



**Geometric**

People Building Partnerships

Date: August 10, 2016

**The Listing Department  
The National Stock Exchange of India Ltd.  
Exchange Plaza, 5th Floor, BKC  
Bandra (E), Mumbai 400 051**

**The Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Tower, Dalal Street  
Mumbai – 400 001**

**NSE Symbol: GEOMETRIC**

**BSE Scrip Code: 532312**

Dear Sirs,

**Subject: Results of voting for Court Convened Meeting and Extraordinary General Meeting**

This is with further reference to our letter dated July 15, 2016 enclosing the notice and explanatory statement of the court convened meeting ("CCM") for approval of the Composite Scheme of Arrangement and Amalgamation ("Scheme") between the Company, HCL Technologies Limited, 3D PLM Software Solutions and their respective shareholders and creditors and extraordinary general meeting ("EGM") seeking approval for matters set forth in the notice of the EGM, by the equity shareholders of Geometric Limited ("Company").

The CCM and EGM respectively, were convened on August 9, 2016 for approving the Scheme and reduction of the securities premium account, amendment of ESOP Plans and compensation for Mr. Manu Parpia.

The shareholders were provided the facility of voting on the resolutions at the CCM and the EGM, respectively by poll (through poll papers and Instapoll facility) and through the electronic voting (through remote e-voting) facility provided by Central Depository Services (India) Limited.

We would like to inform you that the resolutions set forth in the notice and explanatory statement of the CCM and EGM, respectively have been approved by the members of the Company with the requisite majority. We are enclosing the scrutinizer's report and voting results of the CCM as Annexure 1 and 2, respectively and the scrutinizer's report and voting results of the EGM as Annexure 3 and 4, respectively.

The Chairman of the CCM will also report the results of the CCM to the Bombay High Court as per the directions of the Bombay High Court.

May we request you to please take the same on record.

Thanking you,  
Yours sincerely,  
For Geometric Limited

**Sunipa Ghosh  
Company Secretary & Compliance Officer**

Encl.: a/a.

**Geometric Limited**

CIN : L72200MH1994PLC077342

Unit No. 703-A, 7th floor, B Wing, Reliable Tech Park, Airoli, Navi Mumbai 400708, 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

# Rathi & Associates

## COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.  
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

09<sup>th</sup> August, 2016

The Chairman of the Court Convened Meeting  
Geometric Limited  
Plant 11, 3<sup>rd</sup> Floor,  
Pirojshanagar,  
Vikhroli (West),  
Mumbai – 400079

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting, physical voting through ballots and voting by Instapoll Electronic Facility at the Court Convened Meeting of Equity Shareholders of Geometric Limited

1. Geometric Limited (“the Company”) at its Board Meeting held on 8<sup>th</sup> July, 2016 appointed the undersigned as the Scrutinizer for the process of remote e-voting, physical voting through ballots and electronic voting facility by Instapoll under Section 108 and Section 109 of the Companies Act, 2013 (“Act”) read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolution seeking shareholders’ approval to the composite scheme of arrangement and amalgamation amongst Geometric Ltd, HCL Technologies Ltd. and 3D PLM Software Solutions Ltd. contained in the notice dated 8<sup>th</sup> July, 2016, placed for approval of the equity shareholders of the Company at the court convened meeting of the equity shareholders of the Company held on 9<sup>th</sup> August, 2016 at 11.00 a.m. pursuant to the order dated 1<sup>st</sup> July 2016 (“Order”) passed by the Hon’ble Bombay High Court (“Court Convened Meeting”).
2. The management of the Company is responsible to ensure the compliance with the applicable law, relating to remote e-voting, physical ballots and electronic voting facility by Instapoll at the Court Convened Meeting on the resolution contained in the aforesaid Notice. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots at the Court Convened Meeting is to ensure that the voting is done in a fair and transparent manner and restricted to make a Consolidated Scrutinizer’s Report of the votes cast “in favour” or “against” the resolution, based on the records received and the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facilities and the records maintained by the Company and the authorizations/proxies lodged with the Company.



3. As required under Section 391 of the Companies Act, 1956 read with Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the Court Convened Meeting was sent to the Members by permitted means, for seeking approval of members on following resolution:

“RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of Companies Act, 2013 as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 read with, the observation letters issued by each of the BSE Limited and the National Stock Exchange of India Limited, dated June 8, 2016 and June 7, 2016 respectively, relevant provisions of other applicable laws, the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon’ble High Court of Judicature at Bombay and Hon’ble High Court of Delhi, the Competition Commission of India, the Reserve Bank of India, and such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include the committee constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the proposed arrangement and amalgamation embodied in the Scheme placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

4. The Company provided the electronic voting facility to the equity shareholders in accordance with the directions of the Order and provisions of applicable law. The Company provided the remote e-Voting facility offered by CDSL to cast votes on aforesaid resolution through e-Voting by the members of the Company. Remote e-Voting facility was made available to shareholders of the Company to exercise their voting rights from Thursday, 4<sup>th</sup> August, 2016 (9.00 a.m. IST) upto Monday, 8<sup>th</sup> August, 2016 (5.00 p.m. IST).



5. The Company also distributed physical ballots and provided Instapoll electronic voting facility to the members present at the Court Convened Meeting through tablets to enable them to cast their votes on the aforesaid resolution.
6. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
7. The locked ballot box was subsequently opened in my presence and in the presence of two witnesses namely, Ms. Komal Binwani (PAN: AXTPB3404F) resident of Ulhasnagar - 421003 and Mr. Binit Kamdar (PAN: BABPK0489D) resident of Borivali - 400092 and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

Komal

Komal Binwani

Binit Kamdar

Binit Kamdar

8. No poll papers, were incomplete and/or otherwise found defective or invalid. The ballots were also scrutinized for the purpose of eliminating duplicate voting (i.e.) on electronic voting as well as use of ballot.
9. After counting of votes by physical ballots and electronic voting by Instapoll facility and votes cast through Remote e-Voting upto 5.00 P.M. on Monday, 8<sup>th</sup> August, 2016 were un-blocked on 9<sup>th</sup> August, 2016 at around 11:30 A.M. in the presence of two witnesses namely, Ms. Trupal Trivedi (PAN: AOOPT2536C) resident of Thane - 400601 and Mr. Safal Jain (PAN: AQOPJ3049E) resident of Borivali - 400092 who have signed below in confirmation of the un-blocking of the votes cast through Remote e-Voting in their presence:

