

**HCL TECHNOLOGIES LTD.**

Corporate Identity Number: L74140DL1991PLC046369

A 10-11, Sector 3, NOIDA 201 301, UP, India.

T: +91 120 4013000 F: +91 120 2526907

Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.

www.hcltech.com

www.hcl.com

21<sup>st</sup> April 2016

**National Stock Exchange of India Limited**

Exchange Plaza, C-1, Block G,

Bandra-Kurla Complex, Bandra (East)

Mumbai 400 051

Dear Ma'am/Sir,

**Re: Filing of Composite Scheme of Arrangement and Amalgamation under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This has reference to our letter dated April 1, 2016 informing you of the meeting of the Board of Directors ("Board") of HCL Technologies Limited ("Company"), in which the Board has approved a composite Scheme of Arrangement and Amalgamation ("Composite Scheme") between the Company, Geometric Limited and 3DPLM Software Solutions Limited under Sections 391-394 of the Companies Act, 1956 and other applicable provisions of the Companies Act and the Companies Act, 2013 (the "Companies Act").

In terms of the Composite Scheme, as part of a composite transaction: (a) the IT enabled engineering services, product lifecycle management services and engineering design productivity software tools business of Geometric Limited will be transferred to the Company by way of a demerger; and (b) immediately following the demerger, the remaining undertaking of Geometric Limited comprising its shareholding in 3DPLM Software Solutions Limited, will be amalgamated with 3DPLM Software Solutions Limited. While the disclosures set out below also provide information, where relevant, relating to 3DPLM Software Solutions Limited as a party to the Composite Scheme, do note that no assets or liabilities of 3DPLM Software Solutions Limited are proposed to be transferred to the Company.

Pursuant thereto and in accordance with Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), enclosed are the following documents.

**1. Certified copy of the proposed Composite Scheme:**

A certified true copy of the Composite Scheme is enclosed herewith as **Annexure 1**.

**2. Valuation Report as per SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015:**

A certified true copy of the valuation report dated April 1, 2016 issued by SSPA & Co. ("Valuation Report"), pursuant to Para 4 of the circular no.

*Anand*

Page 1 of 4

**HCL**

CIR/CFD/CMD/16/2015 dated November 30, 2015 issued by Securities and Exchange Board of India ("SEBI Circular"), is enclosed herewith as **Annexure 2**.

3. **Report from the Audit Committee recommending the Composite Scheme, taking into consideration, *inter alia*, the Valuation Report:**

A certified true copy of the report from the audit committee of the Company dated April 1, 2016, recommending the Composite Scheme, taking into consideration, *inter alia*, the Valuation Report is enclosed herewith as **Annexure 3**.

4. **Fairness opinion by Merchant Banker:**

A copy of the fairness opinion dated April 1, 2016, issued by SBI Capital Markets Limited, a merchant banker, is enclosed herewith as **Annexure 4**.

5. **Shareholding pattern in accordance with Regulation 31(1) of the Listing Regulations of the companies prior to and after the Composite Scheme takes effect:**

The shareholding pattern of the following companies, prior to and after the Composite Scheme takes effect, in accordance with the format prescribed pursuant to Regulation 31(1) of the Listing Regulations, is enclosed herewith:

- (a) The Company as **Annexure 5A**; and
- (b) 3DPLM Software Solutions Limited as **Annexure 5B**.

Given that Geometric Limited will stand dissolved upon the Composite Scheme coming into effect, the shareholding pattern of Geometric Limited prior to the Composite Scheme taking effect in accordance with Regulation 31(1) of the Listing Regulations is enclosed herewith as **Annexure 5C**.

6. **Audited financials for the last three financial years:**

- (a) Audited financials of the Company as per the prescribed form for the financial years ending on June 30, 2013, June 30, 2014 and June 30, 2015 along with unaudited financials of the Company for the quarter ending on December 31, 2015 are enclosed as **Annexure 6A**;
- (b) Audited financials of Geometric Limited as per the prescribed form for the financial years ending on March 31, 2013, March 31, 2014 and March 31, 2015 along with unaudited financials of the Company for the quarter ending on December 31, 2015 are enclosed as **Annexure 6B**; and
- (c) Audited financials of 3DPLM Software Solutions Limited as per the prescribed form for the financial years ending on March 31, 2013, March 31, 2014 and March 31, 2015 along with unaudited financials of the Company for the quarter ending on December 31, 2015 are enclosed as **Annexure 6C**.

7. **Auditor's Certificate as per para 1(A)(5) of Annexure 1 of the SEBI Circular:**

*Anand*

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A copy of the auditor's certificate as per para 1(A)(5) of Annexure-I of the SEBI Circular, issued by M/s S. R. Batliboi & Co., LLP and dated 1<sup>st</sup> April 2016, stating that the accounting treatment set out in paragraph 15 of the Composite Scheme is in compliance with all applicable Accounting Standards specified under Section 133 of the Companies Act, 2013 is enclosed herewith as **Annexure 7**.

**8. Corporate Governance Report as per Regulation 27 (2) (a) of the Listing Regulations**

The corporate governance report as per Regulation 27(2)(a) of the Listing Regulations is enclosed herewith as **Annexure 8**.

**9. Compliance report**

The compliance report with the requirements specified in the SEBI Circular in the prescribed format is enclosed herewith as **Annexure 9**.

**10. Documents regarding non-applicability of paragraph 1(A)(9)(a) of the SEBI Circular**

Given that approval of shareholders to the Composite Scheme through postal ballot and e-voting in terms of paragraph 1(A)(9)(a) of SEBI Circular is not applicable, copies of the following documents are enclosed:

- (a) Undertaking certified by the auditor dated 1<sup>st</sup> April 2016 stating the reasons for non-applicability of paragraph 1(A)(9)(a) of the SEBI Circular is enclosed herewith as **Annexure 10**; and
- (b) The auditor's certificate set out in (a) above was approved by the audit committee of the Company as recorded in the report of the audit committee attached hereto and put before the Board in their meeting dated April 1, 2016. Certified copy of the resolution of the Board dated April 1, 2016 approving, *inter alia*, the audit committee recommendations, which included approval of the auditor's certificate set out in (a) above, is enclosed herewith as **Annexure 13**.

**11. Net worth certificate and related workings:**

A copy of the networth certificate, issued by PRYD & Associates, practicing chartered accountant, together with related workings, prior to and after the Composite Scheme taking effect, for the Company under Sections 101, 391 and 394 of the Companies Act, 1956, is enclosed herewith as **Annexure 11**.

**12. Certificate specifying percentage turnover and profitability:**

A copy of the certificate issued by M/s Rathi & Associates, practicing company secretaries of Geometric Limited, stating the percentage turnover and profitability of the business undertaking being hived off by Geometric Limited vis a vis the other divisions of Geometric Limited is enclosed herewith as **Annexure 12**.

*M. Anand*

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**13. Board resolution approving the Composite Scheme:**

A certified true copy of the resolution of the Board passed in its meeting held on April 1, 2016 approving the Composite Scheme is enclosed herewith as **Annexure 13**.

**14. Confirmation from the Company regarding certain prescribed details:**

A confirmation from the Company dated 21<sup>st</sup> April 2016 regarding the following matters is enclosed herewith as **Annexure 14**:

- (a) an undertaking in accordance with Regulation 11 of the Listing Regulations that the Composite Scheme to be presented to the High Court of Judicature at Bombay and High Court of Delhi does not in any way violate, override or limit the provisions of securities laws or the requirements of the stock exchanges;
- (b) rationale underlying the Composite Scheme; and
- (c) brief details of the business of the Company, Geometric Limited and 3DPLM Software Solutions Limited.

**15. Website link of the Company where documents are uploaded:**

The draft Composite Scheme and other relevant documents have been uploaded on the website of the Company and can be accessed at [www.hcltech.com/investors](http://www.hcltech.com/investors).

**16. Complaint Report:**

The Company undertakes to submit a Complaint Report as per the prescribed form in paragraph 1(A)(6) of Annexure II of the SEBI Circular within 7 days of expiry of 21 days from the date of filing of draft Composite Scheme.

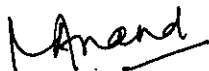
Please revert should you require any further clarifications in relation to the Composite Scheme.

We would be obliged if you could grant your approval to the Composite Scheme at your earliest convenience.

Thanking you.

Yours faithfully,

For HCL Technologies Limited,



**Manish Anand**  
**Company Secretary**

Encl: as above

Annexure - 1.

**COMPOSITE SCHEME OF ARRANGEMENT AND AMALGAMATION**

**UNDER SECTION 391 READ WITH SECTION 394  
OF THE COMPANIES ACT, 1956**

**AMONGST**

**GEOMETRIC LIMITED;**  
(GL or Demerged Company or Transferor Company)

**AND**

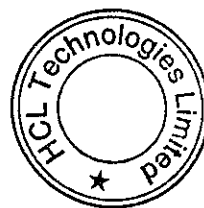
**HCL TECHNOLOGIES LIMITED;**  
(HL or Resulting Company)

**AND**

**3DPLM SOFTWARE SOLUTIONS LIMITED;**  
(GSL or Transferee Company)

**AND**

**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**



19

## Chapter 1

### (A) Background of Companies and Rationale

- a) This Composite Scheme of Arrangement and Amalgamation (the “Scheme”) amongst GL (“**Demerged Company/Transferor Company**”), HL (“**Resulting Company**”) and GSL (“**Transferee Company**”) provides for (1) the transfer by way of a demerger of the Demerged Business Undertaking (defined below) of the Demerged Company to the Resulting Company and consequent issue of equity shares by the Resulting Company to the shareholders of the Demerged Company (“**Demerger**”); (2) amalgamation of the Transferor Company (defined below) comprising the Remaining Undertaking (defined below) with the Transferee Company, in each case pursuant to the relevant provisions of the Companies Act, 1956 / Companies Act, 2013, as may be applicable following the Demerger (“**Amalgamation**”); and (3) various other matters consequential or integrally connected therewith including the reorganisation of the share capital of the Resulting Company and the Transferee Company, pursuant to Sections 391-394, Section 100 and other relevant provisions of the Companies Act, 1956 / Companies Act, 2013 as may be applicable, in the manner provided for in this Scheme and in compliance with the provisions of the Income Tax Act, 1961, including Sections 2(19AA) and 2(1B).
- b) GL, a public limited company, incorporated on March 25, 1994 under the Companies Act, 1956, has its registered office situated at Plant 11, 3rd Floor, Pirojshanagar, Vikhroli (West), Mumbai – 400079 in the State of Maharashtra. The equity shares of GL are listed on the BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”). GL is engaged only in the Demerged Business (as defined below) through the Demerged Business Undertaking (as defined below); and also holds 58% of the share capital of GSL (as defined below) which is engaged in the business of providing the following services only to DS and its affiliates: (i) developing software and other products and providing software solutions and software services; (ii) providing professional, consulting and shared services (i.e. processing centre services). GL does not conduct any business other than the Demerged Business and the Remaining Undertaking. GSL was incorporated on December 14, 2001 and has its registered office situated at Plant 11, 3rd Floor, Pirojshanagar, Vikhroli (West), Mumbai – 400079 in the State of Maharashtra. GSL has a wholly owned subsidiary 3D PLM Global Services Private Limited. In addition to GSL, GL has the following subsidiaries, all of which are wholly owned, directly or indirectly, by GL and incorporated outside India:

- (1) Geometric Europe GmbH,
- (2) Geometric Americas Inc.,
- (3) Geometric Asia Pacific Pte. Limited,
- (4) Geometric GmbH,
- (5) Geometric SRL,
- (6) Geometric SAS and
- (7) Geometric China Inc.



- c) HL, a public limited company, incorporated in 1991 under the Companies Act, 1956 has its registered office situated at 806, Siddharth, 96, Nehru Place, New Delhi, Delhi in the State of Delhi. The equity shares of HL are listed on the Stock Exchanges. HL is engaged in the business of providing IT services, IT Infrastructure services, applications services and business process related services.
- d) HL is desirous of acquiring and GL is desirous of transferring the Demerged Business of GL to HL by way of a Demerger of the Demerged Business Undertaking in accordance with Sections 391 to 394 and/or other applicable provisions of the Act.
- e) Immediately after the Demerger of the Demerged Business Undertaking to HL, the Transferor Company shall be merged with GSL such that the Transferor Company will stand dissolved due to operation of this Scheme without winding up.
- f) The Demerger of the Demerged Business Undertaking from GL into HL and the merger of GL with GSL is sought to be undertaken to help in achieving the following:

(i) *in relation to the Demerger*

HL has a rapidly growing engineering services business and is a leader in embedded systems and software engineering services with strengths in the aerospace, hi-tech and telecom markets. GL is a leader in PLM software services combined with capability in mechanical engineering and some unique technologies. GL's market strength lies in automotive and industrial arenas.

The consolidation will widen the markets and expertise and the combined entity will be able to offer its customers a unique blend of services and solutions around PLM, engineering software, embedded software, mechanical engineering and geometry related technologies.

(ii) *in relation to the Amalgamation*

GL and Dassault Systemes recognize that the changes in technology and the consequent evolution of software development would require a very tight and close integration between the research and development centers of Dassault Systemes.

The proposed integration of GSL into Dassault Systemes as a result of the Amalgamation will mark the strategic next phase in the contribution of GSL in Dassault Systemes' strategic research and development operations.

While the Amalgamation will result in transfer of ownership and control of GSL to Dassault Systemes, it will also provide the shareholders of GL an opportunity to directly participate and receive



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listed Redeemable Preference Shares (as defined below) of GSL as consideration.

- g) The Scheme is expected to be in the best interests of the shareholders, employees and the creditors of GL, HL and GSL.

The Demerger and the Amalgamation shall comply with the provisions of Section 2(19AA) and Section 2(1B), respectively of the Income Tax Act, 1961.

**(B) Chapters in the Scheme**

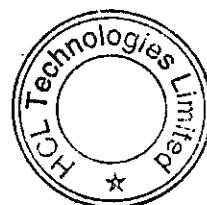
The Scheme is divided into 4 chapters, the details of which are as follows:

1. **Chapter 1:** Chapter 1 of this Scheme sets forth the background of the Companies, overview and objects of the Scheme and definitions and interpretation which are common and applicable to all Chapters of the Scheme. Specific definitions relevant to a Chapter have been provided in the respective Chapters themselves.
2. **Chapter 2:** Chapter 2 deals with the Demerger and transfer and vesting of Demerged Business Undertaking of GL into HL.
3. **Chapter 3:** Chapter 3 deals with the Amalgamation of GL comprising the Remaining Undertaking with GSL.
4. **Chapter 4:** Chapter 4 provides for general terms and conditions applicable to this Scheme.
5. Chapters 2 and 3 are further sub-divided into the following parts:
  - (a) *Part 1* sets forth the definitions specific to the Chapter and also provides for the current capital structure of the Companies;
  - (b) *Part 2* deals with the vesting of the Demerged Business Undertaking in HL/ amalgamation of GL with GSL, in accordance with Sections 391 to 394 and/or other applicable provisions of the Act;
  - (c) *Part 3* deals with accounting treatment and consideration.

**1. GENERAL DEFINITIONS AND INTERPRETATIONS**

In this Scheme unless repugnant to the meaning or context thereof, the following expressions shall have the meanings given below:

**“Act”** means the Companies Act, 1956 and/or the Companies Act, 2013 as in force from time to time; it being clarified that as on the date of approval of this Scheme by the Board of Directors of the Demerged Company, the Resulting Company and the Transferee Company, Sections 391 to 394 of the Companies Act, 1956 continue to be in force with the corresponding provisions of the Companies Act, 2013 not having been notified. Accordingly, references in this Scheme to particular provisions of the





Act are references to particular provisions of the Companies Act, 1956 / Companies Act, 2013 as may be in force;

**"Appointed Date"** means the opening hours of business on March 31, 2016;

**"Applicable Law"** means any applicable statute, law, regulation, ordinance, rule, judgment, order, decree, clearance, approval, directive, guideline, requirement or any similar form of determination by or decision of any Appropriate Authority, that is binding or applicable to a Person, whether in effect as of the date of on which this Scheme has been approved by the Boards of Directors of the Companies or at any time thereafter;

**"Appropriate Authority"** means any applicable central, state or local government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau, instrumentality, judicial, quasi-judicial or arbitral body in India or outside India and includes the National Company Law Tribunal (if and when applicable)/ the High Courts, Stock Exchanges, Competition Commission of India, Reserve Bank of India and the Securities and Exchange Board of India or any other statutory or regulatory authority or governmental authority;

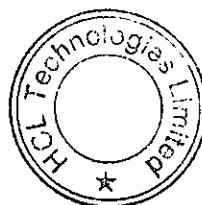
**"Board of Directors"** shall mean the board of directors or any committee thereof, of the Demerged Company/Transferor Company, the Resulting Company and the Transferee Company as the context may require;

**"Companies"** shall collectively mean HL, GL and GSL;

**"Demerged Business"** means IT enabled engineering services, PLM services and engineering design productivity software tools;

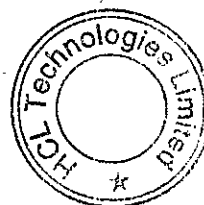
**"Demerged Business Undertaking"** means all assets, undertakings, business, activities, operations and Liabilities of the Demerged Company, which shall include, without limitation, the following:

- (a) all assets and properties, wherever situated, whether movable or immovable, tangible or intangible, real or personal, in possession or reversion, including all fixed and current assets, all lands (whether leasehold or freehold), benefits and interests of rental agreements for lease or licence of premises, buildings, warehouses, offices, capital work in progress, furniture, fixtures, computers, vehicles, office equipment, furnishings, appliances, accessories, goods, utilities, installations and other tangible property of every kind, nature and description, and all other assets including all items as recorded in the fixed assets register relating to the Demerged Business including the immovable properties disclosed in **Schedule 1**, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, power lines, electricity and other services, provisions and benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to the Demerged Business;
- (b) direct and indirect overseas subsidiaries and branch offices as disclosed in **Schedule 2**;



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- (c) investments (other than the Remaining Undertaking), cash, cash equivalent, bank accounts (including bank balances, financial assets, insurances, provisions, funds, equipments, book debts and debtors and any related capitalized items and other tangible property of every kind, nature and description, share of any joint assets, benefits of any bank guarantee, performance guarantee and any letter of credit and all other assets pertaining to the Demerged Business;
- (d) all permits, quotas, rights, entitlements, licenses, municipal permissions, approvals, consents, privileges, bids, tenders, letters of intent, expressions of intent, memoranda of understanding, or similar instruments, consent, subsidies, benefits including Tax benefits, exemptions, all other rights including tax deferrals and other benefits, lease rights, licenses, powers and facilities of every kind pertaining to the Demerged Business;
- (e) all earnest moneys and/or security deposits and/or advances paid by the Demerged Company in connection with or relating to the Demerged Business and benefit of any deposits;
- (f) all existing employees of the Demerged Company as on the Effective Date;
- (g) all rights in intellectual property (whether owned, licensed or otherwise, whether registered or unregistered) used in relation to the Demerged Business including the Geometric logo and trademark, and all other trade names, service names, trade marks, brands, copyrights, designs, know-how and trade secrets, patents, along with all rights of commercial nature including attached goodwill, title, interest, labels and brand registrations and all such other industrial or intellectual rights of whatsoever nature and advantages of whatever nature in connection with the above save and except any intellectual property listed in **Schedule 4**;
- (h) all lease agreements, leave and license agreements, and all contracts and arrangements in any form relating to the Demerged Business (including the contracts with customers of the Demerged Business and the DS Support Undertaking), including contracts pertaining to units in special economic zones, software technology parks of India, customers, vendors, benefits of all contracts, agreements, arrangements and all other interests in connection therewith whether registered or not registered. For the avoidance of doubt it is clarified that the Framework Agreement and the following contracts between Geometric, Geometric Subsidiary and DS do not form part of the Demerged Business Undertaking: (a) amended and restated shareholders' agreement dated March 4, 2015; (b) amended and restated escrow agreement; (c) umbrella agreement dated September 16, 2008; (d) frame services agreement dated February 9, 2004; and (e) umbrella agreement for the 3DGS arrangement dated March 4, 2015;
- (i) all books, records, files, papers, engineering and process information, software, licences for software, algorithms, programs, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and



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former customers and suppliers, customer credit information, customer pricing information, and other records whether in physical or electronic form in connection with or relating to the Demerged Business;

- (j) all the Liabilities of the Demerged Company whether or not relating to the period before or after the Appointed Date, including liabilities on account of and relating to Tax, employees provident fund, employees state insurance and gratuity contributions and liabilities arising out of disclosures made to the Resulting Company in terms of the Framework Agreement, but excluding the Other Liabilities and Liabilities of or pertaining to GSL;
- (k) all legal proceedings filed by or against the Demerged Company excluding legal proceedings pertaining to the Other Liabilities pending and/or arising before the Effective Date.

For the avoidance of doubt it is clarified that: (a) the Demerged Company has no Liabilities other than the Liabilities pertaining to the Demerged Business and the Other Liabilities (including for the avoidance of doubt Liabilities of or pertaining to the GSL). The Other Liabilities (including for the avoidance of doubt Liabilities of or pertaining to GSL) do not form part of the Demerged Business Undertaking and (b) the Demerged Company has not filed any legal proceedings and is not subject to any legal proceedings other than the legal proceedings pertaining to the Business and the Other Liabilities (including for the avoidance of doubt Liabilities of or pertaining to GSL). The legal proceedings pertaining to the Other Liabilities (including for the avoidance of doubt Liabilities of or pertaining to GSL) do not form part of the Demerged Business Undertaking.

**"DS"** means Dassault Systemes, a company incorporated under the laws of France, who along with DS Affiliate owns 42% of GSL;

**"DS Affiliate"** means Dassault Systemes Americas Corp, a Delaware corporation;

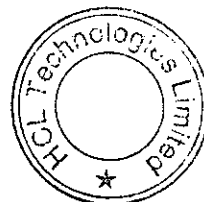
**"DS Support Undertaking"** means the deed dated April 1, 2016 by and between DS, DS Affiliate, GSL and GL;

**"Effective Date"** means the last of the dates on which all the conditions and matters referred to in Clause 35.1 have been fulfilled, obtained or waived, as applicable. References in this Scheme to the date of "coming into effect of this Scheme" or "Scheme becoming effective" shall be construed accordingly;

**"Encumbrance"** includes without limitation any options, pledge, mortgage, lien, security interest, claim, charge, pre-emptive right, easement, limitation, attachment, restraint, or any other encumbrance of any kind or nature whatsoever;

**"Framework Agreement"** shall mean the agreement dated April 1, 2016 executed between HL and GL dealing *inter-alia* with the demerger of the Demerged Business Undertaking to HL;

**"GL"** means Geometric Limited, CIN No.: L72200MH1994PLC077342 a company incorporated under the Companies Act, 1956, and having its registered office at Plant



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11, 3rd Floor, Pirojshanagar, Vikhroli (West), Mumbai – 400079, Maharashtra;

**“GSL”** means 3DPLM Software Solutions Ltd., CIN No.: U72900MH2001PLC134244a company incorporated under the Companies Act, 1956, and having its registered office at Plant 11, 3rd Floor, Pirojshanagar, Vikhroli (West), Mumbai – 400079, Maharashtra;

**“HL”** means HCL Technologies Limited, CIN No. L74140DL1991PLC046369, a company incorporated under the Companies Act, 1956, and having its registered office at 806, Siddharth, 96, Nehru Place, New Delhi, Delhi;

**“High Courts”** means the High Court of Judicature at Bombay having jurisdiction in relation to GL and GSL and High Court of Delhi having jurisdiction in relation to HL and shall include, if applicable, the National Company Law Tribunal, or such other forum or authority as may be vested with the powers of a High Court for the purposes of Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 232 of the Companies Act, 2013, as may be applicable;

**“Record Date”** shall mean such date to be fixed by the Board of Directors of the Demerged Company or a committee thereof duly authorized by the Board of Directors of GL for the purpose of determining the members of GL to whom shares of the Resulting Company and the Transferee Company will be allotted pursuant to this Scheme in terms of Clauses 14 and 23;

**“Remaining Undertaking”** means 900,200 shares representing 58% of the paid up capital held by GL in GSL;

**“Sanction Orders”** means, collectively, the orders of the High Courts sanctioning the Scheme for GL, GSL and HL and **“Sanction Order”** means the order of either High Court sanctioning the Scheme;

**“Scheme”** means this composite scheme of arrangement and amalgamation with such modification(s), if any made, in accordance with the terms hereof and the Framework Agreement;

**“Stock Exchanges”** means BSE Limited and National Stock Exchange of India Limited;

**“Taxes” or “Tax” or “Taxation”** means all forms of taxation with reference to profits, gains, net wealth, asset values, turnover, gross receipts, duties (including stamp duties), levies, imposts, including without limitation corporate income-tax, wage withholding tax, fringe benefit tax, value added tax, customs, service tax, excise duties, fees or levies and other legal transaction taxes, dividend / withholding tax, real estate taxes, other municipal taxes and duties, environmental taxes and duties, any other similar assessments or other type of taxes or duties in any relevant jurisdiction, together with any interest, penalties, surcharges or fines relating thereto, assessments, or addition to Tax, due, payable, levied, imposed upon or claimed to be owed in any relevant jurisdiction or country.

All terms and words not defined in this Scheme shall, unless repugnant or contrary



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to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Securities Contract Regulation Act, 1956, the Depositories Act, 1996, other Applicable Laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

## 2. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme shall be operative from the Appointed Date but shall be effective from the Effective Date.

## Chapter 2

### Part 1

## 3. DEFINITIONS:

In this Chapter 2 of the Scheme, concerning the demerger of the Demerged Business Undertaking to the Resulting Company, unless inconsistent with the subject or context, the following expressions shall have the following meaning:

**“Demerged Liabilities”** shall mean all Liabilities of the Demerged Company other than (a) Other Liabilities and (b) Liabilities of or pertaining to GSL. For the avoidance of doubt it is clarified that the Demerged Company has no Liabilities other than the Liabilities pertaining to the Demerged Business and the Other Liabilities (including for the avoidance of doubt Liabilities of or pertaining to the GSL);

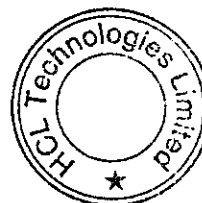
**“ESOP Plans”** shall mean the ESOP Scheme 2009 – Employees, ESOP Scheme 2011, ESOP Scheme 2013 – Employees, ESOP Scheme 2013 – Directors and ESOP Scheme 2015 of GL;

**“Liability”** means liabilities, borrowings, claim, a notice of assertion, demand, loans, debts or other obligations of any kind or nature, whether known or unknown, present or future, absolute, accrued, contingent, liquidated, unliquidated or otherwise, due or to become due or otherwise and whether or not required to be reflected on a balance sheet prepared in accordance with GAAP as applicable to the relevant entity;

**“Material Contracts”** has the meaning assigned to the term in the Framework Agreement;

**“Other Liabilities”** means:

- (i) Liabilities arising on account of the following:
  - (a) Failure, if any, by GL to file returns or forms or comply with the erstwhile or current Listing Agreement with the Stock Exchanges, the SEBI Act, 1992, the Act, Foreign Exchange Management Act, 1999 (except relating to compliance thereof for the overseas investments made by GL which are part of the Demerged Business Undertaking) and the rules and regulations issued under each of the aforesaid from time to time;



19

- (b) Failure, if any, by GL to maintain registers or records as required under the Act;
- (ii) Liabilities which have arisen or accrued as of the date of execution of the Framework Agreement and are known to GL but have not been disclosed to HL in terms of the Framework Agreement; and
- (iii) Liabilities of or pertaining to the Remaining Undertaking.

“Person” means any individual, partnership, joint venture, firm, corporation, company, association, trust or other enterprise (whether incorporated or not) or Government (central, state or otherwise), sovereign, or any agency, department, authority or political sub-division thereof, international organisation, agency or authority (in each case, whether or not having separate legal personality) and shall include their respective successors and in case of an individual shall include his/her legal representatives, administrators, executors and heirs;

#### 4. SHARE CAPITAL

The authorized, issued, subscribed and paid up share capital of the Demerged Company as on April 1, 2016 is as under:

Particulars	Rupees
<b>Authorized Capital</b>	
80,000,000 equity shares of Rs. 2 each	160,000,000
<b>Total</b>	<b>160,000,000</b>
<b>Issued, Subscribed and Paid-up*</b>	
65,030,414 equity Shares of Rs. 2 each fully paid up	130,060,828
<b>Total</b>	<b>130,060,828</b>

\*After considering the outstanding ESOPs the issued share capital on a fully diluted basis is 67,254,346 equity shares of Rs. 2 each.

The authorized, issued, subscribed and paid up share capital of the Resulting Company as on April 1, 2016 is as under:

Particulars	Rupees
<b>Authorised Capital</b>	
1,500,000,000 equity shares of Rs. 2 each	3,000,000,000
<b>Total</b>	<b>3,000,000,000</b>
<b>Issued, Subscribed and Paid-up</b>	
1,414,068,010 equity shares of Rs. 2 each fully paid-up	2,828,136,020
<b>Total</b>	<b>2,828,136,020</b>

\* This includes shares pending allotment and outstanding employee stock options under the Resulting Company's employee stock option schemes.



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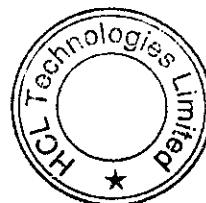
*Part 2*

**5. TRANSFER AND VESTING OF DEMERGED BUSINESS UNDERTAKING INTO THE RESULTING COMPANY**

Upon the Scheme becoming effective and with effect from the Appointed Date, the Demerged Business Undertaking shall, in accordance with Section 2(19AA) of the Income Tax Act, 1961 and Sections 391 to 394 of the Act, without any further act or deed, stand transferred to and vested in or be deemed to be transferred to and vested in the Resulting Company as a going concern and all the properties whether moveable or immovable, real or personal, corporeal or incorporeal, present or contingent including but without being limited to all assets, inventories, work in progress, current assets, deposits, reserves, provisions, funds and all other entitlements, licenses, registrations, patents, trade names, trademarks, leases, tenancy rights, flats, telephones, telexes, facsimile, connections, email connections, internet connections, installations and utilities, benefits of agreements and arrangements, powers, authorities, permits, allotments, approvals, permissions, sanctions, consents, privileges, liberties, easements and all the rights, titles, interests, other benefits (including Tax benefits), Tax holiday benefit, incentives, credits (including Tax credits), Tax losses and advantages of whatsoever nature and where so ever situated belonging to or in possession of or granted in favour of or enjoyed by the Demerged Company shall be transferred to and vested in or deemed to be transferred to and vested in the Resulting Company in the manner set out below.

