

April 1, 2016

Mr. Girish Joshi : **BSE Limited**
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001

Mr. Avinash Kharkar : **National Stock Exchange of India Ltd.**
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400051

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015

Dear Sirs,

The Board of directors of the Company at its meeting held today approved the acquisition of the IT enabled engineering services, PLM ('Product Lifecycle Management') services and engineering design productivity software tools business of Geometric Limited, by way of a demerger through a court approved scheme of arrangement. The acquisition is by way of a demerger of the entire business of Geometric Limited except for 58% stake which Geometric Limited owns in 3DPLM Software Solutions Limited, a joint venture with Dassault Systemes.

The Board also approved the swap ratio of 10 fully paid-up equity shares of face value of Rs. 2/- each of the Company to be issued for every 43 fully paid-up equity shares of face value of Rs. 2/- each held by equity shareholders of Geometric Limited.

The acquisition will be undertaken by way of a Scheme of Arrangement and Amalgamation entered into between the Company, Geometric Limited and 3DPLM Software Solutions Limited and their respective shareholders and creditors under Sections 391-394 and other relevant provisions of the Companies Act, 1956 (including those of the Companies Act, 2013 as are notified and applicable from time to time) (the "**Scheme**"). Under the Scheme and as part of a composite transaction, it is proposed that: (a) Geometric Limited will transfer its entire IT enabled engineering services, PLM services and engineering design productivity software tools business to the Company by way of a demerger; and (b) immediately following the demerger, Geometric Limited comprising its shareholding in 3DPLM Software Solutions Limited, will be merged into 3DPLM Software Solutions Limited.



In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 read with circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015 issued by the Securities and Exchange Board of India, the details of acquisition of business of Geometric Limited to be acquired by the Company by way of demerger are enclosed as Annexure 1.

This is for your information and records.

Thanking you,

Yours faithfully,
For **HCL Technologies Limited**


Manish Anand
Company Secretary



Encl:a/a

Details of acquisition

The proposed acquisition is by way of a demerger under a composite scheme of arrangement and amalgamation under Sections 391-394 and/or other applicable provisions of the Companies Act, 1956 or the Companies Act, 2013 ("**Composite Scheme**") as may be applicable. Accordingly, we have disclosed below information required to be disclosed for an acquisition as well as a demerger under paragraph A.1 of Annexure I of circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015 issued by the Securities and Exchange Board of India.

The Composite Scheme provides for (i) the transfer to the Company by way of demerger of the IT enabled engineering services, PLM services and engineering design productivity software tools of Geometric Limited including its direct and indirect overseas subsidiaries but excluding the shares held by Geometric Limited in 3DPLM Software Solutions Limited, as a going concern ("**Demerger**"), and (ii) immediately after the Demerger, the amalgamation of Geometric Limited comprising of the remaining undertaking with 3DPLM Software Solutions Limited. Since the acquisition by the Company is by way of the Demerger, and the subsequent amalgamation is between other parties, the disclosures below are limited to the Demerger.



S.no	Question	Response
1	Name of the target entity (details in brief such as size, turnover etc.)/ brief details of the division being demerged	<p>The acquisition is by way of a demerger of the entire business of Geometric Limited except for its 58% stake in the company 3DPLM Software Solutions Ltd (joint venture between Geometric and Dassault Systemes), to the Company. Geometric was incorporated in 1994 and its equity shares are listed on the BSE Limited and National Stock Exchange of India Limited.</p> <p>Details of division being demerged: The division of Geometric Limited being demerged comprises manufacturing engineering, PLM consulting and design services providers. The entire business comprising of IT enabled engineering services, PLM services and engineering design productivity software tools of Geometric Limited is being demerged to the Company. The business being demerged to the Company has 60+ customers with long-term and stable relationships and counts key OEMs in USA and Europe in automotive, industrial and heavy-engineering domain among its customers. Headquartered in Mumbai, [For the Fiscal Years ended 2014 March & 2015 March, the Revenues were INR 7,871.21 Million & INR 8,139.34 Million respectively. For the 9 Months Ended December 2015, the Revenues were INR 6,735 Million.]</p>
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length"	This transaction does not fall within related party transaction.
3	Industry to which the entity being acquired belongs	IT Industry (Engineering and R&D services)



S.no	Question	Response
4	Rationale for demerger, Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<p>This acquisition by way of Demerger strengthens HCL's presence significantly in the PLM consulting as well as manufacturing engineering space.</p> <p>HCL will benefit from a team of highly skilled professionals across PLM consulting, product engineering and manufacturing engineering. HCL will also acquire several unique IPs in PLM and digital manufacturing space. The acquisition will help HCL create a unique portfolio of end-to-end engineering and R&D capabilities across the full product lifecycle – hardware, software, manufacturing engineering and PLM consulting. The consolidation of the two businesses 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.</p>
5	Brief details of any governmental or regulatory approvals required for the acquisition	<p>The acquisition is under a Scheme of Arrangement and Amalgamation subject to the approval of the Hon'ble High Courts of Bombay and Delhi ("High Courts") and such other regulatory approvals from the authorities in India, as may be required (including approval of the RBI for transfer of overseas subsidiaries of Geometric Limited forming part of the demerged business).</p>
6	Indicative time period for completion of the acquisition	<p>The transaction is expected to be closed in October- December '16 Quarter, subject to necessary regulatory approvals being obtained.</p>
7	Nature of consideration - whether cash consideration or share swap and details of the same/Share exchange ratio	<p>The consideration for the acquisition by way of Demerger will be discharged by way of an issuance of shares by the Company to the shareholders of Geometric Limited under the Composite Scheme. The share entitlement ratio for the Demerger is 10 fully paid up equity shares of the Company for every 43 fully paid up equity shares of Geometric Limited held by the respective shareholder of Geometric Limited.</p>
8	Cost of acquisition or the price at which the shares are acquired	<p>N/A since the acquisition is by way of demerger of the business.</p>



S.no	Question	Response
9	Percentage of shareholding / control acquired and / or number of shares acquired	N/A since the acquisition is by way of demerger of the business
10	Brief details of change in shareholding pattern (if any) of all entities	The consideration for the said acquisition shall be discharged by issuance of 15,640,546 fully paid up equity shares of HCL, proportionately to the shareholders of Geometric Ltd, and accordingly, all the shareholders of HCL will be proportionately diluted to this extent.
11	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>Please see item 1 above for details of the division being acquired by way of demerger.</p> <p>Geometric was incorporated in 1994 and is listed on the Bombay and National Stock Exchanges. Geometric Limited is one of India's leading manufacturing engineering, PLM consulting and design services providers and employs 2,606 people, as of Dec 2015, across 13 global delivery locations in India, US, France, Germany, Romania, India and China. The turnover of Geometric Limited for the last 3 years is as set out below:</p> <p>For the Fiscal Years ended 2014 March & 2015 March, the Revenues were INR 7,871.21 Million & INR 8,139.34 Million respectively. For the 9 Months Ended December 2015, the Revenues were INR 6,735 Million</p>



S.no	Question	Response
12	Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year/ based on financials of the last financial year	For the Fiscal Years ended March 2015 the Revenues were INR 8,139.34 Million which as a percentage of total consolidated revenues of Geometric Limited was 74%.
13	Whether listing would be sought for the resulting entity	The equity shares of the Company are listed and traded on the BSE Limited and the National Stock Exchange of India Limited. The equity shares issued by the Company pursuant to effectiveness of the Composite Scheme are also proposed to be listed on the BSE Limited and National Stock Exchange of India Limited.