Trupal

Trupal Trivedi

Safal

Safal Jain

10. I submit my consolidated report on votes cast through Remote e-Voting, physical ballots and Instapoll electronic voting facility at the Court Convened Meeting, on the resolution contained in the Notice dated 8<sup>th</sup> July, 2016, placed for approval of the Shareholders of the Company as under:



### 10.1 Physical Ballots:

Total No. of members who were present in person or by proxy or by authorized representative who cast their votes by Physical Ballots	37
Total Number of votes (in terms of number of shares held) cast	425,892

#### (a) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
37	100.00	425,892	100.00

#### (b) Voted against the resolution:

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
0	0	0	0

#### (c) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast
0	0



## 10.2 Remote e-Voting:

Total No. of members who cast their votes by Remote e-voting	81
Total Number of votes (in terms of number of shares held) cast	18,246,511

### (a) Voted in favour of the resolution:

Number of members voted	% of the total number of members voted	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
80	98.7654	18,246,461	99.9997

### (b) Voted against the resolution:

Number of members voted	% of the total number of members voted	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
1	1.2346	50	0.0003

### (c) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast
0	0



### 10.3 Instapoll Electronic Voting facility:

Total No. of members who were present in person or by proxy or by authorized representative who cast their votes by Instapoll electronic voting facility	24
Total Number of votes (in terms of number of shares held) cast	24,879,389

#### (a) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total numbers present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
24	100.00	24,879,389	100.00

#### (b) Voted against the resolution:

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total numbers present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
0	0	0	0

#### (c) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast
0	0



#### 10.4 Consolidated Voting Result:

Total No. of members who cast their votes by Remote e-Voting, Physical ballots and Instapoll electronic voting facility	142
Total Number of votes (in terms of number of shares held) cast	43,551,792

#### (a) Voted in favour of the resolution:

Number of members voted (including votes cast electronically)	% of the total number of members voted (including votes cast electronically)	Number of votes (in terms of number of shares held) cast (including votes cast electronically)	% of total number of votes (in terms of number of shares held) cast (including votes cast electronically)
141	99.2958	43,551,742	99.9999

#### (b) Voted against the resolution:

Number of members voted (including votes cast electronically)	% of the total number of members voted (including votes cast electronically)	Number of votes (in terms of number of shares held) cast (including votes cast electronically)	% of total number of votes (in terms of number of shares held) cast (including votes cast electronically)
1	0.7042	50	0.0001

#### (c) Invalid votes:

Total number of members whose votes were declared invalid (including votes cast electronically)	Total number of votes cast (including votes cast electronically)
0	0





11. A Compact Disc (CD) containing a list of members who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution by poll (through poll papers) and electronic voting as per the report generated from CDSL, is enclosed.
12. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

The results of the voting by members through remote e-Voting, physical ballots and Instapoll electronic voting facility at the Court Convened Meeting in respect of the above mentioned Resolution may accordingly be declared by the Company.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES  
COMPANY SECRETARIES



HIMANSHU S. KAMDAR  
PARTNER  
FCS NO. 5171  
COP NO. 3030



List of Shareholders voted through Remote E-voting	
Sr.No	Member Name
1	RAKESH RADHESHYAM JHUNJHUNWALA
2	KANTILAL HIRJIBHAI RAMANI
3	AMOL JAYANT MARATHE
4	VIPIN S DALAL
5	AMIT VASUDEO TELI
6	HARSHAD DEEPAK MAHAJAN
7	MUTHUMEENAKSHI N
8	T. S. ASOK KUMAR .
9	GADEKAR SUDHIR GANPAT
10	DURUGKAR CHETANCHANDRA P
11	ANKUSH DADHWAL
12	JAWALE ROHIT SHASHIKANT
13	VINOD MURLIDHAR DHAMNEKAR
14	VENKATA SRIKANTH V
15	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY
16	EMERGING MARKETS CORE EQUITY PORTFOLIO .THE PORTFOLIO. OF DFA INVESTMENT DIMENSIONS GROUP INC. .DFAIDG.
17	NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST
18	CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN
19	DIMENSIONAL EMERGING MARKETS VALUE FUND
20	OPSEU PENSION PLAN TRUST FUND
21	JOHN HANCOCK VARIABLE INSURANCE TRUST EMERGING MARKETS VALUE TRUST
22	ICICI PRUDENTIAL REGULAR INCOME FUND
23	FIDELITY RUTLAND SQUARE TRUST II STRATEGIC ADVISERS EMERGING MARKETS FUND AS MANAGED BY ACADIAN ASSET MANAGEMENT LLC
24	APAX GLOBAL ALPHA LIMITED
25	CITY OF NEW YORK GROUP TRUST
26	IDFC CLASSIC EQUITY FUND
27	IDFC TAX ADVANTAGE .ELSS. FUND
28	FLORIDA RETIREMENT SYSTEM - ACADIAN ASSET MANAGEMENT, INC.
29	ACADIAN EMERGING MARKETS EQUITY FUND
30	DIMENSIONAL FUND ADVISORS EMERGING MARKET STRATEGY
31	MV SCIF MAURITIUS
32	THE BOARD OF REGENTS OF THE UNIVERSITY OF TEXAS SYSTEM-ACADIAN ASSET MANAGEMENT
33	ACADIAN EMERGING MARKETS PORTFOLIO
34	ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND LLC



35	PENSION RESERVES INVESTMENT TRUST FUND - ACADIAN
36	NITIN KUMAR SHIRKEY
37	SUSHANT SINHA
38	MILIND NARAYAN SHASTRI
39	MILIND NARAYAN SHASTRI
40	VISHWANATH V KUDVA
41	ALIA HERMIONE MANU PARPIA
42	JHUNJHUNWALA RAKESH RADHESHYAM
43	JHUNJHUNWALA REKHA RAKESH
44	SNEHLATA SANTOSH TIBDEWAL
45	AMOGH VARADPANDE
46	LYNN M PARPIA
47	UTI- BALANCED FUND
48	UTI -CAPITAL PROTECTION ORIENTED SCHEME - SERIES VII - II .1281 DAYS.
49	UTI - DUAL ADVANTAGE FIXED TERM FUND SERIES III - I .1998 DAYS.
50	UTI - CAPITAL PROTECTION ORIENTED SCHEME - SERIES VII - III .1279 DAYS.
51	N PARTHASARATHY
52	PRASHANT CHANDANAPURKAR
53	PRABHU NILKANTH HIREMATH
54	VAIBHAV BADHE
55	SANDEEP BADAWE
56	CHETAN I CHAUHAN
57	SUNIL POPAT UPADHYE
58	VISHAL DASHRATH JAWALE
59	JAYAWANT BAJIRAO PATIL
60	JAI P VED
61	SHOBHA SURESH SHENOY
62	NAGARAJU VENKATA RAMA KRISHNA
63	PREETAM KRISHNAKUMAR VAIDYA
64	VIJAY SONI
65	S RADHAKRISHNAN
66	TOKE MAHESH RAVINDRANATH
67	EKTA BALRAM KUWATADA
68	SUMIT DAMANI
69	NAMBI CHANDRASEKARAN
70	SRIPRASADH R
71	BIJURAJ BALAKRISHNAN
72	GIRISH SUDHAKAR SOHONI
73	RANJEET PODVATH MENON
74	VENKATESH JAGANNATH
75	S AUNDY
76	ASHISH B PATIL
77	KIRAN RAJSHEKHAR KORI



