

GEOMETRIC LIMITED

(CIN: L72200MH1994PLC077342)

Regd. Office: Plant 11, 3rd floor, Pirojshanagar, Vikhroli (West), Mumbai - 400 079.

Phone : (022) 67056500 Fax : (022) 67056891 e-mail: investor-relations@geometricglobal.com


Geometric
(Rupees in millions, except per share data)
STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30 SEPTEMBER 2016

Sr. No.	Particulars	Quarter ended	Quarter ended	Quarter ended	Half year ended	Half year ended	Year ended
		30-Sep-16	30-Jun-16	30-Sep-15	30-Sep-16	30-Sep-15	31-Mar-16
		Audited	Audited	Audited	Audited	Audited	Audited
1	Income from operations						
	(a) Income from operations	1,043	937	1,016	1,980	1,975	4,160
	(b) Other operating income	74	24	19	98	31	114
	Total Income from operations	1,117	961	1,035	2,078	2,006	4,274
2	Expenses						
	(a) Employee benefit expenses	526	528	552	1,054	1,129	2,195
	(b) Depreciation and amortisation expense	23	22	23	45	41	86
	(c) Cost of Technical Subcontractor	30	36	93	66	200	278
	(d) Other expenses	210	235	264	445	526	1,017
	Total expenses	789	821	932	1,610	1,896	3,576
3	Profit from operations before other income, finance costs and exceptional items (1-2)	328	140	103	468	110	698
4	Other income	57	52	304	109	395	597
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	385	192	407	577	505	1,295
6	Finance costs	4	1	4	5	6	14
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	381	191	403	572	499	1,281
8	Exceptional items	-	-	-	-	-	-
9	Profit from ordinary activities before tax (7+8)	381	191	403	572	499	1,281
10	Tax expense	113	57	48	170	62	270
11	Net Profit from ordinary activities after tax (9-10)	268	134	355	402	437	1,011
12	Total Other Comprehensive Income (net of tax)	35	(2)	(22)	33	(39)	(22)
13	Total Comprehensive Income for the period (11+12)	303	132	333	435	398	989
14	Paid-up equity share capital (Face value Rs. 2/- per share)	131	130	129	131	129	130
15	Reserves and surplus (excluding Revaluation Reserves) as per Balance Sheet of previous accounting year						4,582
16	Earnings Per Share (Face value Rs. 2/- per share) (Not annualised)						
	-Basic	4.10	2.05	5.50	6.16	6.77	15.61
	-Diluted	4.09	2.05	5.49	6.16	6.77	15.58

Notes:

- The above results of the Company were reviewed and recommended by the Audit Committee on 22 October 2016 and subsequently approved by the Board of Directors at its meeting held on 25 October 2016.
- The Company adopted Ind-AS from April 1, 2016 and accordingly the transition was carried out from the Accounting Principles generally accepted in India as specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), in accordance with Ind-AS 101 - First time adoption of Indian Accounting Standards. Accordingly, the impact on transition has been recorded in opening reserves as at April 1, 2015 and all the periods presented have been restated accordingly.
- During the quarter ended 30 September 2016, a total of 121,692 equity shares were issued pursuant to exercise of stock options under the Employee Stock Option Scheme of the Company.
- As per IND AS-108 Operating segments, if a single financial report contains both consolidated financial statements and the separate financial statements of the parent, segment information need be presented only on the basis of the consolidated financial statements. Accordingly, information required to be presented under IND AS-108 Operating segments, has been disclosed in the consolidated financial results.

- 5 On 1 April 2016, the Board of Directors of Geometric Limited approved the Composite Scheme of Arrangement and Amalgamation between Geometric Limited ('GL' or 'the Company'), HCL Technologies Limited ('HCL') and 3DPLM Software Solutions Limited ('3D PLM') and their respective shareholders and creditors pursuant to the provisions of Sections 391 to 394 read with Section 100 of the Companies Act, 1956 or under Section 230 to 234 of the Companies Act, 2013 and other applicable provisions if any, of the Companies Act, 1956 and/or Companies Act, 2013 & the relevant provisions made thereunder ('the Scheme').

Pursuant to the scheme, the IT enabled engineering services, PLM services and engineering design productivity software tools of the Company including its overseas subsidiaries (but excluding the shares held by the Company in 3D PLM) ("Demerged Business Undertaking") will be transferred to HCL.

In consideration for the transfer and vesting of the Demerged Business Undertaking, HCL shall issue and allot 10 equity shares of Rs. 2 each fully paid-up of HCL Technologies Ltd for every 43 equity shares of the face value of Rs. 2 each held by equity shareholders of the Company on the record date.

