

COMPOSITE SCHEME OF ARRANGEMENT AND AMALGAMATION UNDER SECTION 391 READ WITH SECTION 394 OF THE COMPANIES ACT, 1956 AMONGST THE FOLLOWING PARTIES:

GEOMETRIC LIMITED;

(Geometric or Demerged Company or Transferor Company)

AND

HCL TECHNOLOGIES LIMITED;

(HCL or Resulting Company)

AND

3D PLM SOFTWARE SOLUTIONS LIMITED;

(3D PLM or Transferee Company)

On closure of the scheme, i.e. on Effective Date (March 2, 2017), the following actions have taken place:

1. The Demerged Business¹ of Geometric or Demerged Company was transferred to HCL or Resulting Company by way of a demerger in accordance with Sections 391 to 394 and/or other applicable provisions of the Companies Act, 1956.
2. Immediately after the demerger of the Demerged Business to HCL or Resulting Company, the Transferor Company i.e. Geometric was merged with 3D PLM i.e. Transferee Company such that the Transferor Company stood dissolved due to operation of this scheme without winding up.
3. The demerger of the Demerged Business from Geometric into HCL and the subsequent merger of Geometric with 3D PLM is sought to be undertaken to help in achieving the following:

(i) *in relation to the Demerger*

HCL 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. Geometric is a leader in PLM software services combined with capability in mechanical engineering and some unique technologies. Geometric'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*

Geometric held 58% of 3D PLM while Dassault Systemes along with its affiliate held 42% of 3D PLM, prior to the amalgamation of Geometric into 3D PLM on the Effective Date.

¹ **Demerged Business** means IT enabled engineering services, PLM services and engineering design productivity software tools



Prior to such amalgamation, Geometric and Dassault Systemes recognized 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 3D PLM into Dassault Systemes as a result of the amalgamation will mark the strategic next phase in the contribution of 3D PLM in Dassault Systemes' strategic research and development operations.

4. On the Effective Date, the directors of Geometric finalised a Record date of March 15, 2017 to determine the number of shareholders of Geometric who would receive consideration for the transaction.
5. The following securities of HCL will be issued to the shareholders of Geometric as consideration for the demerger:

"10 (Ten) equity share of the Resulting Company i.e. HCL 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 i.e. Geometric "
6. In consideration of the amalgamation, the Transferee Company i.e. 3D PLM shall issue and allot:
 - i. to each resident shareholder (including the ESOP Trust) of the Transferor Company i.e. Geometric, 1 (one) fully paid up redeemable preference share of Rs. 68 each for every 1 (one) fully paid up equity share each of the Transferor Company.
 - ii. to non-resident shareholders of the Transferor Company i.e. Geometric, 24 fully paid unlisted equity shares of Rs. 10 each of the Transferee Company for every 1793 fully paid up equity shares of Rs. 2 each of the Transferor Company held by such shareholder on the Record Date which shall be compulsory purchased by Dassault Systemes and/or their affiliates or any other person and/ or entity identified by them, immediately on issuance of equity Shares by 3D PLM.

Necessary approvals from Competition Commission of India, Securities and Exchange Board of India vide observation letters from National Stock Exchange of India and BSE Limited, High Courts of Delhi and Mumbai and Reserve Bank of India have been received for the afore mentioned Scheme.

