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 Dethi-110019, India.

www.hcltech.com

www.hcl.com

21st 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: <u>Filing of Composite Scheme of Arrangement and Amalgamation under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements)</u>
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. <u>Certified copy of the proposed Composite Scheme:</u>

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

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

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



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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:

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Page $\mathbf{2}$ of $\mathbf{4}$



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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 1st 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. <u>Corporate Governance Report as per Regulation 27 (2) (a) of the Listing Regulations</u>

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

9. <u>Compliance report</u>

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

10. <u>Documents regarding non-applicability of paragraph 1(A)(9)(a) of the SEBI</u> <u>Circular</u>

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 1st 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. <u>Certificate specifying percentage turnover and profitability:</u>

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**.

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Page 3 of 4



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13. <u>Board resolution approving the Composite Scheme</u>:

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 21st 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

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

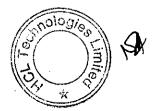


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Chapter 1

(A) Background of Companies and Rationale

- This Composite Scheme of Arrangement and Amalgamation (the "Scheme") a) amongst GL ("Demerged Company/Transferor Company"), ("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 Systèmes 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





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**;





- (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





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





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:





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

^{*}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
Authorised Capital	
1,500,000,000 equity shares of Rs. 2 each	3,000,000,000
Total	3,000,000,000
Issued, Subscribed and Paid-up	
1,414,068,010 equity shares of Rs. 2 each fully paid-	
up	2,828,136,020
Total	2,828,136,020

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





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 immoveable, 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.





- 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





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





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.





- 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





- 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.
- 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



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





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 cooperate 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:





- (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 cooperate 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





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





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





- (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;



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- (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.





- 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





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





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

^{*}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
Authorised Capital	
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
Total	30,000,000
Issued, Subscribed and Paid-up	
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
Total	15,522,000

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





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

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- 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 Transferoe 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





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 Chandiok & 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





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;





- (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 transferor 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.





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 TRANSFEREE 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





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

XXXVI



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





and GSL agree and shall procure that the Scheme shall be modified (and withdrawn and refiled 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.





- (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

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





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.







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

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,

1.2

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.

For this purpose, we have carried out valuation of the Demerged Business Undertaking and CERTIFIED TRUE COMPARISON FOR HCL TECHNOLOGIES LIMITED



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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.).

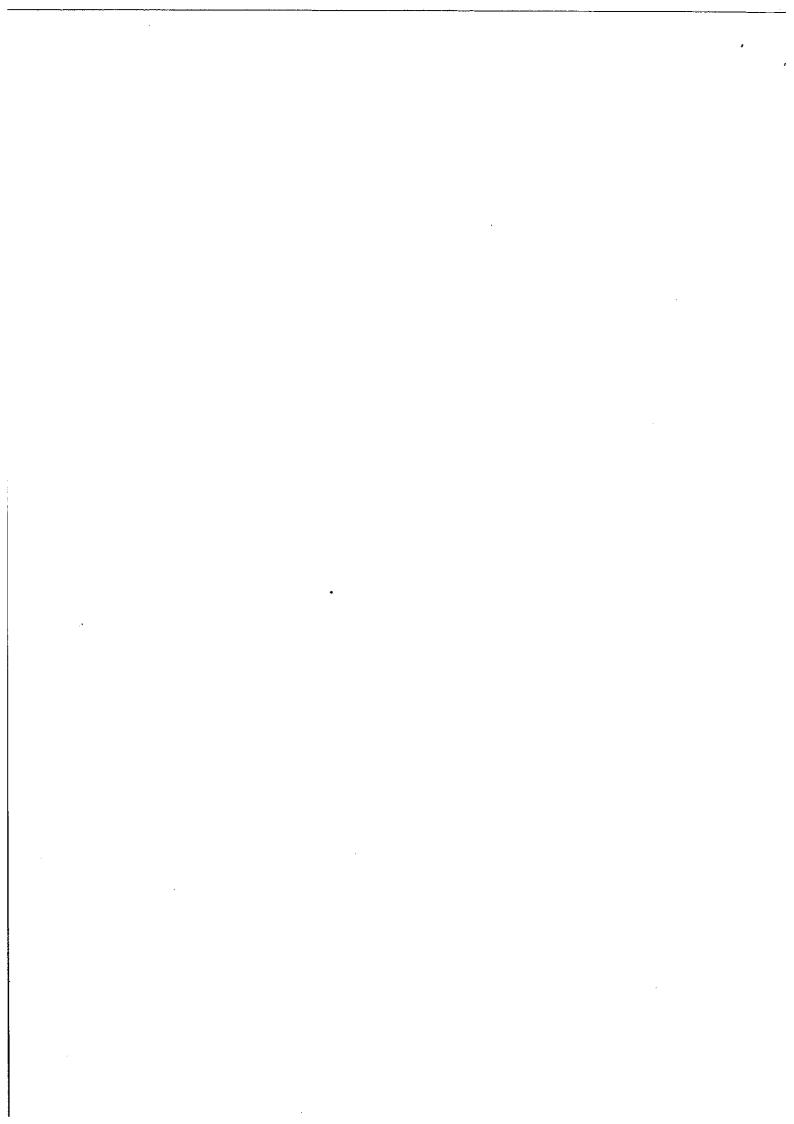
Demerged Business Undertaking means IT enabled engineering services, PLM services

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and engineering design productivity software tools busines of CLIECHNOLOGIES LIMITED.

Page 2 of 7





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.

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Our work does not constitute an audit or certification of the historical financial statements



Company Secretary



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/ 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 prepared will occur as predicted. Actual results achieved during the period cover the by the estimated



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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.
- As stated earlier, shares of HCL are listed on the recognized stock exchanges TRUE COP CERTIFIED OGIES LIMITE there is no separate market price available for Demerged Business Upde HOLL King of GL. Since

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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.

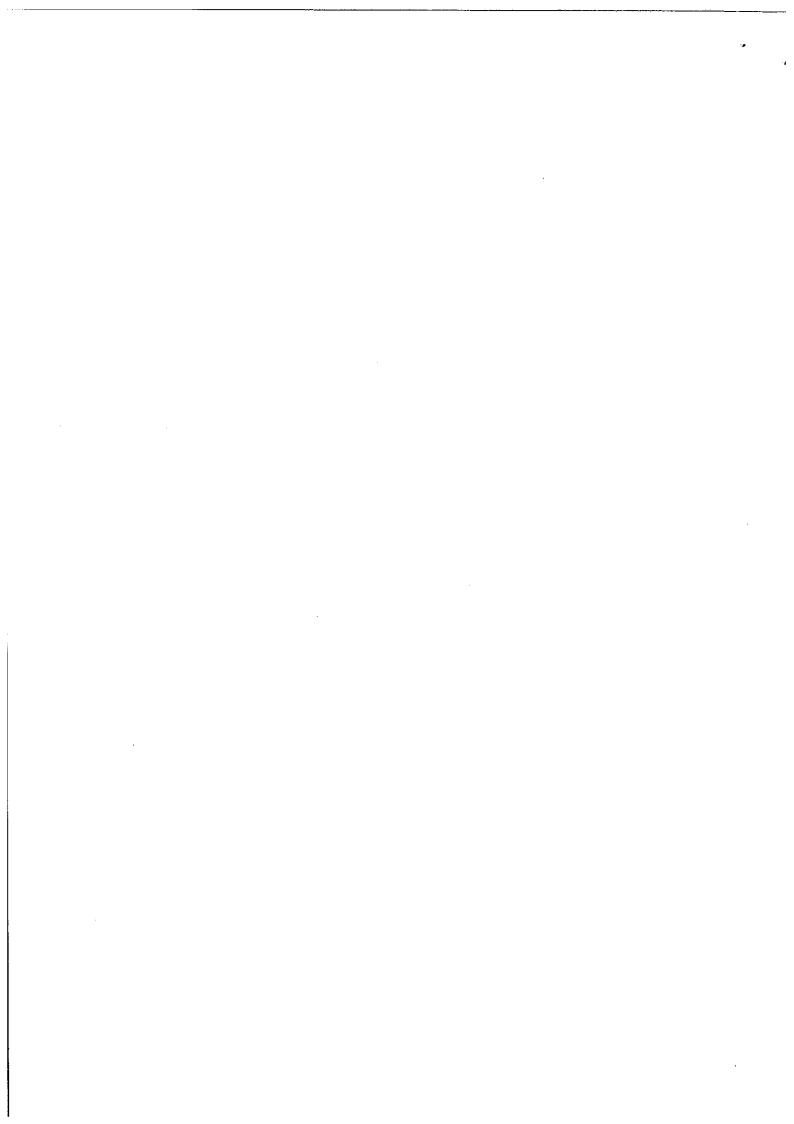
- 5.4.1. Under CCM Method, value of the shares of the company is determined by using multiples derived from valuations of comparable companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant 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 discretions and judgment taking into account all the relevant factors. There For HCL TECHNOLOGIES FAIL TO FOR HCL TECHNOLOGIES FAIL TO FOR HCL TECHNOLOGIES FOR HCL TECHNOLOG

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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.

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Thank you,

Yours faithfully,

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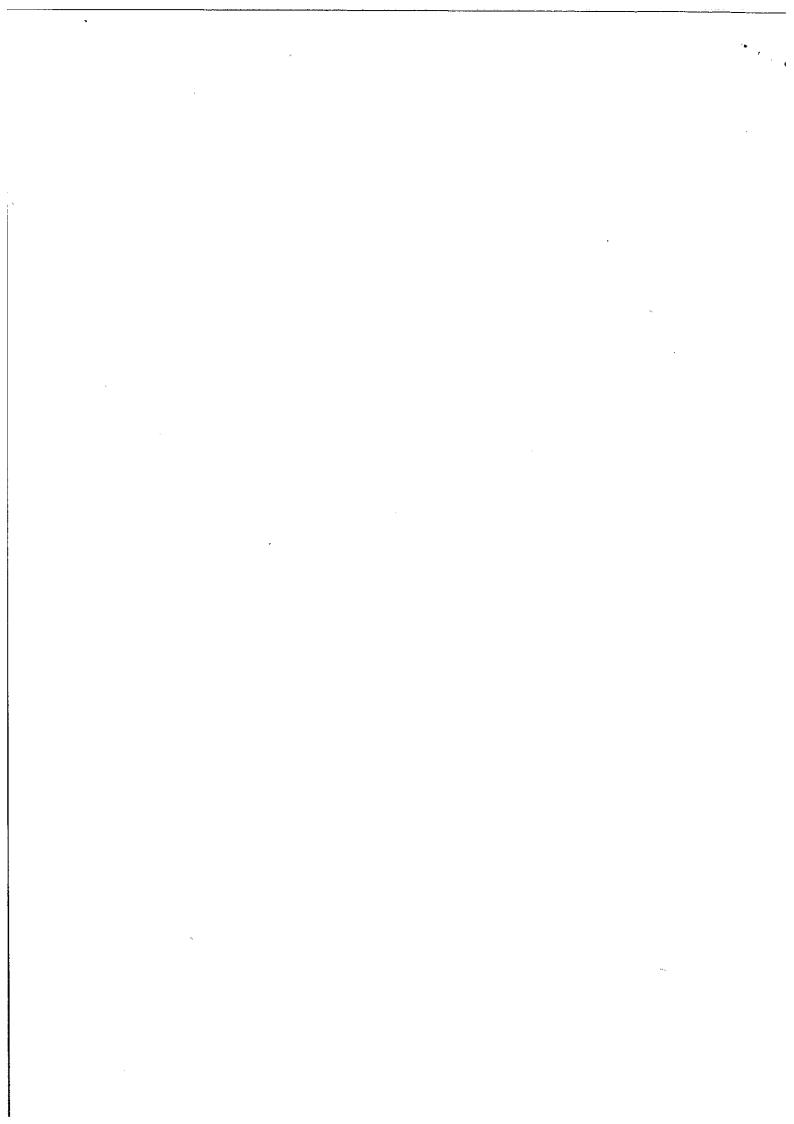
Chartered Accountants

Firm registration number: 128851W

Place: Mumbai

CERTIFIED TRUE COPY FOR HCL TECHNOLOGIES LIMITED

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HCL TECHNOLOGIES LTD.

www.hcl.com

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.

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 Judicature at Bombay and other relevant authorities, in order to give effect to the draft Scheme."

Tech

Date: April 21, 2016

Place: Noida (U.P.)

For HCL Technologies Limited

Manish Anand Company Secretary



Format of holding of specified securities

Name of Listed Entity

HCL Technologies Limited

2. Scrip Code/ Name of Scrip/ Class of Security

BSE: 532281, NSE: HCLTECH/ Equity Shares

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.*
	Whether the Listed Entity has issued any partly paid up shares?	1	~
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		<u>ح</u> ن
3	Whether the Listed Entity has any shares against which depository receipts are issued?		2
4	Whether the Listed Entity has any shares in locked-in?	1	2
បា	Whether any shares held by promoters are pledge or otherwise encumbered?		~

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

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



For HCL TECHNOLOGIES LIMITED
MANISH ANAND
COMPANY Secretary

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

851,569,308		•	•		60.38%	٠	60.38%	851,569,308		851,569,308	60.38%	851,569,308		,	851,569,308	on on	7 10	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	Total S Promo
239,097,816				•	16.95%	•	16.95%	239,097,816	ı	239,097,816	16.95%	239,097,816			239,097,816			Sub-Total (A)(2)	
239,097,816	١.	ŀ		Ĺ	16.95%	 - -	16,95%	239,097,816		239,097,816	16.95%	239,097,816	-	ŀ	239,097,816	1	AVBCH13500	HCL Holdings Private Ltd.	
																		Bodies Corporate	≘
239,097,816		- 1		,	16.95%		16.95%	239,097,816		16.95% 239,097,816	16.95%	239,097,816			239,097,816	_		Any Other (specify)	(e)
	,			,					,	-		[-	Ŀ				Foreign Portfolio Investor	(d)
	ŀ					-	,											Institutions	(6)
	ļ,		,							-				<u> </u>				Government	(b)
						•	•		1			1		,				Individuals (Non-Resident Individuals/ Foreign	(a)
																		Foreign	(2)
				П															
612,471,492	٠	,	ı	,	43.43%	·	43.43%	612,471,492	ı	612,471,492	43,43%	612,471,492		ı	612,471,492	υπ		Sub-Total (A)(1)	
600,097.024				,	42.55%		42.55%	600,097,024		600,097.024	42.55%	600,097,024	,		600,097,024	_	AACCV8937E	Vama Sundari Investments (Delhi) Pvt. Ltd.	
12,373,680			,	Ĭ.	0.88%		0.88%	12,373,680	ľ	12,373,680	0.88%	12,373,680	 -		12,373,680	1	AADCG2825M	HCL Corporation Pvt. Ltd.	
				Γ														Body Corporales	(1)
612,470,704				•	43.43%	-	43.43%	612,470,704		612,470,704	43.43%	612,470,704	-		612,470,704	2		Any Other (specify)	ē
	,				0.00%	,	0.00%	_	-	•	0.00%		•	-				Financial Institutions/ Banks	<u> </u>
					0.00%	,	0.00%	1	-	•	0.00%		,	•	•	•		Central Government/ State Government(s)	Ē
348				,	0.00%	,	0.00%	348			0.00%	348			348	1	ABHPN2760L	Ms. Roshni Nadar Malhotra	
72	,				0.00%		0.00%	72			0.00%	72		,	72	-	ACPPN5724N	Ms, Kiran Nadar	
368	<u> </u>	Ŀ		,	0.00%		0.00%	368	[368	0.00%	368	-	-	368	_	ACIPN3308A	Mr. Shiv Nadar	
788				,	0.00%		0.00%	788	,		0.00%	788			788	ယ		Individuals/Hindu undivided	(a)
																		Indian	3
	total shares held (b)	. 8	Shares held (b)	(a)	percentage of cliuted share capital) (XI) = (VII)+(X) as a % of A+B+C2	(including Warrants) (X)	of Total Voling rights	Total	Class e.g. Y	Class eg. X	(VIII)								
(XIV)	As a % of	No.	Asa% of		securities (as a	securities	Total as a %	hts	No of Voting Bights	200	As n % of (A+B+C2)		Receipts (VII)	S d					
equity shares held in dematerialized	pledged or otherwise encumbered(XIII)	encum)	in shares (XII)	<u></u>	0.70	Shares Underlying Outslanding		(X)	_			shares held (VII = IV+V+VI)	shares underlying Depository		paid up equity shares held (IV)	shareholder (III)	3	Shareholders (I)	
Number of	r of Shares	Numbe	er of Locked	Numb	Shareholding , Number of Locked Number of Shares	No. of	of securities	Number of Voting Rights held in each class of securities	ting Rights he		Shareholding	Total nos.	Nos, of	Partly	No. of fully	No. of	PAN	Category & Name of the	

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

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

	ŀ	~ T	-	- 1	··
		(2)	<u>e</u>	3	
Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	(a) Name of DR Holder (if available)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	(a) Name of DR Holder (if available)	Custodian/DR Holder	Category & Name of the Shareholders (I)
			,		PAN (II)
					No. of shareholder (III)
•			,		No. of fully paid up equity shares held (IV)
					No. of fully Parity paid- paid up equily shares held (V) (IV)
					Nos. of shares underlying Depository Raceipts (VI)
,			,		Total nos. shares held (VII = IV+V+VI).
,					Total ros. Shareholdin Number of Voting Right hares held g % class of secur (VI) = cloculated (IX) (VI) = cloculated (IX) as per SCRR, 1957 As a % of (A-8+C2) (VIII) (VIII) No of Voting Rights (VIII) Class X ClassY To
					No of Vo
,	- -				nber of Voting Rights had class of securities (IX) No of Voting Rights ISS X ClassY Total
	,		,		its held in each rities Total as a % of Total form total form of the first rights
					No. of Sunderlying Underlying Outstanding Convertible securities (including Warrants)
4	,		,		Shareholding , as a % assuming full conversion of conversion of conversion of diluted share capital) (XI) = (VII)+(X) as a % of A+B+C2
					Number of Locked in shares (XII) No. As a % of total Shares held (b)
	NA.		NA	NA	Number of Shares pledged or otherwise encumbered(XIII) No. As a % of (a) total shares held (b)
					Number of equity shares held in dematerializ ed form (XIV)

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

Format of holding of specified securities

(Post Scheme of Arrangement)

. Name of Listed Entity

HCL Technologies Limited

2. Scrip Code/ Name of Scrip/ Class of Security

BSE: 532281, NSE: HCLTECH/ Equity Shares

Share Holding Pattern Filed under

Regulation 31(1)(b) for the quarter ended March 31, 2016

Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

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

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. Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, * If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible

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

FOR HCL TECHNOLOGIES LIMITED

MANISH ANAND

MANISH Secretary

Company Secretary

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Table 1 - Summary Statement holding of specified securities

	ļ.	Ŀ			100.00%	1,426,021,860 100.00%	ı	100.00% 1,426,021,860	100.00%	1,426,021,860			176,139 1,426,021,860	176,139	Total	
Z.	-			-	0.00%	ı		1	,		,			-	(C2) Shares held by Employee Trusts	(C2)
F	-	1.			0.00%				NA	•	,				(C1) Shares underlying DRs	(C1)
NA	,	1		-	0.00%	,	,							1	Non Promoter- Non Public	(C)
NA	-			,	40.28%	574,452,552 40.28%		574,452,552	40.28%	574,452,552	1		574,452,552	176,133	Public	(B)
ļ.	-	,	-		59.72%	851,569,308		851,569,308	59.72%	851,569,308	-	-	851,569,308	ð	Promoter & Promoter Group	(A)
1	<u> </u> -		(A+B+C2)			Total	Class eg: Y	Class eg: X								
	(b)		(XI)= (VII)+(X) As a % of	•										·		
	Shares		capital)		23				(A+B+C2)							
No. As a % of (a) total	As a % of total	(a) No	percentage of diluted share	Total as a (Including Warrants) (X)	Total as a % of	hts	No of Voting Rights	2.	(VIII)		3.					
encumbered (XIII)			convertible securities (as a	convertible securities					(calculated as per SCRR, 1957)		Depository	held (V)		1		
otherwise	s (XII)	shares (XII)	conversion of	Outstanding	_				of shares	(IV)+(V)+(VI)	underlying	equity shares underlying	silareilotuets up equity silares	Stidtelioinets		3
pledged or	ed in	Locked in	Underlying a % assuming full	Underlying			•		a % of total no.	held (VIII =	charee	nald-un	No. of fully paid No. of Fairty	NOS. O	Category of shareholder (II)	Category
Number of Shares Number of equity	_	Number of	Total nos shares Shareholding as Number of Voting Rights held in each class of securities (IX) No. of Shares Shareholding , as	No. of Shares	urities (IX)) each class of sec	Rights held in	Number of Votino	Shareholding as	Total nos shares	No of	No of Darth	No of full unaid	1	2	

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 Geomatric Limited have been accounted under the Public Category 'Individual'



FOR HOL TECHNOLOGIES LIMITED

Note:

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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.

