IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO 532 OF 2016

In the matter of the Companies Act, 1956 and other relevant provisions of the Companies Act, 2013;

And

In the matter of the Sections 391 to 394 read with Sections 100 to 104 of the Companies Act, 1956 and Section 52 of Companies Act, 2013 and the applicable provisions of the Companies Act, 1956 and/or Companies Act, 2013;

And

In the matter of the Composite Scheme of Arrangement and Amalgamation amongst Geometric Limited; HCL Technologies Limited and 3DPLM Software Solutions Ltd and their respective shareholders and creditors.

Geometric Limited, CIN No.: L72200MH1994PLC077342)
a company incorporated under the Companies Act, 1956,)
and having its registered office at Plant 11, 3rd Floor,)
Pirojshanagar, Vikhroli (West), Mumbai – 400079, Maharashtra) ...... Applicant

<u>Called Summons for Direction for hearing</u>

Ms. Alpana Ghone along with Mr. Naushad Engineer, Counsels i/b. J. Sagar Associates, Advocates for Applicant.

Coram: B. P. Colabawalla, J.
Date: 1st July 2016

Upon the application of the Applicant above named by a Company Summons for Direction and UPON HEARING Counsels instructed by J. Sagar Associates, Mumbai, Advocates for the Applicant and UPON READING the Affidavit dated 10th day of June 2016 of Sunipa Ghosh, Company Secretary of the Applicant in support of the Company Summons for Direction and the Exhibits therein referred to, IT IS ORDERED:

1. That a meeting of the equity shareholders of the Applicant abovenamed be convened and held at Conference Room no. 307, 3rd Floor, Godrej & Boyce Manufacturing Co. Ltd, Plant 13 (Annexe), Gate No 8 (Industries gate), Pirojshanagar, Vikhroli (East), Mumbai-400 079, Maharashtra, on Tuesday, 9th day of August, 2016 at 11.00 a.m., for the purpose of considering and if thought fit, approving, with or without modifications, the proposed Composite Scheme of Arrangement and Amalgamation amongst Geometric Limited, HCL Technologies Limited and 3D PLM Software Solutions Ltd. and their respective shareholders and creditors ("Scheme").

2. In view of Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Applicant is required to provide the facility of remote e-voting to its shareholders in respect of all shareholder resolutions. Accordingly, the equity shareholders of the Applicant are allowed to avail e-voting facility for the said meeting, to be held on 9th day of August, 2016.

3. At least 21 clear days before the meeting to be held as aforesaid, a notice convening the said meeting, indicating the day, the date, the place and the time as aforesaid and also instructions with regard to e-voting, together with a copy of the Scheme, a copy of the Explanatory Statement, required to be sent under Section 393 of the Companies Act, 1956, the prescribed form of proxy and also instructions with regard to e-voting shall be sent by Registered Post with Acknowledgement Due (“**RPAD”)** or Speed Post or by courier service or through email (to those shareholders whose email addresses are duly registered with the Applicant), addressed to each of the equity shareholders of the Applicant, at their respective registered or last known address/email address as per the records of the Applicant.

4. That at least 21 clear days before the meeting to be held as aforesaid, notices convening the said meeting indicating the date, the place and the time as aforesaid and also instructions with regard to e-voting, be published once each in The Free Press Journal (Mumbai edition), in English language and translation thereof in Marathi in Navshakti (Mumbai edition), stating that copies of the Scheme, the Explanatory Statement required to be furnished pursuant to Section 393 of the Companies Act, 1956 and the form of proxy can be obtained free of charge from the registered office of the Applicant. Publication of notice of court convened meetings in the Maharashtra Government Gazette is dispensed with.

5. That the settling and approving of the form of advertisement, form of proxy, the form of notice and the Statement required to be sent under Section 393 of the

Companies Act, 1956 to accompany the notice by the Company Registrar of this Court is dispensed with. The Applicant undertakes to:

i. issue notice convening meeting of equity shareholders as per Form No. 36 (Rule 73) of the Company (Court) Rules 1959;
ii. issue Statement containing all the particulars as per Section 393 of the Companies Act, 1956;
iii. issue form of proxy as per Form 37 (Rule 73) of the Company (Court) Rules 1959;
iv. advertise the notice convening the meeting as per Form No. 38 (Rule 74) of the Company (Court) Rules 1959.

The said undertaking given by the Applicant is accepted.

6. That Mr. J. N. Godrej, Non-Executive Chairman of the Applicant, failing him, Mrs. Anita Ramachandran, Non-Executive, Independent Director of the Applicant and failing her, Dr. K. A. Palia, Non-Executive Director of the Applicant shall be the Chairman of the aforesaid meeting of the equity shareholders or any adjournment or adjournments thereof.