78	MAHENDRA BHARDWAJ
79	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO
80	SBI IT FUND
81	SBI MAGNUM MULTICAP FUND



List of Shareholders voted through Physical Ballots	
Sr.No	NAME OF SHAREHOLDERS
1	ATUL ANANT PARULEKAR
2	SUDARSHAN N MOGASALE
3	NILESH PANDIT
4	AMIT UPADHYAYA
5	BINDU M B
6	SHRADDHA ANAND HOMBAL
7	MITHUN ANAND KULKARNI
8	ANAND RAJU SAGI
9	SUNDERARAJAN GOPALAN KARAİKURICHI
10	ADITI KURUSH WADIA
11	CHRISTOPHER FRANCIS PINTO
12	HEMANT CHINTAMAN GADGIL
13	HEMANT CHINTAMAN GADGIL
14	Amit Fulmogare
15	RAHUL UDAY RAJADHYAKSHA
16	HEMANT CHINTAMAN GADGIL
17	BABURAJ VARADARAJ IYER
18	YOGESH RAMESHWAR RAWAT
19	VINAYAK A FUTANE
20	PRASHANTA GHOSHAL
21	NAZARALI I SALIYA
22	HARSHAD RAJENDRA SANGHAVI
23	VISHNU PAD CHAKRABORTY
24	MANOJ SURYAKANTRAO VIBHUTE
25	ACHARYA ROHIT RAJENDRA .
26	KAUSTUBH ANIL PONKSHE
27	UTTAM GUJRATI
28	ANWESA SEN
29	PALLAVI VASANT PATHAK
30	MANISH MOHAN TAMBE
31	VISHNU PAD CHAKRABORTY
32	SUKRUT GOPAL DESHPANDE
33	Mandar Trimbakrao Trifaley
34	SUNIL KOTHARI
35	N SATYA MURTHY
36	PANKAJ GUPTA
37	PARAG R SURYAWANSHI



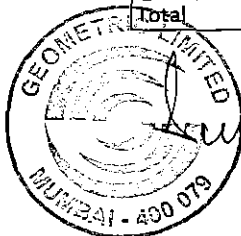
Sr.No	List of Shareholders voted through InstaPoll
1	NAME OF SHAREHOLDERS
2	PRASAD M MADKAIKAR
3	SHASHANK PATKAR
4	ANITA RAMACHANDRAN
5	JAYANTI SREEKANTH A R S SARMA
6	KYAMAS ARDESHIR PALIA
7	VISHWANATH SHET K
8	MARC JOSEPH LUC DULUDE
9	GODREJ AND BOYCE MFG CO LTD
10	GODREJ AND BOYCE MFG CO LTD
11	GODREJ AND BOYCE MFG CO LTD
12	RAWAT YOGESH RAMESHWAR
13	MILIND SHRIPAD SARWATE
14	MUMTAZ AFZAL KHAN
15	SHILPA RAJENDRA JADHAV
16	RINKU BASU
17	GODREJ INVESTMENTS PVT LTD
18	KIRTIMALA CHANDRASHEKHAR DEOKAR
19	NISHIDH PRAVINCHANDRA MUNI
20	AJAY SATISH MEHRA
21	ANANT B KULKARNI
22	Manu Mahmud Parpia
23	YASH KUMAR DUNGERPURIA
24	RUSHIKESH SUBHASH TEMBHURNIKAR
25	KOMAL RAUT



## Geometric Limited

Date of Court Convened Meeting (CCM)	August 9, 2016
Total number of shareholders on record date	21322
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	5
Public:	62
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	NIL
Public:	NIL

Resolution Required : (Special / Ordinary) (Majority in number representing three fourth in value)			To approve the arrangement embodied in the Composite Scheme of Arrangement and Amalgamation between Geometric Limited, HCL Technologies Limited and 3D PLM Software Solutions Limited, and their respective shareholders and creditors ("Scheme")					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	24,518,933	273,500	1.1155	273,500	0	100.0000	0.0000
	Poll		24,245,433	98.8845	24,245,433	0	100.0000	0.0000
	Postal Ballot		-	0.0000	-	0	0.0000	0.0000
	<b>Total</b>		<b>24,518,933</b>	<b>100.0000</b>	<b>24,518,933</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	10,439,679	5,303,528	50.8016	5,303,528	0	100.0000	0.0000
	Poll		-	0.0000	-	0	0.0000	0.0000
	Postal Ballot		-	0.0000	-	0	0.0000	0.0000
	<b>Total</b>		<b>5,303,528</b>	<b>50.8016</b>	<b>5,303,528</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	30,284,082	12,669,483	41.8355	12,669,433	50	99.9996	0.0004
	Poll		1,059,848	3.4997	1,059,848	0	100.0000	0.0000
	Postal Ballot		-	0.0000	-	0	0.0000	0.0000
	<b>Total</b>		<b>13,729,331</b>	<b>45.3352</b>	<b>13,729,281</b>	<b>50</b>	<b>99.9996</b>	<b>0.0004</b>
<b>Total</b>		<b>65,242,694</b>	<b>43,551,792</b>	<b>66.7535</b>	<b>43,551,742</b>	<b>50</b>	<b>99.9999</b>	<b>0.0001</b>



*Sanjay Ghosh*

# Rathi & Associates

## COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.  
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com  
10<sup>th</sup> August, 2016

The Chairman  
Geometric Limited  
Plant 11, 3<sup>rd</sup> Floor,  
Pirojshanagar,  
Vikhroli (West),  
Mumbai – 400079

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting, physical voting through ballots and voting by Instapoll Electronic Facility at the Extra-ordinary General Meeting of Equity Shareholders of Geometric Limited