Thereafter, the Company, comprising the shares held by it in 3D PLM ("Remaining Undertaking") shall be merged and amalgamated with 3D PLM. In consideration of the amalgamation, 3D PLM shall issue and allot to each resident shareholder of the Company and, subject to approval by the Reserve Bank of India ('RBI'), all non-resident shareholders of the Company, 1 (one) fully paid up redeemable preference share of Rs.68 each ("Redeemable Preference Share") in 3D PLM for every 1 (one) fully paid up equity share each of the Company. In case, the approval of the RBI is not received, such shareholders shall be issued and allotted 24 fully paid unlisted equity shares of Rs. 10 each of 3D PLM for every 1793 fully paid up equity shares of Rs. 2 each of the Company held by such shareholders which shall be compulsorily purchased by Dassault Systems and/or its nominees immediately on issuance at a price of Rs. 5,080.30 per equity share.

The Redeemable Preference Shares issued by 3D PLM pursuant to the Amalgamation are proposed to be listed on the BSE.

The Scheme is subject to the approval of the shareholders and such other persons as may be required under applicable law, the stock exchanges where the shares of the Companies are listed, Securities and Exchange Board of India, the Hon'ble High Court of Judicature at Bombay, Hon'ble High Court of Judicature at New Delhi and / or such other competent statutory/regulatory authorities as may be required under applicable law. The Appointed Date of the Scheme is 31 March 2016.

The parties have executed appropriate transaction documents which includes a Framework Agreement between HCL and the Company that sets out certain covenants and obligations in relation to the transaction until completion.

- 6 Reconciliation of Equity and Net profit as reported under previous Generally Accepted Accounting Principles ('Previous GAAP') and as per IND AS :

Nature of Adjustments	Net Profit Reconciliation			Equity Reconciliation	
	Quarter ended	Half year ended	Year ended	As at	As at
	30-Sep-15	30-Sep-15	31-Mar-16	31-Mar-16	1-Apr-15
Net profit/ Equity as per previous GAAP	346	406	977	4,673	3,805
Share based payment as per fair value for group companies	-	-	-	34	19
Share based compensation cost as per fair value	(5)	(9)	(15)	-	-
Adjustment related to lease rent straightlining	-	(1)	(3)	8	11
Actuarial gain / (loss) on employee defined benefit plan recognised in Other Comprehensive Income	(7)	(8)	(7)	-	-
Effect of measuring investments at fair value through profit and loss	(1)	1	7	7	-
Effect of exchange difference on translation of long-term loans	19	45	50	-	-
Effect of fair value adjustment of security deposits *	-	-	-	(1)	(1)
Deferred tax effect of IND AS adjustments as above	3	3	2	(4)	(4)
Effect of dividend and tax on dividend	-	-	-	-	194
Net profit/Equity as per IND AS	355	437	1,011	4,717	4,024
Other Comprehensive Income (net of tax)	(22)	(39)	(22)	(5)	(18)
Total Comprehensive Income/Equity as per IND AS	333	398	989	4,712	4,006

* value is less than one million rupees

- 7 Previous period's / year figures have been regrouped / reclassified wherever necessary to correspond with the current period's classification / disclosure.

For Geometric Limited


Manoj Parpia
Managing Director & CEO

Place: Mumbai
Date : 25 October 2016

STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30 SEPTEMBER 2016							Rupees in millions except per share data	
Sr. No.	Particulars	Quarter ended	Quarter ended	Quarter ended	Half year ended	Half year ended	Year ended	
		30-Sep-16	30-Jun-16	30-Sep-15	30-Sep-16	30-Sep-15	31-Mar-16	
		Unaudited*	Unaudited*	Unaudited*	Unaudited*	Unaudited*	Unaudited*	
1	Income from operations	2,463	2,360	2,285	4,823	4,494	9,152	
	Total income from operations	2,463	2,360	2,285	4,823	4,494	9,152	
2	Expenses							
	(a) Employee benefit expenses	1,514	1,526	1,547	3,040	3,118	6,128	
	(b) Depreciation and amortisation expense	25	25	25	50	46	96	
	(c) Cost of Technical Subcontractor	136	129	53	265	154	380	
	(d) Other expenses	393	471	488	864	961	1,701	
	Total expenses	2,068	2,151	2,113	4,219	4,279	8,305	
3	Profit from operations before other income, finance costs and exceptional items (1-2)	395	209	172	604	215	847	
4	Other income	50	48	51	98	128	159	
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	445	257	223	702	343	1,006	
6	Finance costs	9	8	11	17	18	40	
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	436	249	212	685	325	966	
8	Exceptional items	-	-	-	-	-	-	
9	Profit from ordinary activities before tax (7+8)	436	249	212	685	325	966	
10	Tax expense	136	80	80	216	89	301	
11	Profit from ordinary activities after tax (9-10)	300	169	132	469	236	665	
12	Share of profit of equity accounted investees (net of tax)	96	107	86	203	170	351	
13	Net Profit for the period before Minority Interest (11+12)	396	276	218	672	406	1,016	
14	Minority interest	-	-	-	-	-	-	
15	Net Profit after taxes and Minority Interest (13-14)	396	276	218	672	406	1,016	
16	Total Other Comprehensive Income (net of tax)	35	(2)	(22)	33	(39)	(22)	
17	Share of other comprehensive income of equity accounted investees	18	9	(42)	27	(96)	(145)	
18	Total Comprehensive Income for the period (15+16+17)	449	283	154	732	271	849	
19	Paid-up equity share capital (Face value Rs. 2/- per share)	131	130	129	131	129	130	
20	Reserves and surplus (excluding revaluation reserves) as per Balance Sheet of previous accounting year						4,916	
21	Earnings Per Share (Face value Rs. 2/- per Share) (Not annualised)							
	-Basic	6.07	4.24	3.37	10.31	6.29	15.70	
	-Diluted	6.06	4.24	3.37	10.31	6.29	15.70	