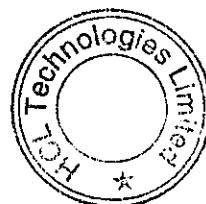
**5.1. TRANSFER OF ASSETS**

- 5.1.1. Upon the Scheme becoming effective, with effect from the Appointed Date, the whole of the said assets, as aforesaid, of Demerged Business Undertaking, of whatsoever nature and wherever situated whether capable of passing by manual delivery and/or endorsement or otherwise however shall, under the provisions of Sections 391 and 394, without any further act or deed be transferred to and vested in and/or deemed to be transferred to and vested in the Resulting Company as a going concern so as to vest in, become and form part of the Resulting Company along with all the rights, claims, title and interest of the Resulting Company therein, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.
- 5.1.2. Without prejudice to clause 5.1.1, upon the Scheme becoming effective, with effect from the Appointed Date, all the moveable assets including cash, if any, of Demerged Business Undertaking, or otherwise capable of passing by manual delivery or by endorsement and delivery, shall be so delivered or endorsed as the case may be to the Resulting Company and shall become the property of the Resulting Company as an integral part of the Demerged Business Undertaking, to the end and intent that the ownership and property therein passes to the Resulting Company in pursuance of the provisions of Section 394 of the Act, without requiring any deed or instrument of conveyance for transfer of the same, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.



99

- 5.1.3. Without prejudice to clause 5.1.1, upon the Scheme becoming effective, with effect from the Appointed Date, in respect of the moveable properties of Demerged Business Undertaking other than specified in Clause 5.1.2 above and any intangible assets, including sundry debtors, loans, receivables, bills, credits, advances, if any, recoverable in cash or kind or for value to be received, bank balances and deposits, if any, with the government, semi-government, local and other authorities and bodies, companies, firm, individuals, trusts, etc., the same shall, on and from the Appointed Date, stand transferred to the Resulting Company to the end and intent that the right of the Demerged Company to recover or realize all such debts (including the debts payable by such Persons or depositors to the Demerged Company) stands transferred to the Resulting Company and that appropriate entries should be passed in their respective books to record the aforesaid change, without any notice or other intimation to such debtors (although the Resulting Company may itself without being obliged and if it so deems appropriate at its sole discretion, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law, give notices in such form as it may deem fit and proper, to each Person, debtors or depositors, as the case may be, that pursuant to the High Courts having sanctioned the Scheme, the said debt, loan receivable, advance or deposit stands transferred and vested in the Resulting Company and be paid or made good or held on account of the Resulting Company as the Person entitled thereto.
- 5.1.4. In respect of such assets belonging to the Demerged Company and forming part of the Demerged Business Undertaking, other than those referred to in Clauses 5.1.2 and 5.1.3 above, the same shall, as more particularly provided in Clause 5.1.1 above, without any further act, instrument or deed, be demerged from the Demerged Company and stand transferred to and vested in and/or be deemed to be demerged from the Demerged Company and transferred to and vested in the Resulting Company upon the coming into effect of the Scheme and with effect from the Appointed Date pursuant to the provisions of Section 391-394 of the Act.
- 5.1.5. All cheques and other negotiable instruments, payment orders, electronic fund transfers (like NEFT, RTGS, etc.) received or presented for encashment which are in the name of the Demerged Company/Transferor Company (in relation to Demerged Business Undertaking) after the Effective Date shall be deemed to be in the name of the Resulting Company and credited to the account of the Resulting Company, if presented by the Resulting Company or received through electronic transfers and the bankers of the Resulting Company shall accept the same. Similarly, the banker of the Resulting Company shall honour all cheques / electronic fund transfer instructions issued by the Demerged Company/Transferor Company (in relation to Demerged Business Undertaking) for payment after the Effective Date. If required, the bankers of the Demerged Company/Transferor Company and/or the Resulting Company shall allow maintaining and operating of the bank accounts (including banking transactions carried out electronically) in the name of the Demerged Company/Transferor Company by the Resulting Company in relation to the Demerged Business Undertaking for such time as may be determined to be necessary by the Resulting Company for presentation and deposition of cheques, pay order and electronic transfers that have been issued/made in the name of the Resulting Company.
- 5.1.6. Without prejudice to the generality of the foregoing, upon the effectiveness of the



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Scheme, the Resulting Company shall be entitled to all the intellectual property and rights thereto of the Demerged Company in relation to the Demerged Business Undertaking. The Resulting Company may take such actions as may be necessary and permissible to get the same transferred and/or registered in the name of the Resulting Company.

- 5.1.7. Any assets, acquired by the Demerged Company after the Appointed Date but prior to the Effective Date pertaining to the Demerged Business Undertaking shall upon the coming into effect of this Scheme also without any further act, instrument or deed stand transferred to and vested in or be deemed to have been transferred to or vested in the Resulting Company upon the coming into effect of this Scheme.

## 6. TRANSFER OF LIABILITIES

- 6.1. Upon the Scheme becoming effective, with effect from the Appointed Date, all the Demerged Liabilities shall also, under the provisions of Sections 391 and 394 of the Act without any further act or deed be transferred or deemed to be transferred to the Resulting Company so as to become as and from the Appointed Date the debts, liabilities, duties, obligations of the Resulting Company and further that all the Demerged Liabilities incurred/contracted by the Demerged Company during the period commencing from the Appointed Date till the Effective Date shall be deemed to have been incurred/contracted by the Resulting Company and shall be deemed to be the Liabilities and obligations of the Resulting Company and further that it shall not be necessary to obtain consent of any Person in order to give effect to the provisions of this Clause.
- 6.2. Where any of the loans raised and used, debts, liabilities, duties and obligations of the Demerged Company deemed to be transferred to the Resulting Company have been discharged by the Demerged Company on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Resulting Company.
- 6.3. Without prejudice to Clause 6.1, upon the coming into effect of the Scheme, all loans raised and used and all debts, liabilities, duties and obligations incurred by the Demerged Company for the operations of the Demerged Business Undertaking with effect from the Appointed Date and prior to the Effective Date, subject to the terms of this Scheme, shall be deemed to have been raised, used or incurred for and on behalf of the Resulting Company, shall also without any further act or deed be and stand transferred to and be deemed to be transferred to the Resulting Company and shall become the loans, debts, liabilities, duties and obligations of the Resulting Company.
- 6.4. The transfer and/or vesting of the properties as aforesaid shall be subject to the Encumbrances as on the Effective Date, if any, over or in respect of all the said assets or any part thereof of Demerged Business Undertaking to the extent that such Encumbrances relate to the Demerged Liabilities forming part of the Demerged Business Undertaking. In so far as the existing Encumbrances in respect of the Demerged Liabilities are concerned, such Encumbrances shall, without any further act, instrument or deed be modified and shall be extended to and shall operate only over the assets comprised in the Demerged Business Undertaking which have been Encumbered in respect of the Demerged Liabilities as transferred to the Resulting



19

Company pursuant to this Scheme. Provided that if any of the assets comprised in the Demerged Business Undertaking which are being transferred to the Resulting Company pursuant to this Scheme have not been Encumbered in respect of the Demerged Liabilities, such assets shall remain unencumbered and the existing Encumbrances referred to above shall not be extended to and shall not operate over such assets. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above.

The Scheme shall not operate to enlarge the security of any loan, deposit or facility created by or available to Demerged Business Undertaking which shall vest in the Resulting Company by virtue of the Scheme, including for the avoidance of doubt and notwithstanding anything contained herein, that no Encumbrances shall be extended to any of the assets of HL.

- 6.5. Further, in so far as the assets comprised in the Demerged Business Undertaking are concerned, the Encumbrances over such assets relating to any loans, borrowings or debentures or other debts or debt securities which do not form part of the Demerged Liabilities, shall without any further act or deed be released from such Encumbrances and shall no longer be available as security in relation to such liabilities.
- 6.6. It is expressly provided that, save as mentioned in this Clause 6, no other term or condition of the Demerged Liabilities transferred to the Resulting Company as part of the Scheme is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.
- 6.7. Without prejudice to the provisions of the foregoing clauses, upon the Scheme becoming effective, the Demerged Company/GSL and the Resulting Company shall execute all instruments or documents or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modifications of charge with the Registrar of Companies, to give formal effect to the above provisions, if required.
- 6.8. The provisions of this Clause 6 shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing to which the relevant Liability relates or the terms of sanction or issue or any security document, all of which instruments, deeds or writings shall stand modified by the foregoing provisions. Provided however that nothing in this Clause 6.8 shall modify the Framework Agreement.

## **7. TAXES AND TAXATION**

- 7.1. Upon the Scheme becoming effective, each of the Demerged Company and the Resulting Company are expressly permitted to revise their respective financial statements and returns along with prescribed forms, filings and annexures under the Income Tax Act, 1961, central sales tax, applicable state value added tax, service tax laws, excise duty laws and other Tax laws, and to claim refunds and/or credit for Taxes paid (including, tax deducted at source, wealth tax, etc.) and for matters incidental thereto, if required, to give effect to the provisions of the Scheme.



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- 7.2. Any refund, under Taxation legislation due to the Demerged Company in relation to the Demerged Business consequent to the assessment made on the Demerged Company whether relating to the period before or after the Appointed Date shall also belong to and be received by the Resulting Company upon this Scheme becoming effective.
- 7.3. Without prejudice to the generality of the above, all benefits, incentives, losses, credits (including, without limitation in respect of income tax, tax deducted at source, wealth tax, service tax, excise duty, central sales tax, applicable state value added tax etc.) to which the Demerged Company is entitled to in terms of Applicable Laws in relation to the Demerged Business, shall be available to and vest in the Resulting Company, upon this Scheme coming into effect.
- 7.4. Any refund or tax credit including under the Income Tax Act, 1961 due to the Demerged Company, which is pertaining to the business of the Demerged Business Undertaking consequent to the assessment made on the Demerged Company, and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date, shall also belong to and be received or credit availed, as the case may be, by the Resulting Company.

## 8. EMPLOYEES

- 8.1. On the Scheme becoming effective, all employees of the Demerged Company who are employed in the Demerged Business Undertaking on the Effective Date ("**Transferred Employees**"), shall be deemed to have become employees of the Resulting Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Resulting Company shall not be less favorable than those applicable to them with reference to the Demerged Business Undertaking on the Effective Date. It is clarified that the CEO of the Demerged Company shall not be transferred to the Resulting Company as an employee but will provide consultancy services to the Resulting Company as per the terms of a consultancy agreement with the Resulting Company.
- 8.2. It is expressly provided that, on the Scheme becoming effective, the provident fund, gratuity fund, contribution towards employees state insurance, superannuation fund, retirement fund or any other special fund or trusts created or existing for the benefit of the Transferred Employees and Geometric Limited Excluded Employees Provident Fund Trust existing for the benefit of the past employees of Geometric (collectively referred to as the "**Funds**") shall be transferred to the similar Funds created by the Resulting Company and shall be held for their benefit pursuant to this Scheme or, at the Resulting Company's sole discretion, maintained as separate Funds by the Resulting Company. In the event that the Resulting Company does not have its own Funds in respect of any of the above, the Resulting Company may, subject to necessary approvals and permissions, continue to contribute to the relevant Funds of the Demerged Company, until such time that the Resulting Company creates its own Funds, at which time the funds and the investments and contributions pertaining to the Transferred Employees shall be transferred to the Funds created by the Resulting Company. It is clarified that the services of the employees of the Demerged Business



15A

Undertaking will be treated as having been continuous and not interrupted for the purpose of the said fund or funds.

8.3. In relation to any other fund created or existing for the benefit of the Transferred Employees, the Resulting Company shall stand substituted for the Demerged Company, for all purposes whatsoever, including relating to the obligation to make contributions to the said funds in accordance with the provisions of such scheme, funds, bye laws, etc. in respect of such Transferred Employees.

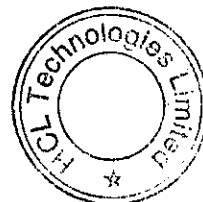
8.4. In so far as the existing benefits or funds created by GL for the employees of the Remaining Undertaking are concerned, the same shall continue and GL/GSL shall continue to contribute to such funds and trusts in accordance with the provisions thereof, and such funds and trusts, if any, shall be held inter alia for the benefit of such employees.

#### 8.5. ESOPs

8.5.1. Details of the employee stock options ("ESOPs") under the ESOP Plans are provided in **Schedule 3** to this Scheme. On and from April 1, 2016, the Demerged Company shall not bring into effect any employee stock option plan (save for issuance of upto 2,223,932 equity shares pursuant to options that have already been granted under the ESOP Plans), issue or enter into any agreements/arrangements for issuance of employee stock options or grant any options.

8.5.2. Simultaneously on receipt of the Sanction Orders, all employee stock options which have been granted under the ESOP Plans and are valid and subsisting shall stand accelerated in accordance with the terms of the respective ESOP Plans.

8.5.3. With respect to the stock options which have been granted under the ESOP Plans and are valid and subsisting and remain unexercised by the relevant grantee as on the date which is 5 Business Days prior to the Effective Date (which date shall be notified by GL at least 2 Business Days in advance) (the "Unexercised Options"), GL shall, for the purpose of permitting cashless exercise of the Unexercised Options by the relevant grantees of such Unexercised Options ("Relevant Employees"), set up an employee benefit trust ("ESOP Trust") for the benefit of the Relevant Employees, for the sole purpose of implementing the provisions of this Clause. On the Effective Date and immediately prior to effectiveness of the Scheme, (i) GL shall, as per Section 67 of the Companies Act, 2013, Rule 16 of Companies (Share Capital and Debenture) Rules, 2014, SEBI (Share Based Employee Benefits) Regulations 2014 ("SEBI ESOP Regulations") and other applicable provisions of the Companies Act, 2013, SEBI ESOP Regulations and rules, regulations, circulars and notifications framed thereunder, grant an interest free loan ("ESOP Loan") to the ESOP Trust to enable the ESOP Trust to pay, on behalf of the Relevant Employees, the exercise price towards the exercise of Unexercised Options, (ii) the ESOP Trust shall immediately on receipt of the ESOP Loan, pay the entire amount of the ESOP Loan to GL as payment of the exercise price towards Unexercised



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Options, and (iii) GL shall allot equity shares of GL to the ESOP Trust against the Unexercised Options. It is clarified that those Relevant Employees who do not exercise their respective Unexercised Options until 5 Business Days prior to the Effective Date shall be deemed to have opted for cashless exercise mechanism as set out in this Clause.

- 8.5.4. The Resulting Company agrees and acknowledges that the ESOP Loan shall be transferred to the Resulting Company as a part of the Demerged Business Undertaking under the Scheme. Further, if the ESOP Trust is a shareholder of GL as on the Record Date, upon coming into effect of the Scheme, the Resulting Company shall issue and allot equity shares to the ESOP Trust as per the Share Entitlement Ratio and in accordance with Clause 14 (Consideration) of the Scheme.
- 8.5.5. The ESOP Trust shall, within a reasonable period from the allotment and listing and commencement of trading of the shares so allotted, sell the equity shares of the Resulting Company held by it in the secondary market and shall use the proceeds of such sale to repay the ESOP Loan to the Resulting Company and remit the balance amounts of the proceeds, after deduction of taxes and other expenses, to the Relevant Employees in proportion to their respective entitlement under the ESOP Plans and subject to necessary approvals under Applicable Law.
- 8.5.6. It is clarified that the consent to the Scheme by the shareholders of GL and the Resulting Company shall be deemed to be consent, as an integral part of this Scheme, to (i) the amendment to the ESOP Plans; (ii) setting up of the ESOP Trust; (iii) grant and repayment of the ESOP Loan; and (iv) the implementation of the ESOP Plans and the cashless exercise of the Unexercised Options as per the requirements of the Companies Act, 2013, SEBI ESOP Regulations or any other Applicable Law. No further approval of the shareholders of the Resulting Company or GL would be required in this connection under any Applicable Law.
- 8.5.7. The Resulting Company and the Demerged Company and the Board of Directors and the Nomination and Remuneration Committee of the Demerged Company shall take such actions and execute such further documents as may be necessary or desirable for the purpose of giving effect to the provisions of this Clause.
- 8.5.8. For the purposes of this Clause 8.5, the term "**Business Day**" means a day (excluding Saturdays, Sundays and public holidays) on which banks are generally open in Mumbai and Delhi for the transaction of normal banking business.

## 9. LEGAL PROCEEDINGS

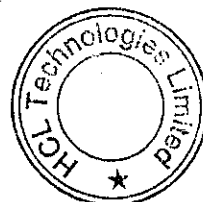
- 9.1. In the event, after the Effective Date, any Person (including any Tax authority or customer) makes any claim, a notice of assertion, demand, action, proceeding or suit ("**Third Party Claim**") against the Transferor Company (which expression shall include the Transferee Company following the amalgamation) in relation to



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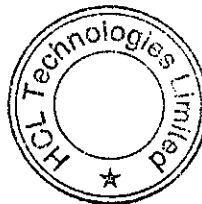
the Demerged Business Undertaking, the procedure set out below shall be followed:

- (i) If the Transferor Company receives a Third Party Claim with respect to the Demerged Business Undertaking, the Transferor Company shall, within 14 (fourteen) days thereof, notify the Resulting Company in writing of such Third Party Claim (specifying in reasonable detail the circumstances which give rise to the Third Party Claim and the amount, if any, claimed in such Third Party Claim).
  - (ii) The Resulting Company shall, within 30 (thirty) days (or such shorter period, if any response needs to be communicated or defence needs to be undertaken within any shorter statutory or regulatory time-frame in relation to such Third Party Claim) of the receipt of the notice mentioned in sub-clause (i) above, assume the control and where applicable, defence, of such Third Party Claim. The Resulting Company shall, in consultation with its counsel, be entitled to take such defences or course of actions including settlement of claims as may be available with respect to the Third Party Claim but in all cases ensuring that the Third Party Claim or the settlement does not result in any obligation or liability on the Transferor Company. The Transferor Company shall at the cost and expense of the Resulting Company, cooperate with the Resulting Company in the defense or prosecution of any such Third Party Claim and shall furnish the Resulting Company with such relevant documents and information available with it, and attend such conferences, proceedings, hearings, trials and appeals as may be reasonably required by the Resulting Company in connection therewith.
  - (iii) The Transferor Company shall have the right but not the obligation to participate (but not control) in the defence of any Third Party Claim which the Resulting Company is defending. All costs and expenses including legal fees, deposits, guarantees, etc. in relation to the Third Party Claim shall be borne by the Resulting Company.
  - (iv) At the Transferor Company's request, the Resulting Company shall co-operate with the Transferor Company and its advisors and provide the Transferor Company and its advisors, the relevant documents and information, if any, available with it and that may be reasonably requested by the Transferor Company in respect of the Transferor Company's participation in the defence of the said Third Party Claim.
  - (v) The Resulting Company shall keep the Transferor Company informed of material developments relating to the Third Party Claim along with relevant documentation.
- 9.2. In the event, after the Effective Date, any Person (including any Tax authority or customer) makes any claim against the Resulting Company in relation to the Remaining Undertaking ("**G Third Party Claim**") the procedure set out below shall be followed:



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- (i) If the Resulting Company receives a G Third Party Claim, the Resulting Company shall, within 14 (fourteen) days thereof, notify the Transferor Company in writing of such G Third Party Claim (specifying in reasonable detail the circumstances which give rise to the G Third Party Claim and the amount, if any, claimed in such G Third Party Claim).
  - (ii) The Transferor Company shall within 30 (thirty) days (or such shorter period, if any response needs to be communicated or defence needs to be undertaken within any shorter statutory or regulatory time-frame in relation to such G Third Party Claim) of the receipt of the notice mentioned in sub-clause (i) above, assume the control and where applicable, defence, of such G Third Party Claim. The Transferor Company shall, in consultation with its counsel, be entitled to take such defences or course of actions including settlement of claims as may be available with respect to the G Third Party Claim but in all cases ensuring that the settlement does not result in any obligation on the Resulting Company. The Resulting Company shall, at the cost and expense of the Transferor Company, cooperate with the Transferor Company in the defense or prosecution of any such G Third Party Claim and shall furnish the Transferor Company with such relevant documents and information available with it, and attend such conferences, proceedings, hearings, trials and appeals as may be reasonably required by the Transferor Company in connection therewith.
  - (iii) The Resulting Company shall have the right but not the obligation to participate (but not control) in the defence of any G Third Party Claim which the Transferor Company is defending, provided that in such a case all costs and expenses including legal fees, deposits, guarantees, etc. in relation to the G Third Party Claim shall be borne by the Transferor Company.
  - (iv) At the Resulting Company's request, the Transferor Company shall co-operate with the Resulting Company and its advisors and provide the Resulting Company and its advisors, the relevant documents and information, if any, available with it and that may be reasonably requested by the Resulting Company in respect of its participation in the defence of the said G Third Party Claim.
  - (v) The Transferor Company shall keep the Resulting Company informed of material developments relating to the G Third Party Claim.
- 9.3. All legal proceedings of whatsoever nature by or against the Demerged Company save for legal proceedings pertaining to the Remaining Undertaking pending and/or arising before the Effective Date, shall not abate or be discontinued or be in any way prejudicially affected by reason of the Scheme or by anything contained in this Scheme but shall be continued and enforced by or against the Resulting Company, as the case may be, in the same manner and to the same extent as would or might have been continued and enforced by or against the Demerged Company.
- 9.4. Without prejudice to Clause 9.1 above, the Resulting Company undertakes that it



shall at its own cost, file applications with the relevant Appropriate Authorities for change of name in such legal proceedings forming part of the Demerged Business Undertaking within a period of 3 (three) months from the Effective Date. HL shall do such things as may be required for changing the name of the party from Demerged Company to the Resulting Company in all legal proceedings by or against the Demerged Company forming part of the Demerged Liabilities existing as on the Effective Date (and including those that relate to the period prior to the Appointed Date) and shall make all necessary filings for such change of name such that the same may be continued, prosecuted, defended and enforced by the Resulting Company instead of the Demerged Company, to the exclusion of the Demerged Company, and the Demerged Company/Transferee Company shall extend all assistance in such transfer into the Resulting Company's name, if required by the Resulting Company. It is clarified that the cost and expenses incurred in continuing, prosecuting, defending and enforcing the aforesaid proceedings shall be to the account of the Resulting Company, provided however that this is without prejudice to any indemnity available to the Resulting Company for such costs and expenses.

**10. CONTRACTS, DEEDS, ETC.**

- 10.1. Notwithstanding anything to the contrary contained in the contract, deed, bond, agreement or any other instrument, upon the coming into effect of the Scheme, all contracts, deeds, bonds, agreements and other instruments, if any, of whatsoever nature and subsisting or having effect on the Effective Date and relating to the Demerged Business Undertaking to which the Demerged Company is a party or to the benefit of which the Demerged Company may be eligible, shall continue in full force and effect against or in favour of the Resulting Company, and may be enforced effectively by or against the Resulting Company as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party thereto from inception. For the avoidance of doubt it is clarified that the Framework Agreement and the following Contracts between Geometric, Geometric Subsidiary and DS do not form part of the Demerged Business Undertaking: (a) amended and restated shareholders' agreement dated March 4, 2015; (b) amended and restated escrow agreement; (c) umbrella agreement dated September 16, 2008; (d) frame services agreement dated February 9, 2004; and (e) umbrella agreement for the 3DGS arrangement dated March 4, 2015.
- 10.2. The Resulting Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if it considers necessary, enter into, or issue or execute deeds, writings, tripartite arrangements, confirmations, novations, declarations, or other documents with, or in favour of any party to any contract or arrangement to which the Demerged Company is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Resulting Company shall be deemed to be authorised to execute any such writings on behalf of the Demerged Company and to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of the Demerged Company. The Demerged Company shall execute such writings as may be reasonably required by the Resulting Company in this regard.
- 10.3. It is hereby clarified that (i) if any contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the Demerged

XX



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Business Undertaking to which the Demerged Company is a party to, cannot be transferred to the Resulting Company for any reason whatsoever, the Demerged Company/Transferee Company shall hold such contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of the Resulting Company, insofar as it is permissible to do so, till such time as the transfer is effected; and (ii) save and except for (a) the agreement dated September 2, 2003 with Paysquare Consultancy Ltd. for payroll processing services, (b) SAP Software End-User Value License Agreement dated September 29, 2005 (c) eBorn dated November 1, 2014SOW for SAP Application Management Services (SAP Support); and (d) Atlassian End User License Agreement (JIRA licenses) (accepted online), there are no contracts, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature that relate to the Demerged Business Undertaking as well as the Remaining Undertaking. Such contracts are for the common benefit of the Demerged Company and the Transferee Company and will continue until the Effective Date. On the Effective Date, such contracts shall be transferred to the Resulting Company pursuant to this Scheme and the continued use of the services thereunder by the Transferee Company shall be subject to receipt of consents from the respective vendors thereof, failing which the Transferee Company will make alternate arrangements in this regard.

- 10.4. For the avoidance of doubt, it is clarified that upon the coming into effect of this Scheme, all the rights, title, interest and claims of the Demerged Company in any leasehold/licensed properties in relation to the Demerged Business Undertaking shall, pursuant to Section 394(2) of the Act, be transferred to and vested in or be deemed to have been transferred to and vested in the Resulting Company automatically without requirement of any further act or deed.

#### **11. CONDUCT OF BUSINESSES TILL THIS SCHEME COMES INTO EFFECT**

- 11.1. With effect from the Appointed Date and upto and including the Effective Date, the Demerged Company:

11.1.1. shall be deemed to have been carrying on and to be carrying on all business and activities relating to the Demerged Business Undertaking and stand possessed of all the estates, assets, rights, title, interest, authorities, contracts, investments and strategic decisions of the Demerged Business Undertaking for and on account of, and in trust for, the Resulting Company;

11.1.2. all profits or income arising or accruing in favour of the Demerged Company in relation to the Demerged Business Undertaking and all Taxes paid thereon or losses, expenditures arising or incurred by the Demerged Company in relation to the Demerged Business Undertaking shall, for all purposes, be treated as and deemed to be the profits or income, Taxes or losses, expenditures as the case may be, of the Resulting Company, except those specifically forming part of the Remaining Undertaking;

11.1.3. any of the rights, powers, authorities, privileges, attached, related or pertaining to the Demerged Business Undertaking exercised by the Demerged Company shall be deemed to have been exercised by the



19

Demerged Company for and on behalf of, and in trust for and as an agent of the Resulting Company. Similarly, any of the obligations, duties and commitments attached, related or pertaining to the Demerged Business Undertaking that have been undertaken or discharged by the Demerged Company shall be deemed to have been undertaken for and on behalf of and as an agent for the Resulting Company.

11.1.4. shall cause the business of the Demerged Business Undertaking (including making applications to any Appropriate Authority for the renewal of permits which have expired) to be conducted as a going concern in trust for the Resulting Company and in the ordinary course of business;

11.1.5. shall not, except as may be expressly required or permitted under this Scheme pursuant to exercise of stock options granted as of April 1, 2016, make any change in its capital structure in any manner either by any increase (including by way of issue of equity and/or preference shares on a rights basis or by way of a public issue, bonus shares and/or convertible debentures or otherwise), decrease, reduction, reclassification, sub-division, consolidation, re-organization, or in any other manner which may, in any way, affect the Share Entitlement Ratio, except with the prior approval of the Board of Directors of the Resulting Company.

11.1.6. shall conduct its business in accordance with and not take any actions prohibited by the Framework Agreement.

## **12. REMAINING UNDERTAKING**

12.1. The Remaining Undertaking and all the assets, properties, rights, liabilities and obligations relating thereto shall continue to belong to and be vested in the Demerged Company and the Resulting Company shall have no right, claim or obligation in relation to the Remaining Undertaking.

12.2. All legal, taxation or other proceedings whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal) by or against the Demerged Company under any statute, whether relating to the period prior to or after the Appointed Date and whether pending on the Appointed Date or which may be instituted at any time thereafter, relating to the Remaining Undertaking (including those relating to any property, right, power, liability, obligation or duties of the Demerged Company in respect of the Remaining Undertaking) shall be continued and enforced by or against the Demerged Company/Transferee Company after the Effective Date.

12.3. With effect from the Appointed Date and up to, including and beyond the Effective Date, the Demerged Company:

(a) shall be deemed to have been carrying on and to be carrying on all the business and activities relating to the Remaining Undertaking for and on behalf of the Transferee Company; and



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- (b) all profits accruing to the Demerged Company thereon or losses arising or incurred by it relating to the Remaining Undertaking shall for all purposes be treated as the profits or losses, as the case may be, of the Transferee Company.

12.4. It is hereby clarified for the avoidance of doubt that the intellectual property listed in **Schedule 4** shall be the exclusive property of GSL.

### 13. SAVINGS OF CONCLUDED TRANSACTIONS

The transfer and vesting of the Demerged Business Undertaking as above and the continuance of proceedings by or against the Demerged Company in relation to the Demerged Business Undertaking shall not affect any transaction or proceedings already concluded on or after the Appointed Date or till the Effective Date in accordance with this Scheme.

### *Part 3*

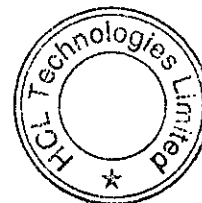
### 14. CONSIDERATION

14.1. Upon coming into effect of the Scheme and in consideration for the transfer and vesting of the Demerged Business Undertaking in the Resulting Company, the Resulting Company shall, without any further application or deed, issue and allot equity shares, credited as fully paid up, to all the equity shareholders of the Demerged Company whose names appear in the register of members of the Demerged Company as on the Record Date to be fixed in that behalf for the purpose of reckoning names of equity shareholders of the Demerged Company, in the following ratio:

“10 (ten) equity shares of the Resulting Company of Rs. 2 (Rupees Two only) each, fully paid up to be issued for every 43 (forty three) equity shares of Rs. 2 (Rupees Two only) each held by equity shareholders of the Demerged Company” (the “**Share Entitlement Ratio**”)

14.2. In case any equity shareholder of the Demerged Company owns shares in the Demerged Company, such that it becomes entitled to a fraction of an equity share of the Resulting Company, the Resulting Company shall not issue fractional share certificates to such member but shall instead, at its absolute discretion, decide to take any or a combination of the following actions:

- (a) consolidate such fractions and issue consolidated shares to a trustee nominated by the Resulting Company in that behalf, who shall sell such shares and distribute the net sale proceeds (after deduction of applicable taxes and other expenses incurred) to the shareholders respectively entitled to the same in proportion to their fractional entitlements;
- (b) round off all fractional entitlements to the next whole number above the fractional entitlement and issue such number of securities to the relevant shareholders;



- (c) deal with such fractional entitlements in such other manner as they may deem to be in the best interests of the shareholders of the Demerged Company and the Resulting Company.
- 14.3. SSPA & Co. have issued the valuation report on the Share Entitlement Ratio adopted under the Scheme. JM Financial Institutional Securities Limited, a Category-I Merchant Banker, has provided its fairness opinion on the Share Entitlement Ratio to GL and SBI Capital Markets Limited, a Category-I Merchant Banker, has provided its fairness opinion on the Share Entitlement Ratio to the Board of Directors of HL.
- 14.4. Equity shares to be issued by the Resulting Company to the respective shareholders of the Demerged Company as above shall be subject to the Memorandum and Articles of Association of the Resulting Company and shall rank *pari passu* with the existing equity shares of the Resulting Company in all respects including dividends.
- 14.5. Equity shares in the Resulting Company shall be issued in dematerialized form to those shareholders who hold shares of the Demerged Company in dematerialized form, in to the account in which the Demerged Company shares are held or such other account as is intimated by the shareholders to the Resulting Company and / or its Registrar. All those shareholders who hold equity shares of the Demerged Company in physical form shall also have the option to receive the equity shares in the Resulting Company, in dematerialized form provided the details of their account with the Depository Participant are intimated in writing to the Resulting Company and / or its Registrar. If not so notified, they would be issued equity shares in physical form.
- 14.6. The Board of Directors of the Resulting Company and the Demerged Company shall, if and to the extent required, apply for and obtain any approvals from Appropriate Authorities for the issue and allotment of equity shares to the shareholders of the Demerged Company pursuant to Clause 14.1 of the Scheme.
- 14.7. Equity shares to be issued by the Resulting Company to the members of the Demerged Company pursuant to Clause 14.1 of this Scheme shall, subject to the receipt of necessary approvals, be listed and/or admitted to trading on the Stock Exchanges, where the shares of the Demerged Company are listed and/or admitted to trading. The Resulting Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with Applicable Laws for complying with the formalities of the said Stock Exchanges. The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing / trading permission is given by the designated Stock Exchange.
- 14.8. The equity shares to be issued by the Resulting Company pursuant to this Scheme in respect of any equity shares of the Demerged Company which are held in abeyance under the Act or otherwise shall, pending allotment or settlement of dispute by order of a court or otherwise, also be kept in abeyance by the Resulting Company. In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Demerged Company, the board of directors of the Resulting Company shall be empowered to take such actions as may be necessary in order to remove any difficulties arising to the transferor of the share in the Resulting Company and in relation to the shares issued by the Resulting Company pursuant to the Scheme.



