



Geometric Limited  
Corporate Secretary

Date: December 14, 2016

1. The Manager

Corporate Relationship  
BSE Limited  
Phiroze Jeejeebhoy Tower  
Dalal Street, Fort, Mumbai  
Scrip Code: 532312, ISIN

2. The Manager

Department of Corporate  
National Stock Exchange  
'Exchange Plaza', Plot No  
Bandra Kurla Complex  
Bandra (E), Mumbai 400  
Scrip Symbol: GEOMETI

Dear Sir,

**Sub: Proposed composite  
HCL Technologies Limited  
unlisted company, arrangement**

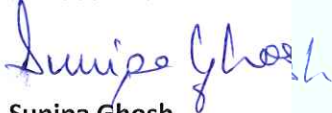
1. This has reference to our previous communications for the proposed composite scheme of arrangement and amalgamation among Geometric Limited ("Company" or "Howwatec"), HCL Technologies Limited ("HCL") and 3DPLV Software Solutions Limited ("3DPLV") and their respective shareholders and creditors and other applicable provisions of the Companies Act, 1956 and Companies Act, 2013.

2. We wish to inform you that the Hon'ble Bombay High Court has sanctioned the Scheme by way of its order dated December 2, 2016. The completion of the Scheme is subject to various conditions and sanctions of the Hon'ble Delhi High Court.

We request you to take the above mentioned information on record.

Thanking you,

Yours faithfully,  
For Geometric Limited

  
Sunipa Ghosh  
Company Secretary



Encl : As stated above.

Geometric Limited

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COMMISSION

COMPANY

Geometric Limited

COMMISSION

COMPANY

3D PLM Software

IN THE  
ORDERS  
COMMISSION

COMPANY

Called for Hearing

Mr. Darius Khambatta, Secy  
Vikram Raghani, Mr. Ravi  
i/b J. Sagar Associates Adv

Mr Chirag J. Shah, i/b A. A

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the Company Scheme Petitions have been filed in consonance with the order passed in the respective Company Summons for Direction.

5. The Learned Counsel for the Petitioners states that the Petitioner Companies have complied with all requirements as per the directions of this Court and have filed necessary Affidavits of compliance in the Court. Moreover, the Petitioner Companies undertake to comply with all statutory requirements, if any, as required under the Companies Act, 1956 / Companies Act, 2013 and the Rules made thereunder. The said undertaking is accepted.

6. The Learned Counsel for the Petitioners states that Geometric / Demerged Company is engaged in the business of IT enabled engineering services, PLM services and engineering design productivity software tools ("Demerged Business") and also holds 900,200 shares representing 58% of the paid-up share capital of 3DPLM / the Transferee Company ("Remaining Undertaking"). The Resulting Company is engaged in the business of providing IT services, IT Infrastructure services, applications services and business process related services. 3DPLM / the Transferee Company is engaged in the business of providing the following services: (i) developing software and other products and providing software solution services software services; (ii) providing professional, consulting and shared services (i.e. processing centre services). The Scheme provides for the demerger of the Demerged Business to the

Resulting Company and thereafter amalgamation of Geometric / Transferor  
 comprising the Remaining Undertaking into 3DPLM / Transferee Company  
 issue of listed equity shares of the Resulting Company and the listed  
 preference shares of the Transferee Company (which listing is subject to  
 the stock exchanges) as consideration to the shareholders of Geometric  
 demerger and amalgamation respectively. The consolidation of the Demerger  
 with that of the Resulting Company will widen the markets and experiential  
 combined entity will be able to offer its customers a unique blend of  
 solutions around PLM, engineering software, embedded software,  
 engineering and geometry related technologies. The amalgamation of the  
 Company comprising the Remaining Undertaking post the demerger  
 Transferee Company is proposed to integrate the Transferee Company  
 Systems which along with its affiliate owns 42% of the Transferee Company

7. The Petitioner Companies and the Resulting Company have approved the  
 by passing board resolutions which are annexed to the Company Scheme

8. The Official Liquidator has filed his report on the 23rd November 2016  
 Scheme Petition No. 706 of 2016 stating that the affairs of the Transferor  
 have been conducted in a proper manner and that the Transferor Company  
 ordered to be dissolved.

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9. The Regional Director has filed an affidavit on 28<sup>th</sup> November 2016 stating therein save and except as stated in paragraph 6 of the said affidavit it appears that the Scheme is not prejudicial to the interest of shareholders and public. In paragraph 6 of the affidavit, the Regional Director has stated that:

(a) In addition to compliance of AS-14 the Transferor Company shall pass accounting entries which are necessary in connection with the scheme to conform with other applicable Accounting Standards such as AS-5 etc.

(b) The tax implication if any arising out of the scheme is subject to final decision of the Income Tax Authority. The approval of the scheme by this Hon'ble Court may deter the Income Tax Authority to scrutinize the tax return filed by demerged/resulting Company after giving effect to the Scheme. The decision of the Income Tax Authority is binding on the petitioner Company.

(c) The Registered Office of the M/s HCL Technologies Limited (HCL or Resulting Company) is situated at 806, Siddharth, 96, Nehru Place, New Delhi in the State of Delhi, is outside the jurisdiction of this Hon'ble Court and falls within the jurisdiction of Hon'ble High Court of Delhi. Accordingly, similar approval obtained from concerned Hon'ble High Court of Delhi.

