3D PLM Software Solutions Limited
Unit No. 703-B, 7th Floor, B Wing,
Reliable Tech Park,
Airoli, Navi Mumbai – 400 708
Tel.: +91-22-67056001
Fax: +91-22-67056891
www.3dplmsoftware.com

September 5, 2017

The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400001

BSE Scrip Code: 700133

Kind Attn: Listing Department

Dear Sirs,

Sub: Notice of Annual General Meeting & Book Closure Intimation.

Please note, the sixteenth Annual General Meeting of the Company for the financial year 2016-17 is scheduled on Wednesday, September 27, 2017.

We are enclosing herewith the notice of the Sixteenth Annual General Meeting for the financial year 2016-17.

Kindly note, the Register of Members and Share Transfer Books of the Company will be closed as furnished below:

Security Code	Type of Security	Book Closure		Purpose
		From	To	
700133	Redeemable Preference Shares	Thursday, September 21, 2017	Wednesday, September 27, 2017	For 16th Annual General Meeting to be held on September 27, 2017
		(Both Days Inclusive)		

This is for your information and records.

Kindly acknowledge receipt.

Thanking you,

Yours Faithfully,
For **3D PLM Software Solutions Limited**

Sunipa Ghosh
Company Secretary & Compliance Officer
Mem. No.: A22216

NOTICE OF THE SIXTEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixteenth Annual General Meeting of the Members of 3D PLM Software Solutions Ltd, will be held on Wednesday, September 27, 2017 at 11.30 a.m. IST at Room 317, 3rd Floor, Plant 13 Annex, Pirojshanagar, Vikhroli (West), Mumbai – 400 079 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:

   (a) the audited financial statement of the Company for the Financial Year ended March 31, 2017, the Reports of the Board of Directors and Auditors thereon; and
   (b) the audited consolidated financial statement of the Company for the year ended March 31, 2017.

2. To appoint a Director in place of Mr. Dominique Florack (DIN: 02689103), who retires by rotation and being eligible, offers himself for re-appointment.

3. To ratify of appointment of S. R. Batliboi & Associates LLP as Statutory Auditors of the Company, who were appointed to hold office for a period of 5 years from the conclusion of the thirteenth Annual General Meeting till conclusion of eighteenth Annual General Meeting, for the financial year 2017-18.

   "RESOLVED THAT subject to the provisions of Sections 139, 142 and other applicable sections, if any, of the Companies Act, 2013 read with Rules made thereunder, appointment of S. R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No. 101049W), who were appointed as the Statutory Auditors of the Company for a term of 5 years, to hold office from the conclusion of 13th Annual General Meeting until the conclusion of the 18th Annual General Meeting of the Company, be and is hereby ratified for the Financial year 2017-18, at such remuneration, as may be mutually agreed upon by the Board of Directors of the Company and the Auditors, plus service tax, out-of pocket, traveling expenses for the audit carried out at periodic intervals."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Varghese Thomas (DIN: 05259148), who was appointed as an Additional Director in the capacity of Independent Director, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 along with requisite deposit, from a member proposing his candidature for the

office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to September 26, 2018."

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

   "RESOLVED THAT Mr. Manu Parpia (DIN: 00118333), who was re-appointed as a Director on the Board of the Company in the thirteenth Annual General Meeting and accordingly holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

   "RESOLVED THAT Mr. David de Muer (DIN: 02656094), who was re-appointed as a Director on the Board of the Company in the thirteenth Annual General Meeting and accordingly holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

   "RESOLVED THAT Mr. Didier Galliot (DIN: 03291025), who was re-appointed as a Director on the Board of the Company in the thirteenth Annual General Meeting and accordingly holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board
For **3D PLM Software Solutions Ltd.**

Sudarshan Mogasale
Manager & CEO
(PAN: AAXPM5923B)

Date: July 31, 2017
Place: Mumbai

Registered Office:
Plant 11, 3rd Floor, Pirojshanagar,
Vikhroli (West), Mumbai – 400 079

NOTES:

A) The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special Business as list out under Item Nos. 4 to 7 in the Notice is annexed hereto and forms part of this Notice.

B) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.

In case of joint holders attending the Meeting, any such joint holder who is higher in the order of names will be entitled to vote.