9

14.9. Approval of this Scheme by the shareholders of the Resulting Company shall be deemed to be the due compliance of the provisions of Section 62 and Section 55 of the Companies Act, 2013 and the other relevant and applicable provisions of the Act for the issue and allotment of equity shares by the Resulting Company to the shareholders of the Demerged Company, as provided in this Scheme.

14.10. The equity shares of the Resulting Company issued pursuant to this Scheme may not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") and the Resulting Company may elect, in its sole discretion, to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof or any other exemption that the Resulting Company may elect to rely upon. In the event the Resulting Company elects to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof, the sanction of the High Courts to this Scheme will be relied upon for the purpose of qualifying the issuance and distribution of the equity shares of the Resulting Company for such an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof.

**15. ACCOUNTING TREATMENT IN THE BOOKS OF THE RESULTING COMPANY AND THE DEMERGED COMPANY**

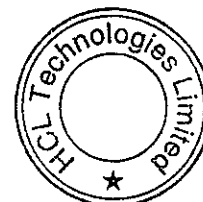
**15.1. In the books of the Resulting Company**

As on the Appointed Date and the Scheme becoming effective:

- (i) The Resulting Company shall record all the assets and liabilities, pertaining to the Demerged Business Undertaking, at fair values.
- (ii) The Resulting Company shall credit to its share capital account, the aggregate face value of the equity shares issued by it pursuant to Clause 14.1 of this Scheme.
- (iii) The difference between the fair value and face value of shares pursuant to clause 14.1 of this Scheme shall be credited to securities premium account.
- (iv) The Fair value of the share issued by the Resulting Company pursuant to Clause 14.1 of this Scheme as reduced by the net assets of Demerged Business Undertaking acquired and recorded by the Resulting Company if surplus, shall be debited to Goodwill Account. In case of a deficit, the same shall be credited to Capital Reserve Account.

**15.2. In the books of the Demerged Company**

- (i) Upon the Scheme becoming effective, the Demerged Company shall reduce the book value of assets and liabilities pertaining to the Demerged Business Undertaking as set out below.
- (ii) The book values, as on the Appointed Date, of net assets (assets minus liabilities) comprised in the Demerged Business Undertaking transferred to



19

the Resulting Company shall be adjusted first against the entire securities premium account, then against the investment re-organization reserve account and then against the general reserve account. The remaining balance of the net assets shall be adjusted against the accumulated credit balance in the profit and loss account of the Demerged Business Undertaking to the extent available. Any residual balance of net assets shall be reflected as a debit balance in the profit and loss account.

The adjustment/utilisation of the securities premium account, if any, as stated above, and reduction thereof will be effected as a part of this Scheme, in accordance with provisions of Section 52 of the 2013 Act and Section 100 to 103 of the 1956 Act and the order of the High Court sanctioning the Scheme shall be deemed to be also the order under the applicable provisions of the 1956 Act and 2013 Act, as applicable, for confirming the utilization/reduction of the securities premium account.

### Chapter 3

#### MERGER OF REMAINING UNDERTAKING OR THE TRANSFEROR COMPANY INTO THE TRANSFEREE COMPANY

Upon the occurrence of the Demerger pursuant to Chapter 2 of this Scheme, the Demerged Company, comprising the Remaining Undertaking, shall be referred to as the "Transferor Company" for the purposes of this Chapter 3.

##### Part 1

#### 16. DEFINITIONS:

In addition to the terms defined in Chapter 1, in this Chapter 3 of the Scheme, concerning the merger of the Remaining Undertaking into GSL, unless inconsistent with the subject or context, the following expressions shall have the following meaning:

**"Transferor Company"** shall for the purpose of Chapter 3 of the Scheme, means the Demerged Company after giving effect to the Demerger of the Demerged Business Undertaking to the Resulting Company and comprising only the Remaining Undertaking;

**"Transferee Company"** means GSL, a company incorporated under the Companies Act, 1956, and having its registered office at Plant 11, 3rd Floor, Pirojshanagar, Vikhroli (West), Mumbai – 400079, Mumbai, Maharashtra.

#### 17. SHARE CAPITAL

The authorized, issued, subscribed and paid up share capital of the Transferor Company as on April 1, 2016 is as under:

Particulars	Rupees
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192

Particulars	Rupees
<b>Authorized Capital</b>	
80,000,000 equity shares of Rs. 2 each	160,000,000
<b>Total</b>	<b>160,000,000</b>
<b>Issued, Subscribed and Paid-up*</b>	
65,030,414 equity Shares of Rs. 2 each fully paid up	130,060,828
<b>Total</b>	<b>130,060,828</b>

\*After considering the outstanding ESOPs the issued share capital on a fully diluted basis is 67,254,346 equity shares of Rs. 2 each.

The authorized, issued, subscribed and paid up share capital of the Transferee Company as on April 1, 2016 is as under:

Particulars	Rupees
<b>Authorised Capital</b>	
2,700,000 equity shares of Rs. 10 each	27,000,000
300,000 Class 'A' and Class 'B' Equity Shares of Rs.10 each with differential voting rights	3,000,000
<b>Total</b>	<b>30,000,000</b>
<b>Issued, Subscribed and Paid-up</b>	
1,373,246 equity shares of Rs 10 each fully paid	13,732,460
72,965 Class 'A' Equity Shares of Rs 10 each fully paid	729,650
105,989 Class 'B' Equity Shares of Rs 10 each fully paid	1,059,890
<b>Total</b>	<b>15,522,000</b>

## Part 2

### 18. TRANSFER AND VESTING OF THE REMAINING UNDERTAKING

- 18.1. With effect from the Appointed Date, the Transferor Company (after Demerger of the Demerged Business Undertaking) comprising the Remaining Undertaking including its properties and assets (whether movable tangible or intangible) of whatsoever nature including investments, shares, debentures, securities, licenses, permits, quotas, approvals, lease, tenancy rights, permissions, incentives if any, benefits of tax relief including under the Income-tax Act, 1961 such as credit for advance tax, credit for Minimum Alternate Tax, taxes deducted at source and all other rights, title, interest, contracts, consent, approvals or powers and liabilities, duties and obligations of every kind, nature and descriptions whatsoever shall under the provisions of Sections 391 to 394 and pursuant to the orders of the High Court or any other appropriate authority sanctioning this Scheme and without further act, instrument or deed, but subject to the Encumbrances (if any) affecting the same as on the Effective Date shall stand



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transferred and/or deemed to be transferred to and vested in the Transferee Company so as to become the properties, assets and liabilities, duties and obligations of the Transferee Company.

18.2. It is clarified that the Transferee Company shall continue to be entitled to the benefits of the Trade Logo License Agreement dated January 23, 2002 with respect to the use of the logo referred to therein for such term and on such terms as agreed to between the Demerged Company and the Resulting Company under the Framework Agreement without any payment of consideration.

18.3. With respect to the liabilities so transferred to and vested in and assumed by and/or deemed to be transferred to and vested in and assumed by the Transferee Company, it shall not be necessary to obtain the consent of any third party or other Person who is a party to any contract or arrangement by virtue of which such liabilities have arisen, in order to give effect to the provisions of this Clause.

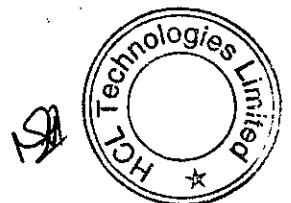
18.4. All the existing Encumbrances, if any, as on the Appointed Date and those created by the Transferor Company after the Appointed Date, over the assets of the Transferor Company transferred to the Transferee Company shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date. Such Encumbrances shall not relate or attach or extend to any of the other assets of the Transferee Company.

#### 19. **STAFF, WORKMEN & EMPLOYEES**

19.1. Existing employees, if any, who are in service on the date immediately preceding the Effective Date shall, on and from the Effective Date become and be engaged as the employees of the Transferee Company, without any break or interruption in service as a result of the transfer and on terms and conditions not less favourable than those on which they are engaged by the Transferor Company immediately preceding the Effective Date. Services of the employees of the Transferor Company shall be taken into account from the date of their respective appointment with the Transferor Company for the purposes of all retirement benefits and all other entitlements for which they may be eligible. The Transferee Company further agrees that for the purpose of payment of any retrenchment compensation, if any, such past services with the Transferor Company shall also be taken into account. The services of such employees shall not be treated as having been broken or interrupted for the purpose of provident fund or gratuity or superannuation or other statutory purposes and for all purposes will be reckoned from the date of their respective appointments with the Transferor Company.

#### 20. **LEGAL PROCEEDINGS AND INDEMNITY**

20.1. All legal proceedings of whatsoever nature by or against the Transferor Company pending and/or arising before the Effective Date and relating to the Remaining Undertaking, shall not abate or be discontinued or be in any way prejudicially affected by reason of the Scheme or by anything contained in this Scheme but shall be continued and enforced by or against the Transferee Company, as the case may be in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company. Any cost pertaining to the said





proceedings between the Appointed Date and the Effective Date incurred by the Transferor Company shall be to the account of the Transferee Company.

- 20.2. Other Liabilities are the responsibility of Godrej & Boyce Ltd. and Godrej Investments Pvt. Ltd. alone in terms of any indemnity given by Godrej & Boyce Ltd. and Godrej Investments Pvt. Ltd. to DS and GSL.

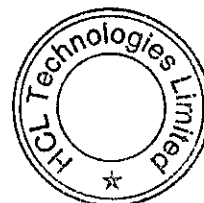
21. **CONTRACTS, DEEDS, ETC.**

- 21.1. Notwithstanding anything to the contrary contained in the contract, deed, bond, agreement or any other instrument, but subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments, if any, of whatsoever nature and subsisting or having effect on the Effective Date, including the Framework Agreement, and to which the Transferor Company is a party, shall continue in full force and effect against or in favour of the Transferee Company and may be enforced effectively by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto.
- 21.2. The Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, enter into, or issue or execute deeds, writings, confirmations, novations, declarations, or other documents with, or in favour of any party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall, be deemed to be authorised to execute any such writings on behalf of the Transferor Company and to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of the Transferor Company.
- 21.3. Subject to Closing (as defined in the Framework Agreement) having occurred, and with effect from the Effective Date, each of the parties to the DS Support Undertaking confirms that it irrevocably and unconditionally waives any rights or claims it has, or may at any time in the future have (and undertakes not to bring or assist in the bringing of any claim of any nature whatsoever (including in respect of any breach)) in respect of the contracts listed in **Schedule 5**;
22. It is expressly clarified that upon the Scheme becoming effective all Taxes in relation to the Remaining Undertaking payable by the Transferor Company shall be treated as the tax liability of Transferee Company; similarly all credits for tax deduction at source, credit of MAT paid and advance tax paid on the income of the Remaining Undertaking shall be available to Transferee Company. Any obligation for deduction of tax at source on any payment made by or to be made by Transferor Company shall be made or deemed to have been made and duly complied with as if so made by the Transferee Company.

*Part 3*

23. **CONSIDERATION**

- 23.1. Upon the Scheme becoming effective, the entire share capital of the Transferee



19

Company held by the Transferor Company itself or through its nominees shall stand cancelled.

- 23.2. In consideration of the Amalgamation, the Transferee Company shall issue and allot to each resident shareholder (including the ESOP Trust) of the Transferor Company and subject to approval by the Reserve Bank of India, to all non-resident shareholders of the Transferor Company, 1 (one) fully paid up redeemable preference shares of Rs. 68 each (the terms of which are provided in Clause 23.6 below in the Transferee Company ("**Redeemable Preference Share**") for every 1 (one) fully paid up equity shares each of the Transferor Company.
- 23.3. If the approval of the Reserve Bank of India as contemplated under Clause 23.2 above is not received prior to the Effective Date, such non-resident shareholders of the Transferor Company ("**GL NR Equity Shareholders**") shall be issued and allotted 24 fully paid unlisted equity share of Rs. 10 each of the Transferee Company for every 1793 fully paid up equity shares of Rs. 2 each of the Transferor Company held by such shareholder as set out in the valuation report issued by Walker Chandiok & Co LLP ("**GSL NR Equity Shares**") on the Record Date which shall be compulsory purchased by DS and/or their affiliates or any other Person and/ or entity identified by them ("**Purchasers**"), immediately on issuance of GSL NR Equity Shares.
- 23.4. In the event GSL NR Equity Shares are required to be issued pursuant to Clause 23.3 above, on or before the Record Date, GSL, subject to the approval of the Reserve Bank of India, shall appoint category – I merchant bankers ("**Merchant Banker(s)**") to act on behalf of and as an agent and trustee of the GSL NR Equity Shareholders for the sale and purchase of the GSL Equity Shares as stated in Clause 23.3 above in the manner provided hereunder:
- 23.4.1. GSL shall issue and allot GSL NR Equity Shares to the Merchant Banker(s) and the Merchant Banker(s) shall, for and on behalf of GL NR Equity Shareholders receive the GSL NR Equity Shares in an on-shore escrow account opened by it with a scheduled commercial bank in India upon terms and conditions acceptable to the Board of Directors of GSL, for this purpose ("**Escrow Account**").
- 23.4.2. The Merchant Banker(s), shall for and on behalf of the GL NR Equity Shareholders sell the GSL Equity Shares to the Purchasers, within 30 (thirty) days from the date of allotment of the GSL NR Equity Shares by the Transferee Company and the Purchaser shall purchase at a price of Rs. 5080.3 which includes a premium of Rs. 5070.3 per GSL Equity Share as set out in the valuation report issued by Walker Chandiok & Co LLP.
- 23.4.3. Upon receipt of the sale proceeds on sale of the GSL NR Equity Shares pursuant to Clause 23.4.2 above, the Merchant Banker(s) shall distribute such proceeds (net of expenses) to the GL NR Equity Shareholders within 7 (seven) business days from the date of receipt of such proceeds, after deducting or withholding taxes or duties as may be applicable, in the proportion to their entitlements as per instructions of the Purchasers and their Tax advisors.
- 23.4.4. If the bank details of the GL NR Equity Shareholders are notified with the

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registrar and transfer agent of the Transferor Company, the Merchant Banker may cause the credit of the sale proceeds to such banks.

23.4.5. Notwithstanding anything to the contrary contained in any Applicable Law, the allotment of the GSL NR Equity Shares to the Merchant Banker for and on behalf of the GL NR Shareholders under this Scheme, shall be deemed to be allotment of equity shares to the GL NR Equity Shareholders under the provisions of Applicable Law.

23.4.6. All the expenses including the appointment of the Merchant Banker, opening of the Escrow Account, the stamp duty for the said transfer of the GSL NR Equity Shares shall be borne by the Purchaser.

23.5. Walker Chandio & Co LLP have issued the report on the share entitlement ratio adopted under Clause 23 of the Scheme.

23.6. Terms of issue of Redeemable Preference Shares:

(a) Face value

The Redeemable Preference Shares issued shall have a face value of Rs. 68 per Redeemable Preference Share.

(b) Coupon

The Redeemable Preference Share shall subject to the provisions of the Articles of Association of the Transferee Company and the Act confer the holders thereof a right to fixed preferential dividend of 7% per annum in priority to the equity shares subject to deduction of taxes at source if applicable. Dividend to be paid at each quarterly period i.e. 1.75% per quarter.

(c) Voting Rights

The holder of the Redeemable Preference Share shall have the right to vote in general meeting of the Transferee Company in accordance with Section 47 of the Companies Act 2013.

(d) Redemption

The Redeemable Preference Shares are redeemable on the expiry of 15 (fifteen) months from the date of allotment. Each Redeemable Preference Share shall be redeemable at par. Provided however, up to a period of 15 (fifteen) days prior to the end of every successive period of 3 (three) months from the date of allotment of the Redeemable Preference Shares ("**Quarterly Redemption Period**"), any holder of the Redeemable Preference Share shall have the right but not an obligation to request the Transferee Company for redemption of the Redeemable Preference Shares held by such Person. Within a period of 15 (fifteen) days after the end of the Quarterly Redemption Period, the Transferee Company shall redeem the Redeemable Preference Shares that have been validly tendered for redemption during the Quarterly Redemption Period. In the event any holder of



154

the Redeemable Preference Share does not request the Transferee Company to redeem the Redeemable Preference Shares held by such a Person during the Quarterly Redemption Period, the Redeemable Preference Shares held by such Person shall be redeemed within 30 (thirty) days from the expiry of the said tenure of 15 (fifteen) months.

(e) Taxation

All payments in respect of the redemption of the Redeemable Preference Shares shall be made less any deductions or withholding for or on account of any present or future taxes or duties as required under Applicable Laws.

(f) Listing

The Redeemable Preference Shares shall be listed on a recognized stock exchange.

(g) Winding-up

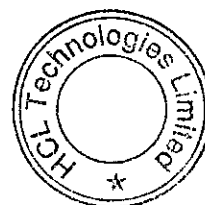
In the event of winding up of the Transferee Company, the holders of the Redeemable Preference Shares shall have a right to receive of the paid up capital and arrears of dividend, whether declared or not, upto the commencement of winding up, in priority to any paid up capital on the equity shares out of the surplus but shall not have any further rights to participate in the profits of the assets of the Transferee Company.

- 23.7. The shares of the Transferee Company shall be issued in dematerialized form to those shareholders who hold shares of the Transferor Company in dematerialized form, in to the account in which the Transferor Company shares are held or such other account as is intimated by the shareholders to the Transferor Company and / or its Registrar. All those shareholders who hold shares of the Transferor Company in physical form shall also have the option to receive the Redeemable Preference Shares /equity shares (in case of non-resident shareholders of Transferor Company) in the Transferee Company, in dematerialized form provided the details of their account with the Depository Participant are intimated in writing to the Transferor Company and / or its Registrar. If not so notified, they would be issued equity shares in physical form.
- 23.8. In case any equity shareholder of the Transferor Company has shareholding such that it becomes entitled to a fraction of a share of the Transferee Company, the Transferee Company shall not issue fractional share certificates to such member but shall instead, at its absolute discretion, decide to take any or a combination of the following actions:
- (a) consolidate such fractions and issue consolidated shares to a trustee nominated by the Transferee Company in that behalf, who shall, sell such shares to the Purchasers and distribute the net sale proceeds (after deduction of applicable taxes and other expenses incurred) to the shareholders respectively entitled to the same in proportion to their fractional entitlements;

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- (b) round off all fractional entitlements to the next whole number above the fractional entitlement and issue such number of securities to the relevant shareholders;
  - (c) deal with such fractional entitlements in such other manner as they may deem to be in the best interests of the shareholders of the Transferor Company.
- 23.9. In the event of there being any pending share transfer, whether lodged or outstanding, of any shareholder of the Transferor Company, the Board of Directors or any committee thereof of the Transferor Company shall be empowered even subsequent to the Effective Date, to effectuate such transfer as if such changes in the registered holder were operative from the Effective Date, in order to remove any difficulties arising to the transfer of shares after the Scheme becomes effective.
- 23.10. The Redeemable Preference Shares/ equity shares to be issued by the Transferee Company pursuant to this Scheme in respect of any equity shares of the Transferor Company which are held in abeyance under the Act or otherwise shall pending allotment or settlement of dispute by order of Court or otherwise, also be kept in abeyance by the Transferee Company. In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Transferor Company, the board of directors of the Transferee Company shall be empowered to take such actions as may be necessary in order to remove any difficulties arising to the transfer of the share in the Transferee Company and in relation to the shares issued by the Transferee Company pursuant to the Scheme.
- 23.11. Approval of this Scheme by the shareholders of the Transferor Company shall be deemed to be the due compliance of the provisions of Section 62 and Section 55 of the Companies Act, 2013 and the other relevant and applicable provisions of the Act for the issue and allotment of equity shares by the Transferee Company to the shareholders of the Transferor Company, as provided in this Scheme. Further the issue and allotment of the Redeemable Preference Shares shall be deemed to be on a private placement basis.
- 23.12. The Transferee Company shall after the merger of authorized share capital pursuant to Clause 30 shall to the extent necessary increase its authorized share capital to facilitate the issue of shares pursuant to Clause 24 before the Record Date.
- 23.13. The Redeemable Preference Shares shall be listed on a recognized stock exchange. However, the equity shares of the Transferee Company shall not be listed and/or admitted on any stock exchanges in India. The Scheme therefore envisages an exit mechanism by way of compulsory purchase of such equity shares by the Purchasers as per this Clause 23. The Transferee Company shall apply for listing of its Redeemable Preference Shares in accordance with Applicable Law.
- 23.14. The exit options provided in the Scheme are fair just, equitable and reasonable. In view of options and exit options provided under this Clause 23, the non-listing of equity shares of the Transferee Company will not adversely affect the rights of the shareholders of the Transferor Company regarding sale and disposal of the shares issued pursuant to this Clause.



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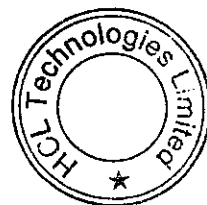
- 23.15. Subject to the provisions of this Scheme, the Redeemable Preference Shares allotted by the Transferee Company pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.

**24. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEE COMPANY**

- 24.1. All assets and liabilities of the Transferor Company shall be recorded in the books of the Transferee Company at their respective fair values.
- 24.2. Intercompany investments between Transferor Company and Transferee Company, balances and transactions, if any, shall stand cancelled.
- 24.3. The difference being the excess of the value of the assets over the value of liabilities of the Transferor Company after making the adjustment as mentioned above and also after adjusting for issuance of Redeemable Preference Shares, shall be credited to capital reserve account of the Transferee Company. In case there being a deficit, the same would be recorded as goodwill in the books of Transferee Company.
- 24.4. The Transferee Company shall credit to its share capital account, the aggregate face value of the Redeemable Preference Shares issued by it pursuant to Clause 23 of this Scheme. The difference between the fair value and face value of Redeemable Preference Shares, if any, issued pursuant to Clause 23 of this Scheme shall be credited to securities premium account.
- 24.5. The Transferee Company shall credit to its share capital account, the aggregate face value of the equity shares issued by it pursuant to Clause 23 of this Scheme.
- 24.6. The difference between the fair value and face value of equity shares issued pursuant to Clause 23 of this Scheme shall be credited to securities premium account.
- 24.7. In case of any differences in accounting policy between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the difference till the Appointed Date will be quantified and adjusted in the Profit and Loss Account mentioned earlier to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.
- 24.8. The Board of directors of the Transferee Company may account for any of the balances in accordance with the prescribed Accounting Standards and applicable Generally Accepted Accounting Principles.

**25. CONDUCT OF BUSINESS TILL EFFECTIVE DATE**

- 25.1. With effect from the Appointed Date and upto and including the Effective Date all the income or profits accruing or arising to the Transferor Company in relation to the Remaining Undertaking and all costs, charges, expenses or losses incurred by the Transferor Company in relation to the Remaining Undertaking shall for all purposes



be treated the income, profits, costs, charges, expenses and losses as the case may be of the Transferee Company.

26. The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Appropriate Authority as are necessary under any law or rules, for such consents, approvals and sanctions, which the Transferee Company may require pursuant to this Scheme.

**27. SAVING OF CONCLUDED TRANSACTIONS**

- 27.1. The transfer of properties and liabilities under Clause 18 above and the continuance of proceedings by or against the Transferor Company under Clause 20 above shall not affect any transaction or proceedings already concluded by the Transferor Company on or after April 1, 2016 till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto as done and executed on behalf of the Transferee Company.

**28. WINDING UP**

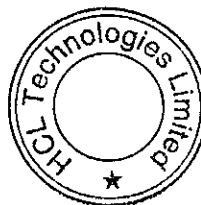
- 28.1. On the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound-up.

**29. Compliance with Section 2(1B) of the Income Tax Act 1961**

The provisions of this Scheme as they relate to the amalgamation of the Transferor Company into and with the Transferee Company have been drawn up to comply with the conditions relating to "amalgamation" as defined under Section 2(1B) of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section of the Income-tax Act, 1961, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said Section of the Income-tax Act, 1961, shall prevail and the provisions of this Chapter 3 of the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the Income-tax Act, 1961. Such modification will, however, not affect the other parts of the Scheme.

**30. Reduction of Share Capital and Combination of Authorised Share Capital**

- 30.1. Upon this Scheme becoming effective, the existing shareholding of the Transferor Company in the Transferee Company, shall, without any consideration and without any further act or deed, be cancelled as an integral part of this Scheme, in accordance with provisions of Sections 100 to 103 of the 1956 Act and other relevant provisions of the 1956 Act or the 2013 Act, as applicable and the order of the High Court sanctioning the Scheme shall be deemed to be also the order under Section 102 of the 1956 Act and other relevant provisions of the 1956 Act or the 2013 Act, as applicable, for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital, and the provisions of Section 101 of the 1956 Act or the other relevant provisions of the 2013 Act will not be applicable. Notwithstanding the reduction in



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the equity share capital of the Transferee Company, the Transferee Company shall not be required to add "And Reduced" as suffix to its name.

- 30.2. As an integral part of the Scheme, and, upon the coming into effect of the Scheme, the authorised share capital of the Transferor Company shall (after consolidation of share to the face value of Rs. 10/- each) stand transferred to and be added with the authorised share capital of the Transferee Company without any liability for payment of any additional registration fees and stamp duty pursuant to the provisions of Sections 13, 14, 61 and other applicable provisions of the Companies Act, 2013 and Section 394 of the Act and no resolutions or consent and approvals would be required to be passed by the Transferee Company.
- 30.3. Consequently, Clause V(a) of the Memorandum of Association of the Transferee Company upon the coming into effect of this Scheme and without any further act or deed, be replaced by the clause set out below:

*"V. (a) The Authorised Share Capital of the Company is Rs. 19,00,00,000/- (Rupees Nineteen Crores only) divided into 1,87,00,000 Equity Shares of Rs.10/- each and 3,00,000 Class A and Class B Equity Shares of Rs 10/- each with differential rights as to voting."*

#### 31. Books and Record of the Transferor Company

The Transferee Company acknowledges that all books and records of GL pertaining to the Demerged Business Undertaking shall be transferred to HL on the Effective Date and GL or its successor the Transferee Company shall be entitled to keep a copy of the same, provided that it: (i) shall not use such information for any commercial purpose or in any manner detrimental to the Business Undertaking; (ii) shall only use such information, for defense of Third Party Claims in relation to the Demerged Business Undertaking, if required, and such usage shall not be deemed to be a breach of Clause 31(i).. In relation to such books and records not pertaining to the Demerged Business Undertaking or which pertain to GL in general and cannot be specifically segregated or detached for handing over purposes, GL or its successor the Transferee Company shall provide to HL on the Effective Date, a certified extract of such books and records containing information relating to the Demerged Business Undertaking. GL or its successor the Transferee Company shall retain and preserve for the purpose of meeting its obligations under this paragraph copies of such books and records for at least 2 (two) years following the Effective Date. The Transferee Company and HL agree that for a period of two (2) years from the Effective Date, the Transferee Company being GL's successor, shall co-operate with and provide to HL all requisite information as may be available with it and reasonably required by it for the purposes of carrying on the business activities of the Demerged Business Undertaking by HL after the Effective Date including in relation to any customers, vendors or suppliers of GL, defending any claims or liabilities of whatsoever nature as may arise in relation to the activities of the Demerged Business Undertaking prior to the Effective Date; provided however that in the event any information is required pursuant to Applicable Law or Appropriate Authority, the time period of two (2) years shall be extended accordingly.

#### Chapter 4





## **GENERAL TERMS AND CONDITIONS**

### **32. APPLICATION TO HIGH COURT**

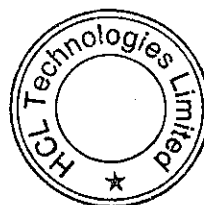
- 32.1. The Demerged Company / the Transferor Company, the Resulting Company and the Transferee Company shall make applications /petitions under Sections 391 to 394 of the Companies Act, 1956 and other applicable provisions of the Act to their respective jurisdictional High Courts for sanction of this Scheme under the provisions of law.
- 32.2. The Resulting Company shall be entitled, pending the effectiveness of the Scheme, to apply to any Appropriate Authority, if required, under any Applicable Law for such consents and approvals which the Resulting Company may require to effect the transactions contemplated under the Scheme, in any case subject to the terms of the Framework Agreement.

### **33. DECLARATION OF DIVIDEND, BONUS, ETC.**

- 33.1. During the period between the date of approval of this Scheme by its Board of Directors and upto and including the Effective Date, the Demerged Company shall not declare or pay any dividends.
- 33.2. It is clarified that the aforesaid provisions in respect of declaration of dividends, whether interim or final, are enabling provisions only and shall not be deemed to confer any right on any member of the Companies to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the Boards of Directors of the Companies and subject, wherever necessary, to the approval of the shareholders of the concerned Company.