(d) As per clause Part - I Definitions the appointed date of commencement of business on March 31, 2016.

In this regard the appointed date should be 31<sup>st</sup> March 2016 or such other date as may be fixed or approved by the Hon'ble Court of Judicature at Bombay may direct.

(e) Since the Transferee Company has non-resident shareholders, and the Company prefers to issue Redeemable Preference Shares to NRIs it is subject to compliance of section 55 of the Companies Act, 2013 the FEMA Regulations/RBI Guidelines by the Transferee Company.

(f) BSE vide its letter No. DSC/AMAL/AC/24 (f) 414/16-17 and NSE vide its letter No. NSE/LIST75635 dated 08.06.2016 & 07.06.2016 "Exhibit F-1 & F-2" informed that as per the directions of SEBI the company has to comply with various provisions of the circulars. And that they have no observations with limited reference to those matters having a bearing on listing requirements. Upon the sanction of the Scheme the company to submit stock exchange such documents as mentioned in the letter and the exchange reserves the right to withdraw its "no adverse observations". Deponent prays that the Hon'ble Court to direct the company to make compliance of directions issued by the exchanges vide above referred letters.

10. In so far as the observations made in paragraph 6(a) of the Affidavit of the Regional Director is concerned, the Transferee Company through their Counsel undertake that in addition to compliance of Accounting Standard 14, the Transferee Company will

# HIGH COURT, BOMBAY

- pass such accounting entries which may be necessary in connection with the  
in compliance with other applicable accounting standards such as Indian Accounting Standards (AS) S-5 etc.
11. In so far as the observation made in paragraph 6(b) of the Affidavit of the Director is concerned, Learned Counsel for the Petitioners state that the Companies are bound to comply with all applicable provisions of the Income Tax Act and all tax issues arising out of the Scheme will be met and answered in accordance with law.
12. In so far as the observation made in paragraph 6(c) of the Affidavit of the Director is concerned, the Learned Counsel states that the order of this Court subject to the order passed by the Hon'ble High Court of Judicature at Delhi in Company Petition No. 991 of 2016.
13. In so far as the observation made in paragraph 6(d) of the Affidavit of the Director is concerned the Learned Counsel for the Petitioners state that the date means opening hours of business on 31<sup>st</sup> March 2016 or such other date as approved by this Hon'ble Court.
14. In so far as the observation made in paragraph 6(e) of the Affidavit of the Director is concerned, the Learned Counsel for the Petitioner undertake that the Transferee Company shall complete all the formalities required to be taken on behalf of the Transferee Company in accordance with the provisions of the Companies Act, 1956.

- of Section 55 of the Companies Act, 2013 and the FEMA/RBI regulations as applicable in this regard.
15. In so far as the observation made in paragraph 6(f) of the Affidavit of the Regional Director is concerned, the Learned Counsel undertakes on behalf of the Petitioners that the Petitioners shall comply with the directions issued by the stock exchanges vide letters referred to in the said paragraph 6(f).
16. The Learned Counsel for the Regional Director on instructions of Mr. S. Ramakantha, Joint Director in the office of the Regional Director, Ministry of Corporate Affairs, Western Region, Mumbai states that they are satisfied with the undertakings given by the Petitioner Companies through their Advocate. The above undertakings are accepted.
17. From the material on record, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy.
18. Since all the requisite statutory compliances have been fulfilled, the above Company Scheme Petition No. 706 of 2016 is made absolute in terms of prayer clauses (a) to (c) and Company Scheme Petition 707 of 2016 is made absolute in terms of prayers (a) and (b).

19. The Petitioner Companies to lodge a copy of this order and the Scheme duly authenticated by the Company Registrar, High Court, (O.S), Bombay, with the concerned Superintendent of Stamps for the purpose of adjudication of stamp duty payable, if any, on the same within 60 days from the date of receipt of the order.
20. The Petitioner Companies are directed to file a copy of this order along with a copy of the Scheme with the concerned Registrar of Companies, electronically, along with E-Form INC-28 in addition to the physical copy, as per the relevant provisions of the Companies Act 1956/2013. The Scheme is subject to the order passed by the Delhi High Court and contemplates approvals from regulatory authorities as per clause 35. Accordingly, on the application of Counsel for the Petitioners, the Petitioners are at liberty to file copy of this order at any time before the 31<sup>st</sup> January 2017, with the concerned Registrar of Companies. Thereafter, the Petitioners shall make appropriate application to this Court for further extensions.
21. The Petitioner Companies to pay costs of Rs. 10,000/- each to the Regional Director, Western Region, Mumbai and the Petitioner in Company Scheme Petition No. 706 of 2016 to pay costs of Rs. 10,000 to the Official Liquidator, High Court, Bombay. Costs to be paid within four weeks from date of order.

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- 22. Filing and issuance of the drawn up order is dispensed with.
- 23. All concerned regulatory authorities to act on a copy of this order and the Scheme duly authenticated by Company Registrar, High Court, (O.S), Bombay.

(S. C. Gupte, J.)

CERTIFICATE

I certify that this upload is a true and correct copy of the original signed order.

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 Section Officer  
 High Court, Appellate Side  
 Bombay



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 For GEOMETRIC LIMITED  
*Anupee Ghosh*  
 COMPANY SECRETARY &  
 COMPLIANCE OFFICER