C) Proxies, in order to be valid, be duly stamped, and lodged with the Company at its Registered Office not later than forty-eight hours before the commencement of the Meeting.

D) The resolutions placed before the Members for approval in this notice do not require approval of the redeemable preference shareholders of the Company as the matters under the resolutions are neither directly affecting to the rights attached with the preference shareholders nor related to the redeemable preference shareholders of the Company.

Hence, in accordance to the provisions of Section 47(2) of the Companies Act, 2013 the redeemable preference shareholders shall not have any rights to vote on the resolutions stated in this notice.

In light of the above, the Company has not arranged for e-voting facility for this Annual General Meeting.

E) The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Link Intime India Private Ltd having their office premises at C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083.

F) Members, who wish to seek clarification on accounts, are requested to send their queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the Annual General Meeting.

G) The physical copies of notice of Sixteenth Annual General Meeting and the Annual Report 2016-17 will remain open for inspection at the Registered Office of the Company during business hours between 11.00 a.m. to 1.00 p.m. except on holidays, upto the date of the Annual General Meeting.

H) The particulars of Directors, proposed to be re-appointed, as per Secretarial Standards -2 on General Meetings are annexed hereto.

I) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

J) As per the provisions of Section 125 of the Companies Act, 2013, dividends that are remained unclaimed for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. An amount of Rs. 575,491/- being unclaimed dividend for the Financial Year ended March 31, 2009 was transferred to IEPF by erstwhile Geometric Limited on October 28, 2016 and accordingly now no claim lies against the Company in respect thereof.

K) Due dates of transferring unclaimed and unpaid dividends declared by the Company to IEPF Account are as under:

Financial Year ended	Date of declaration of dividend/date of AGM	Last date for claiming unpaid/unclaimed dividend
March 31, 2010	23-Jul-10	22-Aug-17
March 31, 2011	25-Jul-11	24-Aug-18
March 31, 2012	23-Jul-12	22-Aug-19
March 31, 2013	29-Jul-13	28-Aug-20
March 31, 2014	23-Jul-14	22-Aug-21
March 31, 2015	27-Jul-15	26-Aug-22
March 31, 2016 (Interim)	15-Mar-16	14-Apr-23

Members who have not encashed the dividend warrants so far in respect of the aforesaid periods, are requested to make their claim to Link Intime India Private Ltd well in advance of the above due dates. It may be noted that once the amounts in the unpaid dividend accounts are transferred to IEPF, no claim shall lie against IEPF or the Company in respect thereof and the Members would lose their right to claim such dividend.

Members are requested to address all queries in relation to unclaimed dividend of erstwhile Geometric Limited to 3D PLM Software Solutions Limited at the registered office address.

L) Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form SH-13 duly filled in to Link Intime India Private Ltd at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.

M) Members are requested to:

(a) intimate to the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Ltd at the above mentioned address, of changes if any, in the registered address at an early date, in case of shares held in physical form;
(b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialised form;
(c) send their e-mail ID's to the Registrar and Share Transfer Agent of the Company / to the Company (for members holding shares in physical form);
(d) send / update their e-mail ID's to the Depository Participant / Registrar and Share Transfer Agent of the Company (for members holding shares in Demat Form);
(e) quote their Folio numbers/Client ID/DP ID in all correspondence;
(f) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;
(g) to bring their copies of the Annual Report, Notice and Attendance slip to the General Meeting. No copies will be distributed at the Meeting as a measure of economy.

N) In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for 2016-17 are being sent in the permitted mode.

O) Electronic copy of the Notice of the 16th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 16th Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent in the permitted mode.

P) Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year ended March 31, 2017 will also be available on the Company's website www.3dplmsoftware.com.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item no. 4:

Mr. Varghese Thomas, Director of the Company was appointed during the year as an Additional Director in the capacity of Independent Director. As per the provisions of Section 161 of the Companies Act, 2013, a Director appointed by the Board during the year shall hold office till the conclusion of the ensuing Annual General Meeting. Mr. Varghese Thomas, being eligible, has offered himself for appointment of as director of the Company.
The Company has received notice in writing from a member of the Company alongwith the deposit of Rs. 100,000/-, as per the provisions of Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature, for the office of Director of the Company.