### **34. MODIFICATION OR AMENDMENTS TO THE SCHEME**

- 34.1. GL and HL agree that if, at any time, either of the High Courts or any Appropriate Authority directs or requires any modification or amendment of the Scheme, such modification or amendment shall not, to the extent it adversely affects the interests of GL or HL, be binding on GL or HL, as the case may be, except where the prior written consent of the affected party i.e. GL or HL, as the case may be, has been obtained for such modification or amendment, which consent shall not be unreasonably withheld by GL or HL, as the case may be.
- 34.2. In the event a modification or amendment to the Scheme as required by the High Courts or any Appropriate Authority is not approved in accordance with this Clause 35, GL and HL shall, without prejudice to the binding nature of the Framework Agreement and without jeopardising the objectives of the Framework Agreement, enter into good faith discussions on the manner in which they shall proceed in relation to consummation of the transactions contemplated under the Agreement and the Scheme. HL acknowledges and agrees that the Demerger and Amalgamation are integral parts of the Scheme for GL such that the implementation of either the Demerger or the Amalgamation cannot be severed or undertaken independently of the other except with the written consent of GL. Provided however that if GSL or DS are in material breach of their obligations under the DS Support Undertaking, GL



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and GSL agree and shall procure that the Scheme shall be modified (and withdrawn and refilled if required by Applicable Law) such that the Demerger of the Demerged Business Undertaking shall be severed from the Amalgamation and the Demerger consummated independently of the Amalgamation of the Remaining Undertaking on the same terms and conditions applicable to the Demerger as set out herein. It is clarified that upon such modification withdrawal and severance of the Demerger as an independent transaction, DS or GSL shall not have any obligation or liability towards the Resulting Company, except as specified in the DS Support Undertaking.

- 34.3. GL and HL acknowledge that in terms of the DS Support Undertaking, any modification or amendment to the Scheme shall be subject to the prior written consent of DS (not to be unreasonably withheld), to the extent that such amendment adversely affects the interest of DS. HL acknowledges that for such amendment or modification to the Scheme, GL will be required to obtain prior written consent of GSL and DS (which shall not be unreasonably withheld).
- 34.4. Notwithstanding anything contained in Clause 34.1 to 34.3, any modification to the Scheme by the any of the Companies, after receipt of sanction by the High Courts, shall be made only with the prior approval of the High Courts.

### 35. **CONDITIONALITY OF THE SCHEME**

35.1. This Scheme is conditional upon and subject to:

- (a) The requisite consent, approval or permission of the Reserve Bank of India for the transfer of the overseas subsidiaries forming part of the Demerged Business Undertaking to the Resulting Company and the transfer of all loans/guarantees provided by GL to its overseas subsidiaries forming part of the Demerged Business Undertaking to the Resulting Company;
- (b) If required, the Competition Commission of India (or any appellate authority in India having appropriate jurisdiction) having either: (a) granted approval to this Scheme in form and substance acceptable to the Demerged Company (only to the extent it does not impose any onerous conditions on the Demerged Company or the Transferee Company or alters the terms and conditions of the ancillary documents (as such term is defined in the Framework Agreement) and the Resulting Company; or (b) been deemed to have granted approval to the Scheme through the expiration of time periods available for their investigation and any period of limitation for filing an appeal therefrom having elapsed.
- (c) any waiting period (and any extension thereof) applicable to the consummation of the transactions contemplated in the Framework Agreement the Hart-Scott-Rodino Antitrust Improvements Act of 1976 shall have expired or been terminated;
- (d) The Scheme being approved by the written consents or requisite majorities in number and value of such classes of Persons including the respective members and/or creditors of the Companies as may be directed by the relevant High Courts or any other competent authority, as may be applicable.

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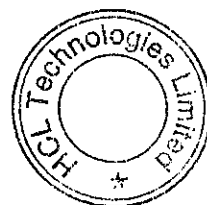
- (e) The Scheme being sanctioned by the concerned High Court under Sections 391 to 394 of the Act.
  - (f) The fulfilment, satisfaction or waiver (as the case may be) of the conditions precedent under the Framework Agreement by HL and GL, in accordance with the terms thereof.
  - (g) Certified copy of the Order of the High Courts sanctioning the Scheme being filed with the Registrars of Companies having jurisdiction over the Companies.
- 35.2. The Scheme shall come into operation from the Appointed Date but the same shall become effective on and from the Effective Date. It is clarified that sequentially the Scheme shall come into effect Chapter-wise i.e. Chapter 2 (the Demerger) shall be given effect to first, followed by Chapter 3 (Amalgamation).

**36. EFFECT OF NON-RECEIPT OF APPROVAL/SANCTION**

- 36.1. In the event the Scheme does not come into effect by April 1, 2017, or such other date as mutually agreed by the Demerged Company and the Resulting Company ("**Long Stop Date**"), either of the Demerged Company or the Resulting Company may opt to terminate this Scheme and if required may file appropriate proceedings before the concerned High Court in this respect. Provided however, that Demerged Company or the Resulting Company shall have the right to extend the Long Stop Date, once, by three (3) months if the Scheme does not come into effect on or prior to the Long Stop Date as a result of delays in receipt of any approvals required by the Resulting Company or the Demerged Company from the High Court, the Competition Commission of India, SEBI, the Reserve Bank of India or under the Hart-Scott-Rodino Antitrust Improvements Act, 1976 for the transactions contemplated under the Scheme and such approval(s) are reasonably likely to be received within such further three (3) month period; and provided, further, that the right to terminate this Scheme shall not be available to the Demerged Company or the Resulting Company if its failure to fulfill any obligation under this Scheme or the Framework Agreement shall have been the cause of, or shall have resulted in, the failure of the Effective Date to occur on or prior to the Long Stop Date.

**37. EXPENSES CONNECTED WITH THE SCHEME**

- 37.1. Except as stated in Clauses 37.2, 37.4 and 37.5 below, each Company shall bear its own costs, charges and expenses in relation to the transactions contemplated herein.
- 37.2. All costs, charges and expenses including registration expenses in respect of the Demerger of the Demerged Business Undertaking from the Demerged Company to the Resulting Company in terms of or pursuant to this Scheme shall be borne by the Resulting Company.
- 37.3. The Resulting Company shall not be liable for capital gains tax, if any, arising out of demerger of the Demerged Business Undertaking by the Demerged Company to the Resulting Company or the amalgamation of the Transferor Company with the



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Transferee Company pursuant to the Scheme.

- 37.4. Stamp duty on the Scheme shall be borne by the Resulting Company and Transferee Company in the proportion of 75% (Resulting Company): 25% (Transferee Company). Notwithstanding the foregoing, if pursuant to any adjudication order of any competent Appropriate Authority (which order has not been set aside as a result of challenge by either Party in a court of law): (i) stamp duty, if any, payable exclusively on the Sanction Order and relatable only to the Demerger, shall be paid by the Resulting Company alone; and (ii) stamp duty, if any, payable exclusively on the Sanction Order and relatable only to the Amalgamation, shall be paid by Transferee Company alone. Stamp duty on issuance of shares pursuant to the Demerger shall be borne by Resulting Company and stamp duty on issuance of shares pursuant to the Amalgamation shall be borne by the Transferee Company.
- 37.5. All costs, charges and expenses in respect of the Amalgamation of the Remaining Undertaking from the Transferor Company to the Transferee Company in terms of or pursuant to this Scheme shall be borne by the Transferee Company.

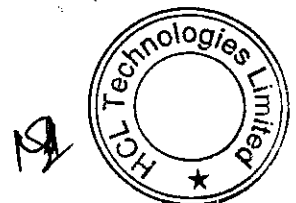
**38. POWER TO REMOVE DIFFICULTIES**

The Board of Directors of the Companies, either by themselves or through a committee appointed by them in this behalf, may jointly and as mutually agreed in writing:

- 38.1. give such directions (acting jointly) as may be mutually agreed in writing by the Companies as they may consider necessary to settle any question or difficulty arising under this Scheme or in regard to and of the meaning or interpretation of this Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any of those.
- 38.2. do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect.

**39. WRONG POCKET ASSETS**

- 39.1. If any part of the Demerged Business is not transferred to the Resulting Company on the Effective date pursuant to the Demerger, the Transferee Company shall take such actions as may be reasonably required to ensure that such part of the Demerged Business is transferred to the Resulting Company promptly and for no further consideration. The Resulting Company shall bear all costs and expenses as may be incurred by the Transferee Company, subject to the prior written consent of the Resulting Company, for giving effect to this Clause.
- 39.2. If the Demerged Company or the Transferee Company realizes any amounts after the Effective Date that pertain to the Demerged Business, it shall immediately make payment of such amounts to the Resulting Company. It is clarified that all receivables relating to the Demerged Business, for the period prior to the Effective Date, but received after the Effective Date, relate to the Demerged Business Undertaking and shall be paid to the Resulting Company for no additional consideration. If the



Resulting Company realizes any amounts after the Effective Date that pertains to the Transferee Company, it shall immediately pay such amounts to the Transferee Company.

19





# Annexure - 2

## **SSPA & CO.**

*Chartered Accountants*

1st Floor, "Arjun", Plot No. 6 A,

V. P. Road, Andheri (W),

Mumbai - 400 058. INDIA.

Tel. : 91 (22) 2670 4376

91 (22) 2670 3682

Fax : 91 (22) 2670 3916

Website : [www.sspa.in](http://www.sspa.in)

### **STRICTLY PRIVATE & CONFIDENTIAL**

April 01, 2016

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

The Board of Directors,  
Geometric Limited  
Plant 11, 3rd Floor,  
Pirojshanagar, Vikhroli (West),  
Mumbai - 400079.

**Re: Recommendation of fair equity share entitlement ratio for the purpose of proposed demerger of the Demerged Business Undertaking of Geometric Limited into HCL Technologies Limited.**

Dear Sirs,

As requested by the management of HCL Technologies Limited (hereinafter referred to as "HCL") and Geometric Limited (hereinafter referred to as "GL") (hereinafter collectively referred to as "Companies"), we have undertaken the valuation exercise of equity shares of HCL and "Demerged Business" of GL (hereinafter referred to as the "Demerged Business Undertaking") for recommending the fair equity share entitlement ratio for the purpose of proposed demerger of the Demerged Business Undertaking of GL into HCL.

#### **1. PURPOSE OF VALUATION**

1.1 We have been informed that the Board of Directors of the Companies are considering a proposal for the demerger of the Demerged Business Undertaking of GL into HCL pursuant to provisions of Section 391 to 394 and other applicable provisions of the Companies Act, 1956 / Companies Act, 2013. Subject to necessary approvals, the Demerged Business Undertaking of GL would be demerged into HCL with effect from the Appointed Date of March 31, 2016. In consideration of demerger of the Demerged Business Undertaking of GL into HCL, equity shares of HCL would be issued to the equity shareholders of GL.

1.2 For this purpose, we have carried out valuation of the Demerged Business Undertaking and

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For HCL TECHNOLOGIES LIMITED**



*Manish Anand*

**MANISH ANAND**  
Company Secretary





the equity shares of HCL with a view to recommend fair equity share entitlement ratio of equity shares of HCL to be issued to the equity shareholders of GL for consideration of the Board of Directors of the Companies.

## **2. BRIEF BACKGROUND**

### **2.1. HCL TECHNOLOGIES LIMITED**

- HCL is a global technology company. HCL operates in three segments: Software services, Information Technology (IT) Infrastructure services and Business Process Outsourcing services. HCL's services line include, Business Services, Custom Application Services, Engineering and Research and Development (R&D) Services, Enterprise Application Services, Enterprise Transformation Services, IT Infrastructure Management Services and Outsourcing.
- HCL delivers solutions across a range of verticals, such as automotive, banking, chemical, energy (oil and gas) and utility, consumer electronics, financial services, consumer product goods, hi-tech, independent software vendor (ISV), insurance, life sciences, healthcare and pharmaceuticals, manufacturing, media, publishing and entertainment, retail, telecom, travel and tourism and logistics.
- The shares of HCL are listed on BSE Limited and National Stock Exchange of India Limited.

### **2.2. GEOMETRIC LIMITED**

- Geometric is an information technology company, specialising in the domain of engineering solutions, services and technologies. Its portfolio of solutions powered by IP tools and technologies, helps global manufacturers achieve their business goals and stay ahead of competition. Geometric primarily operates across 3 key Verticals – Automotive, Aerospace and Industrial and strategic alliances with key customers for product development, consulting, R&D and specific offering.
- Geometric provides services across Engineering services (Product and Process Design and Engineering, Tool & Equipment Engineering, Plant Layout & Simulation, etc.); Software Services (PLM Implementation, Application Management Services, Software Product Engineering, Embedded Services & Consulting, etc.).
- Demerged Business Undertaking means IT enabled engineering services, PLM services and engineering design productivity software tools business of HCL Technologies Limited.

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For HCL Technologies Limited





in all subsidiaries but excluding its 58% stake in 3DPLM Software Solutions Limited.

- The shares of GL are listed on BSE Limited and National Stock Exchange of India Limited.

### 3. SOURCES OF INFORMATION

For the purposes of our valuation exercise, we have relied upon the following sources of information as provided to us by the management of the respective Companies:

- (a) Estimated Income Statement and Balance Sheet of Demerged Business Undertaking for the year ended March 31, 2016.
- (b) Provisional Consolidated Income Statement and Balance Sheet of HCL for 3 months ended March 31, 2015 and 9 months ended December 31, 2015.
- (c) Draft Composite Scheme of Arrangement and Amalgamation u/s 391 to 394 of the Companies Act, 1956.
- (d) Other relevant details regarding the Companies such as their history, past and present activities, existing shareholding pattern and other relevant information and data, including information in the public domain.
- (e) Discussions with the management of the Companies on various issues relevant for the valuation including the prospects and outlook for the industry, expected growth rate and other relevant information relating to future expected profitability of the business, etc.
- (f) Such other information and explanations as we have required and which have been provided by the management of the Companies.

### 4. EXCLUSIONS AND LIMITATIONS

- 4.1. Our report is subject to the scope limitations detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.
- 4.2. No investigation of the Companies' claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.
- 4.3. Our work does not constitute an audit or certification of the historical financial statements

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For HCL TECHNOLOGIES LIMITED



*Anand* **ANAND**  
Company Secretary



/ estimated results including the working results of the Companies / Demerged Business Undertaking referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation and the valuation date mentioned in the report is as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.

- 4.4. A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the management of the Companies have drawn our attention to all the matters, which they are aware of concerning the financial position of the Companies / Demerged Business Undertaking and any other matter, which may have an impact on our opinion, on the fair value of the shares of the Companies / Demerged Business Undertaking including any significant changes that have taken place or are likely to take place in the financial position of the Companies / Demerged Business Undertaking, subsequent to the Appointed Date for the proposed demerger. We have no responsibility to update this report for events and circumstances occurring after the date of this report.
- 4.5. In the course of the valuation, we were provided with both written and verbal information. We have not carried out due diligence or audit of the information provided for the purpose of this engagement. Public information, estimates, industry and statistical information relied in this report have been obtained from the sources considered to be reliable. However, we have not independently verified such information and make no representation as to the accuracy or completeness of such information from or provided by such sources. Our conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Companies. We assume no responsibility for any errors in the above information furnished by the Companies and consequential impact on the present exercise.
- 4.6. Our recommendation is based on the estimated financial statements as projected by the management of the Companies, which represents their view of reasonable expectation at the point of time when they were prepared, but such information and estimates are not offered as assurances that the particular level of income or profit will be achieved or will occur as predicted. Actual results achieved during the period covered by the estimated



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For HCL TECHNOLOGIES LIMITED

*Manish Anand*  
**MANISH ANAND**  
Company Secretary



financial statements may vary from those contained in the statement and the variation may be material. The fact that we have considered the estimates in this exercise of valuation should not be construed or taken as our being associated with or a party to such estimates.

- 4.7. Our report is not, nor should it be construed as our opining or certifying the compliance of the proposed demerger with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such proposed demerger.
- 4.8. This report is prepared only in connection with the proposed demerger exclusively for the use of the Companies and for submission to any regulatory / statutory authority as may be required under any law.
- 4.9. Any person/ party intending to provide finance / invest in the shares / business of the Companies shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.
- 4.10. It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the proposed demerger as aforesaid, can be done only with our prior permission in writing.
- 4.11. SSPA & Co., nor its partners, managers, employees makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.

## **5. VALUATION APPROACH**

- 5.1. For the purpose of valuation for demerger, generally the following approaches are adopted:
- (a) the "Underlying Asset" approach
  - (b) the "Income" approach; and
  - (c) the "Market" approach
- 5.2. In the present case, HCL and Demerged Business Undertaking of GL are engaged in service sector i.e. providing IT services and therefore the "Underlying Asset" approach does not fully capture the value of the business. Considering this, we have thought fit to ignore the "Underlying Asset" approach.
- 5.3. As stated earlier, shares of HCL are listed on the recognized stock exchanges. However, there is no separate market price available for Demerged Business Undertaking of GL. Since



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For HCL Technologies Limited  
For the purpose of GL. Since

*Manish*  
**MANISH ANAND**  
Company Secretary





the Companies/Demerged Business Undertaking is to be valued on a relative basis, the 'Market' approach has not been considered.

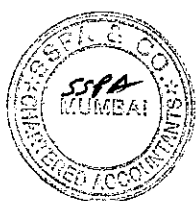
**5.4. INCOME APPROACH**

Under the 'Income' approach, shares of HCL and the Demerged Business Undertaking have been valued using Comparable Companies Multiple (CCM) method.

- 5.4.1. Under CCM Method, value of the shares of the company is determined by using multiples derived from valuations of comparable companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully. In the present case, Enterprise Value (EV) to Earnings before Interest Tax Depreciation and Amortization (EBITDA) multiples of comparable listed companies are used to arrive at Enterprise Value.
- 5.4.2. To the value so arrived, adjustments have been made for loan funds, value of investments, contingent liabilities adjusted for probability of devolvement, inflow on account of ESOPs, cash & cash equivalents, surplus advances, proposed dividend and other adjustments after considering the tax impact wherever applicable.
- 5.4.3. The equity value so arrived at is divided by the diluted number of equity shares to arrive at the value per share.

**6. RECOMMENDATION OF FAIR EQUITY SHARE ENTITLEMENT RATIO**

- 6.1. The fair basis of demerger of the Demerged Business Undertaking of GL into HCL would have to be determined after taking into consideration all the factors and methodologies mentioned hereinabove.
- 6.2. Our exercise is to work out relative value per share of the Demerged Business Undertaking and HCL to facilitate the determination of a fair equity share entitlement ratio. The fair equity share entitlement ratio has been arrived on the basis of a relative valuation of value per share of Demerged Business Undertaking and HCL based on the Income approach explained herein earlier and various qualitative factors, the business dynamics of the Companies / Demerged Business Undertaking, having regard to information base, management representations and perceptions, key underlying assumptions and limitations.
- 6.3. In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There are a way several



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For HCL TECHNOLOGIES LIMITED

*Manish Anand*

**MANISH ANAND**  
Company Secretary



factors, e.g. present and prospective competition, yield on comparable securities and market sentiments, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions. For example, Viscount Simon Bd in Gold Coast Selection Trust Ltd. vs. Humphrey reported in 30 TC 209 (House of Lords) and quoted with approval by the Supreme Court of India in the case reported in 176 ITR 417 as under:

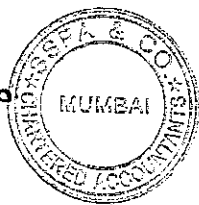
*'If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of the agreement but a number of other factors, such as prospective yield, marketability, the general outlook for the type of business of the company which has allotted the shares, the result of a contemporary prospectus offering similar shares for subscription, the capital position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is an art, not an exact science. Mathematical certainty is not demanded, nor indeed is it possible.'*

- 6.4. In light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove earlier in this report, in our opinion, a fair equity share entitlement ratio in the event of demerger of the Demerged Business Undertaking of GL into HCL would be:

**10 (Ten) equity shares of HCL of INR 2 each fully paid for every 43 (Forty Three) equity shares of GL of INR 2 each fully paid.**

Thank you,  
Yours faithfully,

*SSPA & Co.*



**SSPA & CO.**  
Chartered Accountants  
Firm registration number: 128851W

Place: Mumbai



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For HCL TECHNOLOGIES LIMITED

*Manish*

**MANISH ANAND**  
Company Secretary



**HCL TECHNOLOGIES LTD.**

Corporate Identity Number: L74140DL1991PLC046369

A 10-11, Sector 3, NOIDA 201 301, UP, India.

T: +91 120 4013000 F: +91 120 2526907

Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.

www.hcltech.com

www.hcl.com

Annexure - 3

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE AUDIT COMMITTEE OF HCL TECHNOLOGIES LIMITED IN ITS MEETING HELD ON APRIL 1, 2016**

**"RESOLVED THAT** subject to the obtaining of requisite approvals and subject to the sanction by the Hon'ble High Court of Delhi and Hon'ble High Court of Judicature at Bombay, the approval by the shareholders and the creditors of HCL Technologies Limited (the "**Company**"), the Securities and Exchange Board of India and any other statutory or regulatory authority, the transfer by way of demerger of the business undertaking of Geometric Limited ("**Geometric**") relating to its IT enabled engineering services, PLM services and engineering design productivity software tools business ("**Business Undertaking**") to the Company with effect from the Appointed Date i.e. March 31, 2016, in accordance with the draft of the composite scheme of arrangement and amalgamation amongst the Company, Geometric and 3DPLM Software Solutions Limited and their respective shareholders and creditors under the provisions of Sections 391 - 394 of the Companies Act, 1956 ("**Act**") (or the relevant provisions of the Companies Act, 2013, and the ancillary rules, as and when notified) ("**Scheme**") be and is hereby approved.

**RESOLVED FURTHER THAT** the valuation report prepared by SSPA & Co., independent chartered accountants, dated April 1, 2016 and their recommendation of the share exchange ratios in respect of the demerger, as placed before the Committee, be and is hereby accepted and approved.

**RESOLVED FURTHER THAT** the fairness opinion dated April 1, 2016 prepared by SBI Capital Markets Limited, independent merchant banker, as placed before the Committee be and is hereby accepted and approved.

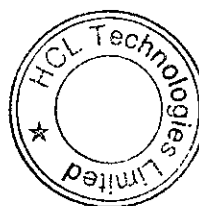
**RESOLVED FURTHER THAT** the certificate dated April 1, 2016 prepared by S. R. Batliboi & Co LLP, chartered accountants, certifying non-applicability of Paragraph 9 (a) of Annexure I of circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 issued by the Securities Exchange Board of India, as placed before the Committee be and is hereby noted.

**RESOLVED FURTHER THAT** the Committee has considered and noted the aforementioned documents and the draft Scheme, *inter alia* taking into consideration the valuation report dated April 1, 2016 and the fairness opinion dated April 1, 2016, and recommends the draft Scheme to the Board for approval, with suitable modifications and amendments as the Board may think fit.

**RESOLVED FURTHER THAT** in accordance with the provision of Section 144 of the Companies Act, 2013, the Audit Committee approves the services provided by the Statutory Auditors for providing necessary certifications for confirming compliance with the accounting standards in the preparation of the scheme of amalgamation from the statutory auditors which shall be required to be submitted to the Securities and Exchange Board of India ("**SEBI**"), BSE Limited and the National Stock Exchange of India Limited in terms of circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 issued by SEBI and such other certificate(s), declaration or confirmation as may be required to be submitted to SEBI, BSE Limited, National Stock Exchange of India Limited, Hon'ble High Court of Delhi, Hon'ble High Court of Judicature at Bombay and other relevant authorities, in order to give effect to the draft Scheme."

Date: April 21, 2016

Place: Noida (U.P.)



For HCL Technologies Limited

*Manish Anand*

Manish Anand  
Company Secretary

**HCL**

## Format of holding of specified securities

1. Name of Listed Entity : HCL Technologies Limited
2. Scrip Code/ Name of Scrip/ Class of Security : BSE: 532281, NSE: HCLTECH/ Equity Shares
3. Share Holding Pattern Filed under : Regulation 31(1)(b) for the quarter ended March 31, 2016
4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:-

Particulars		Yes *	No *
1	Whether the Listed Entity has issued any partly paid up shares?	-	✓
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	-	✓
3	Whether the Listed Entity has any shares against which depository receipts are issued?	-	✓
4	Whether the Listed Entity has any shares in locked-in?	-	✓
5	Whether any shares held by promoters are pledge or otherwise encumbered?	-	✓

\* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5. The tabular format for disclosure of holding of specified securities is as follows:-



For HCL TECHNOLOGIES LIMITED  
 MANISH ANAND  
 Company Secretary

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the Shareholders (i)	PAN (ii)	No. of shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total nos. shares held (vii = iv+v+vi)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (viii)	Number of Voting Rights held in each class of securities (ix)			No. of Shares Underlying Outstanding convertible securities (including diluted share Warrants) (x)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi) = (viii)+(x) as a % of A+B+C2	Number of Locked In shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)	
								No of Voting Rights					Total as a % of Total Voting rights	No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total shares held (b)
								Class e.g. X	Class e.g. Y	Total								
(1) Indian																		
(a) Individuals/Hindu undivided Family		3	788	-	-	788	0.00%	788	-	788	0.00%	-	0.00%	-	-	-	-	788
Mr. Shiv Nadar	ACIPN306A	1	368	-	-	368	0.00%	368	-	368	0.00%	-	0.00%	-	-	-	-	368
Ms. Kiran Nadar	ACPPN272N	1	72	-	-	72	0.00%	72	-	72	0.00%	-	0.00%	-	-	-	-	72
Ms. Rashmi Nadar Mahindra	JAHPN276L	1	348	-	-	348	0.00%	348	-	348	0.00%	-	0.00%	-	-	-	-	348
(b) Government/State Government(s)		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	-	-	-
(c) Financial Institutions/ Banks		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	-	-	-
(d) Any Other (Specify)		2	612,470,704	-	-	612,470,704	43.43%	612,470,704	-	612,470,704	43.43%	-	43.43%	-	-	-	-	612,470,704
(i) Body Corporates																		
HCL Corporation Pvt. Ltd.	AADCG225M	1	12,373,680	-	-	12,373,680	0.88%	12,373,680	-	12,373,680	0.88%	-	0.88%	-	-	-	-	12,373,680
Varna Surestar Investments (Delhi) Pvt. Ltd.	AACCV8937E	1	600,097,024	-	-	600,097,024	42.55%	600,097,024	-	600,097,024	42.55%	-	42.55%	-	-	-	-	600,097,024
Sub-Total (A)(1)		5	612,471,492	-	-	612,471,492	43.43%	612,471,492	-	612,471,492	43.43%	-	43.43%	-	-	-	-	612,471,492
(2) Foreign																		
(a) Individuals (Non-Resident Individuals/ Foreign		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b) Government		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c) Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d) Foreign Portfolio Investor		1	239,097,816	-	-	239,097,816	16.95%	239,097,816	-	239,097,816	16.95%	-	16.95%	-	-	-	-	239,097,816
(e) Any Other (Specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i) Bodies Corporate																		
HCL Holdings Private Ltd.	AABCH7280J	1	239,097,816	-	-	239,097,816	16.95%	239,097,816	-	239,097,816	16.95%	-	16.95%	-	-	-	-	239,097,816
Sub-Total (A)(2)		1	239,097,816	-	-	239,097,816	16.95%	239,097,816	-	239,097,816	16.95%	-	16.95%	-	-	-	-	239,097,816
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)		6	851,569,308	-	-	851,569,308	60.38%	851,569,308	-	851,569,308	60.38%	-	60.38%	-	-	-	-	851,569,308

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note:

- PAN would not be displayed on website of Stock Exchange(s).
- The term "Encumbrance" has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



For HCL TECHNOLOGIES LIMITED  
MANISH ANAND  
Company Secretary

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders (i)	PAN (ii)	No. of shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total nos. shares held (VII) = (IV+V+VI)	Shareholding as a % of SCRR, 1957 as per (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of A+B+C2	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class X	Class Y	Total			(a) No. of shares held	(b) As a % of total Shares held	(a) No. of shares held	(b) As a % of total shares held	
(1) Custodian/DR Holder																	
(a) Name of DR Holder (if available)																	
(2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)																	
(a) Name of DR Holder (if available)																	
Total Non-Promoter- Non Public Shareholding (C) = (C1)+(C2)																	

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Note:

- PAN would not be displayed on website of Stock Exchange(s).
- The above format needs to disclose name of all holders holding more than 1% of total number of shares
- W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.



For HCL TECHNOLOGIES LIMITED  
*Manish Anand*  
 MANISH ANAND  
 Company Secretary



Annexure - 5A

Post

Format of holding of specified securities

(Post Scheme of Arrangement)

1. Name of Listed Entity : HCL Technologies Limited
2. Scrip Code/ Name of Scrip/ Class of Security : BSE: 532281, NSE: HCLTECH/ Equity Shares
3. Share Holding Pattern Filed under : Regulation 31(1)(b) for the quarter ended March 31, 2016
4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:-

	Particulars	Yes *	No *
1	Whether the Listed Entity has issued any partly paid up shares?	-	✓
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	-	✓
3	Whether the Listed Entity has any shares against which depository receipts are issued?	-	✓
4	Whether the Listed Entity has any shares in locked-in?	-	✓
5	Whether any shares held by promoters are pledge or otherwise encumbered?	-	✓

\* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5. The tabular format for disclosure of holding of specified securities is as follows:-

For HCL TECHNOLOGIES LIMITED  
 MANISH ANAND  
 Company Secretary  
 21/4/2016



Table 1 - Summary Statement holding of specified securities

Category (i)	Category of shareholder (ii)	Nos. of shareholders (iii)	No. of fully paid up equity shares held (iv)	No. of Partly paid-up equity shares held (v)	No. of shares underlying Depository Receipts (vi)	Total nos. shares held (vii) = (iv)+(v)+(vi)	Shareholding as a % of total no. of shares (viii) (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (ix)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (x)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi) = (vii)+(x) As a % of (A+B+C2)	Number of Locked in shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)
								Class eg: X	Class eg: Y	Total			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(A)	Promoter & Promoter Group	6	851,569,308	-	-	851,569,308	59.72%	851,569,308	-	851,569,308	-	-	-	-	-	-	851,569,308
(B)	Public	176,133	574,452,552	-	-	574,452,552	40.28%	574,452,552	-	574,452,552	-	-	-	-	-	-	574,452,552
(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	NA	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	176,139	1,426,021,860	-	-	1,426,021,860	100.00%	1,426,021,860	-	1,426,021,860	-	-	-	-	-	-	1,409,723,477

Remarks: 1). No. of shares may change shares due to allotment of shares pursuant to Employees Stock Option plan of the Company.