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

FOR HOL TECHNOLOGIES LIMITED A CONT

Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2) <u>e</u> 6 9 ê 9 <u>@</u> <u>c</u> € **⊕ №** ≘ Individuals/Hindu undivided Family Mr. Shiv Nadar Indian HCL Holdings Private Ltd. Sub-Total (A)(2) Aпу Other (specify) Sub-Total (A)(1) Foreign Portfolio Investor Institutions Foreign Individuals (Non-Resident Body Corporates
HCL Corporation Pvt. Ltd.
Vama Sundari Investments Financial Institutions/ Banks
Any Other (specify) Central Government/ State Ms. Roshni Nadar Malhotra Ms. Kiran Nadar Individuals/ Foreign Government(s) 3 ACIPN3308A ACPPN5724N ABRPN2760L AABCH7320Q AADCG2825M AACCV8937E ∄ No. of fully paid up equity shares held 239,097,816 612,470,704 612,471,492 851,569,308 239,097,816 239,097,816 600,097,024 12,373,680 3 **%** 72 368 paid-up equity shares held (V) underlying Depository Receipts (VI) Total nos. Shareholding shares held % calculated g (VII = IV+V+VI) as per SCRR, 1957 y As a % of (A-Be-C2) (VIII) 612,470,704 239,097,816 239,097,816 239,097,816 612,471,492 851,569,308 600,097,024 12,373,680 348 348 348 16,77% 16.77% 42.08% 0.00% 0.00% 42.95% 59.72% 16.77% 42.95% 0.00% 0.00% 0.00% 0.87% 239,097,816 612,470,704 239,097,816 612,471,492 851,569,308 239,097,816 600,097,024 Class eg. X 12,373,680 368 348 No of Voting Rights Class e.g. Y 851,569,308 239,097,816 612,471,492 600,097,024 612,470,704 239,097,816 239,097,816 12,373,680 Total 348 2 3 3 3 4 8 Total as a % of Total Voting rights 16.77% 0.00% 0.00% 42.95% 16.77% 16.77% 42.95% 42.08% 59.72% 0.87% 0.00% securities (Including Warrants) Shares
Underlying
Outstanding
convertible securities (as a percentage of diluted share capital)
(XI) = (VII)+X)
as a % of A+B+C2 assuming full conversion of convertible 59.72% 16.77% 42,95% 42.08% 42.95% 16.77% 16.77% 0.00% 0.00% 0.00% 0.87% 0.00% e e As a % of total Shares held (b) Ê encumbered(XIII) ΞŠ pledged or atherwise As a % of total shares heid (b) equity shares held in dematerialized 612,470,704 239,097,816 612,471,492 851,569,308 239,097,816 239,097,816 600,097,024 12,373,680 788 368 72

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

Category & Name of the Shareholders

ΞŽ

No. of shareholder

Nos. of shares

Number of Voting Rights held in each class of securities (IX)

No. of

Shareholding , Number of Locked as a % In shares

Number of Shares

Number of



	<u>3</u>	اء		€				(e)	<u>e</u>		©	((a)		(3)			(2)			=	≘	(9)	9	—— (e)	9	<u>e</u> (₹ (6	, [=			
Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	ii) Hindu Undivided Families			v) Non-Resident Indians	(ii) Foreign Nationals	(ii) Trusts	Bodies Corporate		(holding DRs) (balancing figure)	Overseas Denositories	Employee Trusts	NBFCs registered with RBI	n. morylocal share roughs holding nominal share capital in excess of Rs. 2 lakhs.	noiding nominal share capital	i, Individual shareholders	Non-Institutions	Sub-Total (B)(2)		Central Government/ State Government(s)/ President of India	Sub-Total (B)(1)	(i) Foreign Banks	Any Other (specify)	Provident Funds/ Pension Funds	Insurance Companies	Financial Institutions/ Banks	Foreign Portfolio Investors	Investors	Atternate Investment Funds	Venture Canital Funds	Michigal Francis	Institutions			Category & Name of the Shareholders (I)
	_	_		_	-	ļ_	-	ļ													 -						ļ		-	-	_			(S) A
176,133	2,856	836	9	4,575	72	4	1,959					18	20	104,438	187 720					1,346	ຜ		,	36	34	932	,	_		340				No. of shareholder (III)
574,452,552	830,352	3,055,724	18,124	7,406,527	14 /6/	2,356,518	49,788,386	200				176,651	7,346,808	41,300,440	41 086 448					461,412,247	1,200			16,688,814	1,927,094	361,163,297		6,000		61 425 842				No. of tully paid up equity shares held (W)
-						\\	Ţ.					ļ.	,	-	1		,			٠				ŀ		,				-				Partly paid-up equity shares held (V)
		-				ļ	<u> </u>								1								,							-				Nos. of shares underlying Depository Receipts (VI)
574,452,552	830,352	3,055,724	18,124	7,406,527	/4,/0/	2,300,010	49,750,500	200 000			-	176,651	7.346,808	11,000,110	41 986 448	,	-			461,412,247	1,200			16,888,814	1,927,094	381,163,297		6,000		61,425,842				Total nos. shares held (VII = [V+V+VI)
40.28%	0.06%					0.17%		3 100	0.00%		0.00%	0.01%	0.52%		2 94%		0.00%	0.00%		32.36%	0.00%		0.00%	1.18%			0.00%	0.00%	0.00%	4.31%			. (VIII)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)
574,452,552	830,352	3,055,724	18,124	/ 406,52/	14,107	2,30,310	2 256 546	40 700 700				176,651	7,346,808		41.986.448					461,412,247	1,200		1	16,888,814	1,927,094	381,163,297		6,000		61,425,842		Class X	No	Number of Vo
•	•		,										,					•		r					-		1		-			ClassY	No of Vating Rights	Number of Voling Rights held in each class (IX)
574,452,552	830,352	3,055,724	18,124	1,20,004,1	7 100	74 767	3 356 548	10 788 396				1/6,651	7,346,808		41,986,448		-	,	}	461,412,247	1,200	1		15,000,014	1,927,094	381,163,297		6,000		61,425,842		Yotal		in each class of
40.28%	0.06%			0.52%			0.17%		0.00%		0.00%	0.01%			2,94%		0,00%	0.00%		32.36%	0.00%	2000	0.00%		0.14%		0.00%			4.31%		ú	Total as a % of Total Voting	of securities
				-								,											ļ			,								No. of Shares Underlying Outstanding convertible securities
40.28%	0.06%	0.21%	0.00%	0.22.70	0.50	0.01%	0.17%	%P7 E	0.00%		0.00%	2000	0.52%		2.94%		0.00%	0.00%		32.36%	0.00%	2000	0.00%	1. 1070	0.14%	26.73%	0.00%	0.00%	0.00%	4.31%		As a % of A+B+C2	of diluted share capital)	
				-	1	,			,			,			'		ľ	ŀ			ŀ					1	ŀ	ŀ					(a)	Number in s
	 -	,				•	,	.			<u> </u>						,			<u> </u>			<u> </u>			,	,	<u> </u>				(b)	As a % of total	ber of Locked in shares (XII)
	NA	NA	NA.	E 2	A IA	NA	NA	NA	NA		NA.	NA.	NA.		NA		NA	77	5	NA.	3	N/A	NA	3	N A A	NA.	NA	NA	NA	NA	NA	held (b)	No. As a % of (a) total shares	Shareholding Number of Locked Number of Shares Shareholding In Shares deleged or assuming full (XII) encumbered convertible convertible encumbered convertible (XII) (XIII)
558,154,169	511,076	2,879,933	2070 020	17344	7 1R5 028	74.767	2 355 820	44 410 958				170,00	3,131,430		37,266,677					460,146,685		1 200			16.872.761	379,933,860		5,000	+	61,423,541			- <u>Q</u>	es Number or equity shares held in dematerialized form (XIV)

1). 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(9)(1) above. For HCL TECHNOLOGIES LINITED TUNING

Note:

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

MANISH ANAND Company Secretary

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

		<u> </u>	
(a)	(a)	(3)	
(a) Name of DR Holder (if available) Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	(a) Name of DK Holder (it available) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	Custodian/DR Holder	Category & Name of the Shareholders (!)
1 1			PAN (II)
			No. of shareholder (III)
			No. of fully paid up equity shares held (IV)
	,		Party paid- up equipy shares held (V)
			Nos. of shares underlying Depository Receipts (VI)
			Total nos. shares held (VII = IV+V+VI)
			Shareholdin Number of Yoting Rights field in each g % class of securities (IX) as per SCRR, 1957 As a % of . (A+B+C2) (VIII) No of Yoting Rights (Y) of Total as a g w of . (A+B+C2) (VIII) Class X ClassY Total Voting rights (Y) of Total (
1	,		Number of Number of V
, ,			class of securities (IX) lo of Voting Rights SS X ClassY Total
, ,			gurities jhts Total as a % of Total folial Voting rights
, ,			Shares Underlying Outstanding convertible securities (including Warrants) is a (X) if g g s
ι ,	1		g assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of A+B+C2
	,		
			No. As a % of total Shares held (b)
		,	plediged on encumb
3		NA	pledged or otherwise encumbered(XIII) No. As a % of total shares held (b)
		,	equity shares held in dematerializ ed form (XIV)

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 perfaining 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 14/72/6



Ph-unh	Regulations, 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 21	and Disclosure Req	uirements) Regulations, 2015
Snareno	Olding ratter in alliage inegulation of or or and farming and		
3	Name of listed Entity:		3D PLM Software Solutions Limited
J F	Scrip Code/Name of Scrip/Class of Security:		EQUITY
	charo Colding Dattern Filed Inder:		Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
٠	Chaire a contract of the contr		March 31 2016
ņ	a. If under 31(1)(b) then indicate the report for Quarter enums.		1×101 511 542 45 45
ь.	b. If under 31(1)(c) then indicate date of allotment/extinguishment	rent .	ALLEGATION AND THE PROPERTY AND THE PROP
4	Declaration: :-		
			Approximation (1) (1) (1) (1) (1) (1) (1) (1) (1) (1)
Sr.No.	Particulars	Yes	No
1	Whether the Listed Entity has issued any partly paid up	1	No
2	Whether the Listed Entity has issued any Convertible	ı	No
33	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	1	No



Annexure L-GSL Shareholding Pattern (pre)



	-			-			100	1,552,200	97,246 72,965		1.351.989	100.00	3 557 700			4 550 300			-	
				1			ļ	Ī							-			Enaployee Trusts		
											,	,	,		,		•	Shares held by		
		,		•															<u>3</u>	
				1			-											underlying DRs		
		,	,	,				•	-		ş				,			Shares	Œ	
				_					T									Non Public		
				-			•	1		,							,	Non Promoter-	6	
				-			-				Ĺ							Public	(8)	
																		Promoter Group		
c				,			100	1,552,260	72,965	87,246	1,391,989	100,00	1,552,200			1557700		Prompter &		
,												-		1					Ī	
7.3		- 5	1 25	<u> </u>	% of (A+8+C2)	Ξ			€			(will) as a % of	(vii)≈(iv)+(v)+(Ē	Ξ	Œ.	(iii)	3	9	
ž.	~ iiii	~ (v)	1																	
					capital	drama mater														
					diluted share	Sustained Company						1957)			held					
					orcantage of		* C.				Regular	per scan,		Receipts	shares					
					securities (as a	securities		4		Const	Edent.	•		Depusitory	Ayroba	held	_			
torn:	Shares held		Shares held		convertible	Convertible	of Total	Yodat	-			,		O. Linder	o prod	de ned chuck funba				
demates Heaven	As a % of total demandrant	8	No As a % of total	Š	conversion of	Total as a % Outstanding	Total as a %		g Rìghts	No of Voting Rights		no of shares	,	ndodvina	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		distance of the same	Similario		
Acres to and a Const					No. Strangers by	Sud Danie						as a% of total	Shares held	thares.		~-	Charataldaye			
shares held in	or otherwise engambered shares held in	or otherwise	spaces pages of spaces of	Numb		Nos, of shares	rities	ach class of secu	its held in ea	Number of Voting Rights held in each class of securities	Numb	Shareholding	Total Nos.	Nos. of	Nos. of	Nos. of fully	Nos. of	Category of	Category	
Strom har of Specie	- Aladana		1				***************************************										•			

1906 1-201111983 Statement nothing as showing a second

(NGSt Shareholding Pattern (pre)

Category & Name of the Shareholders			:		todian	Individuals/Hindu undivided Family	Geometric. Ltd. Jointly	with Shashank Patkar	Geometric Ltd. Jointly with Sudarshan	Georgestric Ltd. Jointly	with Pallavi Pathak	Geometric, Ltd. Jointly	Geometric Ltd. Jointly	Geometric Ltd. Jointly	Central Government	State Government(s)	Ebaks	Any Other(specify)	Bodies Corporate	Sub-Yotal (All 1)	Foreign	Individuals (Non-	Foreign Individuals)	Government	Foreign Portfolio	Investor	Any Other (specify)	shareholders	Dassault Systemes	Dassault Systemes	Sub-Total (A)(2)	on Supplements in a	Grintle WILLYAME
PAR		_	3																														-
shareholder	_		3			6			p.t	£4		1 2	1	1	,		•			7		•		,		1		, As	1		2		
pele sauzys Aynba dn oese Australogou			(iv)			6			1	Lug		13		1	,			-	900 194	905,000					-			652,000	385,800		852,000	1552.500	
paid-up	shares held	·····	Ē				,			,					,	1	<u> </u>	T				,		. .	,			,	Ī				
shares	ä		\$,		T	ı			,		•	,		١,	1	1	,			l		-	+			-				
held		-	(497)			5	—		ı.	5-4		1	1	₩			,	POT ING	900,194	900,200	*	,		٠,	-	_		200,259	385,800	266,200	652,000	1,552,200	
% calculated as per SCRR, 1957	AS 3 % DI (A+3+C2)		% (V+8+CZ) AN		200	00.0	0.00		0,00	0.00		0.00	0.00	0.00	,		,	57.9947	T	57.99	,	,	'		,		1		24.85	17.15	42.00	200	
-	Equity · Regular			-	6	ø	در		h-i	P A		1		μ.	o		0	900194	900194	900200			,	,		•		491789	385,800	105,989	491,789	558750	
	Class A Class B																	0		0								87245		87,246	87,246	57268	
	Class B		ž															,	,	0			٠,	,			72.955			72,965	72,965	17,965.00	
	Total				ಭ	,	- 143		, ,,	شد			1	12	0		0	900194	900194	900200			-	,				652000	dna*coc	266,200	652,000	190200.0	
					0.0004		0.0001		1,000.0	2000	0,0000	0.0001	0.0001	0.0001	0.000		0.0000	١	57.99	1		,			•	-		42.00	24,00	17.15	42.00	1000	
Shares Underlyin	<u> </u>	e curities cluding	8		,										,			ŕ	,							·					,		'
Shares as a % Underlyin assuming full	convertible securities as a percentage		(xi)= [vii)+(x] As a % of																			-		٠		·							
No. As a %			(iix)			_					·	-	-	_			-	. 	ļ. —	,			·		,	,		1		_	·		
	of total Shares held	£		$\ $	•	-	-		-		_ _	-	-	-	•	,	1	ŀ	ļ.	+	1			ļ. '		H	•	+	-	-	ŀ		
or otherwise	of total Shares held	(4)	(jest)		•	+	-					+	<u> </u>	-				¹			1	,		<u>'</u> .			•	-	-		 - -		
held in the demarkantation	u u u		(va)												-	•		-					-				•						

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.

-		
	-	AN
	No. of Shares held	No. of shareholders





(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,

The state of the s	1	3		<u>a</u>	<u> </u>	ē						w			2	.i	9	Ê	(S)		<u>=</u>	Ę	3 6		-1	-								
Sur Nava (NIS) Testi Nava (NIS) (8) (8) (8) (9) (1) (1) (1) (1) (1) (1) (1	Sub Total (B)(3)		DRs)(Balancing figure)	(d) Overseas Depositories (holding	Employee Trusts	(b) NBFC: registered with RBI	Rs .2 Lakhs	ii. Individual shareholders holding nominal share capital in excess of	share capital up to Rs .2 Lakhs	i. Indivíduals-indivídual sharebolders holding nominal	Individual	Non-institutions	Sub-Tatal (8)[Z]	Government(s)/ President of India	Central Government/ State	Sub-Total (6)(1)	Any Other (specify)	(h) Provident Funds/ Pension Funds	Insurance Companies	Financial Institutions/ Banks	Foreign Portfolio Investors	Foreign Venture Capital Investors	Alternate investment Funds	Venture Capital Funds	Mutual Funds/	Instituitions	3						1000	Cotegory & Name of the
															-			-									;	3						PAN
	2	Z			2	N.		<u>z</u>	1	<u>.</u>	×	2	3		<u>z</u>	IN	7	2 2	2		<u>N</u>	in		3	2			3					der	sharehol
4	N.			2	3	N.		N		N.	NIS.	2	CEN.		N.		Ni	NI PER	<u>e</u> 3	174	3		NII.	N.	NI			(iv)					hetd	sharehol up equity shares
e Ino. and %	3	T		N.		EN		<u> </u>			1	190		T	Z		1	2	Ī	Ī				2 2				3			held	straces		paid-up
X			1	<u>-</u>		21		3		<u> </u>	1	1	NI P		Z		N.	1	Ì	ASS.			<u>z</u>	2 3				3	3	(wi)	Depositor	# 9	underlyin	shares
4	1886		N.		3341		N N	Z.		Z.		25		N.	2							Net	<u> </u>	2	HI.	Nil		v14+v1=(b						shares held
£	İ	411	1		1		<u>s</u>	S.		<u> </u>		N.		<u> </u>	2		<u>z.</u>	<u>2</u> .	<u>≅</u>		2	2	Z.	N.		2	(VIII)	% [A+B+C2]	[A+B+C2]	% L	1957 As a	econ as per	calculated	ing%
£	Ì	2	1	- NS	1	†	2	2	1	<u>z</u>	1	7	2	1	Z		N			1	3	†		1	-	Z						Class	NO 01	Ŧ
4		2	2	2		Z	Z	2		<u> </u>		Z.	ž	Ž	Z		Z.	N.	21	<u>Z</u>	2	2	N.	3	3.	<u> </u>		(ix)				Class V Class C	A STORY SUNON SOLUTION	each class of securities
3		2	≊	2		<u>z</u> .	<u> </u>			<u> </u>	-	<u>z</u>	2	<u>2</u>	<u> </u>		N.	Z.	<u> </u>	Z.	ᇎ	2	2	Zi	<u>a</u>	N.					.a.	-		_15
8		2	2	2		홅	<u>s</u>	蓋		<u>S</u>		Z	N.	N.	2		Z	2	Z.	N.	N.	<u>Z</u>	Z	<u>z</u>	Z.	Z	-						of Total 10	<u> </u>
£		N.	N	NIS.		N.	Z.	<u>z</u>		<u>s</u>		N.	2	N.	alve alve	į	Z.	N	N.	<u>s</u>	NI NI	Z.	M	Nii	Nil	롶		2	Warrants)	(Including	securities	Convertible		Shares
40		2	2.	3	NI	N	N.	N.				NI.	Ni	Ni		<u>z</u>	1504	Z	N.	N.	N.	Ni.	NI	Ni	Ni	ES.		(ix)	cardtal)	percentage of	securities (as a	convertible	conversion of	shareholding, as a % as a ming full
2		<u> </u>	Γ		2	S.	Ni Ni	2		2		N.	Z	E		Z.	Į.	2	1	2	Z	NS	N	<u> </u>	S.	NI		(xii)	(2)	Ξ				No. Asa
1		N.	Ni Ni	1	<u> </u>	Ni	N.	2	ţ	2	-	ES.	NI	Z		3	1981	200	1 3	2	2	2	2	2	Z	Z.		#	9	È	held	Shares	total	Asa% of
	E.	2	2		2	Z	3	2	<u> </u>	3		III	100	2 2				NI C	NA STATE	NJE STATE	NSI.	<u>s</u>	N.	18	N.	3		(ilix)	į	<u>=</u>				No Asa%o
	ā	ľ	22	1	 <u>2</u>		Z		<u>.</u>	3			T	2 20		Z.		2	2	3 3	2 2	3	N.	3	1	3		-]	(h)	held (Not	shares	letor	Asa% of
	Ē				24	288			2		<u>. </u>		z	N.	2	2		Ni	2	N.	2 2	187	2		N. C.	N. N.		(viv)					form	dematerialized

Table III - Statement showing shareholding pattern of the Public shoreholder

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

	1,		
The second secon	% BribloH	No. of shareholders	 Name of shareholder

Annexure L-GSL Shareholding Pattern (pre)

No. of shareholders No. of Shares

along with details such as number of shareholders, outstanding shares Table III B - Details of Shares which remain unclaimed may be given hear

held in demat/unclaimed suspense account, voting.