1. Geometric Limited ("the Company") at its Board Meeting held on 8<sup>th</sup> July 2016 appointed the undersigned as the Scrutinizer for the process of remote e-voting, physical voting through ballots and electronic voting facility by Instapoll under Section 108 and Section 109 of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice dated 9<sup>th</sup> July 2016, placed for approval of the equity shareholders of the Company at the Extra-ordinary General meeting of the equity shareholders of the Company held on 9<sup>th</sup> August 2016 at 11.30 a.m..
2. The management of the Company is responsible to ensure the compliance with the applicable law, relating to remote e-voting, physical ballots and electronic voting facility by Instapoll at the Extra-ordinary General Meeting on the resolutions contained in the aforesaid Notice. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots at the Extra-ordinary General Meeting is to ensure that the voting is done in a fair and transparent manner and restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the records received and the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facilities and the records maintained by the Company and the authorizations/proxies lodged with the Company.
3. As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the Extraordinary General Meeting was sent to the Members by permitted means, for seeking approval of members on following resolutions:





### **Resolution No. 1 - Utilisation of Securities Premium Account as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956, read with Section 52 of the Companies Act 2013 and Sections 100 to 103 of the Companies Act, 1956, (including any amendment or reenactment of the said provisions or corresponding provisions of the Companies Act, 2013 which may be brought in force before resolution hereto is given effect to) rules made under the Companies Act, 1956 and Companies Act, 2013 as applicable and in force, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with circulars issued thereunder (including any statutory modification (s) or re-enactment thereof, for the time being in force), Article [5] of the Articles of Association of the Company and subject to the sanction of Composite Scheme of Arrangement and Amalgamation between Geometric Limited, HCL Technologies Limited, 3D PLM Software Solutions Limited and their respective shareholders and creditors (“Scheme”), the approval of the Hon’ble High Court of Bombay and Hon’ble High Court of Delhi, the Competition Commission of India, the Reserve Bank of India, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include the committee constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the Company be and is hereby accorded for the utilization of entire Securities Premium Account of Rs. 1,412,77,277 as on 31<sup>st</sup> March 2016, in accordance with the provisions of clause 15.2(ii) of the Scheme, and the resulting reduction of the securities premium account of the Company by an amount of Rs. 1,412,77,277 only.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper including passing of such accounting entries and/or making such adjustments in the books of account as considered necessary to give effect to the above resolution, or to carry out such modifications as may be required and /or imposed by the Hon’ble High Court of Bombay while sanctioning the Scheme, or by any other authorities under applicable law and as is acceptable to the Board.”

### **Resolution No. 2 - Amendment of the ESOP Scheme 2009 – Employees, ESOP Scheme 2011, ESOP Scheme 2013 – Employees, ESOP Scheme 2013 – Directors and ESOP Scheme 2015 (“ESOP PLANS”) and related matters as a Special Resolution::**

“RESOLVED THAT pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956, (including any amendment or re-enactment of the said provisions or corresponding provisions of the Companies Act, 2013 which may be brought in force before this resolution hereto is given effect to), Regulation 7 of the SEBI (Share Based Employee



Benefits) Regulations, 2014 (“SEBI ESOP Regulations”) rules made under Companies Act 1956 and Companies Act, 2013 as applicable and in force, provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with circulars issued and in force (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Composite Scheme of Arrangement and Amalgamation between Geometric Limited, HCL Technologies Limited, 3D PLM Software Solutions Limited and their respective shareholders and creditors (“Scheme”) by the Hon’ble High Court of Bombay, Hon’ble High Court of Delhi, the Competition Commission of India, the Reserve Bank of India and other regulatory and other authorities as may be necessary, the consent of the Company be and is hereby accorded for the amendment of the ESOP Plans in accordance with terms of the Scheme and in particular Clause 8.5 and 23.2 thereof which inter-alia provides for the following:

1. Simultaneously, upon receipt of sanction to the Scheme from the relevant High Courts, all outstanding employee stock options which have been granted under the ESOP Plans and are valid and subsisting shall stand accelerated in accordance with the terms of the respective ESOP Plan.
2. The Company shall grant an interest free loan (“ESOP Loan”) to an ESOP Trust to enable the ESOP Trust to pay, on behalf of all grantees (the “Relevant Employees”) who have not exercised their options under the ESOP Plans as on the date which is 5 Business Days (as defined in the Scheme) prior to the Effective Date of the Scheme (the “Unexercised options”), the exercise price towards the exercise of Unexercised Options.
3. The ESOP Trust shall immediately on receipt of the ESOP Loan, pay the entire amount of the ESOP Loan to the Company as payment of exercise price towards the Unexercised Options and the Company shall allot equity shares of the Company to the ESOP Trust against the Unexercised Options.
4. The ESOP Loan shall be transferred to HCL Technologies Limited as a part of the demerger of the Demerged Business Undertaking (as defined under the Scheme) of the Company to HCL Technologies Limited under the Scheme. Upon coming into effect of the Scheme, if the ESOP Trust is a shareholder of the Company as on the Record Date (as defined under the scheme), HCL Technologies Limited shall issue and allot equity shares to the ESOP Trust and 3D PLM Software Solutions Limited shall issue and allot redeemable preference shares to the ESOP Trust as per the Scheme.
5. The ESOP Trust shall, within a reasonable period from the allotment, listing and commencement of trading of the securities allotted to the ESOP Trust, sell / redeem such securities and shall use the proceeds of such sale to repay the ESOP Loan to HCL Technologies Limited and remit the balance amounts of the proceeds, after deduction of taxes and other expenses, to the Relevant Employees in proportion to their respective entitlement under the ESOP Plans, subject to necessary approvals under Applicable Law (as defined in the Scheme).



**RESOLVED FURTHER THAT** pursuant to the provisions of Section 67 of the Companies Act, 2013, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, the SEBI ESOP Regulations, consent of the members of the Company be and is hereby accorded to the Company to provide an interest free loan not exceeding Rs. 14.5 crores to the ESOP Trust to enable the ESOP Trust to subscribe to Equity Shares of the Company upon exercise of the Unexercised Options as contemplated above.

**RESOLVED FURTHER THAT** for the purpose of giving effect to said resolutions, the Board (including the Nomination and Remuneration Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of these resolutions.”