* Refer note 4

The above consolidated unaudited results include the results of the following subsidiary companies & associates:

Company and Country of Incorporation	% Holding	Audited / Unaudited					
		Audited	Unaudited	Audited	Unaudited	Audited	Unaudited
Geometric Americas Inc. USA	100%	Audited	Unaudited	Audited	Unaudited	Audited	Unaudited
Geometric Asia Pacific Pte. Ltd., Singapore and its Subsidiaries	100%	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
Geometric Europe GmbH, Germany and its Subsidiaries	100%	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited

Notes:

- The above results of the Group were reviewed and recommended by the Audit Committee on 22 October 2016 and subsequently approved by the Board of Directors at its meeting held on 25 October 2016.
- The Company adopted Ind-AS from April 1, 2016 and accordingly the transition was carried out, from the Accounting Principles generally accepted in India as specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 (GAAP), in accordance with Ind-AS 101 - First time adoption of Indian Accounting Standards. Accordingly, the impact on transition has been recorded in opening reserves as at April 1, 2015 and all the periods presented have been restated accordingly.
- During the quarter ended 30 September 2016, a total of 121,692 equity shares were issued pursuant to exercise of stock options under the Employee Stock Option Scheme of the Company.
- The consolidated unaudited financial results for the quarters ended 30 September 2016, 30 June 2016 and 30 September 2015, for the half year ended 30 September 2016 and 30 September 2015 and for the year ended 31 March 2016 have been reviewed by the auditors and were compiled by the management after exercising necessary due diligence to ensure a true and fair view of the Company's affairs.
- Standalone Information (Audited):

Particulars	Quarter ended	Quarter ended	Quarter ended	Half year ended	Half year ended	Year ended
	30-Sep-16	30-Jun-16	30-Sep-15	30-Sep-16	30-Sep-15	31-Mar-16
	Audited	Audited	Audited	Audited	Audited	Audited
Total income from operations	1,117	961	1,035	2,078	2,006	4,274
Profit before tax	381	191	403	572	499	1,281
Profit after tax	268	134	355	402	437	1,011

Standalone Financial Results for the quarter ended, half year ended and year ended are available on Company's website (www.geometricglobal.com) and on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com).

- 6 On 1 April 2016, the Board of Directors of Geometric Limited approved the Composite Scheme of Arrangement and Amalgamation between Geometric Limited ('GL' or "the Company"), HCL Technologies Limited ('HCL') and 3DPLM Software Solutions Limited ('3D PLM') and their respective shareholders and creditors pursuant to the provisions of Sections 391 to 394 read with Section 109 of the Companies Act, 1956 or under Section 230 to 234 of the Companies Act, 2013 and other applicable provisions if any, of the Companies Act, 1956 and/or Companies Act, 2013 & the relevant provisions made thereunder ('the Scheme').

Pursuant to the scheme, the IT enabled engineering services, PLM services and engineering design productivity software tools of the Company including its overseas subsidiaries (but excluding the shares held by the Company in 3D PLM) ("Demerged Business Undertaking") will be transferred to HCL.