Annexure L-GSL Shareholding Pattern (pre)

			, .	201	2	Total no.	Shareholding		St of Your	og Kights	Number of Voting Rights held in each	50 'ON	10101	Malitace of course			į
Category &	PAN	NO. OF	NO. OI	1,514	the second	thares	% calculated		cfass	class of securities	Œ	Shares	shareholding,	in shares	es	pledged or	d or
Shareholders		er up equity	up equity	equity	underlyin	heid	as per SCRR, 1957 As a %	-	;			等品	as a % assuming full		·	otherwise encumbered	uise ered
			held	held	Depositor y Receipts	•	Q,	T	No of Voting Rights	ights	Total as a % of Total		conversion of convertible	No. (a)	As a % of total	No (a)	As a % of total
					, , , , , , , , , , , , , , , , , , , ,			Class X	Class X Class Y Total	i otal	Voting rights	securities (Including	securities (as a percentage of		Shares held		shares held
										-	-	Warrants	diluted share capital)				
6	3	(ii)	3	દ	(v)	(vii)=iv+v+	% (A+8+C2)			ž		(x)	(<u>x</u>)	(iix)		(iiix)	~
:						¥.	viji										
(1) Custodian/DR Holder		•		•	,			,	,			,		,	-		
(2) Employee																	
												,	•				
(under SEBI			•				•										
(Share based		•	ı	,			,	1,	,	•		,		ı	,	'	,
Employee																	
Regulations.																	
2014)																Ì	
Total Non-																	
Promoter-Non					<u>`</u>		•										
Public			,	,	,	,			,	,	,	,	,	,		٠,	,
Shareholding					-											,	
(C)=														,			
(C)(1)+(C)(2)								-									
Note			e Canala Eur														
PAN would not be displayed on website of Stock Exchange(s).																	
fire 11 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1	and a second	of specialist	of other case	hange(s).	1	10/ 26 ****	number of char									i	

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

Sharet	Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations	and Disclosure Req	uirements) Regulations, 2015
jà	Name of Listed Entity:		3D PLM Software Solutions Limited
2	Scrip Code/Name of Scrip/Class of Security:		EQUITY
ω	Share Holding Pattern Filed under:		Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
۵	a. If under 31(1)(b) then indicate the report for Quarter ending:		March 31, 2016
ۍ ت	b. If under 31(1)(c) then indicate date of allotment/extinguishment		7,
4	Declaration: :-		
?			
Sr.No.			
1	Whether the Listed Entity has issued any partly paid up	Yes	No
2	Whether the Listed Entity has issued any Convertible	/es	No No
ß		les ,	No No
4	Whether the Listed Entity has any shares against which	es ,	No No
	Whether the Listed Entity has any shares against which Whether the Listed Entity has any shares in locked-in?	es , , , , , , , , , , , , , , , , , , ,	No No



								_	_	_	_	_			_	
	Category				a		€		(8)	ŝ		ũ		<u>2</u>		
	Category of	\$1100 C.100			(8)		Promoter &	Fromoter Group	Public	Non Promoter-	Non Public	Shares	Baderlying DRs	:	Shares held by	
	Nos. of				Œ		1,1					,			,	
	Allet to 'sou	Actuity charges	held		(iv)		652,000								,	
	Nos of	oaid co			3				,	ċ					,	
	shares	underlying	Depository	Receipts	{v.}				,							
- 1	Shares held				10 % # se (IIM) +(V)+(Vi)=(iiV)	CID.	652,000					,			•	
et and ald he	as a% of total	no of shares		per SCRH, 1957)	o % as se (IIIV)	(MADACA)	. 100.00					•				
Numb			Equity - Regular	Regular			491,789		-	,		•				
or of Voting Rig		No of Voting Rights	A SSELJ			,	87,246	<u> </u>		,						
rts held in c		e Rights	Class 6		(K		72,965		-	,		,	1			
Number of Votine Rights held in each class of securities			Total				652,000				1	,				
		•	of 70tal Voting rights	ç			00.00			,						
Nos. of shares	underlying	Outstanding	Convertible securities	(including	×											
Shargholding as a Number of Locked in Number of shares pledged Number of Equity	% assuming full	CONVERSION OF	convertible securities (as a	prcentage of dijuted share capital)	(xi)=[vii]+(x) as a											
Nun		740					:			٠		·		•		
ber of Locked in	shares	September 10 str Cost	Shares held		(iix)		,			,		,				
Number of sh	or otherwise	ě			¥									,		
ares pledged	encumbered	Sharps held	Shares new		(xiii)			-				,				
Number of Equity	or otherwise encumbered shares neith in	form	9		(viv)		e	ľ						•		

lote:

652,000

100.00 491,709 67,246 72,965 552,000 100

(a) the equity shares of 30PLM Software Solutions Limited will remain unlisted after effectiveness of the exheme,
(b) the redermable preference shares issued by 30PLM Software Solutions limited to the equity shareholders of Geometric Limited will be listed.
(d) the redermable preference shares will be alletted in the ratio of I coherenable preference share for every I equity share of Geometric Limited, and
(d) assuming there is no change to the shareholding pattern of Geometric Limited between the clabs of fling the application and the effectiveness of the shareholding
pattern of redermable preference shares between the clabs of fling the application and the effectiveness of the shareholding
pattern of redermable preference shares shared 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 American K.



	Ţ	Γ		7	- [2	ΞŢ	Ē	0	Ē		ã		<u>.</u>	Т	æ		Ê	1	ž	٦,			<u> </u>					_
Total Shareholding of Promoter and Promotes Group (A)= (A)(1)+(A)(2)	Sub-Total (A)(1)	Americas, Corp	Dassault Systemes	shareholders	Foreign promoter	lel Any Other knecifyl	(d) Foreign Portfolio	Institutions	(b) Government	Foreign (ndividuals)	Resident individuals/	A Poreign	d) Any Other(specify)	Banks		State Government(s)	(b) Central Government/	undivided family		- dini		\$						Shareholders
																						3						FAN
	2	,	1	, a												,	-					Ē					!	shareholder
652,000	652,000	265,200	385,600	652,000		-									,	,			ľ			3					held	shareholder up equity shares
	ļ	,	-			+		,			,	Ī	 			,			+	1		3			nesa	shares		Atured party
100			,		†	Ť	,		,	-		-				•	-	•	-	-		<u> </u>				ņ		Nos. of
852,000	652,000	266,200	385,800	652,000			,	,	ı					-	•	,		•				(vi)		•				Total nos. shares
100	100	4	59						,		•				•							111 (23·8+12) %			[A+5+C2]	As a % of	per SCRR, 1957	s Shareholding
491.789	491789	105,989	395800	491789			,			,				٥						ľ		=		- Acgorda	Equity -		7	
87,246	87246	B7246		87246										~											Class A	No of V	:	imber of Voting
72,965	72965	72965		72,965	*						,			,	_					1		(ix			Class B	No of Voling Rights		Rights field in
		256,200	395800	652000	,				,				_												Total	-		Number of Voting Rights held in each class of securities
190	100	<u>#</u>	65					,		,														Saddy Suitos	of Total	Total as a %		ilies
,	,	,			<u> </u> .			·	,	,					-						•	ž	g securities (including	Convertibl	Outstandi	m	Underlyin	No. of
•		•••					•			,										[A+3+C2]	48.4% 0	ixil=iviiHxi	g of sauted securities share capital) (Including	Convertible a gercentage	convertible	conversion of	assuming full	Shareholding
	٠				ŀ				<u>.</u>	•				,		١					1	(xi	<u> </u>			No.	cocked	
	-		٠	٠	-	_	·	•	-		 .	L			-	•	-						2	held	retotal		Spares	erof
	_		·		ļ.			-	•	_				,		•	1	•			Į.	×	2		<u> </u>	No.	otherwise	Number of
	4	•	,	-	<u> </u>	<u> </u>	·	·	-	٠					-		1	,	_	L		-	₹	held .	of total	×		
	-	,	,	۲.	ŀ				<u>'</u>							,		•			3	(viv)			ferm	dematerialized	held in	Number of

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

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.

<u> </u>		
	-	AN
	No. of Shares held	No. of shareholders

	<i>1</i>												
f							<u>.</u>						
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•					,								
	_	E	*		(x)			% {A+B+C2] {viii]	(viij= lu+v+vi	<u>s</u> .	इ	(iv)	3
hare (a)	the s	diluted share	Warrants)					(A+6+CZ)		3			
es (as a	es (as a	securities (as a	securities (Including	rights				1957 As a		y Rezeipts			
tible	tible.	convertible	Convertible					SCR.R,		Depositor			
	sion of	conversion of	Outstanding	of Total	Total	Class Y	Class X	as per		94a .			
z	100	a % assuming full	Underlying	Total as a %	Wehts .	No of Voting Rights	No	calculated	1	underlyin	shares held	der held	der i
holding os in shares	Mine.	shareholding . os	Shares					100	310	4) Orac	7	Delicas recent es	

(e) Foreign Venture Capital Investors
(e) Foreign Portfolia Investors
(f) Financial Investitution/Banks
(g) Insurance Companies
(h) Frovident Funds/ Pension Plands
(f) Any Other (apechy)
Sub-Total (8)(11)

Rt. 2 Liabs
(b) NEFC t registered with RBI
(c) Employee Tructs
(d) Overseas Depositories (holding DRs)(Balancing figure)
(c) Any Other (specify)

Hinds Undivided Family

Non Resident Indians (Non Repat)

central Government State
Government (a) Fresident of India
Sub-Total (B)(2)
Non-institutions
Individual
Individual
Individual
Individual
Share capital in the See Lashin
Individual Share capital in excess of

Table III - Statement showing shareholding pattern of the Public shareholder

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

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

(3) W.A.s. the information pertuning to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as hold by custodian

Category & Name of the	Shareholders				3		Non Resident Indians (Repat)	Clearing Member	Bodies Corporate	Directors	Sub Total (8)(3)	Fetal Public Shareholding (B)=
PAN					e:							
Nos. of	der Snøtenbi				3						,	,
Nos. of No. of fully paid Partly paid-	der heid shares held				(iv)						ı	
	shares held underlyin			.	3					,		,
Nos. of	underlyin g	Depositor y Receipts	\$		E					,		
Total nos.					[vis]= iv+v+vi					,		
Sharehold	calculated as per	SCRR, 1957 As a	% of (A+B+C2)	×	(A+8+C2)	(with)	-				,	
Total hos. Sharehold Number of Voting Rights held in each chass of securities charges held has w	Class X	*****					,	,			,	
ng Rights !	No of Voting Rights Class Y						·	ŀ			,	
ield in each class	ights Total			Ī	(x)							
or secunities	- 2₹ 8	Voting rights								,		
Shares	Under	Convertible securities	(stnessey)	2	(3)			,	·		-	•
shareholding, as	Underlying a % assuming full Outstanding conversion of	convertible securities (as a	percentage of diluted share rapital)	2	916							•
insi	'GN		{a}	-	-	Ţ	-		,	1	,	
in shares	As a % of	held	Ē	9	, and			-	1	-	2000/2000/2000	
in shares pledged or otherwise	No.		9	·	(1)							
otherwise	As a % of total	shares heid (Not	(p)	į	3	-						
shares held in	dematerialized form			(vivi	land.					*		

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

% anibloH	No. of shareholders	Name of PAC	Name of shareholder
b			11 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1



Table III 8 - 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.

· ·	-	N
sensites in	o. of shareholders No.	N



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

charehol	hold fully		-					1		aller of constitution				, ,	distribution of		James John Co.
-	Commercial	_		20102	Carpito	יפ רשורמוסובת		10 0000	3660111003	_	acidico.	Suspicional Paris	1110	3	Change		equity shares
<u>e</u>		_		derlyin	held	as per SCRR,					Underlying	as a %			otherw		held in
	. sha			219		957 As a %						assuming full			encumb		dematerializ
_	<u></u>			eceipts		Q,	No of V	oting Rig				conversion of	No. (a)	As a %	No (a)	As a %	ed form
	•								5			securities (as a		Shares		shares	
							Class X	Class Y			(Including	percentage of		held		held	
.				-							Warrants)	diluted share					
+	+	+			_			_	-								
			3			% (A+8+C2) viii		=	<u>z</u>		Œ	<u>x</u>	(iix)		(ilix)		(xiv)
				_			_	_									
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••••				•													
										···-							

yed on websi	ite of Stock	k Exchange	(s).						-	,							
to disclose no	ame of all	holders ho	iding more	ethan 1% c	of total nun	nber of shares						***************************************				-	
	(ii) (iii	er upe she hu (ii) (ii) (iii)	er up equity estables sineres field fill (iv) (iii) (iii) (iv) (iv) (iii) (iv)	Shareholders er up equity equity ur shares share share share share share of stock Exchange(s). Shareholders shareholding (C)(1)+(C)(2) Note Note Promoter vectors are of stock Exchange(s). (2) PAN would not be displayed on website of Stock Exchange(s).	er up equity equity underlyin shares in are g g held held held held PReceipts y Receipts	er up equity equity underlyin held shares g B Depositor y Receipts	y underlyin held is g g g g g g g g g g g g g g g g g g		No of Vo	No of Voting Rights Class Y Total (b)	No of Voting Rights of Total as a % of Total Class Y Total Voting rights Class Y Total (lit)	Class X Class Y Total (ix) Class X Class Y Total (ix) No of Voting Rights No of Voting Rights Class X Class Y Total (ix) (ix) (ix) Convertible Securities Secu	No of Voting Rights No of Voting Rights Class Y Class Y Class Y (ix) (ix	No of Voting Rights Total as a % Class Y Total (ix) (ix) Voting rights (ix) Voting rights (ix) Voting rights (ix) (ix) (ix) Voting rights (ix) (ix) (ix) Voting rights (ix) (ix) (ix) Voting rights Scourities Convertible Axa % No (a) Axa 8 % No (a) Axa by No (a) Axa by Anii) (xiii) (xiii) (xiii) (xiii)	Underlying as a % Otherwise of Total as a % Otherwise of Total as a % Off Total securities securities (aligned as suming full securities (aligned as suming full securities) (aligned as suming full securities (as a securities) (aligned share capital) (aligned share capital) (b) (aligned share capital) (b) (b) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c		

ch nunh	chanded like Bottom under Regulation 31 of SFRI (Listing Obligations and Disclosure Requirements) Regulations,	and Disclosure Requ	iirements) Regulations, 2015
Straten	olding rate in direct regulation at a coord among a more		
	at one of the state of the stat	,	Geometric Limited
) I-	Manager Frances		532312/GEOMETRIC/EQUITY
2	Scrip Code/Name of Scrip/Class of Security.		2 24/21/2 - 24/21/2 - 24/41/2
w	Share Holding Pattern Filed under:		Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
- 1	a lif under 31(1)(b) then indicate the report for Quarter ending:		March 31, 2016
-	The state of the s		
5	11.01.01.01.01.01.01.01.01.01.01.01.01.0		
4	Declaration: :-		
			The state of the s
Sr.No.	Sr.No. Particulars	Yes	No ·
1	Whether the Listed Entity has issued any partly paid up	Ŀ	No
,	Whether the Listed Entity has issued any Convertible	£	No
ن	Whether the Listed Entity has any shares against which	\$	No
4	Whether the Listed Entity has any shares in locked-in?	1	No
5	Whether any shares held by promoters are pledge or	2	No



						-	***	444/00/00		#TN'OCO'CB	00.003	65,030,414	,		26,188 65,030,414	26 188	Total	
64,635,844	•			7	-	·	100	מל מכח שם		200 200	Ī						Employee Trusts	
	NA	NA P												,		,	Shares held by	
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_				+													underlying DRs	
	NA	×		•							•		,	ı		·	Shares	ĵ
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	NA	25 	_	•			•	,			,		,	,			Non Promoter-	ô
				1			35.50	407,44,00	1	10,711,401	62.50	40,511,481		,	40,511,481	26181	Public	(a)
40,116,911		,	•	1			55 50	40.511.481									Promoter Group	
							37.30	24,310,355		24,518,945	37.70	24,518,933			24,518,933	7	Promoter &	
24,518,935		,		•			93 30	25 650 653			·							Ē
-				-							1474CZ1	V)						_
					% of (A+B+C2)	3		(sel			(hille(v)+(v)+(lill))*(a)*(v)=(iv)	3	Ξ	3	Z	2	2
(ziaz)	₫	(six)	(kx)		c se (x)+(iiv ≈(ix)	×		Rel	-		7 . M							
					capital)													
					diluted share	warrants)								-				
					prcentage of	(including					1957)		-	2	_			
				_	securities Las a		Voting rights		eg:Y		per SCRR,	~	Receipts	shares				
	4		Jilaiko asaa	_	alori sauso 3		of Total	Total	Class	Class eg: X	(calculated as		Depository	eguity	Held d	•		
(o/m	Sharec hold		Et work and				, 20 cm cm to 1	2081103	CHISTO SHITOA TO ONE) ON	GO OF STIATES		underlying	ga bied	equity shares paid up			
As a % of total dematerialized	As a % of total	3	No As a % of total	₹	conversion of	Outstanding	Territor a X	Yalata	a decision in	2		A1000	CANOLIC	paruy	da med	Shareholders	Shareholder	_
States sense	encumbered	or otherwise encumorred	shares		% assuming full	underlying					as als of total	Sharps hald	eh seec			1 1000	_	Anglanca
	The state of the state of	14 15 15 15 15 15 15 15 15 15 15 15 15 15	500	THERE	╗	Nos. of snares	of securities	Number of Voting Rights held in each class of securities, Nos. of Shares	ing Rights	Number of Voti	Shareholding	Jotal Nos.	Nos. of	Nos. of	Nos of fully	Place of	٦	
Number of Equity	horar eladged	Missahar of ch	Land a Canadian of in		╗	1		-										

Annexure K-GL Shareholding Pattern (pre)

A. 2000 A. 2000	
A. 2000 A. 2000	// \take
	A. 2000 A. 2000
The same of the sa	No. of the same of

De l				Ē	ā	3	3		<u>e</u>	2	1			7	Ē	<u>a</u>	(4)	Τ	T	T	T		~	1										
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 nems water are trozen each	Control of the Contro	Corp Shareholding of	Sub-Total (A)(2)	Any Other (specify)	Fareign Portfolio Investor	Institutions	(b) Government	Foreign Individuals)		2 Foreign	-Total (A)(1)	Investments Pvt	Mγ	Bodies Corporate	Any Other(specify)		(b) Central Government/ State Government(s)	1					Indian	(0)								Shareholders	Category & Name of the	
n undaimed m												AAACG1391H	AAACG1395D					AICPP5443J	AMPYIIESE	AGUPP85//R	200000000000000000000000000000000000000			(B)									PAN	
ay be given he				-		٠	,		-		7	j.	.	ą.	v		.,	1	7		*	\$		3							•	shareholder	No. of	
ar along with deta		1000	,	,					1		24,518,933	7,979,008	12,175,000	20,154,008	20,154,008			34,250	007/009	03c 0cc	202 100 0	4,364,925		(iv)							i de	up equity snares	No. of fully paid	
ils such as			,				,					,	,	,			,	Ţ.			·	,		3						e d	shares	dn-age	Partly	
number of					,	•	ŀ		,		,	,		ľ	ļ	,					,	•		3						,	26	Side Co	- 3	
shareholders, out		24,538,000					,		•		24,518,933	7,979,008	12,175,000	20,154,068	20,154,008	•		34,250		22C 6EC	4.091.425	4,364,925		· (Vi)								New	Total nos. shares	İ
standing shares h		ř		<u> </u>	•					-	37.70	12.27	18.72		30.99			2005		0.37	6.29	6.71		% (A+8+CZ) Viii						[A+B+C2]	As a % of	per SCRR, 1957	Shareholding	
eld in demat/un		2650200		,	1		_				74518933	7979002	12175000	20154008	20154008	0	0	34250		239250	4091425	4,364,925			_					Class X	No		Number of Voti	
claimed Su			,		,				,			,			ļ,					٠		•		_						ClassY	No of Voting Rights		1g Rìghts in	
pense account, ve		24.532.533.00					-	,	•	William III	24518933	7975008	12175000	COUNCINY	80054002	D	0	34250		239250	4091425	4,364,925		To the second	4					Total			Shareholding Number of Voting Rights held in each class of securities	
Sauga Sano							•	,	,		37.7038	12.2697	18.7220	£	Т	0.0000	0.0000	9.0527			6.2916	6.7121						ríghts	Yoting	% of Total Outstandi	Total as a		f securities	
Willen are							•	•	,		,	,					,			,	٠	,		2	2	(Including	æ	Convertibl	2	Outstandi	ķα	Underlyin	Shares	-
Lozen exc.		37.50		•			•	,	•		37.7930	12,2697	19.7220	10.000	7165 UE	0.0000	0.0000	0.0527		0,3679	6,2916	6.7121		As a % of (A+B+CZ)	full- (dillate)	(Including)	of diluted	Convertible a percentage	securities (as	convertible	conversion of	Underlyin assuming full	Shareholding as a %	
									ŧ		ļ		-						,	ŀ		·			(iix)	3	<u> </u>				Š		Number of Locked in shares	
				,				٠,	•	_			ļ.		.	Ļ	<u> </u>			ļ. 	·	<u>'</u>			-	3	Ē	กยุเต	Shares	of total	AS 2X			
			+	,			-	•	'	-		<u> </u>	<u> </u>	4	-	-	_	-		·	-	,	-		(Site)	_	<u> </u>		- ¥	. 2	No.	or otherwise	Number of Shares pledged	-1
			+	•	•		,		'	+	+	-	+.		·	\		-	•		. 	.	+		-		₹	plate	shares	01 (012)		<u> </u>		-
		34514,000		,	, ,						and the second	7,979,008	12,175,000		20,154,008	30 152 008			34,250	239,250	4,091,425	4,364,925			(viv)					es rot	dematerializes	held in	equity shares	t

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.