7. That the Chairman appointed for the meeting do issue the advertisement and send out the notices of the said meeting referred to above. It is further directed that the Chairman of the meeting shall have all the powers as per the Articles of Association and also the Company (Court) Rules 1959 in relation to the conduct of the meeting including for deciding procedural questions that may arise at the meeting or at an adjournment or adjournments thereof or any other matter including the amendments

to the Scheme or resolutions if any, proposed at the meeting by any equity shareholder(s) and to ascertain the decision of the sense of the meeting by a poll.

8. That the quorum for the meeting of the equity shareholders of the Applicant shall be 30 (thirty) equity shareholders of the Applicant present in person.

9. That voting by proxy / authorized representative is permitted provided that the proxy in the prescribed form / authorization duly signed by the person entitled to attend and vote at the aforesaid meeting or by his authorized representative is filed with the Applicant at its registered office at Plant 11, 3rd Floor, Pirojshanagar, Vikhroli (West), Mumbai – 400079, Maharashtra, not later than 48 hours before the date of the aforesaid meeting, as provided under Rule 70 of Companies (Court) Rules, 1959.

10. That the value or number of shares of each equity shareholder shall be in accordance with the records and registers of the Applicant and where the entries in the records and registers are disputed, the Chairman of the meeting shall determine the value or number for the purposes of the meeting and his decision in that behalf would be final.

11. That the Chairman do file an Affidavit not less than seven days before the date fixed for the holding of the meeting and do report to this Court that the directions regarding the issue of notices and the advertisement of the meeting have been duly complied with.

12. That the Chairman do report to this Court the result of the said meeting within 30 days of the conclusion of the said meeting and that the said report shall be verified by an Affidavit made by the Chairman.

13. That convening and holding the meeting of the secured creditors of the Applicant for the purpose of considering and, if thought fit, approving, with or without modifications, the proposed Scheme, is dispensed with, in view of the averments made and undertaking given in paragraphs 14 of the Affidavit in support of the Company Summons for Direction *interalia* stating that all three companies involved in the Scheme are profit making companies with adequate reserves and that the Applicant undertakes to obtain the approval to the Scheme from the said secured creditor on or prior to the date of filing the petition sanctioning the Scheme and in case the Applicant fails to do so, the Applicant undertakes to issue individual notice to the said secured creditor of the date of hearing of the Company Scheme Petition.The Applicant undertakes to give notice of the date of hearing of the petition under RPAD and publish notice of date of the hearing of the Company Scheme Petition, once each in Free Press Journal (Mumbai edition) in English Language and translation thereof in Navshakti (Mumbai edition) in Marathi language having circulation in Mumbai. The undertaking given by the Applicant is accepted.

14. That convening and holding the meeting of the unsecured creditors of the Applicant abovenamed, for the purpose of considering, and if thought fit, approving, with or without modification, the Scheme is dispensed with, in view of the averments made and undertaking given in paragraph 15 of the Affidavit in support of the Company Summons for Direction *interalia* stating that all three

companies involved in the Scheme are profit making companies with adequate reserves and that the Applicant undertakes to issue individual notices of the hearing of the Petition by RPAD to all its unsecured creditors of the value equal to and above the value of Rs. 15,000. Individual notice of the date of hearing of the Company Scheme Petition by the Applicant to its unsecured creditors whose outstanding is Rs. 14,999 and below is dispensed with. The Applicant undertakes to publish notice of date of the hearing of the Company Scheme Petition, once each in Free Press Journal (Mumbai edition) in English Language and translation thereof in Navshakti (Mumbai edition) in Marathi language having circulation in Mumbai. The said undertaking is accepted.

15. That in view of the averments made in paragraph 16 of the Affidavit in support of the Company Summons for Direction, *interalia,* stating that the reduction of the securities premium account shall be effected as an integral part of the Scheme and that the same reduction does not involve either diminution of liability in respect of unpaid share capital or payment to shareholder of any paid up share capital, the procedure prescribed under Section 101(2) of the Companies Act, 1956 is dispensed with. The Applicant undertakes to move a special resolution in an extra ordinary general meeting of the equity shareholders of the Applicant under Section 100 of the Companies Act, 1956 read with Section 52 of the Companies Act, 2013 for utilization of the securities premium account before filing the Company Scheme Petition for sanctioning the Scheme. The undertaking is accepted.

(B. P. Colabawalla, J.)

CERTIFICATE

I certify that the order uploaded is a true and correct copy of the original signed order.

Uploaded by: S. Gawde

Stenographer