

**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SCHEME PETITION NO. 706 OF 2016
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO. 532 OF 2016**

Geometric Limited

..... Petitioner

AND

**COMPANY SCHEME PETITION NO. 707 OF 2016
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO. 533 OF 2016**

3D PLM Software Solutions Ltd.

..... Petitioner

In the matter of 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 3D PLM Software Solutions Ltd and their respective shareholders and creditors.

Called for Hearing

Mr. Darius Khambatta, Senior Counsel and Mr. Gaurav Joshi, Senior Counsel along with Mr. Vikram Raghani, Mr. Ravichandra Hegde, Mr. Varghese Thomas and Ms. Saeeda Bandukwala i/b J. Sagar Associates Advocates for the Petitioner Companies.

Mr Chirag J. Shah, i/b A. A. Ansari for the Regional Director in both Petitions.

CORAM : S. C. Gupte J.

DATE: 2nd December, 2016

PC:

1. Heard Learned Counsel for the parties. No objector has come before the Court to oppose the Scheme nor has any party controverted any averments made in the Petition.
2. The Learned Counsel for the Petitioner Companies states that the Petition has been filed to seek sanction to the Composite Scheme of Arrangement and Amalgamation amongst Geometric Limited (hereinafter referred to as the “**Geometric**” / “**Demerged Company**” / “**Transferor Company**”); HCL Technologies Limited (hereinafter referred to as the “**Resulting Company**”) and 3D PLM Software Solutions Ltd. (hereinafter referred to as the “**3DPLM**” / “**Transferee Company**”) under the provisions of Sections 391 to 394 read with Section 100 to 104 of the Companies Act, 1956 and Section 52 of the Companies Act 2013.
3. The registered office of the Resulting Company is situated in New Delhi. The Resulting Company has filed Company Petition No. 991 of 2016 in High Court of Delhi which is pending disposal.
4. The Learned Counsel for the Petitioners states that the Petitioner Companies have complied with all the directions passed in Company Summons for Directions and that

the Company Scheme Petitions have been filed in consonance with the order passed in the respective Company Summons for Direction.

5. The Learned Counsel for the Petitioners states that the Petitioner Companies have complied with all requirements as per the directions of this Court and have filed necessary Affidavits of compliance in the Court. Moreover, the Petitioner Companies undertake to comply with all statutory requirements, if any, as required under the Companies Act, 1956 / Companies Act, 2013 and the Rules made thereunder. The said undertaking is accepted.

6. The Learned Counsel for the Petitioners states that Geometric / Demerged Company is engaged in the business of IT enabled engineering services, PLM services and engineering design productivity software tools (“**Demerged Business**”) and also holds 900,200 shares representing 58% of the paid-up share capital of 3DPLM / the Transferee Company (“**Remaining Undertaking**”). The Resulting Company is engaged in the business of providing IT services, IT Infrastructure services, applications services and business process related services. 3DPLM / the Transferee Company is engaged in the business of providing the following services: (i) developing software and other products and providing software solution services software services; (ii) providing professional, consulting and shared services (i.e. processing centre services). The Scheme provides for the demerger of the Demerged Business to the

Resulting Company and thereafter amalgamation of Geometric / Transferor Company comprising the Remaining Undertaking into 3DPLM / Transferee Company and the issue of listed equity shares of the Resulting Company and the listed redeemable preference shares of the Transferee Company (which listing is subject to approval of the stock exchanges) as consideration to the shareholders of Geometric for the demerger and amalgamation respectively. The consolidation of the Demerged Business with that of the Resulting Company will widen the markets and expertise and the combined entity will be able to offer its customers a unique blend of services and solutions around PLM, engineering software, embedded software, mechanical engineering and geometry related technologies. The amalgamation of the Transferor Company comprising the Remaining Undertaking post the demerger with the Transferee Company is proposed to integrate the Transferee Company into Dassault Systèmes which along with its affiliate owns 42% of the Transferee Company.

7. The Petitioner Companies and the Resulting Company have approved the said Scheme by passing board resolutions which are annexed to the Company Scheme Petitions.
8. The Official Liquidator has filed his report on the 23rd November 2016 in Company Scheme Petition No. 706 of 2016 stating that the affairs of the Transferor Company have been conducted in a proper manner and that the Transferor Company may be ordered to be dissolved.

9. The Regional Director has filed an affidavit on 28th November 2016 stating therein that save and except as stated in paragraph 6 of the said affidavit it appears that the Scheme is not prejudicial to the interest of shareholders and public. In paragraph 6 of the said affidavit, the Regional Director has stated that:
- (a) In addition to compliance of AS-14 the Transferee Company shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards such as AS-5 etc.*
 - (b) The tax implication if any arising out of the scheme is subject to final decision of Income Tax Authorities. The approval of the scheme by this Hon'ble Court may not deter the Income Tax Authority to scrutinize the tax return filed by the demerged/resulting Company after giving effect to the Scheme. The decision of the Income Tax Authority is binding on the petitioner Company.*
 - (c) The Registered Office of the M/s HCL Technologies Limited (HL or Resulting Company) is situated at 806, Siddharth, 96, Nehru Place, New Delhi in the State of Delhi, is outside the jurisdiction of this Hon'ble Court and falls within the jurisdiction of Hon'ble High Court of Delhi. Accordingly, similar approval be obtained from concerned Hon'ble High Court of Delhi.*
 - (d) As per clause Part – I Definitions the appointed date Means the opening hours of business on March 31, 2016.*

In this regard the appointed date should be 31st March 2016 or such other date as may be fixed or approved by the Hon'ble Court of Judicature at Bombay may direct.

