

Date: January 25, 2017

1. The Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai 400 001

Scrip Code: 532312, ISIN No: INE797A01021

2. The Manager
Department of Corporate Services
National Stock Exchange of India Limited
'Exchange Plaza', Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai 400051

Scrip Symbol: GEOMETRIC, ISIN No: INE797A01021

Dear Sir,

Sub: Proposed composite Scheme of Arrangement and Amalgamation among Geometric Limited, HCL Technologies Limited, being listed companies, 3D PLM Software Solutions Limited, an unlisted company, and their respective shareholders and creditors

-
1. This has reference to our previous communications in relation to the proposed composite scheme of arrangement and amalgamation among Geometric Limited ("**Company**" or "**Geometric**"), HCL Technologies Limited ("**HCL**") and 3DPLM Software Solutions Limited ("**3D PLM**") and their respective shareholders and creditors ("**Scheme**") under Sections 391 to 394, read with Section 100 and other applicable provisions of the Companies Act, 1956 and Companies Act, 2013.
 2. In terms of Clause 14 and Clause 23 of the Scheme, it is contemplated that upon the Scheme becoming effective, HCL will issue and allot equity shares to equity shareholders of the Company and 3D PLM will issue and allot listed redeemable preference shares to equity shareholders of the Company, respectively in the share swap ratio contemplated under the Scheme. The issue and allotment of listed redeemable preference shares by 3D PLM to equity shareholders of the Company who are non-resident shareholders was subject to approval of Reserve Bank of India ("**RBI**") failing which the Scheme provides for issue of unlisted equity shares of 3D PLM to such non-resident shareholders which shall be compulsorily purchased by Dassault Systemes.
 3. This is to inform shareholders that the RBI has not granted its exemption to issue listed redeemable preference shares by 3D PLM to non-resident shareholders of the Company on the terms envisaged under the Scheme. Therefore, as contemplated under the Scheme upon the Scheme becoming effective, 3D PLM shall issue unlisted equity shares to all non-resident shareholders of the Company in lieu of issue of listed redeemable preference shares. Such

Geometric Limited

CIN: L72200MH1994PLC077342

Unit No. 703-A, 7th floor, B Wing, Reliable Tech Park, Airoli, Navi Mumbai 400 708 India
T +91.22.67056500 F +91.22.67056891 www.geometricglobal.com

Reg. Office: Plant 11, 3rd floor, Pirojshanagar, Vikhroli (West), Mumbai 400 079 India



unlisted equity shares issued by 3D PLM shall be credited to an escrow account and compulsorily purchased by Dassault Systemes. Such transfer of unlisted equity shares from those non-resident shareholders who are non-resident Indians to Dassault Systemes also requires specific approval of the RBI which has now been obtained.

4. The completion of the Scheme is subject to various conditions precedent, and on fulfillment of the same, the Scheme will come into effect.

We request you to take the above mentioned information on record.

Thanking you,

Yours faithfully,
For **Geometric Limited**

A handwritten signature in blue ink that reads "Sunipa Ghosh".

Sunipa Ghosh
Company Secretary