-	AN
No. of Shares held	No. of shareholders
	-

(b) NBFC3 registered with RBI
(c) Employee Trusts
(d) Overseas the Sepositories (holding Des)(lealancing figure)
(e) Any Other (specify)

Non Resident Indians (Non Repat)	Hindu Undivided Family	Trusts	e) Any Other (specify)	DRS/Balancing figured	t) Employee Trusts	NBFCs registered with RBI	SHEWITH	- }		Ihunjiunwala Rakesh Badheshyam	ii. Individual shareholders holding nominal share capital in excess of se. 2 Lakhs	i, individuals-individual shareholders holding nominal share capital up to Rs. 2 Lakhs	terphydual	Non-institutions	h Total (81/7)	Central Government/State	Sub-Total (B)(1)	Provident Funds/ Pension Funds	Insurance Companies	Financial Institutions/ Banks	Investment Management Pte Ud /	Mercer Offfind Ple - Mercer	Foreign Portfolio Investors	reign Venture Capital Investors	Alternate Investment Funds	Venture Capital Funds	Parama Condey		2				Sharesouri	Chartholders
							A CANONIA CO	AAFFR8176	AAEPJ21918	АСРРІЗИ49М					-						AAICMS945N			l. <u>.</u> .					3					
154	670	1	1,982								12	24,149	24,161		•		38			· w			33	,			2		3					shareholder i
338,755	1,372,686	3,000	6,224,399		,			3,600,000	000,000	8,261,250	14,034,701	14,826,635	78,861,334		,		5,425,748		03/040	22,594		681,543	5283141				587		E E				held	e spequity shares
,					1	,		,	•		,		١.		ı	: :		1								-	•		3		ě	shares		paid-up
		ŀ	ŀ			,					,	,	Ī,		•		1	-		.				,	ŀ	,	,		3	[8]	y Receipts	Depositor	underlyin	shares
338,755	1,372.886	5,000	6,224,399			•	•	3,000,000	390,000	8,261,250	14,034,701	14,826,633	400,100,02	****			5,425,748	-	-	69,026	700 55	681,543	5,283,141		,		587		(vii)= (v+v+vi					shares held
0.52	2.11	T	9.57	Τ			7	4.61	1.52	12.70	21.58	22.80	44.50	T	·		5.39	•	٦	1	21	1.05	8.1.2	,	·	ŀ	100.0) VIII V	(A+8+Q)	% of [A+B+C2]	1957 As a	SCRS.	colculated	2,52
538,755	1,372,865	neo'r	5,224,399				+	3,000,000	000,000	8,261,250	14,034,701	14,826,633	Service April	755 130 DC			5,425,748			69,026	72,994	581,543	5,283,141			,	587		-			2	Noa	
·	ļ	•	ŀ			,		;	ŀ	,	,	٠.			ŀ		ŀ	٠			•	1	,	·		,			-			į	No of Voting Rights	
338,755	390'770'7	380 123 1	526,257	200 700	,	٠		3,000,000	060,088	2,261,250	14,034,701	14,826,633		28 851 334			5,425,748			69,026	72,994	681,543	****		,	,	785		Ē				Total	
0.52	4.44	3 1 1		-	٠	,	,	4,61	1.52	12,70	21.58	22.80		\$E 44			8,3434	٠		0.1061	0.1122	1,0480	0.00, 49	9 .			108.0				rights		of Total	
					,				,	,				•	1			,	,	-	,	,	,	. ,		.			\$	Warrants)	securities	Convertible	Outstanding	- Sandariuina
,			-	•	,				,	,				•								•		i s		,			X	diluted share	securities (as a	convertible	conversion of	a state surpline full
		·	,		,	,						,		,			,	,	,	,		•				,			(iix)	ε			ş	ı
,		·		,	,	,	٠	-											ŀ					•	,				=	(5)	held	Shares	total	7: a % of
			,	,			,			,				,	-			,		,		,			,	,	,		(Jilx)	<u>s</u>			;	No Asa%o
- 1.3	The same				,	- -	,													,				•		•	,	,	3	(a)	applicable)	shares	total	As a % of
certain a	10	1,377,886	3000	6,218,149			,	9,000,000	0000000	8,241,250	14,034,761	14,438,313	,	28,473,014		-		5,425,742	•	429,63	72,954	682,543		5,283,141			•	567	(xiv)			_	(Orm)	dematerialized

Table III - Statement showing shareholding pottern of the Public shareholder

Foreign Venture Capital Investors
(e) Foreign Portfolio Investors

Annexure K-GL Shareholding Pattern (pro)

PAN	Nas. of	No. of fully paid	Party	Nos. of	Total nos.	Sharehold	Number of Yolin	g Rights b	Sharehold Number of Voling Rights held in each class of securities	f securities	No. of Shares	Total sbareholding, as	Number	Number of Lacked in shares	Number of Shares pledged or otherwise	`	Number of equity
	shareholder	shareholder up equity shares	dinament.	underlyin		calculated	Noo	No of Voting Rights	ghts	Total as a %	Underlying	a % assuming full	No	As a % of	8	25 25 20	dematerializes.
		2,52	e de constant	2		25 26	Class X	Class	Total	of Total	Dutstanding	canversion of		total		18203	3
	•		reld (Depositor		SCRR.				Voting	Convertible	convertible		held	****	Strates	
				y Receipts		1957 As a				sing);	Including	percentage of		į		applicable)	
				3		% or (A+8+C2)					Warrents)	diluted share	æ	\$	8	2	
						×					;	,	-	<u></u>	(Killy)		Xiv)
Ē	1	2	3	ŝ	iveveri ={iiu}	(A+B+CX)			Z		120	(A)		Yang	-		
						Viii			200	200				,		-	582,178
	334	582,128	ŀ	,	587,128	0.90	271726		200,230	1 15				·			755,903
	330	755,903	,		755,903	1.16	/55,903		200,000	2 2 2							2,540,433
	508	2,846,727			2,846,727	4,38	1,010,71		000 34 E	1 50							325,000
	5	325,000	,	,	3/3,180	0.30	27.000		250 250 25	g g		·		-	,		34,691,163
	26,343	35,085,743			30,000,000	,,,,,											
	20.181	8 11 8			4 31 41	\$1.80	13.00		Contraction of the Contraction o								
s in Concert i	ncluding their hear along wit	rs in Concert including their Shareholding (No. and St): nay be given hear along with details such as number of shareholders, outstanding shares held in demot/unclaimed suspense account, voting rights which are froten etc.	and %): imber of sh	areholders,	outstanding នាង	res held in d	emat/unclaimed :	asanabsne	eccount, voting rig	hts which are	frozen esc.						
of Stock Exchange(s)	ange(s).																·
e or all holds	rs holding mo	ite of all holders holding more than 1% of total number of shares.	number of	shares	s to the extent in	formation a	vailable and the t	plance to	be disclosed as he	eld by custod	່ອກຸ						
SKOLA KECE	prs, the sauce	ne) he macmaca in	the copy												10		
														3			
														\\ 			
														للم			C.
																	W.

Sub-Total (0)[9]
Tytal Face State evokate;
U(1)-149-149-17[9]
Bit of the shareholders acting as persons in visit of the shareholders acting as persons in visit of Shares which remain unclaimed may k

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

1			i i
1	•	i	
Holding %	No, of shareholders	Name of PAC	Name of shareholder
1 20			
L)	***************************************	



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.

-	AN
No. of Shares	No. of shareholders



Annexure K-GL Shareholding Pattern (pre)

	Nate														[2]		Ξ	T									
[3] PAN would not be displayed on website of Nock 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. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available,	E	(c)(1)+(c)(2)	(C)#	Shareholding	Public	Promoter- Non	Total Non-	2014)	Regulations,	Benefit)	Employee	(Share based	(under SEB)	Benefit Trust	Employee	Holder	Custodian/DR	(0)	-						Shareholders	Name of the	Category &
needs to d																		3									PAN
sclose nam					,							,				,		(ii)							Ġ	sharehold	No. of
of all hold					,													(iv)					held	shares	up equity	sharehold fully paid	No. of
nange(s). ers holding												,					•	(v)					ħeld	shares	equity	paid-up	Fanily
more than					•							,						, (IV)				y Receipts	Depositor	graj	underlyin	shares	1805, 01
1% of total					,													(vii)=iv+v÷ vi					,	,	held	shares	10th Hu.
number of shar				•								1			,			% (A+B+CZ)					of.	1957 Asa%	as per SCRR,	% calculated	Summonation
es elumns tr					,							ì					•			Class X Class Y			No of				13china
the exter		_			•	-				-		,								Class Y To			No of Voting Rights			class of securities	0
it information av		_	I-01		<u>.</u>													(ix)		Total	Voting rights	of Total	ts Total as a %			ecurities	admost of some tights was in com
ווים אלה מאלה					,												·	Ξ		Warrants)				Outstandin	Underlying	Shares	
			••••		,													(ix)	capital)	diluted share						513	
		-	**									<u>.</u>				†	,	(11x)					No. (a)			in shares	_
												•					•	3		ē	Shares	of total	As a %		,	ares	
																							No (a)	encumpered	otherwise	preaged or	
					•							,								i	spaces	of total	Asa%	toered	wise		
	,				,							•					,	(viv)					60 101111	Geniarenanc	nedin	equity shares	

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

Format of holding of specified securities

Name of Listed Entity

HCL Technologies Limited

Ņ Scrip Code/ Name of Scrip/ Class of Security

BSE: 532281, NSE: HCLTECH/ Equity Shares

ω 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
_	Whether the Listed Entity has issued any partly paid up shares?	•	_
N	Whether the Listed Entity has issued any Convertible Securities or Warrants?	•	<u>ح</u> د د
3	Whether the Listed Entity has any shares against which depository receipts are issued?	1	_
4	Whether the Listed Entity has any shares in locked-in?		۷
თ	Whether any shares held by promoters are pledge or otherwise encumbered?	, I	

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

Ģ The tabular format for disclosure of holding of sepcified securities is as follows:-



For HCL TECHNOLOGIES LIMITED

Company Secretary MANISH ANAND



FOR HCL TECHNOLOGIES LIMITED

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1,409,723,477				•			100.00%	1,410,381,314 100.00%	•	1.410.381.314	100.00%	1.410.381.314			149 951 1 410 381 314	149 951	Total	
	NA NA]_	1.	1			0.00%					i			,		(C2) Shares held by Employee Trusts	(02) 9
	NA	2		,			0.00%	,			NA			_	,		(C1) Shares underlying DRs	(C1) s
	NA	2	<u> </u>	٠			0.00%			,			·				Non Promoter- Non Public	(c) N
558,154,169	NA	_		\top			39.62%	558,812,006	ļ.	558,812,006	39.62%	558,812,006	 -		558,812,006	149,945	Public	
851,569,308	-		,	-			60.38%	851,569,308		851,569,308	60.38%	851,569,308			851,569,308	60	Promoter & Promoter Group	(A)
shares held in dematerialized form (XIV)	se se red or otal otal otal tares	pledged otherwinencumbe (XIII) No. As t (a) St	Locked in shares (XII) No. As a % of total Shares held (b)		Underlying a % assuming full conversion of convertible convertible securifies securified full convertible securified securified securified securified share (A+B+C) (A+B+C) (X) (X) (X) (A s a % of (A+B+C2))	Outstanding convertible securities securities (including % of Warrants) (X) (A+B+C)	Total as a % of (A+B+C)		No of Voting Rights	heid (VII) = a % of total no. (IV)+(V)+ (VI) of shares (calculated as per SCHR, 1957) (VIII) As a % of (A+B+C2) (Class eg: X Class eg: Y	a % of total no. a % of total no. of shares (calculated as per SCHR, 1957) (VIII) As a % of (A+B+C2)		shares underlying Depository Receipts (VI)		shareholders up equity shares paticity pater (III) held (IV) equity shares held (IV) held (V)	shareholders (III)	Category of shareholder (ii)	Category

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

851,569,308 60.38% -	851 569 308 60 38% - 60 38%	851,569,308 60,38% -	- 851,569,308 60,38%	851,569,308		569,308	569,308	851,	60.38%	851,569,308		,	851,569,308	ch	ă	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	Total S
.	-	·	16.95%			239,097,816	,	- 1	16.95%	239,097,816			239,097,816			Sub-Total (A)(2)	
- 1		,	16.95%	-	16.95%	239.097.816		239.097.816	16.95%	239.097.816			239 097 816	1	AARCH7320O	Bodies Corporate HCI Holdings Private I td	3
١.			16.95%	1	16.95%	239,097,816		239,097,816	16.95%	239,097,816	,	-	239,097,816			Any Other (specify)	(e)
L.	,		,				_		,		-		-			Foreign Portfolio Investor	(d
ĺ.		Ŀ	,													Institutions	(c)
١.	,	·				,			,	,		-				Government	(d)
.					,				,	,			,			Individuals (Non-Resident Individuals/ Foreign	(a)
																Foreign	22
١,		Ī	43.43%	"	43.43%	612,471,492		612,471,492	43.43%	612,471,492			612,471,492	5		Sub-Total (A)(1)	
,		ŀ	42.55%		42.55%	600,097,024	,	600,097,024	42.55%	600,097,024	,		600,097,024	_	AACCV8937E	Vama Sundari Investments (Dethi) Pvt. Ltd.	
ŀ		ŀ	0.88%		0.88%	12,373,680		12,373,680	0.88%	12,373,680	-		12,373,680	_	AADCG2825M	HCL Corporation Pvt, Ltd.	
										1			o the training			Body Corporales	3
			43.43%	8	43,43%	612,470,704	. .	612.470.704	43,43%	B12,470,704		. ,	612 470 704	3		Any Other (specify)	9 6
	,	Ŀ	0.00%		0.00%			,	0.00%		,			,		Government(s)	Ē
١,		,	0.00%	,	0.00%	348			0.00%	348			348	1	ABRPN2760L	Ms. Hoshni Nadar Malhotra	
,			0.00%	1		72		72	0.00%	72	-		72	1	ACPPN5724N	Ms. Kiran Nadar	
١.		,	0.00%	-		368			0.00%	368			896	1	ACIPN3308A	Mr. Shiy Nadar	
ļ	Ŀ		0.00%			788			0.00%	788			788	3		Individuals/Hindu undivided Family	(a)
																Indian	3
	held (b)		capital) (XI) = (VII)+(X) (XI) = A % of A+B+C2	8	,	Total	Class e.g. Y	Class eg. X									
æ ö	As a % of total Shares	(a) N	percentage of diluted share	(including Warrants)	Total as a % of Total Voting rights	ghts	No of Voting Rights	Z	(A+8+C2) (VIII)		(3)	3					
pledged or otherwise encumbered(XIII)	in shares (XII)	ío		Shares Underlying Outstanding convertible	ich das di sconinca	(IX)		(XX)	Subremolating % calculated as per SCRR, 1957 As a % of	shares held (VII = IV+V+VI)	shares underlying Depository Receipts	paid-up equity shares held	No. of fully paid up equity shares held (IV)	shareholder (III)	9	Shareholders (I)	

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

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.

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MANISH ANAND Company Secretary

For HCL TECHNOLOGIES LIMITED

	(Vi	(v)	2	γi)	≘ k		<u>a</u>	2 9	<u></u>	(c)	0			(a)	(3)			(2)			9		9	∋ @	Ξ	(d)	(c)	(f) (a)	3	T			
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	(vii) Hindu Undivided Families	Clearing Members	(v) Overseas Corporate Bodies	(iv) Non-Resident Indians	(iii) Foreign Nationals	Trusts	(i) Bodies Comorate	Anii Othor (manifu)	Overseas Depositories	Employee Trusts	NBFCs registered with RBI	holding nominel share capital in excess of Rs. 2 lakhs.	ii. Individual shareholders	individuals - i. Individual shareholders holding nominal share capital up	Non-institutions	Sub-Total (B)(2)		Central Government/ State Government(s)/ President of India	Sub-Total (B)(1)	Foreign Banks	Any Other (specify)	Provident Funds/ Pension Funds	Insurance Companies	Financial Institutions/ Banks	Grader Double Investors	Foreign Venture Capital	Alternate investment Funds	Venture Capital Funds	institutions		,		Category & Name of the Shareholders (I)
						4	1	ļ												Ц				1				1	_	\downarrow			3 }
149,945	2,186	508	9	4,107	12	40	1,447		ı		18	16		140,294					1,308	3			35	31	ROO				220				shareholder (III)
558,812,006	511,076	2,879,933	18,124	7,192,368	74,767	2.355.820	44.439.378				176,651	3,131,430		37,882,014			,		460,150,445	1,200			16,872,761	1,910,119	379 934 860	•	6,000	01,750,700	61 425 705				no. or runy pand up equity shares held (IV)
					•									۱,					,	.	į		-		,	•							perny paid up equity shares held (V)
							\cdot							,					•				,		,	·	,	-	•				shares underlying Depository Receipts (VI)
558,812,006	511,076	2,879,933	18,124	7,192,368	74,767	2,355,820	44,439,378				1/6,651	3,131,430		37,882,014					460,150,445	1,200			16,872,761	1,910,119	379 934 660	-	6,000	4	61 425 705				shares held (VII = IV+V+VI)
39.62%	0.04%	0.20%	0.00%	0.51%	0.01%	0.17%	3.15%		0.00%	0.00%	0.01%	0.22%		2.69%		0.00%	0.00%		32.63%	0.00%		0.00%	1.20%	0.14%	26.94%	0,00%	0.00%	%00.0	436%				% calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)
558,812,006	511,076	2,879,933	18,124	7,192,368	74,767	2,355,820	44,439,378				100,001	3,131,430		37,882,014		1	-		460,150,445	1,200			16,872,761	1,910,119	379.934.660		6,000		61.425.705		Class A	Noo	
,	•	,			•						,					,															- - - - - -	No of Voting Rights	
558,812,006	511,076	2,879,933	18,124	7,192,368	74.767	2,355,820	44,439,378				10,00	3,131,430		37,882,014		,	ļ,		460,150,445	1,200			16,872,761	1,910,119	379,934,660		6,000		61.425.705		lotal		securities (XX)
39.62%	0.04%	0.20%	0.00%	0.51%	0.01%	0.17%	3.15%		0.00%	0.00%	%10.0	0.22%		2.69%		0.00%	0.00%		32.63%	0.00%		0.00%	1.20%	0.14%	26.94%	0.00%	0.00%	0.00%	4.36%		rights	Total as a % of Total Voting	
		,				,																	-										Underlying Outstanding convertible securities (including Werrents)
39.62%	0.04%	0.20%	0.00%	0.51%	0.01%	0.17%	3.15%		0.00%	0.00.0	0.00%	0.22%		2.69%		0.00%	0.00%		32.63%	0.00%		0.00%	1,20%	0.14%	26.94%	0.00%	0.00%	0.00%	4.36%		as a % of A+B+C2	diluted share capital) (XI) = (VII)+(X)	Underlying as a % In stares pledged or Outstanding assuming full (XII) chrowise convertible conversion of encumbered securities convertible (convertible (convertible (XIII) (XIII) (XIII) (XIII) (XIII) (XIII) (XIII) (XIII)
	,	,	ı	·						- 1							ŀ		,				ŀ	·				·	·			€ §	3
		ļ.	ŀ								.	,		-											,				·		held (b)	As a % of total Shares	in shares (XII)
	NA	×.			NA	NA	NA		Z A		NA.	NA.		2		NA			NA			2	2	2	NA	NA	NA	NA	ΑN	[چ		(a) (b)	pleds other encun (X
	A	<u> </u>	``````````````````````````````````````	^	A	4	A		4	,	4	À		NA		Ā	NA.		Ā	NA		NA	NA	NA	A [']	Ä	Ā	Ά	A	۱	(b)	As a % of total shares	
558,154,169	511,076	2,879,933	17,244	7,182,928	74,767	2,355,820	44,410,958				.,0,00	3,131,430		37,266,677] -		460,146,685	1,200			16,872,761	1,909,323	379,933,860		6,000		61,423,541				equity shares held in dematerialized form (XIV)