**Resolution No. 3 - Proposed compensation for Mr. Manu Parpia, Managing Director and CEO as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 197, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the terms and conditions as per the agreement executed on May 19, 2015 between the Company and Mr. Manu Parpia, Managing Director & CEO (“Employment Agreement”), the approval of the Shareholders of the Company be and is hereby accorded for the compensation of Rs. 1.50 Crores, with the following components, payable to Mr. Manu Parpia, Managing Director & CEO of the Company:

- a. Payment in lieu of notice (basic and fixed allowance) of Rs. 65 Lakhs;
- b. Completion bonus of Rs. 50 Lakhs; and
- c. Ex-gratia amount of Rs. 35 Lakhs.

The aforesaid compensation of the payments in lieu of notice and completion bonus are as provided for in the Employment Agreement, approved by the shareholders at the last Annual General Meeting held on July 27, 2015.

**RESOLVED FURTHER THAT** the variable performance linked payment to be made to Mr. Manu Parpia, as provided for in Clause 4.2 of the Employment Agreement, be payable for the period commencing from April 1, 2016 and up to the date of closing of the Composite Scheme of Arrangement and Amalgamation between Company, HCL Technologies Limited, 3D PLM Software Solutions Limited, their respective shareholders and creditors, with the target amount to be pro-rated for the time and such payout to be computed with regard to the performance criteria, already defined by the Nomination and Remuneration Committee.



**RESOLVED FURTHER THAT** for the purpose of giving effect to above resolution, the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this resolution) be authorized to alter or vary any of the terms and conditions relating to the remuneration payable to Mr. Manu Parpia, and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

4. The Company provided the electronic voting facility to the equity shareholders in accordance with the provisions of applicable law. The Company provided the remote e-Voting facility offered by CDSL to cast votes on aforesaid resolutions through e-Voting by the members of the Company. Remote e-Voting facility was made available to shareholders of the Company to exercise their voting rights from Thursday, 4<sup>th</sup> August 2016 (9.00 a.m. IST) upto Monday, 8<sup>th</sup> August 2016 (5.00 p.m. IST).
5. The Company also distributed physical ballots and provided Instapoll electronic voting facility to the members present at the Extra-ordinary General Meeting through tablet to enable them to cast their votes on the aforesaid resolutions.
6. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
7. The locked ballot box was subsequently opened in my presence and in the presence of two witnesses namely, Ms. Komal Binwani (PAN AXTPB3404F) resident of Ulhashnagar – 421 003 and Mr. Binit Kamdar (PAN BABPK0489D) resident of Borivali - 400 092 and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.



Name: Komal Binwani



Name: Binit Kamdar

8. No poll papers were incomplete and/or otherwise found defective or invalid. The ballots were also scrutinized for the purpose of eliminating duplicate voting (i.e.) on electronic voting as well as use of ballot.
9. After counting of votes by physical ballots and electronic voting by Instapoll facility and votes cast through remote e-Voting upto 5.00 P.M. on Monday, 8<sup>th</sup> August 2016 were unblocked on 9<sup>th</sup> August 2016 at around 11: 50 A.M. in the presence of two witnesses namely,



Ms. Trupal Trivedi (PAN AOOPT2536C) resident of Thane – 400 601 and Mr. Safal Jain (PAN AQOPJ3049E) resident of Borivali – 400 092 who have signed below in confirmation of the un-blocking of the votes cast through remote e-Voting in their presence:

*Trupal*

Name: Trupal Trivedi

*Safal*

Name: Safal Jain

10. I submit my consolidated report on votes cast through remote e-Voting, physical ballots and Instapoll electronic voting facility at the Extra-ordinary General Meeting, on the resolutions contained in the Notice dated 9<sup>th</sup> July 2016, placed for approval of the Shareholders of the Company as under:

**Resolution No. 1 – Utilisation of Securities Premium Account:**

**10.1 Physical Ballots:**

Total No. of members who were present in person or by proxy or by authorized representative who cast their votes	22
Total Number of votes (in terms of number of shares held) cast	404,063

**(a) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
22	100.00	404,063	100.00

**(b) Voted against the resolution:**

Number of members present and voting (in person or by proxy or by authorized)	% of the total number of members present and voting (in person or by proxy or by authorized)	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast



representative)	representative)		
0	0	0	0

(c) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast
0	0

**10.2 Remote e-Voting:**

Total No. of members who cast their votes	81
Total Number of votes (in terms of number of shares held) cast	17,832,170

(a) **Voted in favour of the resolution:**

Number of members voted	% of the total number of members voted	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
80	98.7654	17,829,870	99.9871

(b) **Voted against the resolution:**

Number of members voted	% of the total number of members voted	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
1	1.2346%	2300	0.0129%

(c) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast
0	0



### 10.3 Instapoll Electronic Voting facility:

Total No. of members who were present in person or by proxy or by authorized representative who cast their votes by Instapoll electronic voting facility	31
Total Number of votes (in terms of number of shares held) cast	24,849,186

#### (a) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total numbers present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
31	100.00	24,849,186	100.00

#### (b) Voted against the resolution:

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total numbers present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
0	0	0	0

#### (c) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast
0	0



#### 10.4 Consolidated Voting Result:

Total No. of members who cast their votes by remote e-Voting, Physical ballots and Instapoll electronic voting facility	134
Total Number of votes (in terms of number of shares held) cast	43,085,419

##### (a) Voted in favour of the resolution:

Number of members voted (including votes cast electronically)	% of the total number of members voted (including votes cast electronically)	Number of votes (in terms of number of shares held) cast (including votes cast electronically)	% of total number of votes (in terms of number of shares held) cast (including votes cast electronically)
133	99.2537	43,083,119	99.9947

##### (b) Voted against the resolution:

Number of members voted (including votes cast electronically)	% of the total number of members voted (including votes cast electronically)	Number of votes (in terms of number of shares held) cast (including votes cast electronically)	% of total number of votes (in terms of number of shares held) cast (including votes cast electronically)
1	0.7463	2300	0.0053

##### (c) Invalid votes:

Total number of members whose votes were declared invalid (including votes cast electronically)	Total number of votes cast (including votes cast electronically)
0	0





**Resolution No. 2 – Amendment of the ESOP Scheme 2009 – Employees, ESOP Scheme 2011, ESOP Scheme 2013 – Employees, ESOP Scheme 2013 - Directors and ESOP Scheme 2015 (“ESOP Plans”) and related matters:**

**11.1 Physical Ballots:**

Total No. of members who were present in person or by proxy or by authorized representative who cast their votes	22
Total Number of votes (in terms of number of shares held) cast	404,063