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Thereafter, the Company, comprising the shares held by it in 3D PLM ("Remaining Undertaking") shall be merged and amalgamated with 3D PLM. In consideration of the amalgamation, 3D PLM shall issue and allot to each resident shareholder of the Company and, subject to approval by the Reserve Bank of India ("RBI"), all non-resident shareholders of the Company, 1 (one) fully paid up redeemable preference share of Rs.68 each ("Redeemable Preference Share") in 3D PLM for every 1 (one) fully paid up equity share each of the Company. In case, the approval of the RBI is not received, such shareholders shall be issued and allotted 24 fully paid unlisted equity shares of Rs. 10 each of 3D PLM for every 1793 fully paid up equity shares of Rs. 2 each of the Company held by such shareholders which shall be compulsorily purchased by Dassault Systems and/or its nominees immediately on issuance at a price of Rs. 5,980.30 per equity share.

The Redeemable Preference Shares issued by 3D PLM pursuant to the Amalgamation are proposed to be listed on the BSE.

The Scheme is subject to the approval of the shareholders and such other persons as may be required under applicable law, the stock exchanges where the shares of the Companies are listed, Securities and Exchange Board of India, the Hon'ble High Court of Judicature at Bombay, Hon'ble High Court of Judicature at New Delhi and / or such other competent statutory /regulatory authorities as may be required under applicable law. The Appointed Date of the Scheme is 31 March 2016.

The parties have executed appropriate transaction documents which includes a Framework Agreement between HCL and the Company that sets out certain covenants and obligations in relation to the transaction until completion.


7 **Reconciliation of net profit as reported under previous Generally Accepted Accounting Principles ("Previous GAAP") to net profit as per IND AS :**

Nature of Adjustments	Net Profit Reconciliation			Equity Reconciliation	
	Quarter ended	Half year ended	Year ended	As at	As at
	30-Sep-15	30-Sep-15	31-Mar-16	31-Mar-16	1-Apr-15
Net profit/ Equity as per previous GAAP	230	422	1,053	5465	5,023
Share based compensation cost as per fair value	(7)	(11)	(21)	-	-
Adjustment related to lease rent straightlining	(2)	(4)	(7)	13	20
Actuarial gain / (loss) on employee defined benefit plan recognised in Other Comprehensive Income	(7)	(9)	(7)	-	-
Effect of measuring investments at fair value through profit and loss	1	3	7	7	-
Effect of fair value adjustment of security deposits *	-	(6)	-	(1)	(1)
Share of IND AS adjustment of an equity accounted investee	-	2	(7)	185	192
Deferred tax effect of IND AS adjustments as above	3	3	(2)	85	89
Effect of dividend and tax on dividend	-	-	-	-	194
Net profit/Equity as per IND AS	218	406	1,016	5,754	5,517
Effect of non controlling interest on equity accounted investee	-	-	-	(724)	(945)
Other Comprehensive Income (net of tax)	(64)	(135)	(167)	16	(83)
Total Comprehensive Income/Equity as per IND AS	154	271	849	5,046	4,489

* value is less than one million rupees

- 8 Previous period's / year figures have been regrouped / reclassified wherever necessary to correspond with the current period's classification / disclosure.

For Geometric Limited



Manu Parpia
Managing Director & CEO

Place: Mumbai
Date : 25 October 2016

GEOMETRIC LIMITED

STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30 SEPTEMBER 2016 (continued.)

CONSOLIDATED UNAUDITED SEGMENT INFORMATION FOR THE QUARTER AND HALF YEAR ENDED 30 SEPTEMBER 2016

Rupees in millions, except per share data

	Particulars	Quarter ended	Quarter ended	Quarter ended	Half year ended	Half year ended	Year ended
		30-Sep-16	30-Jun-16	30-Sep-15	30-Sep-16	30-Sep-15	31-Mar-16
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
A	PRIMARY SEGMENTS REVENUE						
	Segment Revenue						
	Products	223	184	167	407	321	722
	Software Services	1,392	1,268	1,130	2,660	2,198	4,646
	Engineering Services	848	908	988	1,756	1,975	3,784
	Total	2,463	2,360	2,285	4,823	4,494	9,152
	Less : Inter Segment Revenue	-	-	-	-	-	-
	Net Revenue from Operations	2,463	2,360	2,285	4,823	4,494	9,152
B	Segment Results						
	Products	104	75	70	179	140	324
	Software Services	487	363	256	850	370	1,120
	Engineering Services	257	267	315	524	573	1,095
	Total	848	705	641	1,553	1,083	2,539
	(a) Finance Cost	9	8	11	17	18	40
	(b) Other unallocable expense net of unallocable income	403	448	418	851	740	1,533
	Profit/(Loss) from Ordinary Activities before Tax	436	249	212	685	325	966
C	Capital Employed (Segment Assets - Segment Liabilities) (See Note 2 below)						
	SECONDARY GEOGRAPHICAL SEGMENTS REVENUE						
	USA	1,370	1,324	1,467	2,694	2,895	5,748
	Europe	678	594	462	1,272	888	1,963
	Asia Pacific	174	154	181	328	360	671
	India	241	288	175	529	351	770
	Total	2,463	2,360	2,285	4,823	4,494	9,152

Note:1. Based on the "management approach" as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented in to three key business segments comprising Products, Software services and Engineering services. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments.

