

**IN THE HIGH COURT OF DELHI AT NEW DELHI  
(ORIGINAL COMPANY JURISDICTION)  
COMPANY APPLICATION (M) NO. 100 OF 2016  
AND  
COMPANY APPLICATION NO. 2947 OF 2016**

**IN THE MATTER OF:**

The Companies Act, 1956 and the Companies Act, 2013

**IN THE MATTER OF:**

Sections 391 to 394 read with other applicable provisions of the Companies Act, 1956 and the corresponding provisions of the Companies Act, 2013

AND

**IN THE MATTER OF SCHEME OF ARRANGEMENT AND AMALGAMATION:**

BETWEEN

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

... **Transferee No. 1 Company/  
Applicant Company**

AND

Geometric Limited  
A company incorporated under  
the Companies Act, 1956 and having  
its registered office at:  
Plant 11, 3<sup>rd</sup> Floor,  
Pirojshanagar, Vikhroli (West),  
Mumbai-400079

... **Demerged Company/  
Transferor Company/  
Non-Applicant Company**

AND

3D PLM Software Solutions Limited  
A company incorporated under  
the Companies Act, 1956 and having  
its registered office at: Plant 11, 3rd Floor,  
Pirojshanagar, Vikhroli (West),  
Mumbai-400079

... **Transferee No. 2 Company/  
Non-Applicant Company**

And their respective Shareholders and Creditors

**NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS OF APPLICANT  
COMPANY**

Notice is hereby given that by an order dated the 3<sup>rd</sup> of August, 2016 as modified by an order dated 11<sup>th</sup> of August, 2016 ("**Order**") the Hon'ble High Court of Delhi at New Delhi ("**Court**") has directed a meeting to be held of the equity shareholders of the Transferee No. 1 Company/ Applicant Company for the purpose of considering, and if thought fit, approving with or without modification(s), the composite scheme of arrangement and amalgamation proposed to be made between HCL Technologies Limited, Geometric Limited, 3D PLM Software Solutions Limited and their respective shareholders and creditors ("**Scheme**").

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the equity shareholders of the Transferee No. 1 Company/ Applicant Company will be held at Shri Satya Sai Auditorium, Bhishma Pitamah Marg, Lodhi Road, New Delhi-110003 on Tuesday the 4<sup>th</sup> day of October 2016 at 10.00 a.m. at which time and place the said equity shareholders are requested to attend the court convened meeting.

The notice along with the copy of the Scheme, the explanatory statement, proxy form, attendance slip and other relevant documents in this regard is being separately sent to all the Equity Shareholders of the Applicant Company in terms of the Order of the High Court.

Copies of the said Scheme, the statement under Section 393 of the Companies Act, 1956 and forms of proxy can be had free of charge at the registered office of the Applicant Company and can also be downloaded from the website of the Applicant Company ([www.hcltech.com](http://www.hcltech.com)).

Persons entitled to attend and vote at the said meeting, may vote in person or by proxy or by authorised representative, provided that all proxies in the prescribed form are deposited at the registered office of the Applicant Company at 806, Siddharth, 96, Nehru Place, New Delhi-110019 not later than 48 hours before the said meeting. Proxies submitted on behalf of and authorised representatives attending on behalf of companies and other body corporate, societies, trust etc. must be supported by an appropriate resolution, as applicable and valid proof of identity as applicable.

The Court has appointed Mr. Rajat Wadhwa, Advocate, and failing him, Mr. Ranjit Singh Sahni, Advocate, as chairman of the said meeting. The Scheme, if approved by the meeting, will be subject to the subsequent approval of the Court.

Dated this 24<sup>th</sup> day of August 2016.

Place: New Delhi

Sd/-

Mr. Rajat Wadhwa  
*Chairman appointed for the meeting of the equity shareholders of  
HCL Technologies Limited*

...

...

[www.hcltech.com](http://www.hcltech.com)

उन करने के अधिकारी, खुद या प्रॉक्सी या अधिकृत प्रतिनिधि के माध्यम से मतदान कर सकते हैं, बशर्ते सभी प्रतिनिधि प्रपत्र निर्धारित प्रारूप में कथित बैठक के आरंभ से कम से कम ४८ घंटे पहले आवेदक कम्पनी के पंजीकृत कार्यालय : ८०६, सिद्धार्थ, ९६, नेहरू प्लेस, नई दिल्ली-११००१९ में अवश्य जमा हो जाएं। कम्पनियों, अन्य कॉर्पोरेट निकायों, सोसायटी, ट्रस्ट आदि की ओर से प्रस्तुत प्रॉक्सी और अधिकृत प्रतिनिधि के समर्थन में मान्य समुचित प्रस्ताव और मान्य पहचान पत्र, जो लागू हो, होना आवश्यक है।

माननीय न्यायालय ने श्री रजत वाधवा, अधिवक्ता को इस बैठक का अध्यक्ष नियुक्त किया है और इनके उपलब्ध नहीं रहने पर श्री रंजीत सिंह सहनी, अधिवक्ता अध्यक्ष होंगे। कथित बैठक में योजना की स्वीकृति, यदि होती है, के बाद माननीय उच्च न्यायालय की स्वीकृति आवश्यक होगी।

तिथि : २४ अगस्त २०१६

स्थान : नई दिल्ली

हस्ता/-

श्री रजत वाधवा

एचसीएल टेक्नोलॉजीज़ लिमिटेड के अनसिक्योर्ड क्रेडिटर्स की बैठक के लिए नियुक्त अध्यक्ष