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

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:
 The above format needs to be disclosed along with the name of following persons:
 Institutions/Not institutions hoding more than 1% of tolal number of shares.
 W.r.t. the information perianning 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 ANATO Company Secretary

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

		3	·	≂T	
		(2)	(a)	3	
Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	(a) Name of DR Holder (if available)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	(a) Name of DR Holder (if available)	Custodian/DR Holder	Category & Name of the Shareholders (I)
	,		,		PAN (II)
•	-		-		No. of shareholder (III)
					No. of fully Partly paid paid up up equity shares held (V) (IV)
,			-		
	,		,		Nos. of shares underlying Depository Receipts (VI)
•			,		Totel nos. I shares held (VII = IV+V+VI).
. ′	٠				Totel ros. Shareholdin Rumber of Voting Right shares held 9% class of secu (VI) = calculated (IX) as per SCRR, 1957 As a % of As #4C2) (VIII) No of Voting Right Class X Class Y T
			ļ		No of Voting Right Class X Classy T Class X Classy T
,			· ·		of Voting Rights hel class of securities (IX) Voting Rights ClassY Total
					d in each Fotal as a Fotal Yoting rights
	ŀ		ļ.		No. of Shares Underlying Outstanding Convertible securities (including Warrents)
					Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (X) = (VII)+(X) as a % of A+B+C2
,	,				Number of she she (X
. `					Number of Locked in shares (XII) No. As a % of (a) total Shares held (b)
	.NA		NA	NA	Number of Shares pledged or otherwise encumbered(XIII) No. As a % of total shares held (b)
,	,				Number of equity shares held dematerializ ed form (XIV)

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



Annexure -5A

Format of holding of specified securities

(Post Scheme of Arrangement)

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:-

	E Whathar any shares hold by promoters are pledge or otherwise encumbered?
1	4 Whether the Listed Entity has any shares in locked-in?
15	3 Whether the Listed Entity has any shares against which depository receipts are issued?
1	2 Whether the Listed Entity has issued any Convertible Securities or Warrants?
ı	1 Whether the Listed Entity has issued any partly paid up shares?
1	Particulars

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

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

FOR HCL TECHNOLOGIES LIMITED

MANISH ANAND

MANISH ANAND

Company Secretary

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Table 1 - Summary Statement holding of specified securities

_						റി
	(C2)	(C1)	(C)		<u> </u>	Category (I)
Total	(C2) Shares held by Employee Trusts	(C1) Shares underlying DRs	Non Promoter- Non Public	Public	Promoter & Promoter Group	Category of shareholder (II)
176,139				176,133	6	Nos. of shareholders (III)
1,426,021,860		1		574,452,552	851,569,308	Nos. of No. of fully paid No. of Partly shareholders up equity shares paid-up held (IV) equity shares held (V)
						No. of Partity No. of pald-up shares equity shares underlying held (V) Depository Receipts (Vi)
ı	,	,		-		
1,426,021,860		,	_	574,452,552	851,569,308	Total nos. shares held (VII)= (IV)+(V)+ (VI)
100.00%		NA	1	40.28%	59.72%	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)
100.00% 1,426,021,860				574,452,552	851,569,308	Number of Voting Ni Class eg: X
-		,	-			ng Rights held in ea
1,426,021,860 100.00%		-		574,452,552	851,569,308	Total nos. shares Shareholding as Number of Voting Rights held in each class of securities (IX) No. of Shares Shareholding as Inderlying a % of total no. (IV)+(V)+(VI) a % of total no. (IV)+(VI)+(VI) a % of total no. (IV)+(VI)+(VI) a % of total no. (IV)+(VI)+(VI) (Convertible securities (as a percentage of (A+B+C2) (A+B+C
100.00%	0.00%	0.00%	0.00%	40.28%	59,72%	urities (IX) Total as a % of (A+B+C)
Ŀ	1	ļ'	ļ	ľ	,	tities (IX) No. of Shares Underlying Outstanding convertible securities fotal as a (including % of Warrants) (X) (A+B+C)
•						s Shareholding, as a assuming fut a "assuming fut a "assuming fut conversion of convertible securities (as a percentage of capital) (XI)= (VII)+(X) As a % of (A+B+CZ)
	·	<u>'</u>	ŀ			Nun Loc shau No.
<u> </u>	-		-		-	Number of the Locked in Locked in Shares (XII) 10. As a % of total Shares held (b)
į	NA	NA	NA	NA		vumber of Shares pledged or otherwise encumbered (XIII) No. As a % of (a) total Shares held (b)
1,409,723,477	ı	,	1	558,154,169	851,569,308	Number of Shares Number of equity pledged or otherwise denaterialized encumbered (XIII) No. As a % of total (a) Shares held (D) No. As a % of total (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 Geomatric Limited have been accounted under the Public Category 'Individual'







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.

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 trozen etc. FOR HOL TECHNOLOGIES LIMITED

Category & Name of the Shareholders	(II)	No. of shareholder	No. of fully paid up equity	Partly paid-up	Nos. of shares		Shareholding % calculated	Number of Voting Rights		held in each class of securities (IX)	of securities	No. of Shares	_	Number in s	In shares pledged or	Number pled	pledged or
3		(III)	shares held (IV)	equity shares	underlying Depository Receipts	(VI) = IV+V+VI)	as per SCRR, 1957 As a % of					Outstanding convertible	convertible	_	\ <u>\{\}</u>	encumb	encumbered(XIII)
	·			3	(N)		(A+B+C2) (VIII)	No	No of Voting Rights		Total as a % of Total	securitles (including	securities (as a percentage of	(a) N	As a % of total	(a) N	As a % of total
			٠					Class eg. X	Class e.g. Y	Total	voung ngats	(X)	(XI) = (VII)+(X) as a % of A+B+C2		held (b)		held (b)
																	i
(1) Indian																	
		မ	788			788	0.00%	788		788	0.00%		0.00%	_		ļ. —	
Mr. Shiv Nadar	ACIPN3308A	_	368			368	0.00%	368		368	0.00%		0.00%		Ŀ	<u> </u>	
	ACPPN5724N	-	72	٠		72	0.00%	72		72	0.00%		0.00%	ŀ	-	_	
ar Malhotra	ABRPN2760L	1	348		•	348	0.00%	348	,	348	0.00%	,	0.00%			,	-
(b) Central Government/ State		•	•			,	0,00%		,		0.00%		0.00%			, 	ļ
('c) Financial Institutions/ Banks			•			1	0.00%	1 3		•	0,00%	-	0.00%	ŀ		-	 -
		2	612,470,704			612,470,704	42.95%	612,470,704		612,470,704	42.95%		42.95%		<u> </u> .	ļ.	ļ.
3							, , , , ,			22 22 23	2000		0.070/	\perp			
HCL Corporation Pvt. Ltd.	AADCG2825M		12,373,680	<u> </u>	ŀ	12,373,680	0.87%	12,373,680		12,373,680	0.87%		0.7%		,	ŀ	
· ·	AACCV8937E	-1	600,097,024	<u>. </u>	,	600,097,024	42.08%	600,097,024		600,097,024	42.08%		42.08%	ŀ	ŀ	Ŀ	ļ,
(E)		5	612,471,492	1		612,471,492	42.95%	612,471,492	'	612,471,492	42.95%	•	42.95%	<u>'</u>		,	
														L			
(2) Foreign																	
(a) Individuals (Non-Resident Individuals/ Foreign		•	,	· —	•				•		٠	ı		, 			,
(b) Government			ŧ	,		-	-	,		_	-	,		٠		1	
			-	,							,	í		'		,	١,
(d) Foreign Portfolio Investor		1		,				,	-		,			ŀ	ŀ	ŀ	
		1	239,097,816		,	239,097,816	16.77%	239,097,816		239,097,816	16.77%		16.77%	Ľ	-	ļ.	-
	20000	1	220 007 046			230 007 816	16 77%	230 007 816		239 097 816	16 77%		16.77%			,	'
HCL Holdings Private Ltd.	AABCH/320Q		239,097,010			295,097,010	10.77	200,780,802		200,000,000	10.7		10.11.10				
Sub-Total (A)(2)		-1	239,097,816			239,097,816	16.77%	239,097,816		239,097,816	16.77%		16.77%	٠.	ļ.	<u> </u>	
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		න	851,569,308			851,569,308	59.72%	851,569,308	,	851,569,308	59.72%		59.72%	•		'	
			1											ŀ			

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

MANISH ANAMA Company Secretary Solpoloniz



Table III - Statement showing shareholding pattern of the Public shareholder

(II) shareholder (III)				shares ng (VII = IV+	V+VI) as pe	dculated for SCRR, 1957 1957 a % of a % of B+C2)	Noc	(X) Yoting Rights	<u></u>	a% of	Shares Underlying Outstanding convertible securities (including Warrants)	as a % assuming full conversion of convertible securities (as a percentage of diluted	@ Z	- I	in shares (XII) b. As a % of total	in shares pietged or otherwise encumbered (XIII) encumbered (XIII) b. As a % of No. As a % of total (a) total (b)
	A						Noc	of Voting Rights		Total as a % or Total Voting		of diluted	:=	(a) No.	(a) No.	No. AS a % of No. (a) total (a) Shares
							Class X	ClassY	Total	nghts		(XI) = (VII as a % A+B+	22 9 53			heid (b)
		-	+	+	-	$\frac{1}{1}$								1		NA
	T	-		61 42	: 843	4 31%	61.425.842	-	61.425,842	4.31%			4.31%	4.31%	4.31%	,
٠ ٧	\top		<u> </u>	94,42		0.00%	4	•	-	0.00%	•		0.00%	Ιì	Ιì	
	6.00	č			3,000)	0.00%	6,000		6,000	0.00%			0.00%	1	1	-
						200				0.00%			D.00%			
<u> </u>	1		1		· -	0,0078		,								
93		-		381,16	3,297	26.73%	381,163,297		381,163,297	26.73%		1	26.73%	ı	ı	
co t	\dashv	44	,	1,92	7.094	0.14%	1,927,094	-	1,927,094	0.14%	_		0.14%	1	-	•
ω l	Н			16,88	3,814	1.18%	16,888,814		15,888,814	1.18%			1.18%			,
,					- 	0.00%				0.00%			0.00%	0.00% -	0.00% -	0.00% - NA
			Ì		1.200	0.00%	1,200		1,200	0.00%			0.00%	0.00%	0.00%	
1,34	461,41	- 7		461,41;	2,247	32.36%	461,412,247	•	461,412,247	32.36%	•		32.36%	32.36% -		-
							,									
,					ŀ	0.00%				0.00%			0.00%	0.00% -	П	П
			•		•	0.00%		1	,	0.00%	,		0.00%	0.00%	0.00%	,
		-		<u> </u>	+											
164,45				41,986	5,448	2.94%	41,986,448		41,986,448	2.94%	ļ. -		2.94%	2.94% -		
·		,		734	, aos	0.52%	7.346.808	•	7.346,808	0.52%	,		0.52%	0.52%	0.52%	1
		77.		H	3,651	0.01%	176,651		176,651	0.01%			0.01%	1 3	1 3	
				-	+	0.00%	,		,	0.00%	,		0.00%			,
					·	0.00%	,			0.00%			0.00%	0.00%	0.00%	
		δő -		49,78	3,386	3.49%	49,788,386	,	49,788,386	3.49%		Ш	3.49%	3.49%	3.49%	
1.95				2,350	3,518	0.17%	2,356,518	,	2,356,518	0.17%		1.	0.17%	0.17%	0.17%	,
1,95	T	57 -		7,	767	0.01%	74,767	,	74,767	0.01%			0.01%	l	l	
1,95 4 1	١			7,400	5,527	0.52%	7,406,527		1,405,527	0.52%	.	_4.,	0.00%	-	-	
1,95 4 1 1,57	r			3.05	3,124	0.00%	3.055.724		3.055.724	0.21%	.		0.21%	0.21%	0.21%	
1,95 4 4,57	177			830),352	0.06%	830,352		830,352	0.06%			0.06%	0.06% -	0.06%	
1,95 4 1 4,57 83 2,85					552	40.28%	574,452,552		574,452,552	40.28%					40.28%	•
	Shareholder (un) 340 340 340 340 340 340 340 340 340 340		shares held shares	shares held equity shares held	shares held shares with a shares held shares held shares beld shar	shares held shares (M) = N4-V4VI) shares held shares beld shares (M) = N4-V4VI) shares held shares held shares held shares beld shares (M) = N4-V4VI) shares (M) = N4-V4VI) shares (M) = N4-V4VI) shares (M) = N4-V4VI) shares (M) = N4-V4VI) shares (M) = N4-V4VI) shares (M) = N4-V4VI s	shares held equity inderlying (VI=W+VH) as per final states (VI) (VI) (VI) as per final states (VI) (VI) as per final states (VI) (VI) as per final states (VI) (VI) as per final states (VI) (VI) as per final states (VI) (VI) as per final states (VI) (VI) as per final states (VI) (VI) as per final states (VI) as per final states (VI) as per final states (VI) as per final states (VI) as per final states (VI) as per final states (VII) as per final states (VIII) as per final states (VIIIIII) as per final states (VIIIIIII) as per final states (VIIIIIIII) as per final s	shares held equity underlying (NI = NAVAVI) as per SCRR, shares of the prository (NI = NAVAVI) as per SCRR,	shares held shares shares lieut we denilying (MI = My4VAI) as per SCRR, shares (MI) held Requiry (MI) (MI) (MI) (MI) (MI) (MI) (MI) (MI)	Shares held equally strates (Prominery of Strates) and strates (Prominery of Strates) (Prominery of Strates) (Prominery of Strates) (Prominery of Strates) (Prominery of Strates) (Prominery of Strates) (Prominer) (Prominer States) ### Share bild referring (Markey) Palacyte Markey M	Same baid of state of the physion of	Share bidd entry brinched (a) Price plants (a) Price plants (b) Price plan	Same study and parameter of the physion of the phys	Same baid of based of the Way 10 as a Yes SSR. Pro Declaration		

1). 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 Shareholding of Individual Shareholding o

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) Issuence of shares by HCL Technologies Limited under its ESOP Plan.
 PAN would not be displayed on website of Stock Exchange(s).
 The above formet needs to be disclosed along with the name of following persons:

 institutions Not in 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.

MANISH ANAND Company Secretary

from



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

		,		(-	(a)		(2)			
Category & Name of the Shareholders (I)				Custodian/DR Holder	Name of DR Holder (if available)	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)	
(E)					,			•		,
No. or shareholder (III)					•			-		
paid up equity shares held (IV)						:		-		
Party paid- up equity shares held (V)								-	i	
shares underlying Depository Receipts (VI)					• .					,
shares held (VII = (V+V+VI)					1					
g % class of securities calculated (IX) as per SCRR, 1957 As a % of . (A+B+C2)	(4)				-			<u>,</u>		
ck	No of Vo	Class X (- 		
class of securities (IX)	No of Voting Rights	ClassY Total	•		,			- -	• • •	
ities	Total as	tal Voting rights						-		
Shares Underlying Outstanding convertible securities (including	8									
as a % assuming full conversion of convertible securities (as a percentage of	capital) (XI) = (VII)+(X)	A+B+C2			·					
· · · · · · · · · · · · · · · · · · ·	(a) No.							,		
shares (XII)	As a % of total Shares	(b)						ı		
pledged or otherwise encumbered(XIII)	No. As a % of total shares	held (b)		NA	NA			NA		_
li) shares held in dematerialized form (XIV)	v <u>o</u>	- ;			-					_

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

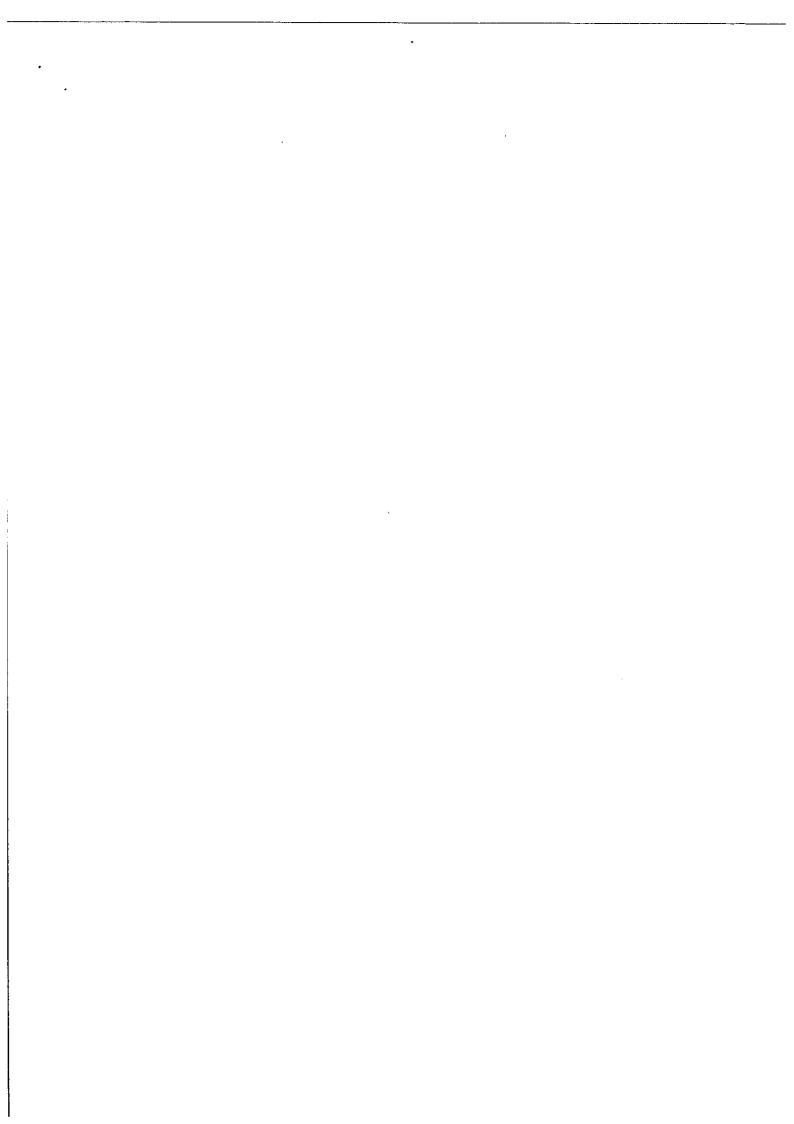
MANISH ANAND Company Secretary 14 /7



. . .

	77.17.17	in market Dominations 2015
Shareh	Shareholding Pattern under Regulation 31 of StBI (Listing Obligations and Discours Requirements)	18 C. I I C. T. C.
-	Name of Listed Entity:	3D PLM Software Solutions Limited
ا د	Scrip Code/Name of Scrip/Class of Security:	EQUITY
,	Out to Good Contract of the Co	Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
W	Share Holding Pattern Filed uniter:	
D.	a. If under 31(1)(b) then indicate the report for Quarter ending:	March 31, 2010
.	h It under 31/1 Net then indicate date of allotment/extinguishment	The state of the s
2	Declaration: :-	
].		
		*1
Sr.No.	Sr.No. Particulars Yes	NO
ш	Whether the Listed Entity has issued any partly paid up	NO
2	Whether the Listed Entity has issued any Convertible	No
ω	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





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	San San San San San San San San San San	New Yorkson	M. A. C.	P.		