The copy of notice as aforesaid and a copy of draft letter of appointment of the aforesaid Director as Director, setting out the terms and conditions would be available for inspection at the Registered Office of the Company on all working days during the business hours till the date of the Annual General Meeting and the said documents shall also be placed at the meeting.

Profile of Mr. Varghese Thomas, is given in the Annexure to this Notice.

The Company has received following disclosures from Mr. Varghese Thomas:

(i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014;
(ii) intimation in Form DIR- 8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013; and
(iii) Eligibility certificate to hold the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Varghese Thomas proposed to be appointed, as an Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the Rules made hereunder and he is independent.

The Board recommends the resolution to seek approval of members for the appointment of Mr. Varghese Thomas as Independent Director of the Company for a term upto September 26, 2018 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that he shall not be liable to retire by rotation.

Draft Appointment Letter for the appointment of the said Independent Director is available for inspection by members at the Registered Office of the Company on all working days during the business hours till the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives, except afore mentioned proposed directors, with respect to whom the Resolution relates, are interested or concerned in the Resolutions.

Item no. 5 to 7:

Mr. Manu Parpia, Mr. David De Muer and Mr. Didier Galliot, Directors of the Company were re-appointed by the shareholders at their thirteenth Annual General Meeting and who hold office up to the date of this Annual General Meeting.

The Company has received individual notices in writing from Members of the Company alongwith the deposits of Rs. 100,000/- each, as per the provisions of Section 160 of the Companies Act, 2013, signifying their intention to propose re-appointment of the aforesaid candidatures, for the office of Directors of the Company.

The copy of notices as aforesaid and a copy of draft letters of appointment of the aforesaid Directors as Directors, setting out the terms and conditions would be available for inspection at the Registered Office of the Company on all working days during the business hours till the date of the Annual General Meeting and the said documents shall also be placed at the meeting.

The Board recommends the resolutions as set out in item nos. 5 to 7 of the Notice to the Members for their acceptance to seek approval of members for appointment of Mr. Manu Parpia, Mr. David De Muer and Mr. Didier Galliot, as Directors of the Company w.e.f. the conclusion of the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives, except afore mentioned proposed directors, with respect to whom the Resolution relates, are interested or concerned in the Resolutions.

By Order of the Board
For **3D PLM Software Solutions Ltd.**

Sudarshan Mogasale
Manager & CEO
(PAN: AAXPM5923B)

Date: July 31, 2017
Place: Mumbai

Registered Office:
Plant 11, 3rd Floor, Pirojshanagar,
Vikhroli (West), Mumbai – 400 079

Details of Directors seeking re-appointment at the Annual General Meeting [Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings].

Name of the Director	**VARGHESE THOMAS**
Age	40 years
Qualification	Graduate from National Law School of India University (NLSIU), Bengaluru, India
Experience in specific functional area	Mr. Thomas has extensive experience in commercial dispute resolution matters having advised and represented several clients in arbitrations and court cases relating to shareholder disputes, supply and sale contracts and engineering contracts. He also regularly advises clients on Indian law issues concerning General Corporate laws, Mergers & Acquisitions, Corporate Governance, Sale & Purchase Contracts, Exchange Control Regulations and Family and Trust laws.
Terms and conditions of re-appointment	Confirmation as Director from Additional Director
Date of first appointment on the Board	January 10, 2017
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship
Number of Meetings of the Board attended during the year	2 out 3 Board Meetings attended
Directorship in other Companies	**Public Companies:** None **Private Companies:** BUNGA EXPRESS SHIPPING AGENCY PRIVATE LIMITED UNI TEX PRODUCTS PRIVATE LIMITED POLYMARBLE MANUFACTURING COMPANY PRIVATE LIMITED YLVERNIS INFRAPROJECT PRIVATE LIMITED RADINGE INFRAPROJECT PRIVATE LIMITED ERUMELIVASAN INFRASTRUCTURE PRIVATE LIMITED ARYA TRADING AND SERVICES PVT LTD YASHICA SHIPPING AGENCIES PRIVATE LIMITED SAGAR OFFSHORE DRILLING COMPANY PRIVATE LIMITED GERMAN EXPRESS SHIPPING AGENCY (INDIA) PVT LTD CARDINAL AIR TRANSPORT COMPANY PRIVATE LIMITED JET-AIU SKYLINE TRANSPORT PRIVATE LIMITED VARUNA OFFSHORE TRANSPORT SERVICES PRIVATE LIMITED TAI-PAN SHIPPING PRIVATE LIMITED NTT COMMUNICATIONS INDIA NETWORK SERVICES PRIVATE LIMITED V. B. FINANCIAL CONSULTANTS PRIVATELIMITED NETMAGIC IT SERVICES PRIVATE LIMITED

