sector Road
Gurugram - 122 002, Haryana, India
Tel : +91 124 681 6000

Independent Auditor's Report on Extinguishment of Equity Shares Pursuant to Buyback

To,
The Board of Directors
HCL Technologies Limited
806, Siddharth,
96, Nehru Place,
New Delhi – 110019

I. This report is issued in accordance with the terms of our service scope letter dated 4 July 2018 and master engagement agreement dated 28 September 2017 with HCL Technologies Limited (hereinafter the "Company").

II. At the request of the Company, in connection with the scheme of buy back of equity shares of the Company that opened on 18 September 2018, we have examined the attached Certificate of Extinguishment of Equity Shares Bought-back ("the statement") by the Company. The statement is prepared by the Company and signed by us for identification purposes. The Statement has been prepared, and this Certificate is issued, in connection with Regulation 12, of the Securities and Exchange Board of India (buy back of securities) Regulations, 1998, as amended (the Regulations').

Management's Responsibility

III. Management is responsible for:

1. The preparation of the statement including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
2. Complying with all the relevant provisions of Regulation 12, of the Securities and Exchange Board of India (buy back of securities) Regulations, 1998, as amended.

Auditor's Responsibility

IV. Pursuant to provisions of Regulation 12, of the Securities and Exchange Board of India (buy back of securities) Regulations, 1998, as amended, our responsibility is to express reasonable assurance in the form of an opinion whether:

1. Equity shares bought-back under the scheme of Buyback, aggregating to 3,63,63,636 (Three Crores Sixty Three Lacs Sixty Three Thousand Six Hundred and Thirty Six) have been extinguished/ destroyed.

V. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the reporting criteria, mentioned in paragraph IV above. We have performed the following procedures:

1. We received from the Company, certificate of NSDL for extinguishment of the equity shares of the Company bought back under the scheme of buy back. We relied on the certificate as made available by the Company and have performed no independent procedures in this regard.

2. We have observed that the physical share certificates as per the details mentioned in the Statement were destroyed in the presence of us and Link Intime India Private Limited being the Registrars to the Buy Back of the Company.

3. We noted that number of shares bought back (3,63,63,636) and number of shares extinguished (refer para V(1) above)/ destroyed (refer para V(2) above) (3,63,63,636) are equal.

S.R. BATLIBOI & CO. LLP * GURUGRAM *

4. We have obtained independently, Transaction Statement of Company's depository account number IN302927, opened and maintained by the Company with JM Financial Services Limited, inter-alia, giving the details of shares bought back from the market from September 18, 2018 to October 3, 2018 and the corresponding extinguishment done by National Securities Depository Limited (NSDL).

5. Verified that the number of equity shares extinguished by NSDL (as referred in para V(1) above) tallies with the equity shares debited in the depository account number IN302927, opened and maintained by the Company with JM Financial Services Limited.

6. Performed necessary inquiries with the management and obtained necessary representations from management.

VI. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

VII. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

VIII. Based on the procedures performed by us, and according to information and explanation received and representation obtained, we are of the opinion that:

1. The total number of equity shares bought back and extinguished aggregating 3,63,63,636 shares, have been correctly disclosed in the attached statement.

Restriction on use

IX. This report has been issued at the request of the Company, solely in connection with the purpose mentioned above in para II above, and is not to be used or referred to for any other purpose or distributed to anyone. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this certificate.

For S.R. BATLIBOI & CO. LLP
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

Nilangshu Katriar

Per Nilangshu Katriar
Partner
Membership No.: 058814
Place: Gurugram, India
Date: October 11, 2018

S.R. BATLIBOI & CO. LLP * GURUGRAM *

Certificate of Extinguishment of Equity Shares Bought back by HCL Technologies Limited (the "Company")

[Pursuant to Regulation 12 (1) of SEBI (Buy Back of Securities) Regulations, 1998, as amended]

With reference to the Public Announcement dated August 20, 2018 which was published on August 21, 2018 ('the **Public Announcement**") and the Letter of Offer dated September 7, 2018 (the "**Letter of Offer**"), the tendering period for the Buy-back opened on September 18, 2018 and closed on October 03, 2018 ("the **Tendering Period**").