			-									-					Farriage Trusts	_
		1			,				,	,	,						Shares held by	<u> 2</u>
			1.				*		,	,							Shares underlying DRs	Ē
_																	Non Public	
_			•						•		,						Non Promoter-	2
-										,							Public	(B)
_													_				Pramoter Group	
			,			700	1,552,200	72,965	87,24E	1,391,186,1	100,00	1,552.200			1557290	15	Promoter &	Æ
-				207 (A+D+C2)							(AIBIC)	క్ర					; L_	,
(Milk		(i)		(xi)=(vi)+(x) as a	×			(ix)			(vii)=((vi)+(v)+((viii) as a % of]+{v}+{v};={iiv}	3	3	ŝ		(8)	3
				diluted share capital)	warrants)						2000			neid				
				prostage of	lincluding	Suga Seno				Regular	٠.		Receipts	shares				
91100 CS 11010		Shareshero		convertible	Convertible	of Total	Total	Class B	Class A		(calculated as Equity -		Depository	equity	<u>.</u>			••••
No As a % of folds a consecutation	No.	No As a % of total		conversion of	Cutstanding	Total as a %		Rights	No of Voting Rights		no of shares		underlying	paid sp	equity shares paid up	Silver Silver Cre	Situate Contract	
vise encun	or otherwise encumbered shares held in	shares		underlying % assuming full shares or otherwise encumbered shares held in	underlying		Number of Voting Rights held in each days of securities	ts held in ea	er of Voting Right	Numbe	Shareholding	Shares held	Nos. of	Ros. of	•	Nos. of		Category



Details VI. Silia		Sub-Yotal (A)(2)	Americas, Corp	Dassault Systemes	shareholders	Foreign promoter	Investor	[d] Foreign Portfelio			(a) Individual Resident h	, -	Sub-Total	Geometric Limited	(d) Any Other(specify)	Banks	(c) Financial I	(b) Central Go	Geometric with Shilpa	Geometric Ltd. Join with Mumtat Khan	with Uttam Guirati	-	Geometric Ltd. Join	v-ith Sudarshan Mogasale	Geometric	Geometric	(a) Individuals/Bindu undivided Family					Category & Share
i i i i i i i i i i i i i i i i i i i		MICE	Corp	ystemes	ers	omoter	(epperity)	ortfelio	× 3	dividuals)	tedividuals (Non- Resident Individuals/		(A)(1)	Limited	(specify)		ostitutions/	Central Government	Geometric Ltd. Jointly with Shilps Jadhay	Geometric Ltd. Jointly with Mumeat Khan	with Littern Guirati		Geometric Ltd. Jointly with Pallavi Pathak	shan	Geometric Etd. Joinsly	Geometric, Ltd. Jointly	Family		(1)			Category & Name of the Shareholders
																													(3)			NVd
	9	2	1			,		-	, ,		•		7					,	1	<u>.</u>			لمو	14		*	6		Ξ			No. ef shareholder
	ar alone with d	657,000				652 000		,					22,006	900,194	27.002		-	>								*****			(iv)			No. ef No. of fully paid shareholder up equity shares
	SIGN STATE OF THE		8			8		,		-			. 8	9.4	5	-		,	1	,			,			. 143	,		3	ë	shares	
	snumber of	,				ı.	4								•			,		,			·	,					(8)			Nos. of shares
	repasts requiring an account of the second o	000,700	A02'047	765 700	285.B00	. 652,000	ŀ		*	,	,		900,200	900,194	161,006		•	•		1		p.a	1-1			1	6		(44)			Total nos. shares held
	30b tanding shares h	45000	T			42.00	,	,			,	,	1	57.99			,		0.00	0.00		0.00	0,00	9,00	•	0.00	0.00		% [A+B+C2] VIII		As a % of	Shareholding % calculated as per SCRR, 1957
Page ::	1,391,388 eld in demat/un	1000	A01 780	305.080	285,800	100	,		,	,	-		900200	900194	900194		3	0	12	,,,			J -m		+		5			Regular	Squity.	MURIDE
	dalmed suspens		87.746	87 246	04770	271/16									0																No of Voting Rights Class A Class B	r or young kign
	77 965 AU c account, vot		72 965	72.965		72,965		,	,	,	٠	-	-		,		,	·											(ix)		ng Rights Class B	S argo in each
	ing rights which at		652,000	255,200	385,800	Scotto			,				202200	900194	920194		٠	0	F	F		,			<u>, , , , , , , , , , , , , , , , , , , </u>	142	,	55			Total	NUMBER OF VORING RIGHTS HEROTH COURT COST OF ACCOUNTS
	de frozen etc.		42:00	17.15	24,86	42.00	ŀ			,				57.99	57.99		0.0000	0.000	0.0001	0.0001	0.0001		6,0001	1000		0.0021		0.0004	3	Voting rights: C:		
1.20			_			٠.	·	,	ŀ					. .	Ŀ			١.									_	,		Convertible a co	Outstandi 0	₹. 8. :
									٠																				(xi)= (vii)+(x) As a % of (A+B+C2)	securities [as a percentage of diluted share capital)	conversion of	
	. 1 1000000000000000000000000000000000		٠			'	ļ,	,	,	ľ	,			,	,			,	-		-								92	Shares held (a) (b)	No. As a % of total	Locked i
			•			•		\	<u> </u>	<u>.</u> ,	•			1					+	-	\dashv		+	+		+		•		<u>e</u>	atai No.	
	30 mm				\parallel	,	+	١,	+	ŀ	,		H	+	†	Н								_				•		held (b)		_
Complete Company of the Company of t			,			,	1		,		,			,			,												(847)		Sorm	eguity shares held in

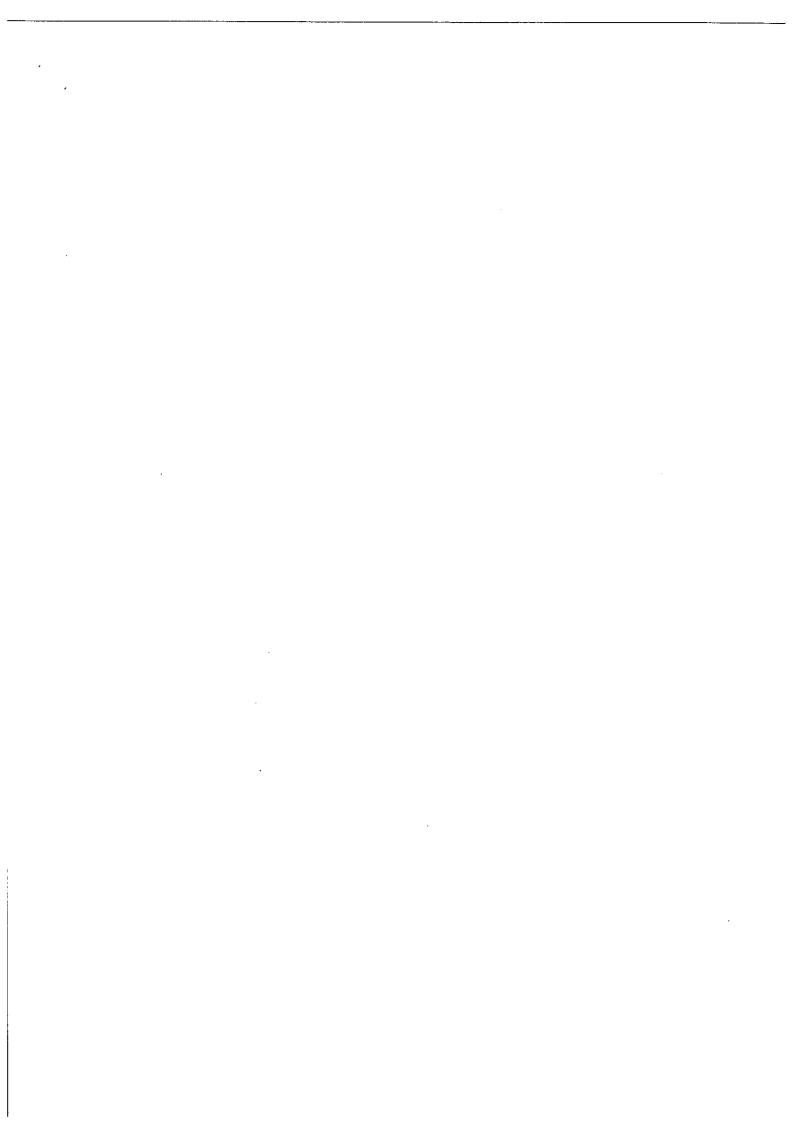
Table II - Statement showing shareholding pattern of the Promoter and Promoter Group Category & A Shareh



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.

Sold of the second of the seco	
-	AN
No. of Shares held	No. of shareholders





7	

Annexure L-GSU Shareholding Pattern (pre)

Note [3] PAN would not be displayed an 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 [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,	

(1) PAN would not be displayed on website of stock exclusive(3).	Note	Details of Shares which remain unclaimed may be given hear along with busing some	Details of the shareholders acting as persons in Concert including their Shareholding i
***************************************		THE PERSON OF TH	to, and with a reference of the country and the shares held in demat/unclaimed suspense account, voting
		**************************************	ense arcount, voting rights which are frozen etc.

PANN	1838		2	2	22	9		4	Will Re	4	11.0	ł	2	3	4	ě		Cold trapped as a separation (g)	一
PAN									Ö	T	1885	NH.	3	3	<u> </u>	N.			1
PAN			<u> </u>		Z.				1	†		NI NI	2	E .	2	<u>~</u>			Ē
PAN	4	T	歪		Nil	Z.			Ť	İ	3	line and the second				-		DRs)(Balancing figure)	7
PANN	:1 5	T	3		3	<u>z</u>		2	·		2	Z.	<u>z</u> _	<u>z</u>	Z.	N.		(d) Overseas Depositories (holding	<u>.</u>
PANN	m 1	7		1	125	186	-		╁	\dagger	<u>3</u>	Z.	<u>s.</u>	N.	3	3		(b) NBFCs registered with KDI	Ja
PANN			5	1	N. C.	TXIII	Ť		†-	T	NE.	NI NI	NII.	2	2	<u> </u>		Rs. 2 Lakins	T
PANN Note, of In oct billy paid Party Sale Party Party Sale Party					S S	a a			 		<u>z</u>	Ni.	<u> </u>	<u> </u>	<u> 2</u>	S.		ii. Individual shareholders holding nominal share capital in excess of	
PANN	1 🖆		=	1	N.			Z.	+		<u>s</u>	3	Z.	<u>z</u>	N.	M		I. Individuals-Individual shareholders holding nominal characterists to the Rs 2 takks	[2
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PAN Nos. of No.	=		=		2	XIII		2	1	Ť	3	N.	<u> </u>	S	N.	N3		Sub-Total (BHZ)	T
PANN Note of Indicated Partity	ĺ		E		Níi	Z.	1	2	T	Ť	-						-	Conservantiel/ President of India	_
PAN	i ≕		\$		2	28		Z			<u>s</u>	3	<u>Z</u>	2	孟	Z.		Sub-Total (8)(1)	-N
PAN Note of	- 1		-		1	Z		36	+	T	T	N	Z.	Z	3	SI I		Any Other (specify)	T
PAN Nos. of No.	22		E	†	†	N		3	┢		Г	Z.	2	ž	Z.	2	ì		Ξ
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PAN Nos of No. of bly padd Party Nos of No. of bly padd No.	≃ 1		4	T	T	=		Z	Г			N.	<u>z</u>	2	NI I			(f) Figancial Institutions/ Banks	3
PAN Not of No.	피[1	= =	T	1	<u> </u>		2	ļ —			2	Z.	Z	3 3	NI NI		(e) Foreign Portfolio Investors	Ē
Nos. of No. of No. of	ᆲ	1	a		T	E		Z.	П		Z.	<u>2</u>	<u>s</u>	3	NE I			Foreign Venture Capital Investors	(
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Sharestool Parelly shares Parelly Pare	1 =	1	=	T		VII.		<u>∡</u>	1	1	2	N.	<u> </u>	3 3	3	3		(b) Venture Capital Funds	€!
Nos. of Nos. of fully paid Parity Nos. of Total nos. National Nos. of	- -	T	=	T	Γ	\$1		Ni	7	7	1	2		310	180	2		Mutual Funds/	
Shares Nos. of fully paid Party Nos. of fully paid Party Party Nos. of fully paid Party Party Nos. of fully paid Party	끡팯		<u>=</u>		П	\$1		NI NI	7		1	3	<u>8</u>	1				Instituitions	J
Sharekhol Up equity shares Up equity shares Sharekhol Up equity shares Up equity shares Sharekhol Up equity shares Sharekhol Up equity shares Sharekhol Up equity shares Sharekhol Up equity shares Up equity shares Sharekhol Up equity shares Up equity shares Up equity shares Up equity shares Up equit		(iiix)		(xiii)					Œ		% +B+C2) (viii)			3	(iv)	3	3	8	
Nos. of Mo. of fully paid Parity Nos. of Itolal nos. State of Itolal nos. State of Itolal nos. State of Itolal nos. State of Itolal nos. State of Itolal nos. State of Itolal nos. State of Itolal nos. State of Itolal nos. State of Itolal nos. State of Itolal nos. State of Itolal nos. State of Itolal nos. State of Itolal nos. State of Itolal nos. State of Itolal nos. State of Itolal nos. Nos. As a % of Itolal nos. State of Itolal nos. Nos. Nos. Nos. Nos. Nos. Nos. Nos. N			Į a	-	+	 	Warrant				+B+C3)	- F	Š						
Nos. of No. of fully paid Parify Nos. of Total nos. Shareton variance of sour lites. Shares stareholding, as in shares pledged or sharet shares held shares that eshed of the shares that shares held in the shares shares for the shares shares held shares shares held on the shares shares for the shares shares for the share	3				ge of	-	(Includin	100			27.23		Receipts	· ¥					
Nos. of No. of fully paid Anrily Nos. of Total nos. Interior Nos. of No. of fully paid Anrily Nos. of No. of fully paid Anrily Nos. of No. of fully paid No. of Nos. of . of Nos. of No. of Nos. of No. of Nos. of No. of Nos. of No. of Nos. of No. of Nos. of No. o		held (No		held	e sels		Securitie	Sunda			CRR,		apositor						
Nos. of No. of fully paid early Nos. of Total nos. Interior Normalism Shares Shares shareholding, as pledged or o shareholding and shares shares held shares shares held calculated No. of Young Rights Total as a \$4 Underlying a % assuming full No. As a \$4 of No.		shares		Shares	99 03			of Total		S X Class Y			29			der			
Nos. of No. of tully paid Partly Nos. of Total nos. Sharesion water or your properties. Shares stareholding, as in shares pledged or o								Total as a %	ιı	of Voting	1					sharehol up		Shareholders	
	1	ed or otherwise	+-	Į۶	Ţ	shareholdi	Shares	ties	of secu	each riss						Nos. of No	PAN	Category & Name of the	١

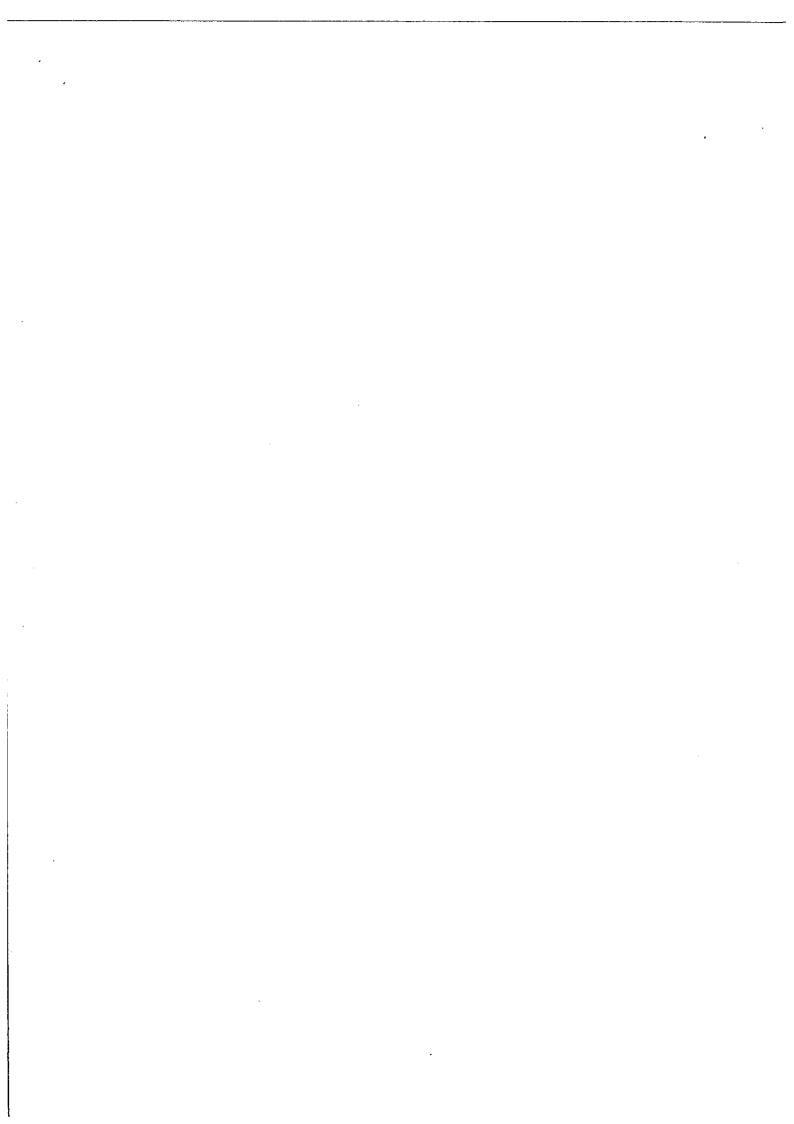


Table III A - Details of the shareholders acting as Persons in Concert including their Shareholding:

Name of shareholder Name of PAC No. of shareholders



% BnibloH



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 Shares	No. of shareholders
	-	AN
SOUTH		



Annexure L-GSL Shareholding Pattern (pre)

 State of the last	Carlo Carlo	e.	

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

.

Sharer	Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,	is and Disclosure Rec	uirements) Regulations, 2015
j .	Name of Listed Entity:		3D PLM Software Solutions Limited
2	Scrip Code/Name of Scrip/Class of Security:		EQUITY
W	Share Holding Pattern Filed under:		Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
ល	a. If under 31(1)(b) then indicate the report for Quarter ending:	•	March 31, 2016
5	b. If under 31(1)(c) then indicate date of allotment/extinguishment	nent	
4	Declaration: :-	THE RESIDENCE AND ADDRESS OF THE PERSON OF T	
2			
Sr.No.			
н	Particulars	Yes	No
J		Yes .	No
		Yes	No No
ω		Yes	No No
4 3 4		Yes	No No





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			2		Ē		ō	(a)	L		è		Ξ				_					Category	
7otal	Employee Trusts	Shares held by		underlying DRs	Shares	Non Public	Non Prompter-	Public	Promoter Group	Promoter &			(0)								5hareholder		
2					•		,			2			(iii)								Sharcholders	Nos. of	
652,000		,								652,000			(w)						eld.	equity shares	da pred	3	
ŀ										,			ઉ			Hero		10700	Ajigg	dn pied	Partin	1905. 01	2
,					•			,		,	-		£				and the same	Receives	Depository	underlying	Sagles	2000	Non- of
652,000		•			,					652,000		V)	3								Other Chinish	10000000	Total Not
100.00				-	•					. 200.00		[A+8+C]	₹			3,000	1052)	per SCRR, Regular	(calculated as Equity	no of shares	of the Contractor	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Shareholding
491,789	Ī							•		491,789							,	Regular	Equity -				Numb
87,246	27,247						,			96.2,78	t : 345	A		<u></u>			•••		Class A	Ot Apto	26.02.13		er of Voting Rig
17,563	33 65				,					200,000			(x)	1					Class B	Sentana S	200		hts held in e
092,000	1								,		000 000								Total				Number of Voting Rights held in each class of securities
200					,				•		100							Voting rights			Ne se letos.		
	-												ε			warrants)	(Including	securities	- Contraction	rania de la constanta de la co	Cutstandine	underlying	Nos. of shares
	1						•					1	% of (A+B+C2)	vit-hollafyl se s	capital)	diluted share	proentage of	Seconda (es a	COLLECTION	econometi ibla	conversion of	% assuming full	Shareholding as a
ľ	1							1	·		;			7		••••						Γ	Num
	•												1	fiix						Sharesheld	No As a % of total	shares	ber of Locked in
																					No.	or otherwit	Number of
			;	_	,							,								Shares held	As a % of total dematerialized	or otherwise encumbered shares neural	Sust as breaked
			•					•			c			(xix)						form	dematerialized	snares neu an	Shareholding as a Number of Locked in Number of Shares pleaged (Number of Equity

Note:

(a) the redermable preference shares twisted will remain unisted after effectiveness of the scheme,
(b) the redermable preference shares twisted by 3DPLM Software Solutions Limited to the equity shareholders of Geometric Limited will be listed,
(d) the redermable preference shares will be silicited in the ratio of 1 redermable 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 shareholding patterns of the schemes of the shareholding pattern of Geometric Limited prior to effectiveness of the same as the shareholding pattern of equity shares of Geometric Limited prior to effectiveness of the same as the shareholding pattern of equity shares of Geometric Limited prior to effectiveness of the