<table>
<tr><td>Name of the Director</td><td colspan="2">VARGHESE THOMAS</td></tr>
<tr><td></td><td colspan="2">NETMAGIC SOLUTIONS PRIVATE LIMITED
TEJASVI PROJECT MANAGEMENT SERVICES PRIVATE LIMITED

<u>Partnership Firm</u>:

SQUARE WAVE DEVELOPERS LLP
J. SAGAR ASSOCIATES</td></tr>
<tr><td rowspan="3">Membership/Chairmanship of the committees of other companies (includes Audit Committee, Nomination and Remuneration Committee & Stakeholders' Relationship Committee)</td><td>Name of the Company</td><td>Committees</td></tr>
<tr><td>-</td><td>-</td></tr>
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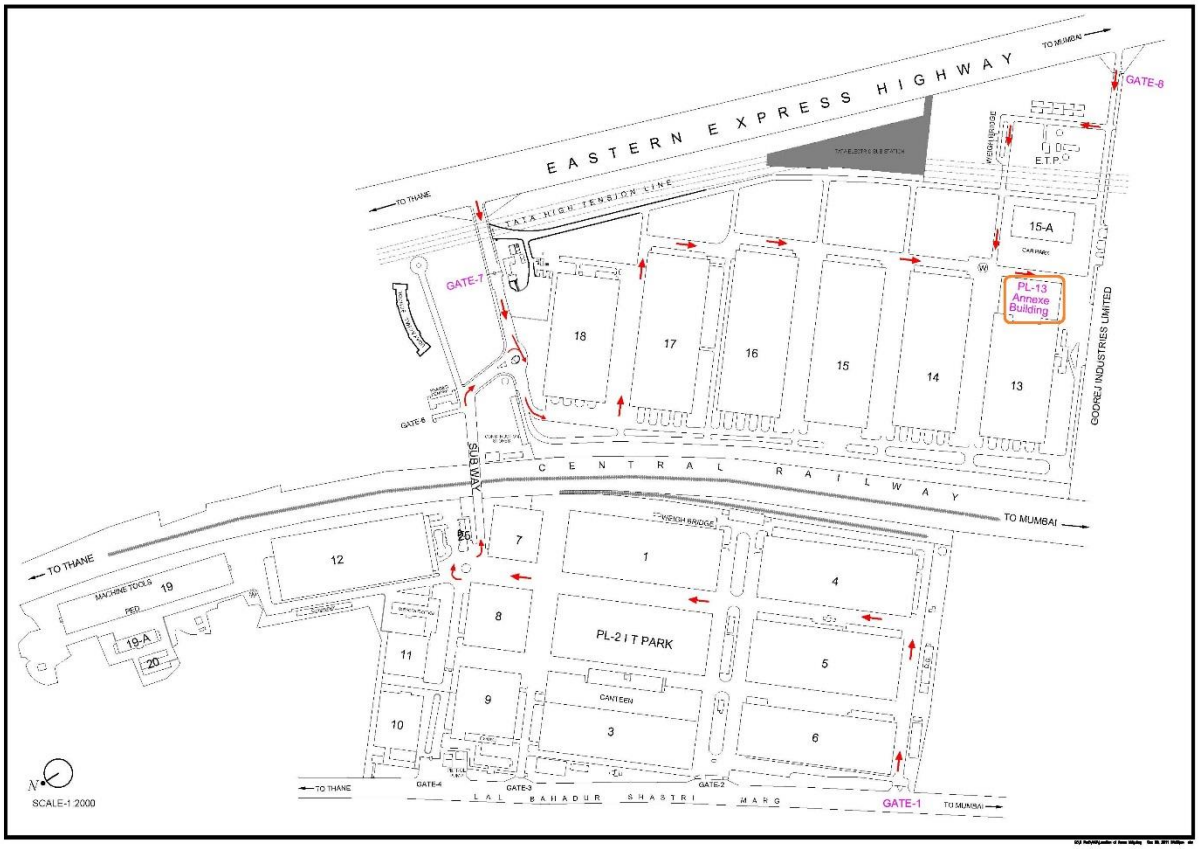
Name of the Director	**MANU PARPIA**
Age	67 years
Qualification	Mr. Manu Parpia holds a Bachelor's degree in Chemical Engineering from McGill University, Canada; MBA from Harvard Graduate School of Business Administration, USA; and a Diploma in Finance & Accounting from England.
Experience in specific functional area	Mr. Parpia is the key Founder-Promoter of the Company and Geometric Limited and is currently the Chairman of the Company. He has over 36 years of experience in the industry, with over 25 years in the PLM and Engineering arena including 24 years of experience in CAD/CAM industry. He had a successful tenure in 1997-98 as President of Manufacturers' Association for Information Technology (MAIT).
Terms and conditions of re-appointment	Re-appointment as Director who will be liable to retire by rotation.
Date of first appointment on the Board	December 14, 2001
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship
Number of Meetings of the Board attended during the year	5 out 7 Board Meetings attended
Directorship in other Companies	**Public Companies:** NESCO LIMITED GODREJ INFOTECH LIMITED **Private Companies:** EQUIRUS CAPITAL PRIVATE LIMITED ALCHEMY CAPITAL MANAGEMENT PRIVATELIMITED INVENTURUS KNOWLEDGE SOLUTIONS PRIVATELIMITED 3D PLM GLOBAL SERVICES PRIVATE LIMITED