2). 22,23,932 Equity shares proposed to be issued under ESOP by Geomatic Limited have been accounted under the Public Category 'Individual'

For HCL TECHNOLOGIES LIMITED  
MANISH ANAND  
Company Secretary



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the Shareholders (i)	PAN (ii)	No. of shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of A+B+C2	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of Total Voting Rights			(a) No. (b) As a % of total shares held	(a) No. (b) As a % of total shares held		
(1)	Indian							Class eg. X	Class e.g. Y	Total			(a) (b)	(a) (b)			
(a)	Individuals/Hindu undivided Family		3	788	-	788	0.00%	788	-	788	0.00%	0.00%	-	-	-		
	Mr. Shiv Nader	ACIPN3308A	1	368	-	368	0.00%	368	-	368	0.00%	0.00%	-	-	-		
	Ms. Kiran Nader	ACPPN5724N	1	72	-	72	0.00%	72	-	72	0.00%	0.00%	-	-	-		
	Ms. Rosini Nader Mahotra	ABRPN2750L	1	348	-	348	0.00%	348	-	348	0.00%	0.00%	-	-	-		
(b)	Central Government State Government(s)		-	-	-	-	0.00%	-	-	-	0.00%	0.00%	-	-	-		
(c)	Financial Institutions/ Banks		-	-	-	-	0.00%	-	-	-	0.00%	0.00%	-	-	-		
(d)	Any Other (Specify)		2	612,470,704	-	612,470,704	42.95%	612,470,704	-	612,470,704	42.95%	42.95%	-	-	612,470,704		
(i)	Body Corporates																
	HCL Corporation Pvt. Ltd.	AADCG2825M	1	12,373,680	-	12,373,680	0.87%	12,373,680	-	12,373,680	0.87%	0.87%	-	-	12,373,680		
	Vams Sundan Investments (Delhi) Pvt. Ltd.	AACCV8937E	1	600,097,024	-	600,097,024	42.08%	600,097,024	-	600,097,024	42.08%	42.08%	-	-	600,097,024		
	Sub-Total (A)(1)		5	612,471,492	-	612,471,492	42.95%	612,471,492	-	612,471,492	42.95%	42.95%	-	-	612,471,492		
(2)	Foreign																
(a)	Individuals (Non-Resident Individuals/ Foreign		-	-	-	-	-	-	-	-	-	-	-	-	-		
(b)	Government		-	-	-	-	-	-	-	-	-	-	-	-	-		
(c)	Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-		
(d)	Foreign Portfolio Investor		-	-	-	-	-	-	-	-	-	-	-	-	-		
(e)	Any Other (Specify)		1	239,097,816	-	239,097,816	16.77%	239,097,816	-	239,097,816	16.77%	16.77%	-	-	239,097,816		
(i)	Bodies Corporate																
	HCL Holdings Private Ltd.	AAQCH7320Q	1	239,097,816	-	239,097,816	16.77%	239,097,816	-	239,097,816	16.77%	16.77%	-	-	239,097,816		
	Sub-Total (A)(2)		1	239,097,816	-	239,097,816	16.77%	239,097,816	-	239,097,816	16.77%	16.77%	-	-	239,097,816		
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)			6	851,569,308	-	851,569,308	59.72%	851,569,308	-	851,569,308	59.72%	59.72%	-	-	851,569,308		

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note: 1) PAN would not be displayed on website of Stock Exchange(s).  
2) The term 'Encumbrance' has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

**For HCL TECHNOLOGIES LIMITED**

**MANISH ANAND**  
Company Secretary



Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the Shareholders (i)	PAN (ii)	No. of shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total nos. shares held (vii = iv+v+vi)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (viii)	Number of Voting Rights held in each class of securities (ix)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (x)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi = (vii)+(x))	Number of Locked in shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)	Number of equity shares held in dematerialized form (xiv)	
								No of Voting Rights					Total as a % of Total Voting rights	No. (a)			As a % of total Shares held (b)
								Class X	Classy	Total							
(1) Institutions																	
(a) Mutual Funds		340	61,425,842	-	-	61,425,842	4.31%	61,425,842	4.31%	4.31%	-	-	NA	-	NA	61,423,541	
(b) Venture Capital Funds		-	-	-	-	-	0.00%	-	0.00%	0.00%	-	-	NA	-	NA	-	
(c) Alternate Investment Funds		1	6,000	-	-	6,000	0.00%	6,000	0.00%	0.00%	-	-	NA	-	NA	6,000	
(d) Foreign Venture Capital Investors		-	-	-	-	-	0.00%	-	0.00%	0.00%	-	-	NA	-	NA	-	
(e) Foreign Portfolio Investors		932	381,163,297	-	-	381,163,297	26.73%	381,163,297	26.73%	26.73%	-	-	NA	-	NA	379,933,860	
(f) Financial Institutions/ Banks		34	1,927,094	-	-	1,927,094	0.14%	1,927,094	0.14%	0.14%	-	-	NA	-	NA	1,909,323	
(g) Insurance Companies		36	16,888,814	-	-	16,888,814	1.18%	16,888,814	1.18%	1.18%	-	-	NA	-	NA	16,872,761	
(h) Provident Fund/ Pension Funds		-	-	-	-	-	0.00%	-	0.00%	0.00%	-	-	NA	-	NA	-	
(i) Any Other (Specify)		3	1,200	-	-	1,200	0.00%	1,200	0.00%	0.00%	-	-	NA	-	NA	1,200	
(ii) Foreign Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(iii) Sub-Total (B)(1)		1,346	461,412,247	-	-	461,412,247	32.36%	461,412,247	32.36%	32.36%	-	-	NA	-	NA	460,146,685	
(2) Central Government/ State Government(s)/ President of India																	
(a) Sub-Total (B)(2)		-	-	-	-	-	0.00%	-	0.00%	0.00%	-	-	NA	-	NA	-	
(3) Non-Institutions																	
(i) Individuals -																	
(a) Individual shareholders holding nominal share capital		164,459	41,986,448	-	-	41,986,448	2.94%	41,986,448	2.94%	2.94%	-	-	NA	-	NA	37,266,677	
(b) ii. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs.		20	7,346,808	-	-	7,346,808	0.52%	7,346,808	0.52%	0.52%	-	-	NA	-	NA	3,131,430	
(c) NBFCs registered with RBI		18	176,651	-	-	176,651	0.01%	176,651	0.01%	0.01%	-	-	NA	-	NA	176,651	
(d) Employee Trusts		-	-	-	-	-	0.00%	-	0.00%	0.00%	-	-	NA	-	NA	-	
(e) Overseas Depositories (holding DRs) (balancing figure)		-	-	-	-	-	0.00%	-	0.00%	0.00%	-	-	NA	-	NA	-	
(f) Any Other (Specify)		1,959	49,788,386	-	-	49,788,386	3.49%	49,788,386	3.49%	3.49%	-	-	NA	-	NA	44,410,968	
(g) Bodies Corporate		41	2,356,518	-	-	2,356,518	0.17%	2,356,518	0.17%	0.17%	-	-	NA	-	NA	2,355,820	
(h) Trusts		12	74,767	-	-	74,767	0.01%	74,767	0.01%	0.01%	-	-	NA	-	NA	74,767	
(i) Foreign Nationals		4,575	7,406,527	-	-	7,406,527	0.52%	7,406,527	0.52%	0.52%	-	-	NA	-	NA	7,182,928	
(j) Non-Resident Indians		9	18,124	-	-	18,124	0.00%	18,124	0.00%	0.00%	-	-	NA	-	NA	17,244	
(k) Overseas Corporate Bodies		838	3,055,724	-	-	3,055,724	0.21%	3,055,724	0.21%	0.21%	-	-	NA	-	NA	2,879,933	
(l) Clearing Members		2,856	830,352	-	-	830,352	0.06%	830,352	0.06%	0.06%	-	-	NA	-	NA	511,076	
(m) Hindu Undivided Families		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(n) Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		176,133	574,452,552	-	-	574,452,552	40.28%	574,452,552	40.28%	40.28%	-	-	-	-	-	558,154,169	

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Note:

- ESOPs granted by Geometric Limited to its employees under its ESOP schemes will result in issuance of 22,23,932 shares of Geometric Ltd. Against this the equivalent shares that will be issued by HCL Technologies Limited have been included in the shareholding of Individual Shareholders at 31e0.
- The Post Shareholding pattern may undergo changes subject to (a) the trading of shares by the shareholders of HCL Technologies Limited and Geometric Limited (b) Issuance of shares by HCL Technologies Limited under its ESOP Plan.
- PAA would not be displayed on website of Stock Exchange(s).
- The above format needs to be disclosed along with the name of following persons:  
Institutional investors holding more than 1% of total number of shares.
- W.L. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

FOR HCL TECHNOLOGIES LIMITED

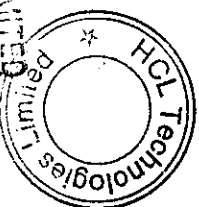
MANISH ANAND  
Company Secretary

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders (i)	PAN (ii)	No. of shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of A+B+C2	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered(XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total shares held (b)	
								Class X	Class Y	Total								
(1) Custodian/DR Holder																		
(a) Name of DR Holder (if available)	-		-	-	-	-	-	-	-	-	-	-	-	-	-	NA		-
Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)																		
(2) Name of DR Holder (if available)	-		-	-	-	-	-	-	-	-	-	-	-	-	-	NA		-
Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	-		-	-	-	-	-	-	-	-	-	-	-	-	-			-

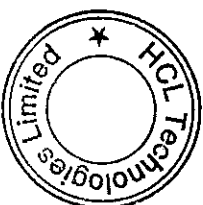
Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Note:

- PAN would not be displayed on website of Stock Exchange(s).
- The above format needs to disclose name of all holders holding more than 1% of total number of shares
- W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.

FOR HCL TECHNOLOGIES LIMITED

MANISH ANAND  
Company Secretary  
21/11/2016



## Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1	Name of Listed Entity:	3D PLM Software Solutions Limited	
2	Scrip Code/Name of Scrip/Class of Security:	EQUITY	
3	Share Holding Pattern Filed under:	Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)	
a.	If under 31(1)(b) then indicate the report for Quarter ending:	March 31, 2016	
b.	If under 31(1)(c) then indicate date of allotment/extinguishment		
4	Declaration: :-		
Sr.No.	Particulars	Yes	No
1	Whether the Listed Entity has issued any partly paid up	-	No
2	Whether the Listed Entity has issued any Convertible	-	No
3	Whether the Listed Entity has any shares against which	-	No
4	Whether the Listed Entity has any shares in locked-in?	-	No
5	Whether any shares held by promoters are pledge or	-	No

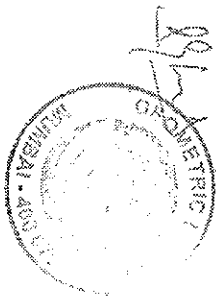


Table 1- Summary Statement holding of specified securities

Category	Category of Shareholder	Nos. of Shareholders	Nos. of fully paid up equity shares held	Nos. of partly paid up equity shares held	Nos. of shares underlying Depository Receipts	Total Nos. Shares held (vi)=(i)+(ii)+(iii)+(iv)+(v)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (vi) as a % of (A+B+C2)	Number of Voting Rights held in each class of securities				Nos. of shares underlying Outstanding convertible securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (vi)=(vii)/(A) as a % of (A+B+C2)	Number of Locked in shares		Number of shares pledged or otherwise encumbered		Number of Equity shares held in dematerialized form
								No. of Voting Rights			Total as a % of Total Voting Rights			No. As a % of total Shares held	No. As a % of total Shares held			
								Class A	Class B	Total								
(A)	Promoter & Promoter Group	9	1552200	-	-	1,552,200	100.00	1,391,989	87,246	72,965	1,552,200	100	-	-	-	-	-	0
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DPs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	9	1,552,200	-	-	1,552,200	100.00	1,391,989	87,246	72,965	1,552,200	100	-	-	-	-	-	-



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the Shareholders	PAN	No. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding securities (as a percentage of diluted share capital)	Shareholding % (a) = (vi)/(A) As a % of (A+B+C2)	Number of Shares locked in shares		Number of Shares pledged or otherwise		Number of equity shares held in dematerialized form
								Equity - Regular	Class A	Class B	Total			(a)	(b)	(a)	(b)	
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)				(x)	(xi) = (vi)/(A) As a % of (A+B+C2)	(xii)	(xiii)	(xiv)	(xv)	(xvi)
1. Indian																		
(a) Individually/Hindu undivided Family		6	6	-	-	6	0.00	6			6	0.0004		-	-	-	-	-
Geometric Ltd. Jointly with Shashank Parkar		1	1	-	-	1	0.00	1			1	0.0001						
Geometric Ltd. Jointly with Sudarshan		1	1	-	-	1	0.00	1			1	0.0001						
Mogasale																		
Geometric Ltd. Jointly with Pawan Parash		1	1	-	-	1	0.00	1			1	0.0001						
Geometric Ltd. Jointly with Utkam Guppal		1	1	-	-	1	0.00	1			1	0.0001						
Geometric Ltd. Jointly with Manoj Khan		1	1	-	-	1	0.00	1			1	0.0001						
Geometric Ltd. Jointly with Shilpa Zadhav		1	1	-	-	1	0.00	1			1	0.0001						
(b) Central Government/State Government(s)																		
(c) Financial institutions/Banks																		
(d) Any Other (Specify)																		
Bodhis Corporate		1	900,194	-	-	900,194	57.9947	900,194	0	-	900,194	57.99		-	-	-	-	-
Geometric Limited		1	900,194	-	-	900,194	57.99	900,194	0	-	900,194	57.99		-	-	-	-	-
Sub-Total (A)(1)		7	900,200	-	-	900,200	57.99	900,200	0	-	900,200	57.99		-	-	-	-	-
2. Foreign																		
(a) Individuals Non-Resident Individuals/Foreign Individuals																		
(b) Government																		
(c) Institutions																		
(d) Foreign Portfolio Investor																		
(e) Any Other (Specify)																		
Foreign promoter shareholders		2	652,000	-	-	652,000	42.00	48,1298	87245	72,955	55,000	42.00		-	-	-	-	-
Dassault Systems		1	385,920	-	-	385,920	24.86	385,920			385,920	24.86		-	-	-	-	-
America Corp		1	266,200	-	-	266,200	17.15	105,985	82,246	72,965	266,200	17.15		-	-	-	-	-
Sub-Total (A)(2)		2	652,000	-	-	652,000	42.00	491,753	87,246	72,965	652,000	42.00		-	-	-	-	-
Total Shareholding of Promoter and Promoter Group (A)(1)+(A)(2)		9	1,552,200	-	-	1,552,200	100	1,391,953	87,246,000	72,965,000	1,552,200,000	100.00		-	-	-	-	-

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.







No. of shareholders	NA
No. of Shares held	-

Table-II A - Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Table III - Statement showing shareholding pattern of the public shareholder

Table III - Statement showing shareholding pattern of the Public shareholder																	
Category & Name of the Shareholders	PAN	Nos. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts (vi)	Total nos. shares held (vii) = (iv) + (v) + (vi)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (viii)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise held (Not applicable)	Number of equity shares held in dematerialized form	
								Class X	Class Y	Total			(a)	(b)			(a)
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)			(x)	(xi)	(xii)		(xiii)	(xiv)	
1. Institutions																	
(a) Mutual Funds/																	
(b) Venture Capital Funds																	
(c) Alternate Investment Funds																	
(d) Foreign Venture Capital Investors																	
(e) Foreign Portfolio Investors																	
(f) Financial Institutions/ Banks																	
(g) Insurance Companies																	
(h) Provident Funds/ Pension Funds																	
(i) Any Other (Specify)																	
Sub-Total (B)(1)																	
2. Central Government/ State Governments/ President of India																	
Sub-Total (B)(2)																	
3. Non-institutions																	
(a) Individual																	
i. Individuals-individual shareholders holding nominal share capital up to Rs. 2 Lakhs																	
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs																	
(b) NBFCs registered with RBI																	
(c) Employee Trusts																	
(d) Overseas Depositories (holding DRs)(Balance figure)																	
(e) Any Other (Specify)																	
Sub-Total (B)(3)																	
Total Public Shareholders (B)																	
Details of the shareholders acting as persons in Control including their Shareholding (No. and %):																	
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.																	
Note																	
(1) PAN would not be displayed on website of Stock Exchanges].																	
(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares																	
(3) Where the information pertaining to Donorship Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.																	

Details of the shareholders acting as persons in Control including their Shareholding (No. and %):

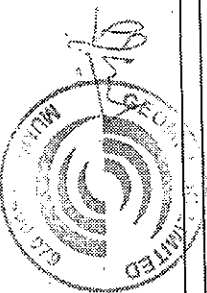
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

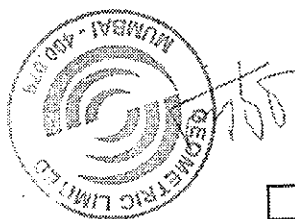
Note

(1) PAN would not be displayed on website of Stock Exchanges.

(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares.

(3) W.r.t. the information pertaining to Delinquent Recipients, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.





Name of shareholder	Name of PAC	No. of shareholders	Holding %
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Table III A - Details of the shareholders acting as Persons in Concert including their Shareholding:

No. of shareholders	No. of Shares
NA	-

Table III B - Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting.



Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders	PAN	No. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total no. shares held	Shareholding % calculated as per SCRR, 1957 As a % of	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding & Convertible securities (including Warrants)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights		Total as a % of Total Voting rights			No. (a) in shares	As a % of total Shares held	No. (a) of total shares held	As a % of total shares held	
								Class X	Class Y								
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)=(iv)+(v)+(vi)	(viii) % (A+B+C2)	(ix)			(x)	(xi)	(xii)		(xiii)		(xiv)
(1) Custodian/DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Non-Promoter- Non Public Shareholding (C)=		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
[C]=(1)+(C12)																	

Note

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.



## Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
1	Name of Listed Entity:	3D PLM Software Solutions Limited	
2	Scrip Code/Name of Scrip/Class of Security:	EQUITY	
3	Share Holding Pattern Filed under:	Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)	
a. If under 31(1)(b) then indicate the report for Quarter ending:		March 31, 2016	
b. If under 31(1)(c) then indicate date of allotment/extinguishment			
4	Declaration: :-		
Sr.No.	Particulars	Yes	No
1	Whether the Listed Entity has issued any partly paid up	-	No
2	Whether the Listed Entity has issued any Convertible	-	No
3	Whether the Listed Entity has any shares against which	-	No
4	Whether the Listed Entity has any shares in locked-in?	-	No
5	Whether any shares held by promoters are pledge or	-	No



Table 1. Summary Statement holding of specified securities

Category	Category of Shareholders	Nos. of Shareholders	Nos. of fully paid up equity shares held	Nos. of partly paid up equity shares held	Nos. of shares underlying Depository Receipts	Total Nos. Shares held (v)=(iv)+(v)+(vi)	Shareholding as % of total no. of shares (calculated as per SCRR, 1957) (A+B+C2)	Number of Voting Rights held in each class of securities				Nos. of shares underlying Outstanding convertible securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (v)=(vi)+(k) as a % of (A+B+C2)	Number of Locked in shares		Number of shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								Equity - Regular	Class A	Class B	Total			No. As a % of total Shares held	No. As a % of total Shares held			
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(v)=(iv)+(v)+(vi)	(vii) as a % of (A+B+C2)	(ix)				(x)	(v)=(vi)+(k) as a % of (A+B+C2)	(xi)		(xii)		(xiii)
	(A)	Promoter & Promoter Group	2	552,000	-	552,000	100.00	491,739	87,246	72,965	652,000	100.00	-	-	-	-	-	0
	(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(k2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	2	552,000	-	-	552,000	100.00	491,739	87,246	72,965	652,000	100	-	-	-	-	-	-

Note:

- (a) the equity shares of 3DRM Software Solutions Limited will remain unlisted after effectiveness of the scheme,  
 (b) the redeemable preference shares issued by 3DRM Software Solutions Limited to the equity shareholders of Geometric Limited will be listed,  
 (c) the redeemable preference shares will be allotted in the ratio of 1 redeemable preference share for every 1 equity share of Geometric Limited, and  
 (d) assuming there is no change to the shareholding pattern of Geometric Limited between the date of filing the application and the effectiveness of the scheme, the shareholding pattern of redeemable preference shares post effectiveness of the scheme shall be same as the shareholding pattern of equity shares of Geometric Limited prior to effectiveness of the composite scheme, as disclosed in Annexure K.

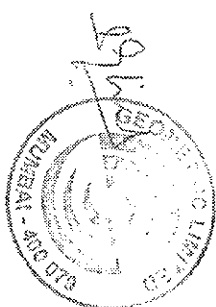


Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the Shareholders	PAN	No. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying & Outstanding Convertible securities (including share capital)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares	Number of Shares pledged or otherwise	Number of equity shares held in dematerialised form
								No. of Voting Rights			Total as a % of Total Voting rights					
								Equity - Regular	Class A	Class B						
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	% (A+B+C2) Vm	(viii)				(ix)	(x) = (vi)+(xv) As a % of (A+B+C2)	(xi)	(xii)	(xiii)
1 Indian:																
(a) Individual/Hindu undivided family			-	-	-	-	-					-	-	-	-	-
(b) Central Government/ State Government(s)			-	-	-	-	-	0				-	-	-	-	-
(c) Financial institutions/ Banks			-	-	-	-	-	0				-	-	-	-	-
(d) Any Other (Specify)																
2 Foreign:																
(a) Individuals (Non-Resident Individuals/ Foreign Individuals)			-	-	-	-	-					-	-	-	-	-
(b) Government			-	-	-	-	-					-	-	-	-	-
(c) Institutions			-	-	-	-	-					-	-	-	-	-
(d) Foreign Portfolio Investor			-	-	-	-	-					-	-	-	-	-
(e) Any Other (Specify)																
Foreign promoter Shareholders		2	652,000	-	-	652,000	100	491,789	87,246	72,965	652,000	100	-	-	-	-
Basant Systems		1	385,800	-	-	385,800	59	395,800			395,800	59	-	-	-	-
Basant Systems Americas, Corp		1	266,200	-	-	266,200	41	105,989	87,246	72,965	266,200	41	-	-	-	-
Sub-Total (A)(2)		2	652,000	-	-	652,000	100	491,789	87,246	72,965	652,000	100	-	-	-	-
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)			652,000	-	-	652,000	100	491,789	87,246	72,965	652,000	100	-	-	-	-

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding share held in demat/unclaimed suspense account, voting rights which are frozen etc.

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

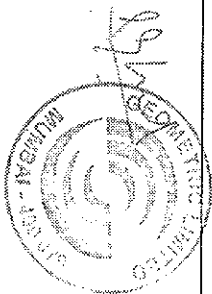




Table-II A - Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

No. of shareholders	No. of Shares held
NA	-



Table III - Statement showing shareholding pattern of the Public Shareholder

Category & Name of the Shareholders	PAN	Nos. of shares held	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of Depository Receipts (%)	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital)	Number of Locked in shares		Number of Shares pledged or otherwise		Number of equity shares held in dematerialized form		
								Class X	No of Voting Rights				Total as a % of Total Voting rights	(a)	(b)	(c)		(d)	
									Class Y	Total									As a % of total
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii) = (A+E+C2)	(viii) = (A+B+C2) %	(ix)			(x)	(xi)	(xii)	(xiii)	(xiv)				
1 Institutions																			
(a) Mutual Funds/ Venture Capital Funds																			
(b) Alternate Investment Funds																			
(c)																			
(d)																			
Foreign Venture Capital Investors																			
(a) Foreign Portfolio Investors																			
(b) Financial Institutions/ Banks																			
(c) Insurance Companies																			
(d) Provident Funds/ Pension Funds																			
(e) Any Other (specify)																			
Sub-Total (B)(1)																			
2 Central Government/ State Government/ President of India																			
Sub-Total (B)(2)																			
3 Non-Institutions																			
(a) Individual																			
i. Individuals-Individual shareholders holding nominal share capital up to Rs. 2 Lakhs																			
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs																			
(b) NRFCs registered with RBI																			
(c) Employee Trusts																			
(d) Overseas Depositories (holding Dematerialized Figure)																			
(e) Any Other (specify)																			
Tracts																			
Hindu Undivided Family																			
Non Resident Indians (Non Repat)																			



Category & Name of the Shareholders	PAN	Nos. of shares held	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts (v)	Total nos. shares held (vi) = (iii)+(iv)+(v)	Shareholding as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise		Number of equity shares held in dematerialized form
								Class X	Class Y	Total			(a)	(b)	(a)	(b)	
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)			(x)	(xi)	(xii)	(xiii)	(xiv)	(xv)	(xvi)
Non Resident Indian (Repatriation)																	
Clearing Member																	
Rebate Corporate																	
Directors																	
Sub total (a)(i)																	
Total Public Shareholding (b) = (a)(i)+(a)(ii)+(a)(iii)																	

Details of the shareholders acting as persons in Concert including their shareholding (No. and %):

Details of shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares.

(3) W.E.T. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.





Name of shareholder	Name of PAC	No. of shareholders	Holding %
---------------------	-------------	---------------------	-----------

Table III A - Details of the shareholders acting as Persons in Concert including their Shareholding:

No. of shareholders	No. of Shares
NA	-

Table III B - Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting.



Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders	PAN	No. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total no. shares held	Shareholding % calculated as per SCRR, 1957 As a % of	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total shareholding, as a % conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights		Total as a % of Total Voting rights			No. (a) in shares	As a % of total shares held	No. (a) pledged or otherwise encumbered	As a % of total shares held	
								Class X	Class Y								
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)=(iv+v+vi)	(viii) = ((vii)/(A+B+C2))	(ix)			(x)	(xi)	(xii)		(xiii)		(xiv)
(2) Custodian/DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Non-Promoter- Non Public Shareholding (C)= (C1)+(C2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)+(C2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.



# Annexure - 5C

## Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
1	Name of Listed Entity:	Geometric Limited	
2	Script Code/Name of Scrip/Class of Security:	532312/GEOMETRIC/EQUITY	
3	Share Holding Pattern Filed under:	Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)	
a.	if under 31(1)(b) then indicate the report for Quarter ending:	March 31, 2016	
b.	if under 31(1)(c) then indicate date of allotment/extinguishment		
4	Declaration: :-		
Sr.No.	Particulars	Yes	No
1	Whether the Listed Entity has issued any partly paid up	-	No
2	Whether the Listed Entity has issued any Convertible	-	No
3	Whether the Listed Entity has any shares against which	-	No
4	Whether the Listed Entity has any shares in locked-in?	-	No
5	Whether any shares held by promoters are pledge or	-	No



Table 1 - Summary Statement holding of specified securities

Category	Category of Shareholder	Nos. of Shareholders	Nos. of fully paid up equity shares held	Nos. of partly paid up equity shares held	Nos. of Shares underlying Depository Receipts	Total Nos. Shares held (vii)=(iv)+(v)+(vi)	Shareholding as % of total no of shares (calculated as per SCRR, 1957) (viii) as a % of (A+B+C2)	Number of Voting Rights held in each class of securities			Nos. of shares underlying Convertible securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (ix)=(vi)+(x) as a % of (A+B+C2)	Number of Locked in shares		Number of shares pledged or otherwise encumbered		Number of Equity shares held in dematerialized form
								Class of X	No of Voting Rights Class eg: Y	Total Voting rights			No Shares held as a % of total	No Shares held as a % of total			
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)			(ix)	(x)	(xi)	(xii)	(xiii)	(xiv)	(xv)	(xvi)
(A)	Promoter & Promoter Group	7	24,518,933	-	-	24,518,933	37.70	24,518,933	-	24,518,933	37.70	-	-	-	-	-	24,518,933
(B)	Public	26181	40,511,481	-	-	40,511,481	62.30	40,511,481	-	40,511,481	62.30	-	-	-	-	-	40,511,481
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	26,188	65,030,414	-	-	65,030,414	100.00	65,030,414	-	65,030,414	100	-	-	-	-	-	64,535,544

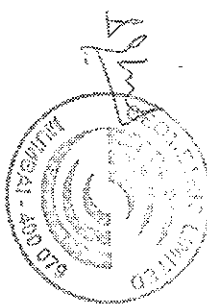


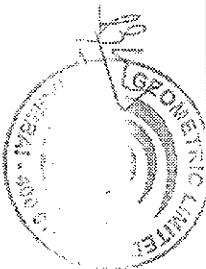


Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the Shareholders	PAN	No. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying RE	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including securities having share capital)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares or otherwise		Number of Shares pledged or otherwise	Number of equity shares held in dematerialized form		
								No. of Voting Rights			Total as a % of Total Voting rights			No.	As a % of total Shares held			No.	As a % of total Shares held
								Class X	Class Y	Total									
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii) % (A+B+C2) Vm	(ix)				(x)	(xi) = (xii)+(x)	(xiii)	(xiv)	(xv)	(xvi)		
1 Indian																			
(b) Individuals/Hindu undivided Family		3	4,364,925	-	-	4,364,925	6.71	4,364,925	-	4,364,925	6.7121	-	6.7121	-	-	-	4,364,925		
Mamun M Parpia	AACPR837R	1	4,091,425	-	-	4,091,425	6.29	4,091,425	-	4,091,425	6.2916	-	6.2916	-	-	-	4,091,425		
Byrn M Parpia	AAPPI164B	1	239,250	-	-	239,250	0.37	239,250	-	239,250	0.3679	-	0.3679	-	-	-	239,250		
Alla Hermore Mamun Parpia	AACPS443	1	34,250	-	-	34,250	0.05	34,250	-	34,250	0.0527	-	0.0527	-	-	-	34,250		
(b) Central Government/State Government(s)		-	-	-	-	-	-	0	-	0	0.0000	-	0.0000	-	-	-	-		
(c) Financial institutions/Banks		-	-	-	-	-	-	0	-	0	0.0000	-	0.0000	-	-	-	-		
(d) Any Other (Specify)		4	20,154,008	-	-	20,154,008	30.99	20,154,008	-	20,154,008	30.9917	-	30.9917	-	-	-	20,154,008		
Boddes Corporate		4	20,154,008	-	-	20,154,008	30.99	20,154,008	-	20,154,008	30.9917	-	30.9917	-	-	-	20,154,008		
Godrej And Boyce Mfe Co Ltd	AAACG1395D	3	12,175,000	-	-	12,175,000	18.72	12,175,000	-	12,175,000	18.7220	-	18.7220	-	-	-	12,175,000		
Godrej Investments Pvt Ltd	AAACG1391H	1	7,979,008	-	-	7,979,008	12.27	7,979,008	-	7,979,008	12.2697	-	12.2697	-	-	-	7,979,008		
Sub-Total (A)(1)		7	24,518,933	-	-	24,518,933	37.70	24,518,933	-	24,518,933	37.7038	-	37.7038	-	-	-	24,518,933		
2 Foreign																			
(a) Individuals (Non-Resident Individuals/ Foreign Individuals)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(b) Government		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(c) Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(d) Foreign Portfolio Investor		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(e) Any Other (Specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Sub-Total (A)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Total Shareholding of Promoter and Promoter Group (A)(1)+(A)(2)		7	24,518,933	-	-	24,518,933	37.70	24,518,933	-	24,518,933	37.70	-	37.70	-	-	-	24,518,933		

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.