**(a) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
22	100.00	404,063	100.00

**(b) Voted against the resolution:**

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
0	0	0	0

**(c) Invalid votes:**

Total number of members whose votes were declared invalid	0	Total number of votes cast	0
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### 11.2 Remote e-Voting:

Total No. of members who cast their votes	81
Total Number of votes (in terms of number of shares held) cast	17832170

#### (a) Voted in favour of the resolution:

Number of members voted	% of the total number of members voted	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
79	97.5309	17,829,820	99.9868

#### (b) Voted against the resolution:

Number of members voted	% of the total number of members voted	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
2	2.4691	2,350	0.0132

#### (c) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast
0	0

### 11.3 Instapoll Electronic Voting facility:

Total No. of members who were present in person or by proxy or by authorized representative who cast their votes by Instapoll electronic voting facility	31
Total Number of votes (in terms of number of shares held) cast	24,849,186



(a) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total numbers present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
31	100.00	24,849,186	100.00

(b) Voted against the resolution:

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total numbers present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
0	0	0	0

(c) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast
0	0

11.4 Consolidated Voting Result:

Total No. of members who cast their votes by remote e-Voting, Physical ballots and Instapoll electronic voting facility	134
Total Number of votes (in terms of number of shares held) cast	43,085,419

(a) Voted in favour of the resolution:

Number of members voted (including votes cast electronically)	% of the total number of members voted (including votes cast)	Number of votes (in terms of number of shares held) cast (including votes	% of total number of votes (in terms of number of shares held) cast (including
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	electronically)	cast electronically)	votes cast electronically)
132	98.5075	43,083,069	99.9945

(b) Voted against the resolution:

Number of members voted (including votes cast electronically)	% of the total number of members voted (including votes cast electronically)	Number of votes (in terms of number of shares held) cast (including votes cast electronically)	% of total number of votes (in terms of number of shares held) cast (including votes cast electronically)
2	1.4925	2,350	0.0055

(c) Invalid votes:

Total number of members whose votes were declared invalid (including votes cast electronically)	Total number of votes cast (including votes cast electronically)



**Resolution No. 3 – Proposed compensation for Mr. Manu Parpia, Managing Director and CEO:**

**12.1 Physical Ballots:**

Total No. of members who were present in person or by proxy or by authorized representative who cast their votes	22
Total Number of votes (in terms of number of shares held) cast	404,063

**(a) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
22	100.00	404,063	100.00

**(b) Voted against the resolution:**

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
0	0	0	0

**(c) Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast
0	0



## 12.2 Remote e-Voting:

Total No. of members who cast their votes	81
Total Number of votes (in terms of number of shares held) cast	17,832,170

### (a) Voted in favour of the resolution:

Number of members voted	% of the total number of members voted	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
78	96.2963	17,816,883	99.9143

### (b) Voted against the resolution:

Number of members voted	% of the total number of members voted	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
3	3.7037	15,287	0.0857

### (c) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast
0	0

## 12.3 Instapoll Electronic Voting facility:

Total No. of members who were present in person or by proxy or by authorized representative who cast their votes by Instapoll electronic voting facility	31
Total Number of votes (in terms of number of shares held) cast	24,849,186



(a) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total numbers present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
31	100.00	24,849,186	100.00

(b) Voted against the resolution:

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total numbers present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast	% of total number of votes (in terms of number of shares held) cast
0	0	0	0

(c) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast
0	0

12.4 Consolidated Voting Result:

Total No. of members who cast their votes by remote e-Voting, Physical ballots and Instapoll electronic voting facility	134
Total Number of votes (in terms of number of shares held) cast	43,085,419



**(a) Voted in favour of the resolution:**

Number of members voted (including votes cast electronically)	% of the total number of members voted (including votes cast electronically)	Number of votes (in terms of number of shares held) cast (including votes cast electronically)	% of total number of votes (in terms of number of shares held) cast (including votes cast electronically)
131	97.7612	43,070,132	99.9645

**(b) Voted against the resolution:**

Number of members voted (including votes cast electronically)	% of the total number of members voted (including votes cast electronically)	Number of votes (in terms of number of shares held) cast (including votes cast electronically)	% of total number of votes (in terms of number of shares held) cast (including votes cast electronically)
3	2.2388	15,287	0.0355

**(c) Invalid votes:**

Total number of members whose votes were declared invalid (including votes cast electronically)	Total number of votes cast (including votes cast electronically)
0	0





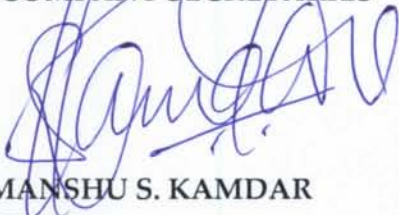
11. A Compact Disc (CD) containing a list of members who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolutions by poll (through poll papers) and electronic voting as per the report generated from CDSL, is enclosed.
12. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

The results of the voting by members through remote e-Voting, physical ballots and Instapoll electronic voting facility at the Extra-ordinary General Meeting in respect of the above mentioned Resolutions may accordingly be declared by the Company.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES  
COMPANY SECRETARIES



