IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO 533 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 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 3D PLM Software Solutions Ltd and their respective shareholders and creditors.

3D PLM Software Solutions Ltd,

CIN No.: U72900MH2001PLC134244 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

Called Summons for Direction for hearing

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 10^{th} day of June 2016 of Vishwanath Shet, authorised signatory of the Applicant in support of the Company Summons for Direction and the Exhibits therein referred to, IT IS ORDERED:

1. That convening and holding the meeting of the equity shareholders of the Applicant, for the purpose of considering and if thought fit, approving, with or without modification(s), 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”)**, is dispensed with in view of the consent given by all 3 equity shareholders of the Applicant which are annexed as **Exhibits “L-1”** to **“L-3”** to the Affidavit dated 10^{th} June 2016 in support of the Company Summons for Direction.

2. 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 paragraph 12 of the Affidavit in support of the Company Summons for Direction *interalia* stating that although the Applicant has availed of a working capital credit facility from Citibank N.A., the Applicant has not drawn down on the said facility and therefore as on date there is no amount payable by the Applicant. However, the Applicant has undertaken to obtain 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 Registered Post (Acknowledgement Due) ("**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.

3. 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 13 of the Affidavit in support of the Company Summons for Direction *interalia* stating that the Applicant shall have adequate assets to meet and discharge the liabilities of the unsecured creditors of the merged entity as and when they arise and that the Applicant undertakes to issue individual notices of the hearing of the Petition by RPAD to all its unsecured creditors. 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.

4. That in view of the averments made in paragraph 14 of the Affidavit in support of the Company Summons for Direction, *interalia,* stating that the reduction of the share capital 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 special resolution in an extraordinary general meeting of the

equity shareholders of the Applicant under Section 100 of the Companies Act, 1956 for reduction of share capital 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.

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Stenographer