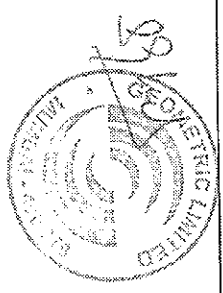
No. of shareholders	NA
No. of Shares held	-

Table-II A - Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Table 311 - Statement showing shareholding pattern of the Public shareholder

[illegible]

Category & Name of the Shareholders	PAN	Nos. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares under Depository Receipts (vi)	Total nos. shares held (vii) = (iv) + (v) + (vi)	Shareholding as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares underlying convertible securities (including Warrants)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of locked in shares		Number of shares pledged or otherwise		Number of equity shares held in dematerialized form	
								Class X	Class Y					Total as a % of Total Voting rights	(a)	(b)	(a)		(b)
									No of Voting Rights	Class Y	Total								
							% (vii)/(A+B+C2)												
	(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)		(ix)	(x)	(xi)	(xii)	(xiii)	(xiv)	(xv)	(xvi)	(xvii)	(xviii)	(xix)



Details of the shareholders acting as persons in Concert including their shareholding (no. and %):

Details of Shares which remain undiluted may be given here along with details such as number of shareholders, outstanding shares held in demat/unlisted suspense account, voting rights which are frozen etc.

Note:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares.

(3) If the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.



Name of shareholder	Name of PAC	No. of shareholders	Holding %
---------------------	-------------	---------------------	-----------

Table III A - Details of the shareholders acting as Persons in Concert including their Shareholding:



No. of shareholders	NA
No. of Shares	-

Table III B - Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting.

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders	PAN	No. of sharehold er	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlyin g Depositor y Receipts	Total no. shares held	Shareholding % calculated as per SCRR, 1957 As a % of	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of shares pledged or otherwise encumbered		Number of equity shares held in dematerializ ed form
								Class X	Class Y	Total			No. (a) of total Shares held	As a % of total Shares held	No. (a) of total shares held	As a % of total shares held	
(1)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)			(x)	(xi)	(xii)		(xiii)		(xiv)
(1) Custodian/DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Non-Promoter- Non Public Shareholding (C)= (C1)+(C2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.



## Format of holding of specified securities

1. Name of Listed Entity : HCL Technologies Limited
2. Scrip Code/ Name of Scrip/ Class of Security : BSE: 532281, NSE: HCLTECH/ Equity Shares
3. Share Holding Pattern Filed under : Regulation 31(1)(b) for the quarter ended March 31, 2016
4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:-

	Particulars	Yes *	No *
1	Whether the Listed Entity has issued any partly paid up shares?	-	✓
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	-	✓
3	Whether the Listed Entity has any shares against which depository receipts are issued?	-	✓
4	Whether the Listed Entity has any shares in locked-in?	-	✓
5	Whether any shares held by promoters are pledge or otherwise encumbered?	-	✓

\* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5. The tabular format for disclosure of holding of specified securities is as follows:-



For HCL TECHNOLOGIES LIMITED  
 MANISH ANAND  
 Company Secretary



Table 1 - Summary Statement holding of specified securities

Category (i)	Category of shareholder (ii)	Nos. of shareholders (iii)	No. of fully paid up equity shares held (iv)	No. of Partly paid-up equity shares held (v)	No. of shares underlying Depository Receipts (vi)	Total nos. shares held (vii) = (iv)+(v)+(vi)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (ix)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (x)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi) = (vii)/(x) As a % of (A+B+C2)	Number of Locked in shares (xii)		Number of pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)
								Class e.g. X	Class e.g. Y	Total			(a) No. of total shares held	(b) As a % of total shares held	(a) No. of total shares held	(b) As a % of total shares held	
(A)	Promoter & Promoter Group	6	851,569,308	-	-	851,569,308	60.38%	851,569,308	-	851,569,308	60.38%	-	-	-	-	-	851,569,308
(B)	Public	149,945	558,812,006	-	-	558,812,006	39.62%	558,812,006	-	558,812,006	39.62%	-	-	-	-	-	558,154,169
(C)	Non Promoter- Non Public	-	-	-	-	-	NA	-	-	-	0.00%	-	-	-	-	-	-
(C1)	Shares underlying DFs	-	-	-	-	-	-	-	-	-	0.00%	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	0.00%	-	-	-	-	-	-
	Total	149,951	1,410,381,314	-	-	1,410,381,314	100.00%	1,410,381,314	-	1,410,381,314	100.00%	-	-	-	-	-	1,409,723,477



For HCL TECHNOLOGIES LIMITED  
 MANISH ANAND  
 Company Secretary

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the Shareholder (i)	PAN (ii)	No. of shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total nos. shares held (vii = iv+v+vi)	Shareholding % calculated as per SCRR, 1957 (A+B+C2) (viii)	Number of Voting Rights held in each class of securities (ix)			Total as a % of Total Voting rights	No. of Shares Underlying Outstanding convertible securities (including Warrants) (x)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi) = (viii)+(x) as a % of A+B+C2	Number of Locked in shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)	Number of equity shares held in dematerialized form (xiv)
								Class eg. X	Class eg. Y	Total				(a) No. of Shares held	(b) As a % of total shares held		
(1) Indian																	
(a) Individuals/Hindu undivided Family		3	788	-	-	788	0.00%	788	-	788	0.00%	-	0.00%	-	-	-	788
Ms. Shy Nader	ACIPN3308A	1	368	-	-	368	0.00%	368	-	368	0.00%	-	0.00%	-	-	-	368
Ms. Kiran Nader	ACPPN5724N	1	72	-	-	72	0.00%	72	-	72	0.00%	-	0.00%	-	-	-	72
Ms. Nadeem Nader Mahboob	ABRPN2760L	1	348	-	-	348	0.00%	348	-	348	0.00%	-	0.00%	-	-	-	348
(b) Government/State		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	-	-
(c) Financial Institutions/ Banks		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	-	-
(d) Any Other (specify)		2	612,470,704	-	-	612,470,704	43.43%	612,470,704	-	612,470,704	43.43%	-	43.43%	-	-	-	612,470,704
(i) Body Corporates																	
HCL Corporation Pvt. Ltd.	AADCG222AM	1	12,373,680	-	-	12,373,680	0.88%	12,373,680	-	12,373,680	0.88%	-	0.88%	-	-	-	12,373,680
Venka Sankar Investments (Pvt.) Pvt. Ltd.	MAOCV8837E	1	600,097,024	-	-	600,097,024	42.55%	600,097,024	-	600,097,024	42.55%	-	42.55%	-	-	-	600,097,024
Sub-Total (A)(1)		5	612,471,492	-	-	612,471,492	43.43%	612,471,492	-	612,471,492	43.43%	-	43.43%	-	-	-	612,471,492
(2) Foreign																	
(a) Individuals (Non-Resident Individuals/ Foreign		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b) Government		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c) Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d) Foreign Portfolio Investor		1	239,097,816	-	-	239,097,816	16.95%	239,097,816	-	239,097,816	16.95%	-	16.95%	-	-	-	239,097,816
(e) Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i) Bodies Corporate																	
HCL Holdings Private Ltd.	MA8CH7220C	1	239,097,816	-	-	239,097,816	16.95%	239,097,816	-	239,097,816	16.95%	-	16.95%	-	-	-	239,097,816
Sub-Total (A)(2)		1	239,097,816	-	-	239,097,816	16.95%	239,097,816	-	239,097,816	16.95%	-	16.95%	-	-	-	239,097,816
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)		6	851,569,308	-	-	851,569,308	60.38%	851,569,308	-	851,569,308	60.38%	-	60.38%	-	-	-	851,569,308

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in dematerialized suspense account, Voting rights which are frozen etc.

Note:

- PAN would not be displayed on website of Stock Exchange(s).
- The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



For HCL TECHNOLOGIES LIMITED  
**MANISH ANAND**  
 Company Secretary

Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the Shareholders (i)	PAN (ii)	No. of shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			Total as a % of Total Voting Rights (X)	No. of Shares Underlying Outstanding convertible securities (including Warrants) (XI)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XII) = (VII)+(XI) as a % of A+B+C2	No. of Locked In shares (XIII)	No. of Shares pledged or otherwise encumbered (XIV)	Number of equity shares held in dematerialized form (XV)	
								No. of Voting Rights						As a % of total shares held (b)		As a % of total shares held (b)	
								Class X	Class Y	Total				(a)	(b)	(a)	(b)
(1) Institutions																	
(a) Mutual Funds		339	61,425,705	-	-	61,425,705	4.36%	61,425,705	-	61,425,705	4.36%	-	4.36%	-	-	NA	NA
(b) Venture Capital Funds		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA
(c) Alternate Investment Funds		1	6,000	-	-	6,000	0.00%	6,000	-	6,000	0.00%	-	0.00%	-	-	NA	6,000
(d) Foreign Venture Capital Investors		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	-
(e) Foreign Portfolio Investors		899	379,934,660	-	-	379,934,660	26.94%	379,934,660	-	379,934,660	26.94%	-	26.94%	-	-	NA	379,933,860
(f) Financial Institutions/ Banks		31	1,910,119	-	-	1,910,119	0.14%	1,910,119	-	1,910,119	0.14%	-	0.14%	-	-	NA	1,909,323
(g) Insurance Companies		35	16,872,761	-	-	16,872,761	1.20%	16,872,761	-	16,872,761	1.20%	-	1.20%	-	-	NA	16,872,761
(h) Provident Funds/ Pension Funds		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	-
(i) Any Other (Specify)		3	1,200	-	-	1,200	0.00%	1,200	-	1,200	0.00%	-	0.00%	-	-	NA	1,200
(ii) Foreign Banks		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	-
Sub-Total (B)(1)		1,308	460,150,445	-	-	460,150,445	32.63%	460,150,445	-	460,150,445	32.63%	-	32.63%	-	-	NA	460,146,665
(2) Central Government/ State Government(s)/ President of India		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	-
Sub-Total (B)(2)		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	-
(3) Non-institutions		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	-
(a) Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.		140,294	37,882,014	-	-	37,882,014	2.69%	37,882,014	-	37,882,014	2.69%	-	2.69%	-	-	NA	37,266,677
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		16	3,131,430	-	-	3,131,430	0.22%	3,131,430	-	3,131,430	0.22%	-	0.22%	-	-	NA	3,131,430
(b) NRFCs registered with RBI		18	176,651	-	-	176,651	0.01%	176,651	-	176,651	0.01%	-	0.01%	-	-	NA	176,651
(c) Employee Trusts		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	-
(d) Overseas Depositories (holding DRs) (balancing figure)		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	-
(e) Any Other (Specify)		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	-
(f) Bodies Corporate		1,447	44,439,378	-	-	44,439,378	3.15%	44,439,378	-	44,439,378	3.15%	-	3.15%	-	-	NA	44,410,958
(g) Trusts		40	2,355,820	-	-	2,355,820	0.17%	2,355,820	-	2,355,820	0.17%	-	0.17%	-	-	NA	2,355,820
(h) Foreign Nationals		12	74,767	-	-	74,767	0.01%	74,767	-	74,767	0.01%	-	0.01%	-	-	NA	74,767
(i) Non-Resident Indians		4,107	7,192,368	-	-	7,192,368	0.51%	7,192,368	-	7,192,368	0.51%	-	0.51%	-	-	NA	7,182,928
(j) Overseas Corporate Bodies		9	18,124	-	-	18,124	0.00%	18,124	-	18,124	0.00%	-	0.00%	-	-	NA	17,244
(k) Clearing Members		508	2,879,933	-	-	2,879,933	0.20%	2,879,933	-	2,879,933	0.20%	-	0.20%	-	-	NA	2,879,933
(vi) Hindu Undivided Families		2,166	511,076	-	-	511,076	0.04%	511,076	-	511,076	0.04%	-	0.04%	-	-	NA	511,076
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		149,945	558,812,006	-	-	558,812,006	39.62%	558,812,006	-	558,812,006	39.62%	-	39.62%	-	-	-	558,154,169

Details of the shareholders acting as persons in Consent including their Shareholding (No. and %):

Note: 1) PAN would not be displayed on website of Stock Exchange(s).

2) The above format needs to be disclosed along with the name of following persons:

Institutions/Non Institutions holding more than 1% of total number of shares.

3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.



For HCL TECHNOLOGIES LIMITED

MANISH ANAND  
Company Secretary

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders (i)	PAN (ii)	No. of shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total nos. shares held (vii) = (iv)+(v)+(vi)	Shareholding as per SCRR, 1957 As a % of (A+B+C2) (viii)	Number of Voting Rights held in each class of securities (ix)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (x)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi) = (vii)+(x) as a % of A+B+C2	Number of Locked in shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)
								Class X	Class Y	Total			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total shares held (b)	
(1) Custodian/DR Holder																	
(a) Name of DR Holder (if available)																	
(2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)																	
(a) Name of DR Holder (if available)																	
Total Non-Promoter- Non Public Shareholding (C) = (C)(1)+(C)(2)																	

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

- Note:
- PAN would not be displayed on website of Stock Exchange(s).
  - The above format needs to disclose name of all holders holding more than 1% of total number of shares
  - W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.



For HCL TECHNOLOGIES LIMITED  
*Manish Anand*  
 MANISH ANAND  
 Company Secretary



Annexure - 5A

Post

## Format of holding of specified securities

(Post Scheme of Arrangement)

1. Name of Listed Entity : HCL Technologies Limited
2. Scrip Code/ Name of Scrip/ Class of Security : BSE: 532281, NSE: HCLTECH/ Equity Shares
3. Share Holding Pattern Filed under : Regulation 31(1)(b) for the quarter ended March 31, 2016
4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:-

	Particulars	Yes *	No *
1	Whether the Listed Entity has issued any partly paid up shares?	-	✓
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	-	✓
3	Whether the Listed Entity has any shares against which depository receipts are issued?	-	✓
4	Whether the Listed Entity has any shares in locked-in?	-	✓
5	Whether any shares held by promoters are pledge or otherwise encumbered?	-	✓

\* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5. The tabular format for disclosure of holding of specified securities is as follows:-

For HCL TECHNOLOGIES LIMITED  
 MANISH ANAND  
 Company Secretary

21/4/2016





Table 1 - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (X)			Total as a % of (A+B+C)	No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class eg: X	Class eg: Y	Total				(a) As a % of total Shares held (b)	(a) As a % of total Shares held (b)			
(A)	Promoter & Promoter Group	6	851,569,308	-	-	851,569,308	59.72%	851,569,308	-	851,569,308	59.72%	-	-	-	-	-	-	851,569,308
(B)	Public	176,133	574,452,552	-	-	574,452,552	40.28%	574,452,552	-	574,452,552	40.28%	-	-	-	-	-	NA	558,154,169
(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	0.00%	-	-	-	-	-	NA	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	0.00%	-	-	-	-	-	NA	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	0.00%	-	-	-	-	-	NA	-
	<b>Total</b>	<b>176,139</b>	<b>1,426,021,860</b>	<b>-</b>	<b>-</b>	<b>1,426,021,860</b>	<b>100.00%</b>	<b>1,426,021,860</b>	<b>-</b>	<b>1,426,021,860</b>	<b>100.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,409,723,477</b>

Remarks: 1). No. of shares may change shares due to allotment of shares pursuant to Employees Stock Option plan of the Company.

2). 22,23,932 Equity shares proposed to be issued under ESOP by Geomatic Limited have been accounted under the Public Category 'Individual'

FOR HCL TECHNOLOGIES LIMITED  
MANISH ANAND  
Company Secretary







Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the Shareholders (i)	PAN (ii)	No. of shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VIII)+(X) as a % of A+B+C2	Number of Locked In shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of Total Voting rights	No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total shares held (b)
								Class e.g. X	Class e.g. Y	Total								
(1) Indian																		
(a) Individuals/Hindu undivided Family		3	788	-	-	788	0.00%	788	-	788	0.00%	-	-	-	-	-	-	788
Mr. Shiv Nader	ACIPN3308A	1	368	-	-	368	0.00%	368	-	368	0.00%	-	-	-	-	-	-	368
Ms. Kiran Nader	ACPPN5724N	1	72	-	-	72	0.00%	72	-	72	0.00%	-	-	-	-	-	-	72
Ms. Rosini Nader Mahora	ABRPN2760L	1	348	-	-	348	0.00%	348	-	348	0.00%	-	-	-	-	-	-	348
(b) Central Government/ State Government(s)		-	-	-	-	-	0.00%	-	-	-	0.00%	-	-	-	-	-	-	-
(c) Financial Institutions/ Banks		-	-	-	-	-	0.00%	-	-	-	0.00%	-	-	-	-	-	-	-
(d) Any Other (Specify)		2	612,470,704	-	-	612,470,704	42.95%	612,470,704	-	612,470,704	42.95%	-	-	-	-	-	-	612,470,704
(i) Body Corporates		1	12,373,680	-	-	12,373,680	0.87%	12,373,680	-	12,373,680	0.87%	-	-	-	-	-	-	12,373,680
HCL Corporation Pvt. Ltd.	AADCG2825W	1	12,373,680	-	-	12,373,680	0.87%	12,373,680	-	12,373,680	0.87%	-	-	-	-	-	-	12,373,680
Varna Sundan Investments (Delhi) Pvt. Ltd.	AACCV8937E	1	600,097,024	-	-	600,097,024	42.08%	600,097,024	-	600,097,024	42.08%	-	-	-	-	-	-	600,097,024
Sub-Total (A)(1)		5	612,471,492	-	-	612,471,492	42.95%	612,471,492	-	612,471,492	42.95%	-	-	-	-	-	-	612,471,492
(2) Foreign																		
(a) Individuals (Non-Resident Individuals/ Foreign		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b) Government		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c) Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d) Foreign Portfolio Investor		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e) Any Other (Specify)		1	239,097,816	-	-	239,097,816	16.77%	239,097,816	-	239,097,816	16.77%	-	-	-	-	-	-	239,097,816
(i) Bodies Corporate		1	239,097,816	-	-	239,097,816	16.77%	239,097,816	-	239,097,816	16.77%	-	-	-	-	-	-	239,097,816
HCL Holdings Private Ltd.	AA5CH7320C	1	239,097,816	-	-	239,097,816	16.77%	239,097,816	-	239,097,816	16.77%	-	-	-	-	-	-	239,097,816
Sub-Total (A)(2)		1	239,097,816	-	-	239,097,816	16.77%	239,097,816	-	239,097,816	16.77%	-	-	-	-	-	-	239,097,816
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		6	851,569,308	-	-	851,569,308	59.72%	851,569,308	-	851,569,308	59.72%	-	-	-	-	-	-	851,569,308

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note:

- PAN would not be displayed on website of Stock Exchange(s)
- The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

**For HCL TECHNOLOGIES LIMITED**

**MANISH ANAND**  
Company Secretary





Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the Shareholders (i)	PAN (ii)	No. of shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total nos. shares held (vii) = (iv)+(v)+(vi)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (viii)	Number of Voting Rights held in each class of securities (ix)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (x)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi) = (vii)/(x) as a % of A+B+C2	Number of Locked in shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)	
								No. of Voting Rights					Total as a % of Total Voting rights	No. (a)	As a % of total shares held (b)	No. (a)		As a % of total shares held (b)
								Class X	Class Y	Total								

(1)	Institutions																	
(a)	Mutual Funds		340	61,425,842	-	61,425,842	4.31%	-	61,425,842	-	61,425,842	4.31%	-	-	-	NA	NA	61,423,541
(b)	Venture Capital Funds		-	-	-	-	0.00%	-	-	-	-	0.00%	-	-	-	NA	NA	-
(c)	Alternate Investment Funds		1	6,000	-	6,000	0.00%	-	6,000	-	6,000	0.00%	-	-	-	NA	NA	6,000
(d)	Foreign Venture Capital Investors		-	-	-	-	0.00%	-	-	-	-	0.00%	-	-	-	NA	NA	-
(e)	Foreign Portfolio Investors		932	381,163,297	-	381,163,297	26.73%	-	381,163,297	-	381,163,297	26.73%	-	-	-	NA	NA	379,933,890
(f)	Financial Institutions/ Banks		34	1,927,094	-	1,927,094	0.14%	-	1,927,094	-	1,927,094	0.14%	-	-	-	NA	NA	1,909,323
(g)	Insurance Companies		38	16,888,814	-	16,888,814	1.18%	-	16,888,814	-	16,888,814	1.18%	-	-	-	NA	NA	16,872,761
(h)	Provident Funds/ Pension Funds		-	-	-	-	0.00%	-	-	-	-	0.00%	-	-	-	NA	NA	-
(i)	Any Other (Specify)		3	1,200	-	1,200	0.00%	-	1,200	-	1,200	0.00%	-	-	-	NA	NA	1,200
(j)	Foreign Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)		1,346	461,412,247	-	461,412,247	32.36%	-	461,412,247	-	461,412,247	32.36%	-	-	-	NA	NA	460,146,685
(2)	Central Government/ State Government(s)/ President of India																	
			-	-	-	-	0.00%	-	-	-	-	0.00%	-	-	-	NA	NA	-
	Sub-Total (B)(2)		-	-	-	-	0.00%	-	-	-	-	0.00%	-	-	-	NA	NA	-
(3)	Non-Institutions																	
	Individuals - holding nominal share capital		164,459	41,986,448	-	41,986,448	2.94%	-	41,986,448	-	41,986,448	2.94%	-	-	-	NA	NA	37,289,677
	II. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs.		20	7,346,808	-	7,346,808	0.52%	-	7,346,808	-	7,346,808	0.52%	-	-	-	NA	NA	3,131,430
(b)	NRFCs registered with RBI		18	176,651	-	176,651	0.01%	-	176,651	-	176,651	0.01%	-	-	-	NA	NA	176,651
(c)	Employee Trusts		-	-	-	-	0.00%	-	-	-	-	0.00%	-	-	-	NA	NA	-
(d)	Overseas Depositories (holding DRs) (balancing figure)		-	-	-	-	0.00%	-	-	-	-	0.00%	-	-	-	NA	NA	-
(e)	Any Other (Specify)		1,959	49,788,386	-	49,788,386	3.49%	-	49,788,386	-	49,788,386	3.49%	-	-	-	NA	NA	44,410,938
(f)	Bodies Corporate		41	2,356,518	-	2,356,518	0.17%	-	2,356,518	-	2,356,518	0.17%	-	-	-	NA	NA	2,355,820
(g)	Trusts		12	74,767	-	74,767	0.01%	-	74,767	-	74,767	0.01%	-	-	-	NA	NA	74,767
(h)	Foreign Nationals		4,575	7,406,527	-	7,406,527	0.52%	-	7,406,527	-	7,406,527	0.52%	-	-	-	NA	NA	7,182,928
(i)	Non-Resident Indians		9	18,124	-	18,124	0.00%	-	18,124	-	18,124	0.00%	-	-	-	NA	NA	17,244
(j)	Overseas Corporate Bodies		838	3,055,724	-	3,055,724	0.21%	-	3,055,724	-	3,055,724	0.21%	-	-	-	NA	NA	2,879,933
(k)	Clearing Members		2,856	830,352	-	830,352	0.06%	-	830,352	-	830,352	0.06%	-	-	-	NA	NA	511,076
(l)	Hindu Undivided Families		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		176,133	574,452,552	-	574,452,552	40.28%	-	574,452,552	-	574,452,552	40.28%	-	-	-	-	-	556,154,169

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Note:

- ESOPs granted by Geometric Limited to its employees under its ESOP schemes will result in issuance of 22,23,932 shares of Geometric Ltd. Against this the equivalent shares that will be issued by HCL Technologies Limited have been included in the shareholding of Individual Shareholders at 3(a)(i) above.
- The Post Shareholding pattern may undergo changes subject to (a) the trading of shares by the shareholders of HCL Technologies Limited and Geometric Limited (b) Issuance of shares by HCL Technologies Limited under its ESOP Plan.
- PAN would not be displayed on website of Stock Exchange(s).
- The above format needs to be disclosed along with the name of following persons:  
Institutions/Non Institutions holding more than 1% of total number of shares.
- W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

For HCL TECHNOLOGIES LIMITED

MANISH ANAND  
Company Secretary

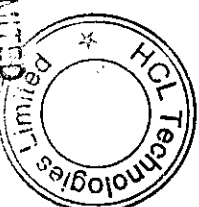




Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders (i)	PAN (ii)	No. of shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total nos. shares held (vii) = (iv+v+vi)	Shareholding g % calculated as per SCRR, 1957 As a % of (A+B+C2) (viii)	Number of Voting Rights held in each class of securities (ix)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (x)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi) = (vii)*(x) as a % of A+B+C2	Number of Locked in shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)
								Class X	Class Y	Total			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total shares held (b)	
(1)	Custodian/DR Holder																
(a)	Name of DR Holder (if available)																
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)																
(a)	Name of DR Holder (if available)																
	Total Non-Promoter- Non Public Shareholding (C) = (C)(1)+(C)(2)																

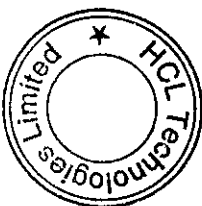
Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Note:

- 1) PAN would not be displayed on website of Stock Exchange(s).
- 2) The above format needs to disclose name of all holders holding more than 1% of total number of shares
- 3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.

FOR HCL TECHNOLOGIES LIMITED

MANISH ANAND  
Company Secretary  
21/11/2016





## Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
1	Name of Listed Entity:	3D PLM Software Solutions Limited	
2	Scrip Code/Name of Scrip/Class of Security:	EQUITY	
3	Share Holding Pattern Filed under:	Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)	
a.	If under 31(1)(b) then indicate the report for Quarter ending:	March 31, 2016	
b.	If under 31(1)(c) then indicate date of allotment/extinguishment		
4	Declaration: :-		
Sr.No.	Particulars	Yes	No
1	Whether the Listed Entity has issued any partly paid up	-	No
2	Whether the Listed Entity has issued any Convertible	-	No
3	Whether the Listed Entity has any shares against which	-	No
4	Whether the Listed Entity has any shares in locked-in?	-	No
5	Whether any shares held by promoters are pledge or	-	No







Table 1 - Summary Statement holding of specified securities

Category	Category of Shareholder	Nos. of Shareholders	Nos. of fully paid up equity shares held	Nos. of partly paid up equity shares held	Nos. of shares underlying Depository Receipts	Total Nos. Shares held (vi)=(iv)+(v)+(vi)	Shareholding as % of (a) no. of shares (calculated as per SCRR, 1957) (vii) as a % of (A+B+C2)	Number of Voting Rights held in each class of securities					Nos. of shares underlying Outstanding convertible securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (viii)=(vii)+(ix) as a % of (A+B+C2)	Number of Locked in shares		Number of shares pledged or otherwise encumbered		Number of Equity shares held in dematerialized form
								No. of Voting Rights				Total as a % of Total Voting Rights			No. As a % of total Shares held	No. As a % of total Shares held			
								Equity - Regular	Class A	Class B	Total								
(A)	Promoter & Promoter Group	9	1,552,200	-	-	1,552,200	100.00	1,391,983	87,246	72,965	1,552,200	100	-	-	-	-	-	0	
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total	9	1,552,200	-	-	1,552,200	100.00	1,391,983	87,246	72,965	1,552,200	100	-	-	-	-	-	-	





Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the Shareholders	PAN	No. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying RS	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities					No. of Shares Underlying Outstanding Convertible securities (including share capital)	Shareholding as a % of (A+B+C2) assuming full conversion of securities as a percentage of diluted share capital	Number of Shares held		Number of Shares pledged or otherwise	Number of equity shares held in dematerialized form
								Equity - Regular	No of Voting Rights			Total as a % of Total Voting rights						
									Class A	Class B	Total				(a)	(b)		
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)					(x)	(xi) = (xii)/(A)	(a)	(b)	(c)	(d)
1 Indian																		
(a) Individually/Hindu undivided Family		6	6	-	-	6	0.00	6				5	0.0004		-	-	-	-
Geometric Ltd. Jointly with Shashank Patkar		1	1	-	-	1	0.00	1				1	0.0021					
Geometric Ltd. Jointly with Sudarshan Mehta		1	1	-	-	1	0.00	1				1	0.0001					
Geometric Ltd. Jointly with Palani Parthak		1	1	-	-	1	0.00	1				1	0.0001					
Geometric Ltd. Jointly with Urmil Gupta		1	1	-	-	1	0.00	1				1	0.0001					
Geometric Ltd. Jointly with Kumar Khanna		1	1	-	-	1	0.00	1				1	0.0001					
Geometric Ltd. Jointly with Shilpa Jadhav		1	1	-	-	1	0.00	1				1	0.0001					
(b) Central Government/State Government(s)		-	-	-	-	-	-	0				0	0.0000		-	-	-	-
(c) Financial Institutions/Banks		-	-	-	-	-	-	0				0	0.0000		-	-	-	-
(d) Any Other (Specify)		1	900,194	-	-	900,194	57.997	900,194				900,194	57.99		-	-	-	-
Bodhi Corporate		1	900,194	-	-	900,194	57.99	900,194				900,194	57.99		-	-	-	-
Geometric Limited		1	900,194	-	-	900,194	57.99	900,194				900,194	57.99		-	-	-	-
Sub-Total (A)(1)		7	900,200	-	-	900,200	57.99	900,200										
2 Foreign																		
(a) Individuals (Non-Resident Individuals/Foreign Individuals)		-	-	-	-	-	-	-				-	-		-	-	-	-
(b) Government		-	-	-	-	-	-	-				-	-		-	-	-	-
(c) Institutions		-	-	-	-	-	-	-				-	-		-	-	-	-
(d) Foreign Portfolio Investor		-	-	-	-	-	-	-				-	-		-	-	-	-
(e) Any Other (Specify)		-	-	-	-	-	-	-				-	-		-	-	-	-
Foreign promoter shareholders		2	652,000	-	-	652,000	42.00	491,259			87,246			652,000	42.00		-	-
Dassault Systems		1	385,800	-	-	385,800	24.85	385,800						385,800	24.85		-	-
América, Corp		1	266,200	-	-	266,200	17.15	266,200			87,246			266,200	17.15		-	-
Sub-Total (A)(2)		2	652,000	-	-	652,000	42.00	491,259			87,246			652,000	42.00		-	-
Total Shareholding as per SCRR, 1957 As a % of (A+B+C2)		9	1,552,200	-	-	1,552,200	100	1,191,388			1,728,720			1,552,200	100.00		-	-

Details of Shares which remain unclaimed may be given near along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Form 10

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.





No. of shareholders	No. of Shares held
NA	-

Table-II A - Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.