The following are the details of the Equity Shares bought back by the Company during the Tendering Period and destroyed / extinguished:

(A) Equity Shares in Dematerialised Form:

Name of the Depository Participant and DP ID	Client ID	Date of Extinguishment	Number of Equity shares extinguished
JM Financial Services Limited DP ID – IN302927	10316028	11-Oct-18	3,63,63,157

(B) Equity Shares in Physical Form:

Registered Folio No.	Certificate No.	Distinctive Nos. (both inclusive)	Date of Extinguishment	Number of Equity shares extinguished / destroyed
202461	302461	288536911-288536911	11-Oct-18	1
202461	288913	325642757-325642757	11-Oct-18	1
202461	292756	702962814-702962815	11-Oct-18	2
202865	289122	325645229-325645244	11-Oct-18	16
202865	295794	288543783-288543787	11-Oct-18	5
205691	290577	325688891-325688901	11-Oct-18	11
205691	295856	289127645-289127647	11-Oct-18	3
201212	301212	288498634-288498666	11-Oct-18	33
201212	288193	325622763-325622795	11-Oct-18	33
201212	292180	702932995-702933060	11-Oct-18	66

S.R. BATLIBOI & CO. LLP * GURUGRAM *

HCL Technologies Limited

Registered Folio No.	Certificate No.	Distinctive Nos. (both inclusive)	Date of Extinguishment	Number of Equity shares extinguished / destroyed
201211	292179	702932929-702932994	11-Oct-18	66
201211	301211	288498601-288498633	11-Oct-18	33
201211	288192	325622730-325622762	11-Oct-18	33
201210	301210	288498568-288498600	11-Oct-18	33
201210	288191	325622697-325622729	11-Oct-18	33
201210	295892	702932920-702932928	11-Oct-18	9
203597	303597	288562211-288562221	11-Oct-18	11
203597	289479	325652388-325652398	11-Oct-18	11
203597	293177	702975563-702975584	11-Oct-18	22
203555	293161	702975057-702975100	11-Oct-18	44
44796	295882	703094342-703094354	11-Oct-18	13
			TOTAL	**479**

(C) Total Number of Equity Shares Extinguished / Destroyed:

Total Number of equity shares extinguished / destroyed (A) + (B)	**3,63,63,636**

It is certified that the above Equity Shares of the Company were extinguished / destroyed in compliance with, and according to the provisions of Regulation 12 of the SEBI (Buy Back of Securities) Regulations, 1998, as amended.

S.R. BATLIBOI & CO. LLP * GURUGRAM *

HCL Technologies Limited *

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 301003E/E300005

per Nilangshu Katriar
Partner
Membership No.: 58814

For **Link Intime India Private Limited**
Registrar to the Buy-back

SWAPAN **Kumar Naskar**
Asst. **Vice President**

For **Alankit Assignments Limited**
Registrar and Transfer Agent

Jagdeep Kumar Singla
Senior Manager

For **HCL Technologies Limited**

Shiv Nadar
Chairman & Chief Strategy Officer
DIN: 00015850

S. Madhavan
Director
DIN: 06451889

Manish Anand
Company Secretary
Membership No.: F 5022

Place: Noida (U.P.)
Date: October 11, 2018

Encl.: Confirmation from the depository(ies) for extinguishment of Equity Shares in demat form

CC:
JM Financial Limited,
7th Floor, Cnergy,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025, India.

National Securities Depository Limited

NSDL
Technology, Trust & Reach

Ref : II/CA/COM/50431/2018

October 11, 2018

The Company Secretary
HCL Technologies Limited
A-10-11, Sector -3
Noida - 201301

Sub : Buy-back (tender offer)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Alankit Assignments Limited , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

ISIN	*ISIN Description*	*D/C*	*Records*	*Quantity*	*Execution Date*
INE860A01027	HCL TECHNOLOGIES LIMITED EQ F.V. RS.2/-	Debit	1	36,363,157.000	11/Oct/2018

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

S.R. BATLIBOI & CO. LLP
GURUGRAM

Rakesh Mehta
Asst.Vice President

HCL Technologies Limited

Digitally Signed By
Name: RAKESH MAHASUKHLAL MEHTA
Date:11/10/2018 13:18:05
Reason: Authentication
Location: NSDL,Mumbai

4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, India
Tel.: 91-22-2499 4200 | Fax: 91-22-2497 6351 | CIN-U74120MH2012PLC230380 | Email: info@nsdl.co.in | Web: www.nsdl.co.in