



Media Release

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For immediate release

Geometric & HCL Technologies Ltd to combine forces

Creating a unique global business with strengths across PLM, Mechanical and Embedded engineering services

MUMBAI, India. April 01, 2016: [Geometric](#) Ltd (Geometric) is pleased to announce the transfer of its business to HCL Technologies Ltd (HCL Tech). Under the transaction, the entire business of Geometric Ltd will be transferred to HCL Tech by way of demerger, except for its 58% share in the joint venture with Dassault Systèmes (3DS) (3DPLM Software Solutions Limited (3DPLM)). In return, shareholders of Geometric Ltd will receive shares in HCL Tech in a swap ratio of 10 equity shares of HCL Tech for every 43 equity shares of Geometric Ltd.

Simultaneously, Geometric Ltd., will be merged into 3DPLM Software Solutions Ltd (3DPLM), thereby giving 100% ownership of 3DPLM to Dassault Systèmes (3DS), the current joint venture partner of Geometric in 3DPLM. In exchange for the ownership in Geometric Ltd., shareholders of Geometric Ltd shall receive one listed redeemable preference share of Rs. 68 each carrying dividend of 7% p.a. in 3DPLM against every one share of Geometric Ltd.

The transaction is through a scheme of arrangement and amalgamation and is subject to approval from shareholders and creditors, and various other statutory and regulatory authorities including the relevant courts.

As consideration for the scheme of arrangement and amalgamation, shareholders of Geometric Ltd. will receive the following:

For business transferred to HCL Tech	10 equity shares of HCL Tech for every 43 equity shares of Geometric Ltd
For 58% stake in 3DPLM to Dassault Systèmes (3DS)	1 listed redeemable preference share of Rs. 68 each, in 3DPLM for every 1 equity share of Geometric Ltd

Geometric Ltd's shares will be extinguished as a result of this scheme of arrangement and amalgamation.

All shareholders of Geometric Ltd (including its Promoters) will receive the same consideration per share of Geometric. Appropriate transaction documents have been signed which include representations and warranties from the Promoters of Geometric Ltd to HCL Tech and Dassault Systèmes (3DS).

Rationale for the Transaction

HCL's global engineering services business, with a revenue of around \$1.2 billion in calendar 2015, is

a leader in this space, and has an industry leading position in hardware & software engineering, product development & testing, embedded, digital and mechanical engineering. The acquisition strengthens HCL's presence significantly, in the PLM consulting as well as mechanical and manufacturing engineering space. It also significantly strengthens HCL's Automotive and Industrial practices.

HCL will inherit several unique Geometric processes, methodologies and intellectual properties in PLM and digital manufacturing, along with highly specialized professionals in the PLM consulting as well as mechanical and manufacturing engineering space. The transaction thus creates a unique portfolio of end-to-end engineering and R&D capabilities across the full product lifecycle – hardware, software, mechanical & manufacturing engineering and PLM consulting. This in turn will benefit both Geometric's employees and customers.

G.H Rao, President, Engineering and R&D Services, HCL Technologies said, "We are looking forward to an exciting journey and extend a warm welcome to the employees, customers and partners of Geometric. With the broad end-to-end capabilities and rich experience across PLM consulting, mechanical and manufacturing engineering that Geometric brings in, the synergies allow us to take advantage of the rapidly growing manufacturing engineering and PLM services market. It also provides several cross-sell and up-sell opportunities as the customers will benefit from a unique services portfolio of end-to-end engineering, R&D, digital technologies and internet of things capabilities."

Manu Parpia, CEO and MD of Geometric Ltd. said, "I welcome this as a truly synergistic transaction, as both our employees and customers will benefit. Our customers will have access to a wide range of engineering services which complement Geometric's offerings. Geometric's employees will have the opportunity for growth as they can serve HCL Tech's large customer base"

JM Financial Singapore Pte Ltd acted as the exclusive corporate financial advisor to Geometric Ltd.

About Geometric

Geometric is a specialist in the domain of engineering solutions, services and technologies. Its portfolio of Global Engineering services, Product Lifecycle Management (PLM) solutions, Embedded System solutions, and Digital Technology solutions enables companies to formulate, implement, and execute global engineering and manufacturing strategies aimed at achieving greater efficiencies in the product realization lifecycle.

Listed on the Bombay and National stock exchanges in India, the company recorded consolidated revenues of Rupees 11.05 billion (US Dollars 180.61 million) for the year ended March 2015. It employs over 4800 people across 13 global delivery locations in the US, France, Germany, Romania, India, and China. Geometric has been assessed at Maturity Level 3 for CMMI 1.3- Development and CMMI 1.3-Services for its Software and Engineering Services business units and is ISO 9001:2008 certified for engineering operations. The company's operations are also ISO 27001:2005 certified.

The copyright/ trademarks of all products referenced herein are held by their respective companies.

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