HIMANSHU S. KAMDAR  
PARTNER  
FCS NO. 5171  
COP NO. 3030

**List of Shareholders voted through Remote e voting**

<b>Sr.No</b>	<b>Member Name</b>
1	RAKESH RADHESHYAM JHUNJHUNWALA
2	KANTILAL HIRJIBHAI RAMANI
3	AMOL JAYANT MARATHE
4	VIPIN S DALAL
5	AMIT VASUDEO TELI
6	HARSHAD DEEPAK MAHAJAN
7	MUTHUMEENAKSHI N
8	T. S. ASOK KUMAR .
9	GADEKAR SUDHIR GANPAT
10	DURUGKAR CHETANCHANDRA P
11	ANKUSH DADHWAL
12	JAWALE ROHIT SHASHIKANT
13	VINOD MURLIDHAR DHAMNEKAR
14	VENKATA SRIKANTH V
15	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY
16	EMERGING MARKETS CORE EQUITY PORTFOLIO .THE PORTFOLIO. OF DFA INVESTMENT DIMENSIONS GROUP INC. .DFAIDG.
17	NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST
18	CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN
19	DIMENSIONAL EMERGING MARKETS VALUE FUND
20	OPSEU PENSION PLAN TRUST FUND
21	JOHN HANCOCK VARIABLE INSURANCE TRUST EMERGING MARKETS VALUE TRUST
22	ICICI PRUDENTIAL REGULAR INCOME FUND
23	FIDELITY RUTLAND SQUARE TRUST II STRATEGIC ADVISERS EMERGING MARKETS FUND AS MANAGED BY ACADIAN ASSET MANAGEMENT LLC
24	APAX GLOBAL ALPHA LIMITED
25	CITY OF NEW YORK GROUP TRUST
26	IDFC CLASSIC EQUITY FUND
27	IDFC TAX ADVANTAGE .ELSS. FUND
28	FLORIDA RETIREMENT SYSTEM - ACADIAN ASSET MANAGEMENT, INC.
29	ACADIAN EMERGING MARKETS EQUITY FUND
30	DIMENSIONAL FUND ADVISORS EMERGING MARKET STRATEGY
31	MV SCIF MAURITIUS
32	THE BOARD OF REGENTS OF THE UNIVERSITY OF TEXAS SYSTEM-ACADIAN ASSET MANAGEMENT
33	ACADIAN EMERGING MARKETS PORTFOLIO
34	ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND LLC
35	PENSION RESERVES INVESTMENT TRUST FUND - ACADIAN
36	NITIN KUMAR SHIRKEY
37	SUSHANT SINHA
38	MILIND NARAYAN SHASTRI
39	MILIND NARAYAN SHASTRI
40	VISHWANATH V KUDVA
41	GOUDAPPAGOUDA S KARIGOUDAR
42	ALIA HERMIONE MANU PARPIA
43	JHUNJHUNWALA RAKESH RADHESHYAM
44	JHUNJHUNWALA REKHA RAKESH
45	SNEHLATA SANTOSH TIBDEWAL
46	MANAS KUMAR MANDAL
47	AMOGH VARADPANDE
48	LYNN M PARPIA
49	UTI- BALANCED FUND



50	UTI -CAPITAL PROTECTION ORIENTED SCHEME - SERIES VII - II .1281 DAYS.
51	UTI - DUAL ADVANTAGE FIXED TERM FUND SERIES III - I .1998 DAYS.
52	UTI - CAPITAL PROTECTION ORIENTED SCHEME - SERIES VII - III .1279 DAYS.
53	N PARTHASARATHY
54	PRASHANT CHANDANAPURKAR
55	PRABHU NILKANTH HIREMATH
56	VAIBHAV BADHE
57	SANDEEP BADAWE
58	CHETAN I CHAUHAN
59	SUNIL POPAT UPADHYE
60	VISHAL DASHRATH JAWALE
61	JAYAWANT BAJIRAO PATIL
62	JAI P VED
63	SHOBHA SURESH SHENOY
64	NAGARAJU VENKATA RAMA KRISHNA
65	PREETAM KRISHNAKUMAR VAIDYA
66	VIJAY SONI
67	S RADHAKRISHNAN
68	TOKE MAHESH RAVINDRANATH
69	EKTA BALRAM KUWATADA
70	NAMBI CHANDRASEKARAN
71	SRI PRASADH R
72	MAHESH MURLIDHAR DESHPANDE
73	BIJURAJ BALAKRISHNAN
74	GIRISH SUDHAKAR SOHONI
75	RANJEET PODVATH MENON
76	VENKATESH JAGANNATH
77	S AUNDY
78	ASHISH B PATIL
79	KIRAN RAJSHEKHAR KORI
80	MAHENDRA BHARDWAJ
81	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO



LIST OF SHAREHOLDRES VOTED THROUGH BALLOT - EGM

SR NO.	NAME OF SHAREHOLDERS	NO OF SHARES HELD	VOTED SHARES	Resolution1		Resolution2		Resolution3		REMARKS
				Valid		Valid		Valid		
				FOR1	AGAINST1	FOR2	AGAINST2	FOR3	AGAINST3	
1	Amit Fulmogare	750	750	750	0	750	0	750	0	BALLOT
2	PRATIMA D MAHADIK	1250	1250	1250	0	1250	0	1250	0	BALLOT
3	MITHUN ANAND KULKARNI	950	950	950	0	950	0	950	0	BALLOT
4	CHRISTOPHER FRANCIS	26502	26502	26502	0	26502	0	26502	0	BALLOT
5	SUKRUT GOPAL	1000	1000	1000	0	1000	0	1000	0	BALLOT
6	SUNIL KOTHARI	32500	32500	32500	0	32500	0	32500	0	BALLOT
7	ATUL ANANT PARULEKAR	8700	8700	8700	0	8700	0	8700	0	BALLOT
8	ANAND RAJU SAGI	5530	5530	5530	0	5530	0	5530	0	BALLOT
9	ADITI KURUSH WADIA	750	750	750	0	750	0	750	0	BALLOT
10	MANOJ KULKARNI	6614	6614	6614	0	6614	0	6614	0	BALLOT
11	KYAMAS ARDESHIR PALIA	105000	105000	1E+05	0	105000	0	105000	0	BALLOT
12	HEMANT CHINTAMAN	33467	33467	33467	0	33467	0	33467	0	BALLOT
13	HEMANT CHINTAMAN	53850	53850	53850	0	53850	0	53850	0	BALLOT
14	HEMANT CHINTAMAN	27500	27500	27500	0	27500	0	27500	0	BALLOT
15	NILESH PANDIT	400	400	400	0	400	0	400	0	BALLOT
16	AMIT UPADHYAYA	3000	3000	3000	0	3000	0	3000	0	BALLOT
17	SUDARSHAN N MOGASALE	39400	39400	39400	0	39400	0	39400	0	BALLOT
18	YOGESH RAMESHWAR	692	500	500	0	500	0	500	0	BALLOT
19	N SATYA MURTHY	36790	36790	36790	0	36790	0	36790	0	BALLOT
20	PRASHANTA GHOSHAL	17110	17110	17110	0	17110	0	17110	0	BALLOT
21	NAZARALI I SALIYA	1500	1500	1500	0	1500	0	1500	0	BALLOT
22	HARSHAD RAJENDRA	1000	1000	1000	0	1000	0	1000	0	BALLOT