(e) Since the Transferor Company has non-resident shareholders, and the Company prefers to issue Redeemable Preference Shares to NRIs it is subject to compliance of section 55 of the Companies Act, 2013 the FEMA Regulations/RBI Guidelines by the Transferee Company.

*(f) BSE vide its letter No. DSC/AMAL/AC/24 (f) 414/16-17 and NSE vide its letter No. NSE/LIST75635 dated 08.06.2016 & 07.06.2016 “**Exhibit F-1 & F-2**” inter alia informed that as per the directions of SEBI the company has to comply with various provisions of the circulars. And that they have no observations with limited reference to those matters having a bearing on listing requirements. Upon the sanction of the Scheme the company to submit stock exchange such documents as mentioned in the letter and the exchange reserves the right to withdraw its “no adverse observation”.*

Deponent prays that the Hon'ble Court to direct the company to make compliance of directions issued by the exchanges vide above referred letters.

10. In so far as the observation made in paragraph 6(a) of the Affidavit of the Regional Director is concerned, the Transferee Company through their Counsel undertakes that in addition to compliance of Accounting Standard 14, the Transferee Company will

pass such accounting entries which may be necessary in connection with the Scheme in compliance with other applicable accounting standards such as AS-5 etc.

11. In so far as the observation made in paragraph 6(b) of the Affidavit of the Regional Director is concerned, Learned Counsel for the Petitioners states that the Petitioner Companies are bound to comply with all applicable provisions of the Income Tax Act and all tax issues arising out of the Scheme will be met and answered in accordance with law.
12. In so far as the observation made in paragraph 6(c) of the Affidavit of the Regional Director is concerned, the Learned Counsel states that the order of this Court shall be subject to the order passed by the Hon'ble High Court of Judicature at Delhi in Company Petition No. 991 of 2016.
13. In so far as the observation made in paragraph 6(d) of the Affidavit of the Regional Director is concerned the Learned Counsel for the Petitioners states that the appointed date means opening hours of business on 31st March 2016 or such other date as fixed / approved by this Hon'ble Court.
14. In so far as the observation made in paragraph 6(e) of the Affidavit of the Regional Director is concerned, the Learned Counsel for the Petitioner undertakes on behalf of the Transferee Company that the Transferee Company shall comply with the provisions

of Section 55 of the Companies Act, 2013 and the FEMA/RBI regulations as applicable in this regard.

15. In so far as the observation made in paragraph 6(f) of the Affidavit of the Regional Director is concerned, the Learned Counsel undertakes on behalf of the Petitioners that the Petitioners shall comply with the directions issued by the stock exchanges vide letters referred to in the said paragraph 6(f).
16. The Learned Counsel for the Regional Director on instructions of Mr. S. Ramakantha, Joint Director in the office of the Regional Director, Ministry of Corporate Affairs, Western Region, Mumbai states that they are satisfied with the undertakings given by the Petitioner Companies through their Advocate. The above undertakings are accepted.
17. From the material on record, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy.
18. Since all the requisite statutory compliances have been fulfilled, the above Company Scheme Petition No. 706 of 2016 is made absolute in terms of prayer clauses (a) to (c) and Company Scheme Petition 707 of 2016 is made absolute in terms of prayers (a) and (b) .

19. The Petitioner Companies to lodge a copy of this order and the Scheme duly authenticated by the Company Registrar, High Court, (O.S), Bombay, with the concerned Superintendent of Stamps for the purpose of adjudication of stamp duty payable, if any, on the same within 60 days from the date of receipt of the order.
20. The Petitioner Companies are directed to file a copy of this order along with a copy of the Scheme with the concerned Registrar of Companies, electronically, along with E-Form INC-28 in addition to the physical copy, as per the relevant provisions of the Companies Act 1956/2013. The Scheme is subject to the order passed by the Delhi High Court and contemplates approvals from regulatory authorities as per clause 35. Accordingly, on the application of Counsel for the Petitioners, the Petitioners are at liberty to file copy of this order at any time before the 31st January 2017, with the concerned Registrar of Companies. Thereafter, the Petitioners shall make appropriate application to this Court for further extensions.
21. The Petitioner Companies to pay costs of Rs.10,000/- each to the Regional Director, Western Region, Mumbai and the Petitioner in Company Scheme Petition No. 706 of 2016 to pay costs of Rs. 10,000 to the Official Liquidator, High Court, Bombay. Costs to be paid within four weeks from date of order.

22. Filing and issuance of the drawn up order is dispensed with.
23. All concerned regulatory authorities to act on a copy of this order and the Scheme duly authenticated by Company Registrar, High Court, (O.S), Bombay.

(S. C. Gupte, J.)

CERTIFICATE

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

Uploaded by : Shankar Gawde, Stenographer.