Membership/Chairmanship of the committees of other companies (includes Audit Committee, Nomination and Remuneration Committee & Stakeholders' Relationship Committee)	**Name of the Company**	**Committees**
	-	-
	-	-

Name of the Director	**DAVID CLAUDE DE MUER**	
Age	50 years	
Qualification	Vice President WW R&D Operations & Customer Success	
Experience in specific functional area	David DE MUER started his career as a developer at Dassault Systèmes in 1991. He was CATIA Mechanical Assembly Product Manager, and then Director of CATIA Mechanical Department. He moved to ENOVIA as R&D VP in charge of ENOVIA VPLM in 2006. Since 2011 he is part of Dassault Systèmes R&D Executive Committee, in charge of R&D WW Operations, including customer Support and 3DPLM management.	
Terms and conditions of re-appointment	Re-appointment as Director who will be liable to retire by rotation.	
Date of first appointment on the Board	April 21, 2009	
Shareholding in the company	Nil	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship	
Number of Meetings of the Board attended during the year	5 out 7 Board Meetings attended	
Directorship in other Companies	**NA**	
Membership/Chairmanship of the committees of other companies (includes Audit Committee, Nomination and Remuneration Committee & Stakeholders' Relationship Committee)	**Name of the Company**	**Committees**
	-	-
	-	-

Name of the Director	**DIDIER MICHEL HENRI GAILLOT**	
Age	54 years	
Qualification	Graduated from the Sup de Co Reims Business School and holds a B.A. in Public Accounting	
Experience in specific functional area	Mr. Didier Gaillot has 25 years of experience in executive finance positions within high tech companies, supporting growth in an international environment. He started his career as a PWC consultant and spent 20 years at Dassault Systemes (DS), where he led the IPO, run financial communication (NASDAQ and Euronext) and M&A completing more than 80 transactions for a total investment of about $2.5b. He held CFO positions in tech companies in various countries and provides advisory corporate finance consulting to software companies outside of DS Group (CBB Consult). He also works on DS special corporate projects and holds board seats in tech companies in France, in the US and in Asia.	
Terms and conditions of re-appointment	Re-appointment as Director who will be liable to retire by rotation.	
Date of first appointment on the Board	October 12, 2010	
Shareholding in the company	Nil	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship	
Number of Meetings of the Board attended during the year	5 out 7 Board Meetings attended	
Directorship in other Companies / Bodies Corporate	CBB Consult (Managing Director) Reality Ventures Beteiligungs GmbH (Managing Director)	
Membership/Chairmanship of the committees of other companies (includes Audit Committee, Nomination and Remuneration Committee & Stakeholders' Relationship Committee)	**Name of the Company**	**Committees**
	-	-
	-	-