Table III - Statement showing shareholding pattern of the public shareholder

Category & Name of the Shareholders	PAN	Nos. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares under Depository Receipts (vi)	Total nos. shares held (vii) = (iv)+(v)+(vi)	Shareholding in % as per SCRR, 1957 as a % of (a+b+c)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares as a % of total shares held	Number of Shares pledged or otherwise held (not applicable)	Number of equity shares held in dematerialized form
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)			(x)	(xi)	(xii)	(xiii)	(xiv)
1. Institutions															
(a) Mutual Funds/															
(b) Venture Capital Funds															
(c) Alternate Investment Funds															
(d) Foreign Venture Capital Investors															
(e) Foreign Portfolio Investors															
(f) Financial Institutions/ Banks															
(g) Insurance Companies															
(h) Provident Funds/ Pension Funds															
(i) Any Other (specify)															
Sub-Total (9)(1)															
2. Central Government/ State Governments/ President of India															
Sub-Total (9)(2)															
3. Non-institutions															
(a) Individual															
i. Individuals-individual shareholders holding nominal share capital up to Rs. 2 Lakhs															
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs															
(b) NBFCs registered with RBI															
(c) Employee Trusts															
(d) Overseas Depositories (holding DRs) (balancing figure)															
(e) Any Other (specify)															
Sub-Total (9)(3)															
Total Public Shareholding (9)															
(10) (a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o) (p) (q) (r) (s) (t) (u) (v) (w) (x) (y) (z)															

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

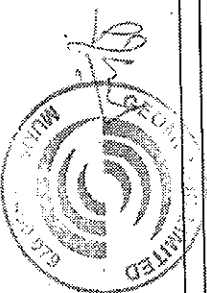
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares.

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.









Name of shareholder	Name of PAC	No. of shareholders	Holding %
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Table III A - Details of the shareholders acting as Persons in Concert including their Shareholding:



No. of shareholders	NA
No. of Shares	-

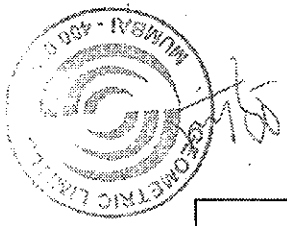


Table III B - Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting.



Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders	PAN	No. of sharehold er	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total no. shares held	Shareholding % calculated as per SCRR, 1957 As a % of	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding Convertible securities (including Warrants)	Total Shareholding, as a % conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerializ ed form
								Class X	Class Y	Total			No. (a)	As a % of total Shares held	No. (a)	As a % of total shares held	
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)=(iv)+(v)+(vi)	(viii) = (A+B+C2) % of (viii)	(ix)			(x)	(xi)	(xii)		(xiii)		(xiv)
(1) Custodian/DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Non-Promoter- Non Public Shareholding (C)= (C1)+(C2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.





Annexure -5B

Post

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
1	Name of Listed Entity:	3D PLM Software Solutions Limited	
2	Script Code/Name of Scrip/Class of Security:	EQUITY	
3	Share Holding Pattern Filled under:	Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)	
	a. If under 31(1)(b) then indicate the report for Quarter ending:	March 31, 2016	
	b. If under 31(1)(c) then indicate date of allotment/extinguishment:		
4	Declaration: -		
Sr.No.	Particulars	Yes	No
1	Whether the Listed Entity has issued any partly paid up	-	No
2	Whether the Listed Entity has issued any Convertible	-	No
3	Whether the Listed Entity has any shares against which	-	No
4	Whether the Listed Entity has any shares in locked-in?	-	No
5	Whether any shares held by promoters are pledge or	-	No







Table 1 - Summary Statement holding of specified securities

Model 1: Summary Statement (Issuing or Redeeming)																		
Category	Category of Shareholder	Nos. of Shareholders	Nos. of fully paid up equity shares held	Nos. of partly paid up equity shares held	Nos. of Shares of Depository Receipts	Total Nos. Shares held (vi)=(iv)+(v)+(vi)	Shareholding as % of total no. of Shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				Nos. of shares underlying Outstanding Convertible securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in or otherwise encumbered Shares		Number of shares pledged As a % of total Shares held	Number of Equity shares held in dematerialized form	
								Equity - Regular	Class A	Class B	Total			Total as a % of Total Voting rights	No. shares			As a % of total Shares held
								(ix)					(x)=(vi)+(v)+(vi) as a % of (i)-(ix)(C)					(xi)
(i)	(ii)	(iii)	(iv)	(v)	(vi)							(x)	(xi)=(vi)+(v)+(vi) as a % of (i)-(ix)(C)					(xii)
(A)	Promoter & Promoter Group	2	552,000	-	-	552,000	100.00	491,739	87,246	72,965	652,000	100.00	-	-	-	-	-	0
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	2	552,000	-	-	552,000	100.00	491,739	87,246	72,965	652,000	100	-	-	-	-	-	-

Note:

- (a) the equity shares of 3DPLM Software Solutions Limited will remain unlisted after effectiveness of the scheme,  
 (b) the redeemable preference shares issued by 3DPLM Software Solutions Limited to the equity shareholders of Geometric Limited will be listed,  
 (c) the redeemable preference shares will be listed in the ratio of 1 redeemable preference share for every 1 equity share of Geometric Limited, and  
 (d) assuming there is no change to the shareholding pattern of Geometric Limited between the date of filing the application and the effectiveness of the scheme, the shareholding pattern of redeemable preference shares post effectiveness of the scheme shall be same as the shareholding pattern of equity shares of Geometric Limited prior to effectiveness of the corporate scheme, as disclosed in Annexure K.



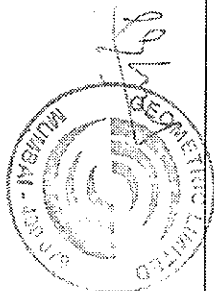


Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the Shareholders	PAN	No. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying RS	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (as a percentage of diluted share capital) (including securities)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise		Number of equity shares held in dematerialised form
								Equity - Regular	No. of Voting Rights		Total as a % of Total Voting Rights			(a)	(b)	(c)	(d)	
									Class A	Class B								
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii) = (vii) x (vi) / (A+B+C2)	(ix)				(x)	(xi) = (viii) + (x)	(xii)	(xiii)	(xiv)	(xv)	
1 Indian																		
(a) Individuals/Hindu undivided Family																		
(b) Central Government/ State Government(s)								0										
(c) Financial Institutions/ Banks								0										
(d) Any Other (specify)																		
2 Foreign																		
(a) Individuals (Non-Resident Individuals/ Foreign Individuals)																		
(b) Government																		
(c) Institutions																		
(d) Foreign Portfolio Investor																		
(e) Any Other (specify)																		
Foreign promoter		2	652,000	-	-	652,000	100	491785	87246	72,965	652000	100	-	-	-	-	-	-
Shareholders																		
Bascoit Systems		1	385,800	-	-	385,800	59	385800	-	-	385800	59	-	-	-	-	-	-
Dassault Systems Americas, Corp		1	266,200	-	-	266,200	41	105,989	87246	72965	266,200	41	-	-	-	-	-	-
Sub-Total (A)(1)		2	652,000	-	-	652,000	100	491785	87246	72965	652000	100	-	-	-	-	-	-
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)			652,000	-	-	652,000	100	491785	87246	72,965	652,000	100	-	-	-	-	-	-

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights with an frozen etc.

Details of shares which remain unlisted may be given here along with details such as number of shareholders, outstanding shares held in demat/unlisted suspense account, voting rights which are frozen etc.





No. of shareholders	NA
No. of Shares held	-

Table-II A - Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.





Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the Shareholders	PAN	Nos. of shares held	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of Depositor & Depositor Receipts (vi)	Total nos. shares held (vii) = (iii)+(iv)+(v)+(vi)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise	As a % of total Shares held (Not applicable)	Number of equity shares held in dematerialized form	
								Total as a % of Total Voting rights					No	As a % of total Shares held				
								Class X	No of Voting Rights									As a % of total Shares held
									Class Y	Total								
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii) = (iii)+(iv)+(v)+(vi)	(viii) = (vii)/(A+B+C2)	(ix)			(x)	(xi)	(xii)	(xiii)	(xiv)			
1. Institutions																		
(a) Mutual Funds/ Venture Capital Funds																		
(b) Alternate Investment Funds																		
(c) Foreign Venture Capital Investors																		
(d) Foreign Portfolio Investors																		
(e) Financial Institutions/ Banks																		
(f) Insurance Companies																		
(g) Provident Funds/ Pension Funds																		
(h) Any Other (Specify)																		
Sub-Total (B)(1)																		
2																		
Central Government/ State Government(s)/ President of India																		
Sub-Total (B)(2)																		
3																		
Non-Institutions																		
(a) Individual																		
i. Individuals holding nominal share capital up to Rs. 2 Lakhs																		
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs																		
(b) NBFCs registered with RBI																		
(c) Employee Trusts																		
(d) Overseas Depositories (holding 2%) (standing figure)																		
(e) Any Other (Specify)																		
Trusts																		
Hindu Undivided Family																		
Non Resident Indians (Non Repat)																		







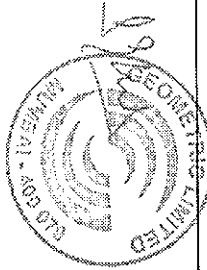
Category & Name of the shareholders	PAN	No. of shares held	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares under Depository Receipts (vi)	Total nos. shares held (vii) = (iv+vi)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			St. of Shares underlying Outstanding Convertible securities (including Warrants)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise		Number of equity shares held in dematerialized form
								Class X	Class Y	Total			(i)	(ii)	(iii)	(iv)	
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)				(ix)	(x)	(xi)	(xii)	(xiii)	(xiv)	(xv)
Non Resident Indians (NRIs)																	
Current Member																	
Former Corporate																	
Directors																	
Sub Total (vi)																	
Total Public Shareholding (B) = (vi) + (vii) + (viii) + (ix) + (x) + (xi) + (xii) + (xiii) + (xiv) + (xv)																	

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):  
Details of Shares which remain unclaimed may be given near along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

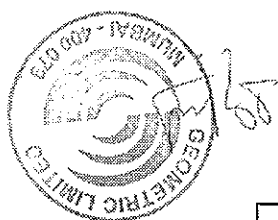
Note:  
(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares to the extent information available and the balance to be disclosed as held by custodian.

(3) W.e.f. the information pertaining to Depository Receipts, the same may be disclosed in this respective column to the extent information available and the balance to be disclosed as held by custodian.







Name of shareholder	Name of PAC	No. of shareholders	Holding %

Table III A - Details of the shareholders acting as Persons in Concert including their Shareholding:





No. of shareholders	No. of Shares
NA	-

Table III B - Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting.



Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders	PAN	No. of sharehold or	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total no. shares held	Shareholding % calculated as per SCRR, 1957 As a % of	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding Convertible securities (including Warrants)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights		Total as a % of Total Voting rights			No. (a) of total Shares held	As a % of total shares held			
								Class X	Class Y						Total		
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)=(iv+v+vi)	% (A+B+C2) will	(ix)			(x)	(xi)	(xii)	(xiii)		(xiv)	
(1) Custodian/DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Non-Promoter- Non Public Shareholding (C)= (C1)+(C2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

Note

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.







# Annexure - 5C

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
1	Name of Listed Entity:		Geometric Limited
2	Script Code/Name of Script/Class of Security:		532312/GEOMETRIC/EQUITY
3	Share Holding Pattern filed under:		Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
	a. If under 31(1)(b) then indicate the report for Quarter ending:		March 31, 2016
	b. If under 31(1)(c) then indicate date of allotment/extinguishment		
4	Declaration: :-		
Sr.No.	Particulars	Yes	No
1	Whether the Listed Entity has issued any partly paid up	-	No
2	Whether the Listed Entity has issued any Convertible	-	No
3	Whether the Listed Entity has any shares against which	-	No
4	Whether the Listed Entity has any shares in locked-in?	-	No
5	Whether any shares held by promoters are pledge or	-	No





Table 1 - Summary Statement holding of specified securities

Category	Category of Shareholder	Nos. of Shareholders	Nos. of fully paid up equity shares held	Nos. of partly paid up equity shares held	Nos. of shares underlying Depository Receipts	Total Nos. Shares held (v)=(i)+(ii)+(iii)+(iv)+(v)	Shareholding as % of total no of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			Nos. of shares underlying Outstanding convertible securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of locked in shares		Number of shares pledged or otherwise encumbered		Number of Equity Shares held in dematerialized form
								Class eg: X	Class eg: Y	Total			No. of Voting Rights	Total as a % of Total Voting rights	No. of shares held	No. of shares held as a % of total	
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii) as a % of (A+B+C2)	(ix)			(x)	(xi) as a % of (A+B+C2)	(xii)		(xiii)		(xiv)
(A)	Promoter & Promoter Group	7	24,518,933	-	-	24,518,933	37.70	24,518,933	-	24,518,933	37.70	-	-	-	-	-	24,518,933
(B)	Public	26,181	40,511,481	-	-	40,511,481	62.30	40,511,481	-	40,511,481	62.30	-	-	-	-	-	40,511,481
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	26,188	65,030,414	-	-	65,030,414	100.00	65,030,414	-	65,030,414	100	-	-	-	NA	NA	64,635,344

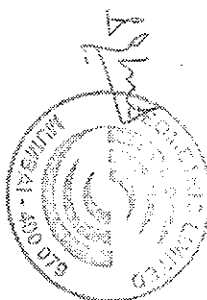


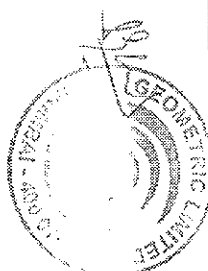


Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of the Shareholders	PAN	No. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying <sup>(1)</sup>	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying <sup>(2)</sup>	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise		Number of equity shares held in dematerialized form	
								Class X	No. of Voting Rights				Total as a % of Total Voting rights	No.	As a % of total Shares held	No.		As a % of total Shares held
									Classy	Total								
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii) % (A+B+C2) via	(ix)			(x)	(xi) = (viii)+(ix) As a % of (A+B+C2)	(xii)		(xiii)		(xiv)	
1. Indian																		
(a) Individuals/Hindu Undivided Family		3	4,364,925	-	-	4,364,925	6.71	4,364,925	-	4,364,925	6.7121	-	6.7121	-	-	-	4,364,925	
Waran M Parpia	AACP8277N	1	4,091,425	-	-	4,091,425	6.29	4,091,425	-	4,091,425	6.2916	-	6.2916	-	-	-	4,091,425	
Lynn M Parpia	AAPF1164B	1	239,250	-	-	239,250	0.37	239,250	-	239,250	0.3679	-	0.3679	-	-	-	239,250	
Alia Hermore Parant Parpia	AICP554431	1	34,250	-	-	34,250	0.05	34,250	-	34,250	0.0527	-	0.0527	-	-	-	34,250	
(b) Central Government/ State Government/ Financial Institutions/ Banks		-	-	-	-	-	-	0	-	0	0.0000	-	0.0000	-	-	-	-	
(c) Any Other (specify)		4	20,154,008	-	-	20,154,008	30.99	20,154,008	-	20,154,008	30.9917	-	30.9917	-	-	-	20,154,008	
Godrej Corporate		4	20,154,008	-	-	20,154,008	30.99	20,154,008	-	20,154,008	30.9917	-	30.9917	-	-	-	20,154,008	
Godrej And Boyce Mfg Co Ltd	AAACG1395D	3	12,175,000	-	-	12,175,000	18.72	12,175,000	-	12,175,000	18.7220	-	18.7220	-	-	-	12,175,000	
Godrej Investments Pvt Ltd	AAACG1391H	1	7,979,008	-	-	7,979,008	12.27	7,979,008	-	7,979,008	12.2697	-	12.2697	-	-	-	7,979,008	
Sub-Total (A)(1)		7	24,518,933	-	-	24,518,933	37.70	24,518,933	-	24,518,933	37.7038	-	37.7038	-	-	-	24,518,933	
2. Foreign																		
(a) Individuals (Non-Resident Individuals/ Foreign Individuals)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b) Government		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c) Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d) Foreign Portfolio Investor		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e) Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Sub-Total (A)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Shareholding of Promoter and Promoter Group (2a)+(A)(1)+(A)(2)		7	24,518,933	-	-	24,518,933	37.70	24,518,933	-	24,518,933	37.70	-	37.70	-	-	-	24,518,933	

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.











Year of change	Number of entities
----------------	--------------------

Category & Name of the Shareholders	(vii)	Nos. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares under Depositor Receipts (vi)	Total nos. shares held (v)+(vi)=(viii) [viii]	Shareholding info % inc'd as per SCRR, 1957 As a % of (a+b+c2) %	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding Convertible Securities (including Warrants)	Total Shareholding, as if assuming full conversion of convertible securities as a percentage of diluted share capital	Number of Locked in shares		Number of Shares pledged or otherwise held (not applicable)		Number of equity shares held in dematerialised form
								No of Voting Rights			Total as a % of Total Voting rights			No.	As a % of total Shares held	No	As a % of total shares held (not applicable)	
								Class X	Class Y	Total								
(i) Institutions																		
(a) Mutual Funds/ Venture Capital Funds		1	587	-	-	587	0.001	587	-	587	0.001	-	-	-	-	-	-	587
(c) Alternate Investment Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d) Foreign Venture Capital Investors / Foreign Portfolio Investors		33	5283143	-	-	5,283,143	8.12	5,283,143	-	5,283,143	8.1241	-	-	-	-	-	-	5,283,143
Mercer QI Fund Pte - Mercer Investment Management Pvt Ltd	AACIS545N		681,543	-	-	681,543	1.05	681,543	-	681,543	1.0450	-	-	-	-	-	-	681,543
(f) Financial Institutions/ Banks		3	72,994	-	-	72,994	0.11	72,994	-	72,994	0.1122	-	-	-	-	-	-	72,994
(g) Insurance Companies		1	69,026	-	-	69,026	0.11	69,026	-	69,026	0.1061	-	-	-	-	-	-	69,026
(h) Provident Funds/ Pension Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i) Non Other (Specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(j) Sub-Totals (i)(i)-(i)		38	5,425,748	-	-	5,425,748	9.39	5,425,748	-	5,425,748	9.3833	-	-	-	-	-	-	5,425,748
2. Central Government/ State Governments/ President of India																		
Sub-Totals (ii)(i)-(ii)																		
3. Non-Institutions		24,161	28,861,394	-	-	28,861,394	44.38	28,861,394	-	28,861,394	44.38	-	-	-	-	-	-	28,861,394
(a) Individuals-Individual shareholders holding nominal share capital up to Rs. 2 Lakhs		24,149	14,876,633	-	-	14,876,633	22.80	14,876,633	-	14,876,633	22.80	-	-	-	-	-	-	14,876,633
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs		12	14,034,701	-	-	14,034,701	21.58	14,034,701	-	14,034,701	21.58	-	-	-	-	-	-	14,034,701
(b) Hindu Temples/ Religious Institutions	ACPPIB449M		8,261,250	-	-	8,261,250	12.70	8,261,250	-	8,261,250	12.70	-	-	-	-	-	-	8,261,250
Hindu Temples/ Religious Institutions	JAFEPJ2131S		990,000	-	-	990,000	1.52	990,000	-	990,000	1.52	-	-	-	-	-	-	990,000
Religious Institutions/Hindu Temples	JAFEPJ4176I		3,000,000	-	-	3,000,000	4.61	3,000,000	-	3,000,000	4.61	-	-	-	-	-	-	3,000,000
(c) Employees Trusts		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d) Overseas Depositories (Including Depositary Receipts)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e) Any Other (Specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Totals		1,982	6,224,393	-	-	6,224,393	9.57	6,224,393	-	6,224,393	9.57	-	-	-	-	-	-	6,224,393
Held Undisputed Equity		670	1,372,885	-	-	1,372,885	2.11	1,372,885	-	1,372,885	2.11	-	-	-	-	-	-	1,372,885
Non Resident Indians (Non Repat)		154	338,755	-	-	338,755	0.52	338,755	-	338,755	0.52	-	-	-	-	-	-	338,755



Category & Name of the Shareholders	PAN	Nos. of shareholder	No. of fully paid up equity shares held	Party equity shares held	Nos. of shares under/In Depository receipts (vi)	Total nos. shares held (vii) = (iv)+(v)	Shareholding % as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise		Number of equity shares held in dematerialized form
								Class X	Class Y	Total			As a % of Total	As a % of total Shares	As a % of total shares (not applicable)		
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v)	(viii) = (vi)/(A+B+C2)	(ix)			(x)	(xi)	(xii)	(xiii)	(xiv)	(xv)	
Non Resident Indians (Repatriation)		314	582,128	-	-	582,128	0.90	582,128	-	582,128	0.90	-	-	-	-	-	582,128
Cleaving Member		330	755,903	-	-	755,903	1.16	755,903	-	755,903	1.16	-	-	-	-	-	755,903
Bodas Corporate		508	2,846,727	-	-	2,846,727	4.38	2,846,727	-	2,846,727	4.38	-	-	-	-	-	2,846,727
Director		5	325,000	-	-	325,000	0.50	325,000	-	325,000	0.50	-	-	-	-	-	325,000
SUB TOTAL (ix)(i)		26,143	35,085,733	-	-	35,085,733	53.95	35,085,733	-	35,085,733	53.95	-	-	-	-	-	34,691,168
SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI)		26,143	35,085,733	-	-	35,085,733	53.95	35,085,733	-	35,085,733	53.95	-	-	-	-	-	34,691,168

Details of the Shareholders acting as persons in Connect including their shareholding (nos. and %):

45% of the Shareholders hold more than 1% of the shares of the company.

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

(1) PAN would not be disclosed on website of Stock Exchanges.

(2) The above format needs to disclose more of all holders holding more than 1% of total number of shares.

(3) If the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

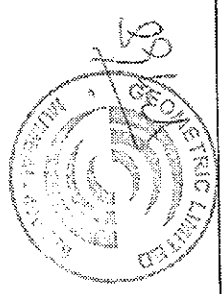




Table III A - Details of the shareholders acting as Persons in Concert including their Shareholding:

Name of shareholder	Name of PAC	No. of shareholders	Holding %





Table III B - Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting.

No. of shareholders	No. of Shares
NA	-







Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category & Name of the Shareholders	PAN	No. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of Depository Receipts	Total no. shares held (vii)=(iv+v+vi)	Shareholding % calculated as per SCRR, 1957 As a % of	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding Convertible securities (including Warrants)	Total shareholding, as a % assuming full conversion of convertible securities (as a diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights		Total as a % of Total Voting rights			No. (a) of total Shares held	As a % of total Shares held			
								Class X	Class Y						Total		
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)=(iv+v+vi)	% (A+B+C <sub>2</sub> ) of viii	(ix)			(x)	(xi)	(xii)		(xiii)	(xiv)	
(1) Custodian/DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Non-Promoter- Non Public Shareholding (C)= (C <sub>1</sub> )+(C <sub>2</sub> )		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

Note

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.





# **S.R. BATLIBOI & Co. LLP**

Chartered Accountants

Golf View Corporate Tower-B  
Sector-42, Sector Road  
Gurgaon-122 002, Haryana, India  
Tel : +91 124 464 4000  
Fax : +91 124 464 4050

The Board of Directors,  
HCL Technologies Limited  
806, Siddhartha  
96, Nehru Place  
New Delhi 110 019

Annexure - 7

Dear Sirs,

We, the statutory auditors of HCL Technologies Limited (hereinafter referred to as ("the Company/ Resulting Company")), have examined the proposed accounting treatment specified in Clause 15.1 of the Draft Composite Scheme of arrangement and amalgamation amongst Geometric Limited ("Demerged Company" or "Transferor Company" ), HCL Technologies Limited ("the Company/ Resulting Company" ) and 3DPLM Software Solutions Limited ("Transferee Company"), companies incorporated in India under the provisions of the Companies Act, 1956 and their respective shareholders and creditors (hereinafter referred to as "Draft Scheme") in respect of acquiring the demerged business of IT enabled engineering Services, PLM Service and engineering design productivity software tools by resulting company from transferor company, as going concern, (as defined in the Draft Scheme) in terms of the provisions of sections 391 to 394 of the Companies Act, 1956 read with applicable provisions of the Companies Act, 2013, with reference to its compliance with the applicable Indian Accounting Standards notified under the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 issued by the Central Government, under Companies Act, 1956/ Companies Act, 2013 and other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid Draft Scheme is in compliance with SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and all the applicable Indian Accounting Standards notified under the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 issued by the Central Government, under Companies Act 1956/Companies Act, 2013.

This Certificate is issued at the request of the Company pursuant to the requirements of Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 issued by Securities and Exchange Board of India for onward submission to the National Stock Exchange of India Ltd and BSE Limited. This Certificate should not be used for any other purpose without our prior written consent.

For S. R. Batliboi & Co. LLP

ICAI Firm Registration No. : 301003E

Chartered Accountants

*Rajeev Sawhney*

per Rajeev Sawhney  
Partner

Membership No.: 96333

Place: Gurgaon

Date: April 1, 2016





**HCL TECHNOLOGIES LTD.**

Corporate Identity Number: L74140DL1991PLC046369

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Annexure - 8

Annexure- I

**Corporate Governance Report**

1. Name of Listed Entity : HCL Technologies Limited  
 2. Quarter ending : March 31, 2016

**I. Composition of Board of Directors**

Title (Mr. / Ms.)	Name of the Director	PANs & DIN	Category  (Chairperson /Executive/N on- Executive/Ind ependent/No minee)	Date of Appoint ment in the current term /cessatio n	Tenure* Years	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of membershi ps in Audit/ Stakeholder Committee( s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Shiv Nadar	PAN- ACIPN33 08A DIN- 0001585 0	Chairman, Executive	01-Feb- 12	NA	1	1	-
Mr.	Amal Ganguli	PAN- AEBPG35 91F DIN- 0001380 8	Independen t	04-Dec- 14	5	5	10	5
Mr.	Keki Mistry	PAN- AAFPM0 331B DIN- 0000888 6	Independen t	04-Dec- 14	5	3 π	8	3
Mr.	Ramanatha n Srinivasan	PAN- ABTPS64 67P	Independen t	04-Dec- 14	5	2	2	-



Nand

**HCL**

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		DIN-00575854						
Ms.	Roshni Nadar Malhotra	PAN-ABRPN2760L DIN-02346621	Non-Executive Non-Independent	29-Jul-13	NA	1	1	-
Ms.	Robin Ann Abrams	PAN-AHNPA4073H DIN-00030840	Independent	04-Dec-14	5	1	1	-
Dr.	Sosale Shankara Sastry	PAN-BLVPS8193P DIN-05331243	Independent	04-Dec-14	5	1	-	-
Mr.	Subramanian Madhavan	PAN-AAAPM2924M DIN-06451889	Independent	04-Dec-14	5	2	3	2
Mr.	Sudhindar Krishan Khanna	PAN-AARPK1528J DIN-01529178	Non-Executive Non-Independent	03-Nov-11	NA	3	1	1
Mr.	Thomas Sieber	DIN-07311191	Independent	17-Oct-15	5	1	-	-

π - Mr. Keki Mistry is an Independent Director in 3 listed companies (including HCL Technologies Limited) apart from being a Managing Director in one listed company. He is also a Non-executive, Non-Independent Director in 2 other listed companies.

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

**II. Composition of Committees**

*Handwritten signature*

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Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee) \$
1. Audit Committee	Mr. Amal Ganguli Mr. Keki Mistry Ms. Robin Ann Abrams Mr. Subramanian Madhavan	Independent (Chairperson) Independent Independent Independent
2. Nomination & Remuneration Committee	Mr. Ramanathan Srinivasan Ms. Robin Ann Abrams Ms. Roshni Nadar Malhotra Mr. Shiv Nadar	Independent (Chairperson) Independent Non-Independent, Non-executive Chairman of the Board, Executive Director
3. Risk Management Committee (if applicable)	Mr. Amal Ganguli Mr. Keki Mistry Ms. Robin Ann Abrams Mr. Subrmanian Madhavan	Independent (Chairperson) Independent Independent Independent
4. Stakeholders Relationship Committee	Mr. Subramanian Madhanvan Ms. Roshni Nadar Malhotra Mr. Shiv Nadar	Independent (Chairperson) Non-Independent, Non-executive Chairman of the Board, Executive Director
<i>&amp; Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i>		
<b>III. Meeting of Board of Directors</b>		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
October 16, 17 &19, 2015	January 17- 19, 2016	92 days
<b>IV. Meeting of Committees</b>		



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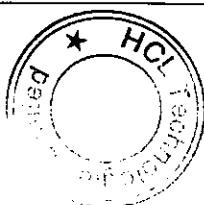
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Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>(a) Audit Committee</b> <ul style="list-style-type: none"> <li>January 13, 2016</li> <li>January 17, 2016</li> </ul>	<u>Total members</u> : 4 Independent Directors <u>Present- In Person</u> : 4 <u>Present-In-Person</u> : 4	October 16, 2015	90 days
<b>(b) Nomination &amp; Remuneration Committee</b> <ul style="list-style-type: none"> <li>January 15, 2016</li> </ul>	<u>Total members</u> : 4 <u>Present-In-person</u> : 2 <u>Present-via conference call</u> : 2	October 16, 2015	
<b>(c) Stakeholders Relationship Committee</b> <ul style="list-style-type: none"> <li>January 18, 2016</li> <li>February 13, 2016</li> <li>March 3, 2016</li> <li>March 29, 2016</li> </ul>	<u>Total members</u> : 3 <u>Present-In-person</u> : 2 <u>Present-In-person</u> : 2 <u>Present-In-person</u> : 2 <u>Present-In-person</u> : 3	October 9, 2015 November 18, 2015 December 4, 2015 December 30, 2015	

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**V. Related Party Transactions \$**

Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes



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Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p><i>\$ The Company has entered into transactions with HCL America Inc., (a wholly owned step down subsidiary of the Company) a Related Party under Regulation 23 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 in regard to rendering / obtaining of services, product sales and other miscellaneous income all aggregating to Rs.5,363.38 crores for the period July 1, 2015 to March 31, 2016. These transactions may be regarded as material in terms of the Listing Agreement</i></p>	
<p><b>Notes:</b></p> <ol style="list-style-type: none"><li>In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</li><li>If status is "No" details of non-compliance may be given here.</li></ol>	
<p><b>I. Affirmations</b></p>	
<ol style="list-style-type: none"><li>The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li><li>The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015<ol style="list-style-type: none"><li>Audit Committee</li><li>Nomination &amp; remuneration committee</li><li>Stakeholders relationship committee</li><li>Risk management committee (applicable to the top 100 listed entities)</li></ol></li><li>The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li><li>The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li><li>This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</li></ol>	
<p>For HCL Technologies Limited Sd/- Manish Anand Company Secretary</p> <p>Date: April 15, 2016</p>	

*Manish Anand***HCL**

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**ANNEXURE 9 – COMPLIANCE REPORT**

Sub: Application under Regulation 37 of the SEBI (LODR) Regulations, 2015 for the proposed scheme of arrangement and amalgamation between HCL Technologies Limited, Geometric Limited and 3DPLM Software Solutions Limited under Sections 392-394 of the Companies Act, 1956 and the Companies Act, 2013

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Compliance Status (Yes / No)
1	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	NSE
<b>Compliance as per Para I (A) (3) of Annexure I to the Circular</b>		
2	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes Annexure-1
2.b		
2.c	Valuation Report as per Para 1(A)(4) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Yes Annexure-2.
2.d	Report from the Audit Committee recommending the Draft Scheme	Yes Annexure-3
2.e	Fairness opinion by merchant banker	Yes Annexure-4
2.f	Pre and post amalgamation shareholding pattern of unlisted company	Yes Annexure-5a, 5b, 5c,
2.g	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes Annexure-6(a), (b), 6(c)
2.h	Auditor's Certificate as per Para 1(A)(5) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Yes Annexure-7



*Manish*

**HCL**

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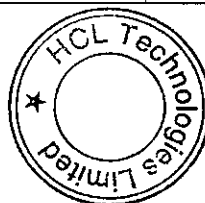
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2.i	Compliance with requirements of Regulation 17 to 27 of Listing Regulations	Yes
2.j	Complaints Report as per Annexure III of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Will be shared
<b>Compliance as per Para I (A) (1) of Annexure I to the Circular</b>		
3	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or under Section 230-234 of the Companies Act, 2013	Yes
4	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Yes
5	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Yes
6	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Yes

*Manand***HCL**

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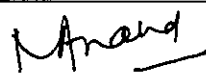
T: +91 120 4013000 F: +91 120 2526907

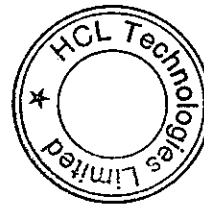
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7	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable
---	--	----------------

Date	18 <sup>th</sup> April 2016
Place	Noida
Authorised Signatory and Stamp of the company	
Name	Manish Anand
Designation	Company Secretary



Annexure - 10

**Undertaking in relation to non-applicability of requirements prescribed in Para 9(c) of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 in respect of Scheme of Arrangement**

This is in relation to the Scheme of Arrangement ("Scheme"), between HCL Technologies Limited ("the Company"), Geometric Limited ("GL") and 3DPLM Software Solutions Limited, companies incorporated in India under the provisions of the Companies Act, 1956, in terms of Sections 391 to 394 and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Companies Act, 2013 and other applicable provisions, if any, and the Memorandum and Articles of Association of the Company and subject to the consent of members and/ or creditors of the Company, approval of the Hon'ble High Court of and Registrar of Companies, National Capital Territory of Delhi & Haryana and/ or any other relevant authority.