2. Assets and liabilities used in the Company's business are not identified to any of the reportable segments, as these are used interchangeably between segments. Hence, it is not practicable to provide segment disclosures relating to segment assets and liabilities.

Place: Mumbai

Date : 25 October 2016

GEOMETRIC LIMITED

(CIN: L72200MH1994PLC077342)

Regd. Office: Plant 11, 3rd floor, Pirojshanagar, Vikhroli (West), Mumbai - 400 079.

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**Geometric**

Audited Standalone Statement of Assets & Liabilities as at 30 September 2016

(Currency: Rupees in millions)

Condensed Balance Sheet as at	September 30, 2016	March 31, 2016
ASSETS		
Non-current assets		
(a) Property, plant and equipment	393	404
(b) Capital work-in-progress*	-	-
(c) Intangible assets	42	64
(d) Financial assets		
i. Investments	1,712	844
ii. Loans and advances	499	500
iii. Other financial assets	59	21
(e) Deferred tax assets (net)	40	46
(f) Other assets	195	180
Total non-current assets	2,940	2,059
Current assets		
(a) Financial assets		
i. Investments	635	1,140
ii. Trade and other receivables	1,448	1,512
iii. Cash and cash equivalents	110	58
iv. Other bank balances	7	9
v. Loans and advances	8	13
vi. Other financial assets	571	570
(b) Other assets	132	170
Total current assets	2,911	3,472
Total assets	5,851	5,531
EQUITY AND LIABILITIES		
Equity		
(a) Equity share capital	131	130
(b) Other equity	5,055	4,582
(c) Share application money pending allotment	2	-
Total equity	5,188	4,712
Liabilities		
Non-current liabilities		
Financial liabilities		
(a) Long term provision	12	22
Total non-current liabilities	12	22
Current liabilities		
(a) Financial liabilities		
i. Short term borrowings	200	198
ii. Trade and other payables	100	146
iii. Other financial liabilities	238	338
(b) Other liabilities	59	57
(c) Short term provisions	54	58
Total current liabilities	651	797
Total equity and liabilities	5,851	5,531

* value is less than one million rupees

Place: Mumbai
Date : 25 October 2016

For Geometric Limited

Manu Parpia
Managing Director & CEO

GEOMETRIC LIMITED

(CIN: L72200MH1994PLC077342)

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**Geometric**

Unaudited Consolidated Statement of Assets & Liabilities as at 30 September 2016

(Currency: Rupees in millions)

Particulars	As at	
	September 30, 2016	March 31, 2016
ASSETS		
1 Non-current assets		
a. Property, plant and equipment	417	427
b. Capital work-in-progress*	-	-
c. Intangible assets	46	68
d. Goodwill on consolidation	544	545
e. Financial Assets		
i. Investments	973	743
ii. Long term loans and advances	2	2
iii. Other financial assets	77	44
f. Deferred tax assets (net)	185	227
g. Other assets	274	245
Total non-current assets	2,518	2,301
2 Current assets		
a. Financial Assets		
i. Investments	635	1,140
ii. Trade and other receivables	1,443	1,619
iii. Cash and cash equivalents	1,423	602
iv. Other bank balances	7	14
v. Loans and advances	25	20
vi. Other financial assets	1,291	1,172
b. Other assets	215	230
Total Current assets	5,039	4,797
TOTAL ASSETS	7,557	7,098
I. EQUITY AND LIABILITIES		
1. EQUITY		
a. Equity share capital	131	130
b. Other equity	5,670	4,916
Share application money pending allotment	2	
Total equity	5,803	5,046
2. LIABILITIES		
Non-current liabilities		
Financial Liabilities		
a. Long Term Provision	37	46
Total non-current liabilities	37	46
Current liabilities		
a. Financial Liabilities		
i. Short Term Borrowings	594	589
ii. Trade and other payables	74	100
iii. Other financial liability	502	610
b. Other liabilities	326	478
c. Short term provisions	221	229
Total current liabilities	1,717	2,006
TOTAL EQUITY AND LIABILITIES	7,557	7,098

* Value is less than one million rupees

For Geometric Limited

Manu Parpia
Managing Director
and CEO
Mumbai
25 October 2016