		Γ	Τ			T		Ē	Γ	3	3	2	Γ		亞		3		ā	3	2]	9	12	Т			T			_		_	
Promoter and Promotes Group (A)= (A)(1)+(A)(2)	Total Shareholding of	Sub-Total (A)(3)	Americas, Corp	Dassault Syztemes	Dassault Systemes	shareholders	Foreign promoter	(e) Any Other (specify)	investor	(d) Foreign Portfolio	Institutions	(b) Government	Foreign Individuals)	Resident Individuals/	Individuals (Non-	2 Foreign	(d) Any Other(specify)	Banks	(c) Financial Institutions/	State Government(s)	Control Constitution	(a) Individuals/Hindu	1 Indian			39							Shareholders
																						:				3							
		2	1.		1	,	~	,				,		,			_	,		•						#							shareholder
652,000		652,000	255,200		385,800	652,000					*			,			-	i		•						Ē				•		held	up equity shares
									,									,		,				ľ		<u>=</u>				held	shares		paid-up
,		٠	ŀ		,	٠		,	,		•	ř		,		İ		•		'		•	*			ŝ					Se.		shares
652,000		652,000	266,200		385,800	652,000		,	,			•				***************************************				•	***************************************	1				¥						-	held
100		100	43		59	100		,	,			,						,		7						% (A+B+C2) Viii				(A+8+C2)	As a % of	per SCRR, 1957	% calculated as
491,789		491769	105,589		385800	491789		,			•	,		,		***************************************		0		5									Regular	Equity -	,		-
87,246		87246	87246			87246								•••		_		.~.			-									Class A	No of V		
72,965			72965		,	72,965		·			,							,		,	İ	,				(ix)				Class B	No of Voting Rights		
652,000		652000	266,200		385800	652000		,	,		,	,																		Total			
100		100	41		65	301	-		,		·	,		,			4												Voting rights	of Total] Total as a %	***************************************	į
						,		•			-											,				Ē	securities (including	Convertibl	7	Cutstand	79	Underlyin	Shares
											,				-									(A+8+CZ)	Asazof	(xi)=(vii)+(x)	gecurities share capital (including	ō.	securities [as		conversion of	Underlyin assuming full	as a %
,		-	٠			,		,				-						,		,		,				Xi.	<u></u>				20		
1			•	-	-	•				-	•	.				\downarrow	_		-				_			=	Ē	held	Shares	ef total	A5 # %		cked in shares 5
		•		1			-	,	,	-	•	•			+	-	-	•	-		-	•				int.	 	5r	\$		No.	otherwise	Locked in shares Shares pledged or
		•			-	•	1	·			-	•			-		-	•		•	_	•				(vix)		held	Shares		As a % dematerialized		end or equity shares

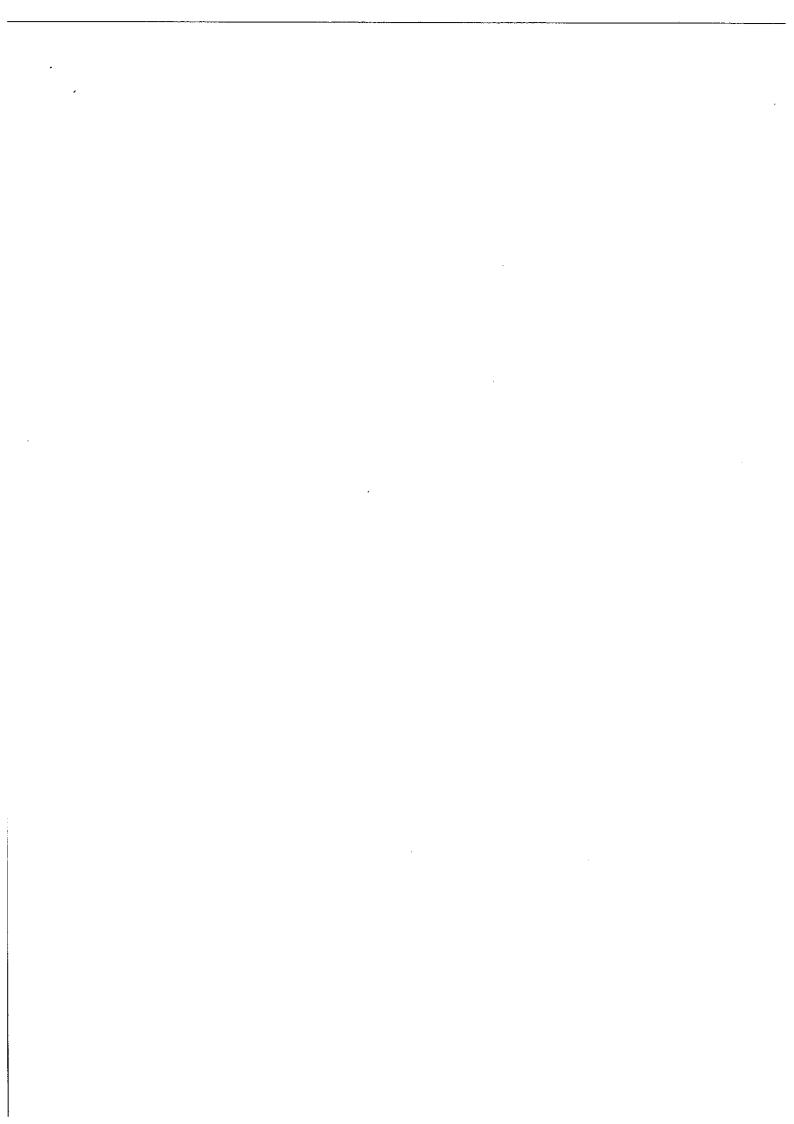
Table II - Statement showing shareholding pattern of the Promoter and Promoter Group



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.

-	AN
No. of Shares held	No. of shareholders





	Γ	Γ	2				Ē,							<u>.</u>	w				Ň		3	Ξ	(g)	ij	Ē.	9	6	2	=	۳			····
Non Resident Indians (Non Repat)	Hindu Undivided Family	Trusts	Any Other (specify)	টনs}{Balancing figure)	Overseas Depositories (holding	(c) Employee Trusts	NBFCs registered with R81	Rs.2 takhs	nominal share capital in excess of	it. Individual shareholders holding	share capital up to Rs .2 Lakhs	shareholders holding nominal	i. Individuals-Individual	(ndividual	Non-institutions	Sub-Total (B)[2]	Government(s)/ President of India	Contral Government/ State		Sub-Total (B)(1)	Any Other (specify)	Provident Funds/ Pension Funds	(g) Insurance Companies	Financial Institutions/ Banks	Foreign Portfolia investors	Foreign Venture Capital Investors	(c) Atternate Investment Funds	[b] Venture Capital Funds	Mutual Funds/	Instituitions	0		Category & Name of the Shareholders
					***************************************										11.00							***************************************									[6]		TAN
																				,		,					i q	•			(ii)		sharehol der
			•		***************************************															,	***************************************						,				(ju)		sharehol up equity shares up equity der held shares held
,		ļ	F						,					1						,	,			,	,	,		,	,		33		shares held underlying
	-		,			F	,					×	***************************************									,		· ·	,	,			-		(¥)	g Depositor y Receipts (vi)	shares underlyin
•			-			•	,		,			,			ı.					,	,	,		,							(vii)= (v+v+vi		shares held
				,				-				,		,		,		a.								,	,				(A)+8+C2)	SCRR, 1957 As a % of (A+6+CZ)	ing %
,			·			,									×	•		,					,	-		,	ŀ	,				Class X	THE STATE OF THE S
,	Ŀ	Ļ		,	-	.1	•		•	_		•		-	,	ŀ							ļ, 		·	<u>·</u>	,	r	ŀ		ĵ.	Class Y	No of Voting Rights
,		1	,			•						•						٠,			ı		,			,		,	,	***************************************	3	Total	his .
				,			,		,						×											,	r					of Total Voting rights	Total as a %
									,												ļ,	,	ľ		,						8	Outstanding Convertible Securitles (Including Warrants)	•••
,	*						,							•		,							,			,						conversion of convertible securifies (as a percentage of diluted share rapital)	3 V
				٠		,			+						_	,				,	,	,	·		,		,	,	,		_	(9)	
	-		,			,			•					•							·	ŀ	,	,		,					(¥)	shares held (b)	in shares
		-		,		,			,							ļ				•	-	_		,		,		,	,		(tix)	(a)	pledged or otherwise
		***************************************	ļ. 	,					,	•					,	,				,			,	,		,	1	1	Ţ.		3	total shares held (Not applicable) [b]	As a % of
	,						,									-							,			,	<u> </u>				(viv)	form	shares held in demoterialized



Annexure I-1-GSL Shareholding Pattern (post)

(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 tetal number of shares

(3) W.r.t. the information pertaining to Deposition, Receipts, the same may be disclosed in the expective columns to the extent information available and the balance to be disclosed as held by custodian. (B)(1/4B)(2/4B)(2)(18):

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

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

Total Public Shareholding (8)=	Sub Total (B)(3)	Directors	Rodies Corporate	Clearing Member	Non Resident Indians (Repat)		0	Category & Name of the Shareholders
							(B)	PAN
	,						A	Nox. of sharehol der
	•					***************************************	(iv)	Nos. of No. of Sully paid Partly paid. Nos. of sharehol up equity shares up equity shares held underlyin being shares held underlyin paid. Pecapitor y Receipus (vi)
ı	ŀ	,	·	ŀ			€.	Partly paid. Nos. of up equity shares shares held underlyin Depositor y Receipt (vi)
	-	,			,	Ī	<u>s</u>	Nos. of shares underlyin g P P P P P P P P P P P P P P P P P P
			ļ	ľ	,	***************************************	(vii)= iv+v+vi (A+B+CZ)	
,				<u> </u>			(Mill) (V+8+CZ)	Sharehold log % calculated as per SCRR, 1957 As a % of (A+B+CZ)
			,					Sharehold Number of Voling Rights held in each class of securities shares held leg % Rights held in each class of securities teleg % Rights held in each class a % Orbing Rights Total of Total as a % SCR4, SCR4, SCR4, SCR4, SCR4, SCR4, Rights Total of Total scars, SCR4, SCR4, Rights
٠		Ţ.	ŀ			7	_	Voting Rights held it
ł	The latest and the la	-					(SX)	eld in each class o ghts Total
,						,		f securities Total as a % of Total Voting rights
							(x)	No. of Shares Underlying Contstanding Convertible securities [Including Warrants]
·	0.00 (0.000) (0.000)				,	,	(A)	Total shareholding, as a % assuming full convertion of convertible securities (as a parzentage of diluted share cabital).
	0.000			•		•	3	Number of Loc in shares No. As a tol Sha ise
٠				,			3	- Id at of ket
Ŀ					,	,	(iiix)	Number of Shares pledged or otherwise No As a % of total shares held (No) (a) (b)
Ŀ		_					3	otherwise As a % of total shares held (Nox applicable) (b)
ŀ		4		•			(xiv)	Number of Shares Number of Shares Number of Shares No As a St of dematerialized No As a St of dematerialized Stores Fried (Not) Sphicable) (b) (b)



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

		· · · · · · · · · · · · · · · · · · ·	
% anibloM	No. of shareholders	Name of PAC	Name of shareholder



Page 7



Table III 8 - 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.

•	AN
No. of Shares	





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

Category &	PAN	No. of	. To		Partly	_		Shareholding	_	r of Votir	g Rights	Number of Voting Rights held in each	No. of	Total	-	dumber of	Number of Locked		lumber of Locked Number of Shares
Name of the		sharehi	sharehold fully paid	_	paid-up	shares	shares	% calculated		class o	class of securities	ē	Shares		shareholding,	shareholding,		shareholding, in shares	shareholding,
Shareholders			up equity		equity	underlyin	held	as per SCRR,					Underlying	20	R 35 3 %			28.58	28.58
			shares		shares	one .		1957 As a %					Outstandi	ng:	ndin assuming full	=	=	n assuming fulf	=
			held		held	Depositor		a,	No of	No of Voting Rights		Total as a %		άđ			conversion of	conversion of No. (a) As a % No (a)	conversion of No. (a) As a % N
					<u></u>	y Receipts			•				COM	163		convertible	convertible	convertible of total	convertible of total
			·			,						Voting rights	sec			securities (as a	securities (as a	securities (as a	securities (as a Shares
							••••		Class	Class X Class Y	iorai		\$ 18	Warrants)	rrants) diluted share			diluted share	diluted share
															capital)	capital)	capital)	capital)	capital)
3	3	9	Ē		3	(v)	in ÷∧+ai=(jin)	% (A+B+C2) viii			ŝ		Ì	×	(x) (xi)	(x)		(x) (xii)	(x)
(1) Custodian/DR Holder		,		•	,		,	٠		•	_	,	1	•					
(2) Employee Benefit Trust																			
(under SEBI	-																		
(Share based		_		1							••••								
Employee				_			,				,			,					•
Regulations,		5-																	
2014)																			
Total Non-											_								
Promoter- Non				_															
Public		,																	
Shareholding		,			•		•	,	,	•	,	,		,	,			,	
<u>C</u>							<u>.</u>	•••											
(C)(1)+(C)(2)				-															
Note														}					
(1) PAN would not be displayed on website of Stock Exchange(s).	e displayed :	on websit:	e of Stock	Exchang	;e(s).														
(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares																			









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0.00000		,			,		100	65,030,434		65.030.414	100.00	KC 020 414			1	25.44		
FP8 589 P3			-	1			-										Enintoyee Trusts	
	Š	Š										,		,		•	Shares held by	
				•		•												[2]
					V. Control of the Con	-											underlying DRs	
	NA	Ză.	,	-		,	•	,					,				Shares	Œ
				1		+								-			Non Public	
,	ZÞ	\$,			•					•					,	Non Promoter-	Ô
				ļ		-	3	40-144-04		100,111,401	62.50	40,511,481		,	1 40,511,481	26181	Public	(B)
40,136,911	•		•				5 50	10 651 /61	†	ĺ							Promoter Group	
		,				,	37.70	24,518,933	,	24,518,933	37.70	24,516,935			24,518,933	7	Promoter &	3
24 518 433														1				Ê
					% of (A+B+C2)	,		3			(Kathala) (Majatan) (Majatan)	Vije (vilja(vije(vije	<u> </u>	3	3	3	3	=
(viv)	(xiii)	Ŷ	(lix)		(xi)=(vii)+(x) as a	×	1	n.	-			200						
					capitel)													
				_	diluted share	warrants)								220				
					prcentage of	(including			,		19:71							
					securities (as a	s securities	Voting rights	•	eg:Y		per SCRR,		Receipts	charpe.			•	
-	Alfai Ca tion	****	Snares nero		COUNTRIBUTE	Convertible	of Total	Total	Class		(Calculated as Class eg: X				<u>.</u>			
form	Shame hold	ã	The Part of the Pa	ě	conversion of		Total as a %	Rights	No of Voting Rights	No	no of shares		<u></u>	paid up				
tempter/stired			- †-	Ī	Zassoning in						as a% of total	Shares held	shares	partly	gaid up	Sharoholders	Sharebuilder	
shares held in	or otherwise encumbered	or otherwise	charge		W agricum in a fulfi		O Comment of the last	THE TOTAL CONTRACTOR	engin Sun	Manager of Apr	Suprenording	Total Nos.	Nos. of	Nos. of	Nos. of fully	Nos, of	Category of	Category
Munper or education	hares pledged	Number of 5	ber of Locked in	Numb	Constitution Number of Number of Spiritual Property of Spiritual No. of Shares Shareholding as a Number of Locked in Number of Shares Shareholding as a Number of Locked in Number of Shares Shareholding as a Number of Locked in Number of Shares Shareholding as a Number of Locked in Number of Shares Shareholding as a Number of Locked in Number of Shares Shareholding as a Number of Locked in Number of Shares Shareholding as a Number of Locked in Number of Shares Shareholding as a Number of Locked in Number of Shares Shareholding as a Number of Locked in Number of Shares Shareholding as a Number of Locked in Number of Shares Shareholding as a Number of Locked in Number of Shares Shareholding as a Number of Locked in Number of Shares Shareholding as a Number of Locked in Number of Shares Shareholding as a Number of Locked in Number of Shares Shareholding as a Number of Locked in Number of Shareholding as a Number of Locked in N	Nos. of shares	s of securities	hald in each class	ind Sights	Nicos San of Vat	Charletair		٦	4				
			-															

Table 1 - Summary Statement holding of specified securities



Annexure K-GL Shareholding Pattern (pre)

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Details of Starge which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demail/unclaimed suspense account, voting right Details of Starge which remails unclaimed suspense account, voting right		Total Shareholding of	Sub-Total (A)(2)	Any Other (specify)	Fareign Portfolio Investor	Institutions	Government	Foreign individuals)	Resident Individuals/	Sub-Total (A)(1)	Fid	Godrej investments Pvt	Godrej And Boyce Mig Co Ltd	Bodies Corporate	Any Other(specify)	Banks	State Governments)	(b) Central Government/	Parpia	nnen		Manu M Parpia	undivided Family	Individuals/Hindu	Indian	3	(3)							Shareholders	Category & Name of the	
n unclaimed n											AAACG1391H		AAACG1395D			-			AICPP5443J		AAJP91154B	AACPP8377R	·			3	=						•		PAN	
iay be given he			,	-		,			•	,	,	1	w		v	•		•			11	1		. س		;	(8)						ı	sharcholder	: No. of	
ar along with deta		453448	·		,		-		,	CCE,01C/87	AA 640 033	800,979,7	12,175,000	Z0,154,008	20,154,008	,		•		34,250	239,250	4,091,425	and the country	4.364.925			(iv)						held	hares	No. of fully paid	
ails such as r			,	,	,		,		•	,				,	'	•						·				,	3				held	shares				İ
rumber of s					,				,	1			٠	,		•		,	-	•	,						(vi)					3	underly	shares	Nos. of T	
hareholders, out		96537596							1		24 518 933	7,979,008	12,175,000	20,154,008	20,154,008	,		•		54,250	239,250	4,091,425		4,364,925			(vii)							heid	hares	
standing shares h			٠			,			1		37.70	12.27	18.72	30.55	30.99			,		0.05	0.37	6.29	3	6.71			% (A+B+C2) Viii				(A+B+CZ)	10 % E SU	bet acky, 1907	% calculated as	Shareholding	***************************************
eld in demat/un		24.000.00					_		,		24518933	767000	12175000	20154008	20154008	0		Đ	77.350	20,25	COSCA	CZBTG0%	200100	4,364,925							Classiv	- I-	20		Number of Votin	
claimed sus			,	ľ	,			,				1		-						1			,	٠							Class	Classey	of Votion R		ng Rìghts he	
pense account, vo		Management					-				24518933	7975008	12175000	SOUNCTED 2	20154008	0		0		34250	4.01.00 A.00.00	02000	4091475	4,364,925			(xx)					Total	obte :		Shareholding Number of Voting Rights held in each class of securities	
ting rights v		933						,	,		37,7038	12.2697	18.7220	30.5545	200000	0.0000		0.0000		0.0527	×	0.2670	9166	6.7171							Voting	% of Total Outstandi			securities	
sts which are frazen etc.					,		١	٠.	,		j			ł	٠.			•		,	_	,	·				\$	securities (Including	æ	pavertibl				Underlyin	Shares	
azen etc.		37.70		-			-	,	·		37.7038	12.2697	18.7220		30 9317	0.0000		0.0000		0.0527		0.3679	6.2916	6.7121		As a % of (A+B+C2)	(xi)= (vil)+(x)	securities share capital)	of diluted	Convertible a percentage	securities (as	convertible	conversion of	듄	Shareholdise	**
3,000					٠ ،		-	٠	,			•	<u> </u>	_	1					,		۱.					(xii)	3		27"	S.		No. As		Locked in shares	1
	-			,	٠ ,		-			 _	,		·	\downarrow	-	╁	<u>.</u>	<u>'</u>		•	1	,]	•		+	-		(b)		plad	Shares		Asa% No.			
				•	· ·		•		,		-	,			<u>, </u>	+				,	-	_	-	,	+	-	(100)	. 5		held	Shares		o. Asa%	or otherwise	Shares pledged	The south
		X		,	,			•	,		24,518,933	7,979,008	006/6777	, , , ,	20,154,008	20.154.008	•			24,,3bc	24.55	239,250	4,081,425	4,364,925	1		עוצ						dematerialized	L	equity shares	Number of

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



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.