Upon, Scheme become effective, the "Demerged Business" of GL will be transferred to the Company on a going concern basis for a consideration to be discharged by way of issuance of shares of the Company to the shareholders of GL.

In connection, with the proposed scheme, we undertake that the requirement of Para 9(c) of the aforesaid SEBI circular pertaining to voting by only public shareholders thorough postal ballot and e-voting is not applicable to the Company for the following reasons:

- i. **Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed company, or**

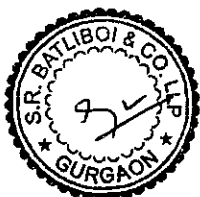
**Reason for non-applicability**

This Clause is not applicable as no shares shall be allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group, of the Company.

- ii. **Where the Scheme of Arrangement involves the listed company and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.**

**Reason for non-applicability:**

This Clause is not applicable as the Scheme does not involve any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter / Promoter Group, of the Company.



*Manand*

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- iii. Where the parent listed company, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed company, and if that subsidiary is being merged with the parent listed company under the Scheme.

Reason for non-applicability:

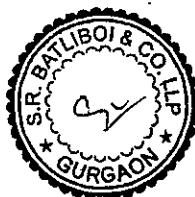
This Clause is not applicable as the Company has not acquired the equity shares of its subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group, of the Company.

Further, no subsidiary of the Company is part of this Scheme and no subsidiary of the Company is being merged with the Company under this Scheme.

Date: 1<sup>st</sup> April, 2016

Place: Noida

For HCL Technologies Limited



  
Manish Anand  
Company Secretary



**HCL**

The Board of Directors,  
HCL Technologies Limited  
806, Siddhartha  
96, Nehru Place  
New Delhi 110 019

# Annexure - 10

## Auditors' Certificate

- 1) The accompanying undertaking stating the reasons for non-applicability of Paragraph 9 (a) of Annexure I of circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 issued by the Securities Exchange Board of India ("SEBI") (hereinafter referred to as the "Circular") has been prepared by the Management of HCL Technologies Limited (the 'Resulting Company') pursuant to the requirements of paragraph 9(c) of Annexure I of the Circular in connection with its Draft Composite Scheme of arrangement and amalgamation amongst Geometric Limited ("Demerged Company" or "Transferor Company"), HCL Technologies Limited ("the Company / Resulting Company"), 3DPLM Software Solutions Limited ("Transferee Company") companies incorporated in India under the provisions of the Companies Act, 1956 and their respective shareholders and creditors (hereinafter referred to as "Draft Scheme") in respect of acquiring the business of IT enabled engineering Services, PLM Service and engineering design productivity software Tools by resulting company from transferor company, (the Demerged Business Undertaking of GL) as going concern by HCL, in terms of the provisions of sections 391 to 394 of the Companies Act 1956. We have initialled the Undertaking for identification purpose only. We have relied on the above undertaking and performed no further procedures in this regard.

## Management's Responsibility for the Undertaking

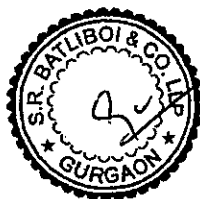
- 2) The preparation of the Undertaking is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting the contents of the Scheme. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Undertaking.
- 3) The Management is also responsible for ensuring that the Company complies with the requirements of the Circular and the Companies Act, 1956 read with applicable provisions of the Companies Act, 2013 in relation to the Proposed Scheme and for providing all the information to the SEBI, BSE Limited and National Stock Exchange of India Limited (together referred to as "Stock Exchanges.").

## Auditors' Responsibility

- 4) Pursuant to the Circular, it is our responsibility to examine the Proposed Scheme and certify whether the requirements set out in Paragraph 9 (a) of Annexure I of the Circular, as stated in the Undertaking, are applicable to the Proposed Scheme.
- 5) We conducted our examination in accordance with the 'Guidance Note on Audit Reports and Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion. Further our examination did not extend to any aspects of a legal or propriety nature in the aforesaid arrangement /scheme other than the matters referred to in the said certificate.

## Conclusion

- 6) On the basis of verification of the undertaking given by the Company and according to the information, explanations and specific representations received by us from the management, we certify that the conditions prescribed in paragraph 9 (a) of Annexure I of the Circular in relation to the voting by public shareholders are not applicable to the Proposed arrangement based on the following grounds:





# **S.R. BATLIBOI & Co. LLP**

Chartered Accountants

- (a) No additional shares shall be allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company pursuant to Draft Composite Scheme of arrangement and amalgamation;
- (b) The Draft Composite Scheme of arrangement and amalgamation Scheme does not involve any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company; and
- (c) The Company has not acquired equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company. Further, no subsidiary of the Company is part of this Scheme and no subsidiary of the Company is being merged with the Company under this Scheme.

## **Restrictions on Use**

- 7) Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Circular. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this certificate nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.
- 8) This certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, to enable the Company to file its application with the Stock Exchanges and should not be used by any other person or for any other purpose. S. R. Batliboi & Co. LLP neither accepts nor assumes any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior consent in writing.

**For S. R. Batliboi & Co. LLP**

**ICAI Firm Registration No. : 301003E**

Chartered Accountants

*Rajeev Sawhney*

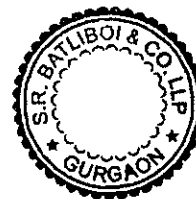
**per Rajeev Sawhney**

Partner

Membership No.: 96333

Place: Gurgaon

Date: April 1, 2016



# Annexure - II

## PRYD & Associates CHARTERED ACCOUNTANTS



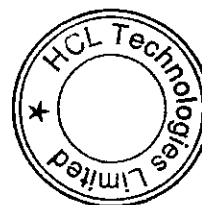
### TO WHOMSOEVER IT MAY CONCERN

In relation to the Composite Scheme of Arrangement and Amalgamation ("Scheme") under Section 391 read with Section 394 of the Companies Act 1956 among HCL Technologies Limited, a Company incorporated under the Companies Act, 1956 and having its registered office at 806, Siddharth, 96, Nehru Place, New Delhi-110019 ("the Resultant Company"), Geometric Limited, a Company incorporated under the Companies Act, 1956 as a Company limited by share capital and having its registered office at Plant 11, 3<sup>rd</sup> floor, Pirojshanagar, Vikhroli (West), Mumbai - 400079 ("the Transferor Company"), 3D PLM Software Solutions Limited, a company incorporated under the Companies Act, 1956 as a Company limited by share capital and having its registered office at Plant 11, 3<sup>rd</sup> floor, Pirojshanagar, Vikhroli (West), Mumbai - 400079 ("the Transferee Company") and their respective shareholders and Creditors, as approved by the Board of Directors of the Resultant Company at its meeting held on 1<sup>st</sup> April 2016, for:

- i. demerger of Demerged Business (comprising IT enabled engineering services, PLM services and engineering design productivity software tools) from the Transferor Company to the Resultant Company ("Demerger"), and
- ii. amalgamation of the Transferor Company with the Transferee Company post Demerger,

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**For HCL TECHNOLOGIES LIMITED**

  
**MANISH ANAND**  
Company Secretary



# PRYD & Associates

## CHARTERED ACCOUNTANTS



THIS IS TO CERTIFY THAT based on information and documents produced before us and explanation furnished to us by the Resultant Company, the Net worth of the Resultant Company on *standalone* basis would be as under:

**Statement of Computation of Indicative Net worth Pre and Post the Scheme of Arrangement (limited review numbers-*Unaudited*)**

		Amount in (Rs/ Crores)
		As at March 31, 2016
Particulars	Pre- Scheme of Arrangement	Post -Scheme of Arrangement
<u>Share capital****</u>		
A). Equity Shares- Issues & Fully paid-up as on 31 March 2016	282.08	285.21 *
<u>Reserves and Surplus **</u>		
B). Total Reserves and Surplus	19,494.94	19,852.39***
C). Less: Miscellaneous Expenditure Written Off		
<b>Networth (A+B+C)</b>	<b>19,777.02</b>	<b>20,137.60</b>

Note:

\* HCL shall issue 15,640,546 equity shares of Rs 2 each against total 67,254,346 no. of shares held by shareholders of Geometric Limited per agreed swap ratio of 10 equity shares (of Rs. 2) of HCL for every 43 equity shares of Geometric of Rs. 2 each. This will lead to an increase of share capital by Rs. 3.128 crores

\*\* HCL reserves and surplus are taken as of dated 31 December 2015;

\*\*\* This includes Reserves and Surplus of Rs 357.447 Crores of Geometric Ltd. dated. 31<sup>st</sup> December 2015, per the limited review numbers (excluding Hedging reserves, foreign currency reserves and Investment re-organization reserves)

\*\*\*\* HCL issues ESOPs to its employees per the ESOPs schemes in force and as and when exercised by the employees. The Share Capital will change in accordance of such additional issuances.

For PRYD & Associates  
FRN – 011626N  
Chartered Accountants

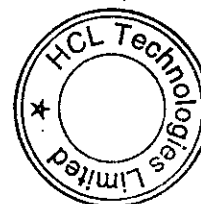
Date – April 21, 2016  
Place –Noida, India

**CERTIFIED TRUE COPY**  
**For HCL TECHNOLOGIES LIMITED**

**MANISH ANAND**  
Company Secretary



CA P M Mittal  
(Partner)  
M.No. 094667



# Annexure - 12

## *Rathi & Associates*

### COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.  
Tel.: 4076 4444 / 2491 1222 \* Fax : 4076 4466 \* E-mail : associates.rathi8@gmail.com

#### TO WHOMSOEVER IT MAY CONCERN

In relation to the Composite Scheme of Arrangement and Amalgamation ("Scheme") under Section 391 read with Section 394 of the Companies Act 1956 among Geometric Limited, a company incorporated under the Companies Act, 1956 as a Company limited by share capital and having its registered office at Plant 11, 3<sup>rd</sup> Floor, Pirojshanagar, Vikhroli (West), Mumbai - 400 079 ("the Transferor Company"), HCL Technologies Limited, a company incorporated under the Companies Act, 1956 as a company limited by share capital and having its registered office at 806, Siddharth, 96, Nehru Place, New Delhi ("the Resultant Company"), 3D PLM Software Solutions Limited, a company incorporated under the Companies Act, 1956 as a company limited by share capital and having its registered office at Plant 11, 3<sup>rd</sup> Floor, Pirojshanagar, Vikhroli (West), Mumbai - 400 079 ("the Transferee Company") and their respective Shareholders and Creditors, as approved by the Board of Directors of the Transferor Company at its meeting held on 1<sup>st</sup> April 2016, for:

- (i) demerger of Demerged Business (comprising of IT enabled engineering services, PLM services and engineering design productivity software tools) from the Transferor Company to the Resultant Company ("Demerger"), and
- (ii) amalgamation of the Transferor Company with the Transferee Company post Demerger,



THIS IS TO CERTIFY THAT based on the information and documents produced before us and explanations furnished to us by the Transferor Company, the Financial Details of the Demerged Division being transferred vis-à-vis the Remaining Division of Geometric Ltd. for the last 2 financial years in relation to the Composite Scheme of Arrangement and Amalgamation are as under:

(Rs. in crores)

	Financial Year ended as on  31 <sup>st</sup> March	Net worth*	% to total	Turnover	% to total	Profit after Tax (PAT)	% to total
Demerged division of Geometric Ltd which is proposed to be transferred to HCL Technologies Ltd. under the Scheme	2015	305.01	99.71	813.93	100	21.13	100
	2014	243.03	99.63	787.12	100	16.36	100
Remaining division of Geometric Ltd	2015	0.90	0.29	-	-	-	-
	2014	0.90	0.37	-	-	-	-
Total	2015	305.91	100	813.93	100	21.13	100
	2014	243.93	100	787.12	100	16.36	100

\* excludes Hedging Reserve, Foreign Currency Translation Reserve and Investment Re-organization Reserve



Notes:

1. Turnover and PAT of demerged division has been calculated based on published financials of Geometric Limited (on consolidated basis along with all its subsidiaries).
2. Net worth of Geometric Limited has been calculated based on the standalone audited financials of the Company for the financial year ended 31<sup>st</sup> March 2015 and 31<sup>st</sup> March 2014.



For Rathi & Associates  
Company Secretaries

A handwritten signature in black ink, appearing to read "Jayesh M Shah", written over a grid pattern.

Jayesh M Shah  
Partner  
FCS No. 5637  
COP No. 2535

Place: Mumbai  
Date: 20<sup>th</sup> April, 2016

HCL TECHNOLOGIES LTD.

Corporate Identity Number: L74140DL1991PLC046369

A 10-11, Sector 3, NOIDA 201 301, UP, India.

T: +91 120 4013000 F: +91 120 2526907

Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.

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Annexure - 13

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF HCL TECHNOLOGIES LIMITED IN ITS MEETING HELD ON APRIL 1, 2016**

**"RESOLVED THAT** subject to the obtaining of requisite approvals and subject to the sanction by the Hon'ble High Court of Delhi and Hon'ble High Court of Judicature at Bombay, the approval by the shareholders and the creditors of HCL Technologies Limited (the "**Company**"), and any other statutory or regulatory authority, the transfer by way of demerger of the business undertaking of Geometric Limited ("**Geometric**") relating to its IT enabled engineering services, PLM services and engineering design productivity software tools business ("**Business Undertaking**") to the Company with effect from the Appointed Date i.e. March 31, 2016, in accordance with the composite scheme of arrangement and amalgamation amongst the Company, Geometric and 3DPLM Software Solutions Limited and their respective shareholders and creditors under the provisions of Sections 391 - 394 of the Companies Act, 1956 ("**Act**") (or the relevant provisions of the Companies Act, 2013, and the ancillary rules, as and when notified) ("**Scheme**") be and is hereby approved.

**RESOLVED FURTHER THAT** taking into consideration (i) the recommendations of the Audit Committee on the draft Scheme, (ii) the valuation report prepared by an Independent Valuer, and (iii) the fairness opinion obtained from an Independent Merchant Banker, in the opinion of the Board of Directors of the Company (the "**Board**"), the said draft Scheme, being fair and reasonable, the share entitlement ratio of 10 equity shares of the face and paid up value of Rs. 2/- each of the Company credited as fully paid up for every 43 equity shares of the face and paid up value of Rs.2/- each of Geometric pursuant to the demerger of the Business Undertaking into the Company, be and are hereby approved.

**RESOLVED FURTHER THAT** taking into consideration the recommendations of the Audit Committee recommending the draft Scheme, the draft Scheme placed before the Board be and is hereby approved.

**RESOLVED FURTHER THAT** the Company be and is hereby authorised to take further steps for finalizing the Scheme and obtaining the requisite approvals of the shareholders and creditors of the Company, and any other regulatory authorities and others concerned, whose consent is required under law for the implementation of the Scheme and for that purpose to initiate all necessary actions including seeking appropriate directions from the Hon'ble High Court of Delhi, for convening, holding and conducting the class meetings of the equity shareholders and the creditors of the Company and to take other consequential steps in that behalf, including the preparation and circulation of the notices and explanatory statements (including the petition), filing of all other documents required to be filed in this connection and for such other directions as the Hon'ble High Court of Delhi or the Hon'ble High Court of Judicature at Bombay ("**High Courts**") may deem fit and proper and for seeking their approval for the proposed Scheme.

**RESOLVED FURTHER THAT** consent of the Board be and is hereby accorded to the execution, delivery and performance by the Company of (i) the framework agreement proposed to be executed between Geometric and the Company, (ii) the consultancy agreement proposed to be executed between Mr. Manu Parpia and the Company, (iii) the

**CERTIFIED TRUE COPY  
For HCL TECHNOLOGIES LIMITED**

**MANISH ANAND  
Company Secretary**



**CERTIFIED TRUE COPY  
For HCL TECHNOLOGIES LIMITED**

*Manish Anand*

**MANISH ANAND  
Company Secretary**

**HCL**

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promoter support agreement proposed to be executed amongst Godrej & Boyce Ltd., Godrej Investments Pvt. Ltd., Mr. Manu Mahmud Parpia and the Company and (iv) the promoter support agreement proposed to be executed amongst Vama Sundari Investments (Delhi) Private Limited, HCL Corporation Private Limited, HCL Holdings Private Limited, the promoters of the Company and Geometric Limited (collectively, the "**Transaction Documents**"), drafts of which were tabled before the Board, and all ancillary and related documents thereto.

**RESOLVED FURTHER THAT** Mr. Anil Chanana, Chief Financial Officer, Mr. Gopalakrishnan Subramanian, Senior Vice President – Finance and Mr. Manish Anand, Company Secretary of the Company be and are hereby severally authorized to negotiate, finalize, execute and amend, as may be required, the Transaction Documents on behalf of the Company and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the Transaction Documents.

**RESOLVED FURTHER THAT** for the purpose of coordinating with the SEBI in terms of the SEBI Scheme Circulars, National Stock Exchange be and is hereby designated as the Designated Stock Exchange.

**RESOLVED THAT** a Committee (hereinafter referred to "Project Gold Committee") of the Board of Directors namely (i) Mr. Amal Ganguli, (ii) Mr. S. Madhavan and (iii) Mr. R. Srinivasan be and is hereby constituted."

**RESOLVED FURTHER THAT:**

- (i) without affecting the generality of the authorities given and in addition to the authorities given by the Board to the Company's Directors/ officers/ authorised person(s) elsewhere in these resolutions, the Project Gold Committee be and is hereby authorised, empowered and deemed to have been authorised and empowered to exercise all powers and discharge all functions which the Board is authorised, including, *inter alia*:
  - (a) to do and to perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the delivery and performance of the Transaction Documents, the implementation of the Scheme and upon sanction of the Scheme by, amongst others, the High Court(s) and/or SEBI and/or any other regulatory/ governmental authority, to implement and to make the Scheme effective, without any further approval of the Board;
  - (b) to assent to and approve any alteration or modification to the Transaction Documents or the Scheme which the High Court(s) and/or the SEBI and/or any other regulatory/ governmental authority may require or suggest or deem fit to impose;
  - (c) to make any modifications as they may consider necessary in relation to the procedure and modalities of effecting the transactions contemplated in the Transaction Documents or the Scheme;

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For HCL TECHNOLOGIES LIMITED

**MANISH ANAND**  
Company Secretary



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*Manish Anand*

**MANISH ANAND**  
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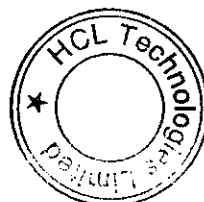
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- (d) to give such directions as they may consider necessary or advisable to settle any question or difficulty arising under the Transaction Documents or the Scheme or in regard to the meaning or interpretation of the Transaction Documents or the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Transaction Documents or the Scheme and if necessary, to waive any of those (to the extent permissible under law);
  - (e) to approve and authorize execution of any agreements, deeds, documents, declarations, writings, etc., (including any alterations or modifications in the documents executed or to be executed), whether or not under the common seal of the Company, as may be required from time to time, in connection with the Transaction Documents or the Scheme;
  - (f) to make such applications to governmental authorities as may be required from time to time, in connection with the Transaction Documents or the Scheme;
  - (g) to list and obtain approvals for trading of the equity shares of the Company issued pursuant to the Scheme, on the BSE Limited and National Stock Exchange of India Limited in accordance with the provisions of the Scheme and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto;
  - (h) to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, SEBI, the High Court(s), and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto; and
  - (i) to authorise the directors and/ or officers of the Company to discuss, negotiate, finalise, execute, sign, submit and file all required documents, deeds of assignment/ conveyance and any other deeds, documents, schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, in each case as may be approved by such directors and/or officers, whether or not under the common seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters without any further approval of the Board.
- (ii) the Project Gold Committee be and is hereby further authorised, empowered and deemed to have been authorised and empowered to exercise all powers and discharge all functions which the Board is authorised for the purpose of implementing the Scheme.



**CERTIFIED TRUE COPY**  
**For HCL TECHNOLOGIES LIMITED**

*Manish Anand*

**MANISH ANAND**  
Company Secretary

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**RESOLVED FURTHER THAT** the presence of any two members of the Committee shall constitute the quorum for the meetings of the Project Gold Committee."

**RESOLVED FURTHER THAT** subject to the relevant provisions of the Companies Act, 1956 and Companies Act, 2013, the Project Gold Committee is permitted to pass any resolution by circulation and the resolution passed by circulation shall have the same effect and force as if the resolution have been passed in the meeting of Project Gold Committee."

**RESOLVED FURTHER THAT** all acts, deeds, matters and things done by the Project Gold Committee for the purpose shall have the same effect as if done by the Board of Directors of the Company."

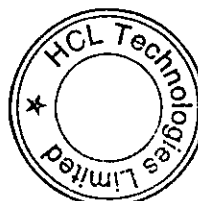
**RESOLVED FURTHER THAT** Mr. Anil Chanana, Chief Financial Officer, Mr. Gopalakrishnan Subramanian, Senior Vice President – Finance of the Company and Mr. Manish Anand, Company Secretary are hereby severally authorized and empowered to:

- (a) sign, file, submit or present the draft Scheme and related applications, supplementary applications, documents, replies in connection with the proposed consolidation with the relevant stock exchanges, SEBI or such other regulatory or statutory or governmental authority, as may be required in terms of the applicable laws and regulations for obtaining approval to the Scheme;
- (b) sign, file, submit or present the Scheme or the Transaction Documents and related applications, petitions, supplementary applications/ petitions, summons, deeds, documents, instruments, rejoinders, replies and to swear affidavits or execute bonds for the proposed consolidation, appear (in person or through a representative) before the High Courts or at the offices of the relevant Registrar of Companies, the Regional Director, Department of Company Affairs, or before any other authority or person in connection with the proposed transaction and to do any other act, deed or thing which may be ancillary or incidental to the proposed demerger or which may otherwise be required for giving effect to any of the provisions contained in the Scheme or the Transaction Documents;
- (c) make, prepare, review, amend, execute, swear, declare and register all declarations, affidavits, applications, filings, letters, undertakings, papers and writings as may be required, necessary or expedient under the provisions of various applicable acts, rules, regulations or notifications of the Central and/or State Government(s) and / or any other authorities, including but not limited to courts, the Competition Commission of India, RBI, Municipal authorities, Registrar of Companies, Sub-Registrar of Assurances, relevant special economic zone unit approval committees and directors of Software and Technology Parks of India, telephone authorities, electricity authorities, postal authorities, and such other applicable authorities or agencies, etc., and to represent the Company in all correspondences, matters and proceedings before them of any nature whatsoever in relation to the above;
- (d) suitably inform, apply and/ or represent to the Central and/ or State Government(s) and

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FOR HCL TECHNOLOGIES LIMITED**

*Manish Anand*

**MANISH ANAND**  
Company Secretary



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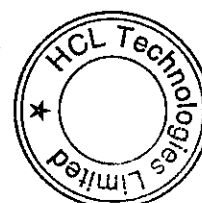
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or local authorities, including but not limited to the Competition Commission of India, SEBI, RBI, Sub-Registrar of Assurances, Customs Authorities, Excise Authorities, Income Tax Authorities, Sales Tax authorities, Value Added Tax and Entry Tax Authorities, Employees' State Insurance and Provident Fund Authorities, telephone authorities, electricity authorities, postal authorities, and all other applicable authorities, agencies, etc., and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub-Registrar of Assurances;

- (e) seek directions from the respective High Courts for convening meetings of the shareholders and/ or creditors for approving the Scheme and to sign and file undertakings and other documents as may be necessary in this regard;
- (f) finalise and issue the notices for convening the meetings of the shareholders and/ or creditors together with the explanatory statement thereto under Section 393 of the Act in terms of the directions of the High Court(s) and assent to such alterations, conditions and modifications, if any, in the notices and explanatory statement as may be prescribed or imposed by the High Court(s) or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Scheme;
- (g) take all steps for obtaining approvals and/or consents of the shareholders of the Company, banks, financial institutions and other authorities or entities or agencies as may be required and for that purpose, to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf;
- (h) file the draft Scheme with the relevant stock exchanges/ SEBI for their approval under the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Scheme Circular and assent and approve any alteration or modification to the Scheme which the relevant stock exchanges/ SEBI may deem fit to approve or impose;
- (i) liaise with the depositories and enter into any documents as may be required to give effect to the Scheme and do such other things as may be required in this behalf;
- (j) consider, approve, sign and execute all other documents, advertisements, announcements, disclosures, etc. which may be sent/required to be sent to the concerned authorities on behalf of the Company;
- (k) sign, declare and file on behalf of the Company all necessary documents including, but not limited to, authorisation, vakalatnamas, affidavits, pleadings, reports and issue public advertisements and notices and to do all acts incidental and necessary for the above purposes;
- (l) appoint solicitors, advocates, attorneys, pleaders, advisors, valuers, merchant bankers,



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**For HCL TECHNOLOGIES LIMITED**

*Manish Anand*

**MANISH ANAND**  
Company Secretary

**HCL**

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auditors, accountants, registrars or any other one or more agencies or expert advisors, as may be required in relation to or in connection with the Scheme and matters related thereto, on such terms and conditions as they may deem fit and to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings, vakalatnamas and other related documents in favour of the concerned authorities, advocates, etc. as may be necessary in this regard;

- (m) incur such other expenses as may be necessary with regard to the above transaction, including payment of fees to solicitors, merchant bankers, advisors, valuers, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them;
- (n) appoint one or more attorney(s)/ representatives and delegate to them any or all of the powers or functions entrusted to them under this resolution, as well as to revoke, remove such persons and to appoint any other person(s) from time to time to act on their behalf; and
- (o) to do all such other acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to giving effect to the above or to otherwise give effect to the Scheme, Transaction Documents and matters related thereto.


**RESOLVED FURTHER THAT** the Common Seal of the Company be affixed on the agreements, and any other documents, if required, in the presence of any two Directors of the Company or any one Director and Company Secretary or with any one of the officers mentioned above, who shall sign the same in token thereof.

**RESOLVED FURTHER THAT** the Common Seal of the Company be sent to Maharashtra and any other State(s), if so required, to facilitate execution of documents, papers, writings etc., in connection with the Scheme.

**RESOLVED FURTHER THAT** copies of the foregoing resolutions certified to be true copies by a Director or Company Secretary of the Company be furnished to all concerned as may be necessary".

Date: April 21, 2016  
Place: Noida (U.P)

For HCL Technologies Limited

  
Manish Anand  
Company Secretary



**HCL**

Annexure - 14

21<sup>st</sup> April 2016

**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G,  
Bandra-Kurla Complex, Bandra (East)  
Mumbai 400 051

Dear Ma'am/Sir,

**Re: Filing of Composite Scheme of Arrangement and Amalgamation under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

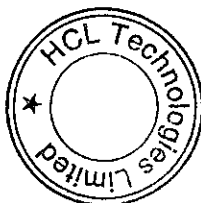
1. With reference to the above application and in accordance with Regulation 11 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm that the composite scheme of arrangement and amalgamation ("**Composite Scheme**") between HCL Technologies Limited ("**Company**"), Geometric Limited ("**GL**") and 3DPLM Software Solutions Limited ("**GSL**") under Sections 391-394 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013 to be presented to the High Court of Judicature at Bombay and High Court of Delhi does not in any way violate, override or limit the provisions of securities laws or the requirements of the stock exchange(s).
2. The rationale behind the Composite Scheme is set out in paragraph (A)(f) of Chapter 1 of the Composite Scheme and is reproduced below.

The demerger of the IT enabled engineering services, product lifecycle management services and engineering design productivity software tools business of GL ("**Demerged Business Undertaking**") from GL into the Company and the merger of GL with GSL is sought to be undertaken to help in achieving the following:

The Company has a rapidly growing engineering services business and is a leader in embedded systems and software engineering services with strengths in the aerospace, hi-tech and telecom markets. GL is a leader in product lifecycle management software services combined with capability in mechanical engineering and some unique technologies. GL's market strength lies in automotive and industrial arenas.

The consolidation will widen the markets and expertise and the combined entity will be able to offer its customers a unique blend of services and solutions around product lifecycle management, engineering software, embedded software, mechanical engineering and geometry related technologies.

3. The details of the business of the Company, GL and GSL are set out in paragraph (A)(b)-(c) of Chapter 1 of the Composite Scheme and are reproduced below :



*M. Prasad*

**HCL TECHNOLOGIES LTD.**

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GL is engaged only in the IT enabled engineering services, PLM services and engineering design productivity software tools business ("**Demerged Business**") through the Demerged Business Undertaking (as defined in the Composite Scheme); and also holds 58% of the share capital of GSL. GL does not conduct any business other than the Demerged Business and holding the shares representing 58% of the paid up capital in GSL.

GSL is engaged in the business of providing the following services only to Dassault Systemes and its affiliates: (i) developing software and other products and providing software solutions and software services; (ii) providing professional, consulting and shared services (i.e. processing centre services).

The Company is engaged in the business of providing IT services, IT Infrastructure services, Applications services and Business Process related services.

We would be obliged if you would consider this confirmation and grant your approval to the Composite Scheme at your earliest convenience.

Thanking you.

Yours faithfully,  
For HCL Technologies Limited



Manish Anand  
Company Secretary