**Geometric Limited**

TAB based Report - EGM

SRL	NAME OF SHAREHOLDERS	NO OF SHARES HELD	VOTED SHARES	FOR1	AGAINST 1	FOR2	AGAINST2	FOR3	AGAINST3	REMARKS
1	NISHIDH PRAVINCHANDRA MUNI	1000	1000	1000	0	1000	0	1000	0	TAB
2	ANWESA SEN	22500	22500	22500	0	22500	0	22500	0	TAB
3	PALLAVI VASANT PATHAK	6150	6150	6150	0	6150	0	6150	0	TAB
4	MANISH MOHAN TAMBE	15200	15200	15200	0	15200	0	15200	0	TAB
5	VISHNU PAD CHAKRABORTY	22072	22072	22072	0	22072	0	22072	0	TAB
6	RINKU BASU	13550	13550	13550	0	13550	0	13550	0	TAB
7	GODREJ AND BOYCE MFG CO LTD	5637500	5637500	5637500	0	5637500	0	5637500	0	TAB
8	VISHNU PAD CHAKRABORTY	6000	6000	6000	0	6000	0	6000	0	TAB
9	GODREJ INVESTMENTS PVT LTD	7979008	7979008	7979008	0	7979008	0	7979008	0	TAB
10	GODREJ AND BOYCE MFG CO LTD	3155000	3155000	3155000	0	3155000	0	3155000	0	TAB
11	GODREJ AND BOYCE MFG CO LTD	3382500	3382500	3382500	0	3382500	0	3382500	0	TAB
12	ANITA RAMACHANDRAN	110000	110000	110000	0	110000	0	110000	0	TAB
13	AJAY SATISH MEHRA	60000	60000	60000	0	60000	0	60000	0	TAB
14	RUSHIKESH SUBHASH TEMBHURNIKAR	3000	3000	3000	0	3000	0	3000	0	TAB
15	RAWAT YOGESH RAMESHWAR	21020	21020	21020	0	21020	0	21020	0	TAB
16	VISHWANATH SHET K	11572	11572	11572	0	11572	0	11572	0	TAB
17	Manu Mahmud Parpia	4091425	4091425	4091425	0	4091425	0	4091425	0	TAB
18	MILIND SHRIPAD SARWATE	75000	75000	75000	0	75000	0	75000	0	TAB
19	MARC JOSEPH LUC DULUDE	45000	45000	45000	0	45000	0	45000	0	TAB
20	JAYANTI SREEKANTH A R S SARMA	40530	40530	40530	0	40530	0	40530	0	TAB
21	KIRTIMALA CHANDRASHEKHAR DEOKAR	8510	8510	8510	0	8510	0	8510	0	TAB
22	PRASAD M MADKAIKAR	1000	1000	1000	0	1000	0	1000	0	TAB

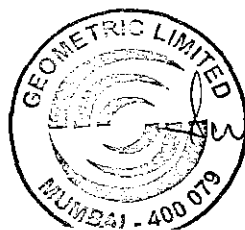


23	SHASHANK PATKAR	124014	124014	124014	0	124014	0	124014	0	TAB
24	SHILPA RAJENDRA JADHAV	4180	4180	4180	0	4180	0	4180	0	TAB
25	ANANT B KULKARNI	3750	3750	3750	0	3750	0	3750	0	TAB
26	YASH KUMAR DUNGERPURIA	1200	1200	1200	0	1200	0	1200	0	TAB
27	BHARAT M MEHTA	75	75	75	0	75	0	75	0	TAB
28	KOMAL RAUT	10	10	10	0	10	0	10	0	TAB
29	MANOJ SURYAKANTRAO VIBHUTE	1800	1800	1800	0	1800	0	1800	0	TAB
30	MUMTAZ AFZAL KHAN	5620	5620	5620	0	5620	0	5620	0	TAB
31	ACHARYA ROHIT RAJENDRA .	1000	1000	1000	0	1000	0	1000	0	TAB



## Geometric Limited

Date of the <del>AGM</del> /EGM			August 9, 2016					
Total number of shareholders on record date			21,332					
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:			5					
Public:			64					
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:			Nil					
Public:			Nil					
Resolution Required : (Special)			1 - Utilisation of Securities Premium Account					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	24518933	273500	1.1155	273500	0	100.0000	0.0000
	Poll		24245433	98.8845	24245433	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>24518933</b>	<b>100.0000</b>	<b>24518933</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	10439679	4884728	46.7900	4884728	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>4884728</b>	<b>46.7900</b>	<b>4884728</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	30284082	12673942	41.8502	12671642	2300	99.9819	0.0181
	Poll		1007816	3.3279	1007816	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>13681758</b>	<b>45.1781</b>	<b>13679458</b>	<b>2300</b>	<b>99.9832</b>	<b>0.0168</b>
<b>Total</b>		<b>65242694</b>	<b>43085419</b>	<b>66.0387</b>	<b>43083119</b>	<b>2300</b>	<b>99.9947</b>	<b>0.0053</b>



## Geometric Limited

Resolution Required : (Special)			2 - Amendment of the ESOP Scheme 2009 – Employees, ESOP Scheme 2011, ESOP Scheme 2013 – Employees, ESOP Scheme 2013 – Directors and ESOP Scheme 2015.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	24518933	273500	1.1155	273500	0	100.0000	0.0000
	Poll		24245433	98.8845	24245433	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>24518933</b>	<b>100.0000</b>	<b>24518933</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	10439679	4884728	46.7900	4884728	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>4884728</b>	<b>46.7900</b>	<b>4884728</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	30284082	12673942	41.8502	12671592	2350	99.9815	0.0185
	Poll		1007816	3.3279	1007816	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>13681758</b>	<b>45.1781</b>	<b>13679408</b>	<b>2350</b>	<b>99.9828</b>	<b>0.0172</b>
<b>Total</b>		<b>65242694</b>	<b>43085419</b>	<b>66.0387</b>	<b>43083069</b>	<b>2350</b>	<b>99.9945</b>	<b>0.0055</b>



Anirudh Ghosh



## Geometric Limited

Resolution Required : (Special)			3 - Proposed compensation for Mr. Manu Parpia, Managing Director & CEO					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes. Mr. Manu Parpia, Managing Director & CEO is interested in this resolution					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	24518933	273500	1.1155	273500	0	100.0000	0.0000
	Poll		24245433	98.8845	24245433	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>24518933</b>	<b>100.0000</b>	<b>24518933</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	10439679	4884728	46.7900	4884728	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>4884728</b>	<b>46.7900</b>	<b>4884728</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	30284082	12673942	41.8502	12658655	15287	99.8794	0.1206
	Poll		1007816	3.3279	1007816	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>13681758</b>	<b>45.1781</b>	<b>13666471</b>	<b>15287</b>	<b>99.8883</b>	<b>0.1117</b>
<b>Total</b>		<b>65242694</b>	<b>43085419</b>	<b>66.0387</b>	<b>43070132</b>	<b>15287</b>	<b>99.9645</b>	<b>0.0355</b>