Map for Annual General Meeting venue



3D PLM SOFTWARE SOLUTIONS LIMITED
(CIN: U72900MH2001PLC134244)
Regd. Office: Plant 11, 3rd Floor, Pirojshanagar, Vikhroli (West), Mumbai 400079
Email: IN.3DPLM.Investor-Relations@3dplmsoftware.com Website: www.3dplmsoftware.com
Tel.:+91-22-67056001 Fax: +91-22-67056891

ATTENDANCE SLIP

16th Annual General Meeting – Wednesday, September 27, 2017

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

DP ID		Client ID	
Regd. Folio no.*		No. of Shares	

	Name(s) in Full	Father/Husband's Name	Address as regd. with Company
1.	_____	_____	_____
2.	_____	_____	_____
3.	_____	_____	_____

I/We hereby record my/our presence at the Sixteenth Annual General Meeting of **3D PLM SOFTWARE SOLUTIONS LIMITED** held on Wednesday, September 27, 2017 at 11.30 a.m at Room 317, 3rd Floor, Plant 13 Annex, Pirojshanagar, Vikhroli (West), Mumbai – 400 079 and/or any adjournment thereof.

Please (√) in the box

☐ MEMBER ☐ PROXY

_____
Member's Signature

_____
Proxy's Signature

*Applicable for the investor holding shares in physical form.

Note:

1. Shareholders attending the meeting in person or through proxy are requested to complete this Attendance Slip and hand it over at the attendance verification counter at the entrance of Meeting hall.
2. Bodies Corporate, whether a company or not, who are members, may attend through their authorised representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorisation should be deposited with the Company.
3. Electronic copy of the Annual Report for 2016-17 and Notice of the Annual General Meeting (AGM) alongwith attendance slip and proxy form are being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
4. Physical copy of the Annual Report for 2016-17 and Notice of the AGM along with the attendance slip and proxy form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

3D PLM SOFTWARE SOLUTIONS LIMITED
(CIN: U72900MH2001PLC134244)
Regd. Office: Plant 11, 3rd Floor, Pirojshanagar, Vikhroli (West), Mumbai 400079
Email: IN.3DPLM.Investor-Relations@3dplmsoftware.com Website: www.3dplmsoftware.com
Tel.:+91-22-67056001 Fax: +91-22-6705 6891

PROXY FORM
[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the* Companies (Management and Administration) Rules, 2014*]

16th Annual General Meeting – Wednesday, September 27, 2017

Name of the Member(s) _____

Registered Address _____

Email Id

Folio No. / Client ID																
DP ID.																

I/We being the member(s) of _____, shares of the above named company, hereby appoint

1. Name:_____

Address:_____

E-mail ID:_____

Signature:_____, or failing him/her

2. Name:_____

Address:_____

E-mail ID:_____

Signature:_____, or failing him/her

3. Name:_____

Address:_____

E-mail ID:_____

Signature:_____, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Sixteenth Annual General Meeting of **3D PLM SOFTWARE SOLUTIONS LIMITED**, to be held on Wednesday, September 27, 2017 at 11.30 a.m at Room 317, 3rd Floor, Plant 13 Annex, Pirojshanagar, Vikhroli (West), Mumbai – 400 079 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:

1. To consider and adopt:

   (a) the audited financial statement of the Company for the Financial Year ended March 31, 2017, the Reports of the Board of Directors and Auditors thereon; and
   (b) the audited consolidated financial statement of the Company for the year ended March 31, 2017.

2. To appoint a Director in place of Mr. Dominique Florack (DIN: 02689103), who retires by rotation and being eligible, offers himself for re-appointment.

3. To ratify the appointment of S. R. Batliboi & Associates LLP as Statutory Auditors of the Company.

SPECIAL BUSINESS

4. To regularize the appointment of Mr. Varghese Thomas (DIN: 05259148), Additional Director as Director (Independent) of the Company.

5. To consider the re-appointment of Mr. Manu Parpia (DIN: 00118333) as the Director of the Company.

6. To consider the re-appointment of Mr. David de Muer (DIN: 02656094) as the Director of the Company.

7. To consider the re-appointment of Mr. Didier Galliot (DIN: 03291025) as the Director of the Company.

Signed this_____day of_____2017.

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp of not less than Re. 1

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.