Control of the second of the s		
7 3 5 3 3 7 3 5 3 3 7 3 5 3 7 3 5 3 7 3 5 3 7 3 7		
	-	AN
	No. of Shares held	No. of shareholders



	Π		ē	3	3 6	<u>s</u>	Γ	٦	Т		Τ			7	<u> </u>		Ţ		į,	,		ē				ē		<u> </u>	Ţ	12		Τ							
Non Resident Indians (Non Repat)	Hindu Undivided Family	Truxts	(e) Any Other (specify)	DRs)[Balancing figure]	(c) Employee (rusts	NBFCs registered with RBI		Rakuak Gadheehvara Ihunibunwala	Jhunshunwala Rukha Rakesh	Ihunjhunwala Rakesh Radheshyam	Rs.2 Lakhs	ii, Individual shareholders holding nominal share capital in extess of	share capital up to Rs. 2 takhs	i. Individuals-Individual	(a) (siglividua)	Sign Configurations	Governmentally to consensus or more	Central Government/ State	7 (1)	Sub-Total (B)(1)	Any Other Imerity	ansarance companies			Mercer Qif fund Pic - Mercer Investment Fund J - Firth	Foreign Portfolio Investors	Foreign Venture Capital Investors	(d) Alternate historia con control	Vesting Capital Colors	Notal Funds/	1 lastitutions							Shareholders	Category & Name of the PAN Nos. of No
						-		AAEFRA176J	AAEPIZI918	ACPPIB449M														No. of Contract of	A COLOR OF THE COL								\$						NVd
)54	670	1	1,982									#	,	24.149	24,161		,			38		-	1	3		53		•	•	,	1		1					shareholder	Nos. of
338,755	1,372,886	3,000	5,274,399					3,000,000	000,000	3,261,250		14,034,701		14,826,633	78,361,334		,			5,425,748		,	69,026	72.99.2	681,543	5485141					587		3				ğ	shareholder up equity shares	No. of fully paid
,	,					7	+		,		1									*		,	•			T.				,			₹			held	shares	da-pied	
	-	+			-	,			ı		-				,		•			,	,			,				,	,	,			3	Ē	y Receipts	Depositor	eo (underlyin	Nos. of
338,755	T/2/2/20	233 575	5,224,399				1	3,000,000	000,000	8,761,250		14,034,701		14,825,633	28,861,334					5,425,748	,	~	69,026	72,994	681,543	dimeroja i	101 285 3			·	587		(vii)= iv+v+vi		**.	-3		Than takens	
0.52	1	Ť	32/	T			-	4,61	1.52		+	21.58	T	22.80	44.38	-	,			9.39	-		П	11.0	1.05		813	,	,	,	0.001		(2) to 12	(A+B+C2)	1957 As a	SCRR,	as per	calculated	Sharehold
2 858,755	1		000 8	T				3,000,000	2 990,000	٥	1	14,024,701	T	14,826,633	28,861,334				:	5,425,748	T			72,994	681,543		5,283,141			,	587		-				Class X		Sharehold Number of Voting Rights held in each class of securities
	Ť		.			r			-		1	•	+						•									,		·	·		-				Class Y	No of Voting Rights	ng Rights f
50,,000	775.000	1,372,886	3,000	998 766 9	,		,	3,000,000	phil net	200 200	9 261 250	14,034,701		14,826,633	28,361,334				ř	5,423,780			59,026	72,994	621,543		5,283,141	•			587		Ē				Total	ightes	eld in each class o
0.06	7	1	00.0	9.53		,	•	. 4.61	100	4 53	13 70	21.58		22.80	44,38	Γ			•	4.034.010		,	0.3062	0.3122	1,0480		8.1241	•		١	0.001				eignis	Voting	of Total	Total as a %	fsecurities
			•	1			,					•										,	- - -	·	,			,	,	,	,		æ	Warrants)	(Including	Conversion	Outstanding	Underlying	No. of Shares
				•			,	•				,					***************************************							Ţ			ė	•					[x]	diluted share canital!	percentage of	Complete that a	conversion of	a 54 assuming full	Total shareholding, as
		,			,			,	1					,			1		•		,	'	٠,	ļ			٠				,		-	(a)				Z O	Number of Locked in Shares
	,			,	,												1											,					(xii)	(5)		Held (Shares	As a % of	in shares
			,		,	 -	ŀ			,	,										-	•	. ,		,					•			(Jijk)	E				No	pledged of otherwise
7 1 1 1 1 1 1 1 1	A CONTRACTOR			\ \	,	1		Ĭ.	.	,								•	,		,							,					ā	8	applicable)	held (Not	Shares	As a % of	otherwise
	1	1,377,886	3,000	6,2,18,149	,			a solution of the	900,000	000.000	8,261,250	14,034,701		14,438,313		28,473,014		,			5,425,742	•	,	59.026	72,950	581.563	5,283,141			,		537	rás/s				Ĭ	dematerialized	shares held in

Table (i) - Statement showing shareholding pattern of the Public sharehold



															nge(s).	ne of Stock excha	 Part would not be displayed on website of Stock Exchange(s).
												-					
					frozen etc.	hts which are	ccount, voting rig	suspense a	emat/unclaimed	rex held in d	rutstanding sha	archolders, c	and %): umber of sh	tareholding (No. details such as ni	eluding their Si	ons in Concert in I may be given it	Details of Shares which remain undained may be given hear along with details such as number of shareholders, outstanding shares held in demai/unchained surgence account, voting rights which are frozen etc. Details of Shares which remain undained may be given hear along with details such as number of shareholders, outstanding shares held in demai/unchained surgence account, voting rights which are frozen etc.
					٠	22.55	40,513,483		81,381,4	82.38	4.51.00			1	7		ROSE OF RESPONDED TO THE RESPONDED TO TH
						2000	55,000,00	Ĺ	35,085,733	53.95	35,085,733	,	,	35,085,733	26,143		Sub Total (B)(B)
	,	,			,	20 62	EKK. 340 34		325,000	T	375,000			325,000	5		Directors
			,	,		200	2,040,340		2,846,727	T	2,846,727			2,846,727	508		Redies Corporate
 					,	2 2 2	100,000	,	CINC'SCV	T	755,903		,	755,903	330		Clearing Member
			•		,	1 15	200 330		621726	08.0	587,128	-		582,128	314		Non Resident Indians (Repat)
_	,	,	٠		`	0.90	582 128		500,400	(Val)	-				L		
(viv)	(xii)	Î.		8	至		\$		-	3	(vii)= (v+v+vi	(W)	E	3	1	æ	
e shares held in of dematerialized form of	No As a % of total shares shares state (No. applicable) (a) (b) (b) (b) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c		Numper in an No.	No. or total shares shareholding, as theriping a Scassuming full ttannding conversion of moverable countries excurities securities fas a moluding percentage of diluted share arrants diluted share	No. of Shares Underlying Outstanding Convertible securities (Including Warrents)	· · · · · · · · · · · · · · · · · · ·	Total	No of Yosing Rights held it	Number of Voli	Sharehold ing % calculated as per SCRR, 1957 As a % of [A+B+C2]	Total nos. shares held	Nos. of shares underlyin g Depositor y Receipts {vi}	Party paid-up equity shares seld	Nos. of No. of fully paid shareholder up equity shares held	Nos. of t	PAN	category & Name of the Shareholders

Annexure K-GL Shareholding Pattern (pro)



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

			·
% gnibloH	No. of shareholders	DA9 to 9msN	Name of shareholder



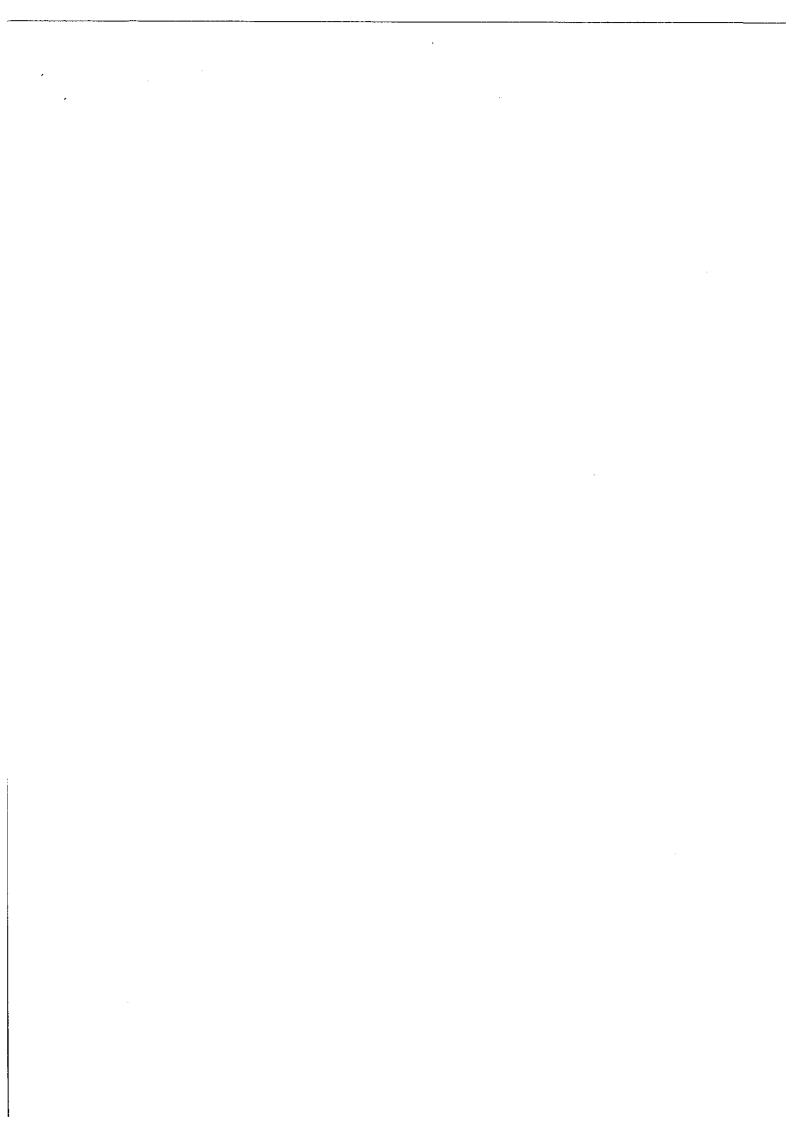


Table III B - Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting.

salancio (Mi	MA. Of sital cholucis
No. of Shares	No. of shareholders





Employee Benefit) Regulations, 2014) Total Non- Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2) Note (1) PAN would not be displayed on website of Stock Exchange(5)	Employee Benefit) Regulations, 2014) Total Non- Promoter- Nor Public Shareholding (C)= (C)(1)+(C)(2) Note	Employee Bonefit) Regulations, 2014) Total Non- Promoter- Nor Public Shareholding (C)= (C)(1)+(C)(2)	Employee Bonefit) Regulations, 2014) Total Non- Promoter- Nor Public Shareholding (C)=	Employee Bonefit) Regulations, 2014) Total Non- Promoter- Nor Public Shareholding	Employee Benefit) Regulations, 2014) Total Non- Promoter- Nor	Employee Benefit) Regulations, 2014) Total Non- Promoter- Non	Employee Benefit) Regulations, 2014) Total Non-	Employee Benefit) Regulations, 2014)	Employee Benefit) Regulations,	Employee Benefit)	Employee	(Shere a piete)	7	(under SE8)	Benefit Trust	(2) Employee	Holder	(1) Custodian/DR	(9	3							Office Concession	Sharoholdon	Name of the	Category &
	e displayed o		-												_				3				•				•			PAN
sclose name	on website o											,							100								ś	Ď,	sharehold fully paid	No. of
of all holde	f Stock Exch											•						•	1	(iv)					held	co to te	shares	un equity	fully paid	No. of
ers holding r	nange(s).																	,	15	r)					neld		shares	equity	paid-up	Partly
nore than 1			_						<i>!</i>			,						,	. 3					y Keceipis	Depositor	ď	ro .	underivin	Shares	Nas. of
% of total n												 ,						,	S.	(vii)=iv+v+						ζ,		held.	shares	Total no.
(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares												s				ブ		•	viii	% (A+B+C2)					ō	L :	1957 As a %	as per SCRR,	% calculated	Shareholding
S9.						,						 1						•				Class X Class Y			. No of	T				
(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares							,					_								(×)		Class Y Total			No of Voting Rights				class of securities	of Voting R
			-		_			·										,					. Voting rights	0) 10(2)		4			curities	Number of Voting Rights held in each
						•		· · · · ·				•					-	,		×	,	Warrants			Convertible	4	Outstandin	Underlying	Shares	No. of
						,					·									(x)	capital)	diluted share	narrantara of	securities (as a	convertible	ronversion of	assuming full	as a %	shareholding,	Total
			-			ı						 ,						,		(iix)					1 6 (a)	14, 010	••••		in shares	N.
						,						•						•		.		5010	L G	Charles Charles	2 2 2	200		,	ares	
						•						 ,					-	,		(siiix)					(u)	_	encumbered	athenvise	piedged or	Number of Shares
	-	***************************************				,						 ,						,				ž	Lole C	charac	of total	Ac 2 %	L	wise		~~~
	,				•	1		******		·····		 ,								(viv)						ed form	dematerializ	hejdin	equity snares	Number or

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



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

per Rajeev Sawhney

Partner

Membership No.: 96333

Place: Gurgaon Date: April 1, 2016





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 - 8

Annexure- I

Corporate Governance Report

1. Name of Listed Entity :

HCL Technologies Limited

2. Quarter ending

March 31, 2016

1.	Composition	of Board of	Directors					
Title (Mr. / Ms.)	Name of the Director	PAN\$ & 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- AAFPMO 331B DIN- 0000888 6	Independen t	04-Dec- 14	5	3 n	8	3
Mr.	Ramanatha n Srinivasan	PAN- ABTPS64 67P	Independen t	04-Dec- 14	5	2	2	-



Mary

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		DIN- 0057585 4						
Ms.	Roshni Nadar Malhotra	PAN- ABRPN27 60L DIN- 0234662	Non- Executive Non- Independen t	29-Jul-13	NA	1	1	-
Ms.	Robin Ann Abrams	PAN- AHNPA4 073H DIN- 0003084	Independen t	04-Dec- 14	5	1	1	-
Dr.	Sosale Shankara Sastry	PAN- BLVPS81 93P DIN- 0533124	Independen t	04-Dec- 14	5	1	<u>-</u> ,	
Mr.	Subramania n Madhavan	PAN- AAAPM2 924M DIN- 0645188 9	Independen t	04-Dec- 14	5	2	3	2
Mr.	Sudhindar Krishan Khanna	PAN- AARPK15 28J DIN- 0152917 8	Non- Executive Non- Independen t	03-Nov- 11	NA	3		1
Mr.	Thomas Sieber	DIN- 0731119 1	Independen t	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



Mand

Corporate Identity Number: L74140DL1991PLC046369

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	Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non- executive/independent/Nominee) \$
1.	Audit Committee	Mr. Amal Ganguli	Independent (Chairperson)
		Mr. Keki Mistry	Independent
		Ms. Robin Ann Abrams	Independent
		Mr. Subramanian Madhavan	Independent
2.	Nomination &	Mr. Ramanathan	Independent (Chairperson)
	Remuneration	Srinivasan	Independent
	Committee	Ms. Robin Ann Abrams	Non-Independent, Non-executive
		Ms. Roshni Nadar Malhotra	Chairman of the Board, Executive Director
		Mr. Shiv Nadar	
3.	Risk Management	Mr. Amal Ganguli	Independent (Chairperson)
	Committee (if applicable)	Mr. Keki Mistry	Independent
		Ms. Robin Ann Abrams	Independent
	·	Mr. Subrmanian Madhavan	Independent
4.	Stakeholders	Mr. Subramanian	Independent (Chairperson)
	Relationship Committee	Madhanvan	Non-Independent, Non-executive
		Ms. Roshni Nadar	Chairman of the Board, Executive Director
		Malhotra	
		Mr. Shiv Nadar	
& (Category of directors means ex	ecutive/non-executive/indepen	dent/Nominee. if a director fits into more than one category

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
January 17- 19, 2016	92 days
	relevant quarter

IV. Meeting of Committees



Arand



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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www.hcl.com

Date(s) of meeting of the committee in the relevant	Whether requirement of Quorum met (details)	Date(s) of meeting of the	Maximum gap
quarter	(uetans)	committee in the	between any two consecutive
. 4		previous quarter	meetings in
		previous quarter	number of days*
(a) Audit Committee			
	<u>Total members</u> : 4 Independent		
	Directors		•
 January 13, 2016 			
	Present- In Person : 4	October 16, 2015	90 days
 January 17, 2016 	Brosont In Borson 1 4		
	Present-In-Person : 4		
(b) Nomination &			
Remuneration			
Committee	<u>Total members</u> : 4		
		October 16, 2015	,
- January 15, 2016	<u>Present-In-person</u> : 2		
 January 15, 2016 	Present-via conference call : 2		
(c) Stakeholders	Total members : 3		
Relationship		October 9, 2015	
Committee	•	October 9, 2015	
		November 18,	
 January 18, 2016 	<u>Present-In-person</u> : 2	2015	
- January 10, 2010	Bearing to make 2		
 February 13, 2016 	Present-In-person : 2	December 4,	
. 44, 43, 7 25, 2510	Present-In-person : 2	2015	
 March 3, 2016 	iresent in-person . 2		
	Present-In-person : 3 -	December 30,	
 March 29, 2016 		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



Many



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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

\$ 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

Notes:

- 1. 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.
- 2. If status is "No" details of non-compliance may be given here.

I. Affirmations

- 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a) Audit Committee
 - b) Nomination & remuneration committee
 - c) Stakeholders relationship committee
 - d) Risk management committee (applicable to the top 100 listed entities)
- 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 4. 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.
- 5. 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:

For HCL Technologies Limited Sd\Manish Anand Company Secretary

Date: April 15, 2016





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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	
	Compliance as per Para I (A) (3) of Annexur	e I to t	he Circular
2	Documents to be submitted:		
2.a	Draft Scheme of arrangement/ amalgamation/	Yes	Annexua-1
2.b	merger/ reconstruction/ reduction of capital, etc.		
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	, (i.d)
2.e	Fairness opinion by merchant banker	Yes	Armepure-4
2.f	Pre and post amalgamation shareholding pattern of unlisted company	Yes	Annepure-50, 56, 56,
2.g	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes	Annepure-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	Annerure-7



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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
	Compliance as per Para I (A) (1) of Annexure	e I to the Circular
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



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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.	

Date Place

Authorised Signatory and Stamp of the company

Name

Designation

18th April 2016

Noida

Manish Anand

Company Secretary



*Corporate Identity Number: L74140DL1991PLC046369

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Annexure - 10

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<u>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</u>

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 evoting 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.





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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: 1st April, 2016

Place: Noida

For HCL Technologies Limited

Manish Anand Company Secretary





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-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.
- 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

- 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.
- 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

ICAl Firm Registration No.: 301003E

Chartered Accountants

Rajaer Souhna

per Rajeev Sawhney

Partner

Membership No.: 96333

Place: Gurgaon Date: April 1,2016



Annexure - 11

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, 3rd 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, 3rd 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 1st April 2016, for:

- 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,

CERTIFIED TRUE COPY
FOR HCL TECHNOLOGIES LIMITED

MANISH ANAND



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	
Share capital****			
A). Equity Shares- Issues & Fully paid-up as on 31 March 2016	282.08	285.21 *	
Reserves and Surplus **		-	
B). Total Reserves and Surplus	19,494.94	19,852.39***	
C). Less: Miscellaneous Expenditure Written Off			
Networth (A+B+C)	19,777.02	20,137.60	

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. 31st December 2015, per the limited review numbers (excluding Hedging reserves, foreign currency reserves and Investment reorganization 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
MANISH ANAND

CA F

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

4831 Govind Lane, 1st Floor, 24 Ansari Road, Darya Ganj, New Delhi 110002 Tel. (a) 011-23258183, (m) +91-9871620209

Annexure - 12

Rathi & Associates

COMPANY SECRETARIES

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

TO WHOMSOFVER 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, 3nd 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, 3nd 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 1st 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# March	Net worth*	% to total	Turnover	% to total	Profit after Tax (PAT)	% to total
Demerged division of	2015	305.01	99.71	813.93	100	21.13	100
Geometric Ltd which is proposed to be transferred to HCL Technologies Ltd. under the Scheme	2014	243.03	99.63	787.12	100	16,36	100
3.	2015	0.90	0.29	^		~	
Remaining division of Geometric Ltd	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 Reorganization 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).
- Net worth of Geometric Limited has been calculated based on the standalone audited financials of the Company for the financial year ended 31st March 2015 and 31st March 2014.

For Rathi & Associates Company Secretaries

] Jay

Jayesh M Shah Partner FCS No. 5637

COP No. 2535

Place: Mumbai Date: 20th April, 2016 Annexure-13

HCL TECHNOLOGIES LTD.

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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 COPY

CERTIFIED TRUE COPY For HCL TECHNOLOGIES LIMITED

* CL Technology

Mary

For HCL TECHNOLOGIES LIMITED

HCI

MANISH ANAND

Company Secretary

MANISH ANAND Company Secretary

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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;
 - 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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CERTIFIED TRUE COPY For HCL TECHNOLOGIES LIMITED For HCL TECHNOLOGIES LIMITED

MANISH ANAND Company Secretary

HCL

MANISH ANAND Company Secretary

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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.

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CERTIFIED TRUE COPY For HCL TECHNOLOGIES LIMITED

> MANISH ANAND Company Secretary

HCL

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RESOVLED 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 Go

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MANISH ANAND Company Secretary

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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;
- 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;

(I) appoint solicitors, advocates, attorneys, pleaders, advisors, valuers, meretapit pankers.

For HCL TECHNOLOGIES LIMITED

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MANISH ANAND Company Secretary

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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



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Annexure - 14

21st April 2016

National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra-Kuria 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:



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Page 1 of 2



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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

