

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

*Rupees in millions except per share data***STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2016**

Sr. No.	Particulars	Quarter ended			Nine months ended		Year ended
		31-Dec-16	30-Sep-16	31-Dec-15	31-Dec-16	31-Dec-15	31-Mar-16
		Audited	Audited	Audited	Audited	Audited	Audited
1	Income from operations						
	(a) Income from operations	1,042	1,043	1,077	3,022	3,052	4,160
	(b) Other operating income	86	74	32	184	63	114
	Total Income from operations	1,128	1,117	1,109	3,206	3,115	4,274
2	Expenses						
	(a) Employee benefit expenses	501	526	545	1,555	1,674	2,195
	(b) Depreciation and amortisation expense	30	23	23	75	64	86
	(c) Cost of Technical Subcontractor	33	30	48	99	248	278
	(d) Other expenses	192	210	259	637	785	1,017
	Total expenses	756	789	875	2,366	2,771	3,576
3	Profit from operations before other income, finance costs and exceptional items (1-2)	372	328	234	840	344	698
4	Other income	20	57	17	129	412	597
5	Profit from ordinary activities before finance costs and exceptional items (3+4)	392	385	251	969	756	1,295
6	Finance costs	2	4	4	7	10	14
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	390	381	247	962	746	1,281
8	Exceptional items	-	-	-	-	-	-
9	Profit from ordinary activities before tax (7+8)	390	381	247	962	746	1,281
10	Tax expense	120	113	81	290	143	270
11	Net Profit from ordinary activities after tax (9-10)	270	268	166	672	603	1,011
12	Total Other Comprehensive Income (net of tax)	9	35	14	42	(25)	(22)
13	Total Comprehensive Income for the period (11+12)	279	303	180	714	578	989
14	Paid-up equity share capital (Face value Rs. 2/- per share)	132	131	130	132	130	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	4.09	4.10	2.57	10.25	9.33	15.61
	-Diluted	4.04	4.09	2.57	10.25	9.33	15.58

Notes:

- The above results of the Company were reviewed and recommended by the Audit Committee on 16 January 2017 and subsequently approved by the Board of Directors at its meeting held on 16 January 2017.
- The Company adopted Ind-AS from April 1, 2016 and, accordingly, the transition was carried out using 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 of the transition has been recorded in opening reserves as at April 1, 2015 and all the financial information for the periods presented have been restated to reflect the effects of application of Ind AS.
- During the quarter ended 31 December 2016, a total of 794,470 equity shares were issued pursuant to exercise of stock options under the Employee Stock Option Scheme of the Company.

STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2016

- 4 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 and 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. If 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 Securities and Exchange Board of India, The Hon'ble High Court of Judicature at Bombay, The 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.
- As at December 31, 2016, the Company has obtained approvals with respect to the Scheme from the Competition Commission of India, The Securities and Exchange Board of India and The Hon'ble High Court of Judicature at Bombay. However, in relation to the closure of the transaction, the Company is awaiting receipt of Order copy from The Hon'ble High Court of Judicature at New Delhi, approval from The Reserve Bank of India and compliance with other conditions precedent to the closure of the transaction. Costs associated with the above merger transaction amounting to Rs 250 million approx. will be accounted for upon the closure of the transaction.
- 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	Nine months ended	Year ended	As at	As at
	31-Dec-15	31-Dec-15	31-Mar-16	31-Mar-16	1-Apr-15
Net profit/ Equity as per previous GAAP	179	585	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	(3)	(12)	(15)	-	-
Adjustment related to lease rent straightlining	-	(1)	(3)	8	11
Actuarial gain / (loss) on employee defined benefit plan recognised in Other Comprehensive Income	-	(8)	(7)	-	-
Effect of measuring investments at fair value through profit and loss	2	3	7	7	-
Effect of exchange difference on translation of long-term loans	(11)	34	50	-	-
Effect of fair value adjustment of security deposits *	-	-	-	(1)	(1)
Deferred tax effect of IND AS adjustments as above	(1)	2	2	(4)	(4)
Effect of dividend and tax on dividend	-	-	-	-	194
Net profit/Equity as per IND AS	166	603	1,011	4,717	4,024
Other Comprehensive Income (net of tax)	14	(25)	(22)	(5)	(18)
Total Comprehensive Income/Equity as per IND AS	180	578	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 Ltd

Manu Parpia
Managing Director & CEO

Place: Mumbai
Date : 16 January 2017

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*Rupees in millions except per share data***STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2016**

Sr. No.	Particulars	Quarter ended			Nine months ended		Year ended
		31-Dec-16	30-Sep-16	31-Dec-15	31-Dec-16	31-Dec-15	31-Mar-16
		Unaudited*	Unaudited*	Unaudited*	Unaudited*	Unaudited*	Audited*
1	Income from operations	2,523	2,463	2,347	7,346	6,841	9,152
	Total income from operations	2,523	2,463	2,347	7,346	6,841	9,152
2	Expenses						
	(a) Employee benefit expenses	1,479	1,514	1,511	4,519	4,629	6,128
	(b) Depreciation and amortisation expense	32	25	25	82	71	96
	(c) Cost of Technical Subcontractor	172	136	184	437	338	380
	(d) Other expenses	360	393	298	1,224	1,259	1,701
	Total expenses	2,043	2,068	2,018	6,262	6,297	8,305
3	Profit from operations before other income, finance costs and exceptional items (1-2)	480	395	329	1,084	544	847
4	Other income	27	50	(12)	125	116	159
5	Profit from ordinary activities before finance costs and exceptional Items (3+4)	507	445	317	1,209	660	1,006
6	Finance costs	8	9	11	25	29	40
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)	499	436	306	1,184	631	966
8	Exceptional items	-	-	-	-	-	-
9	Profit from ordinary activities before tax (7+8)	499	436	306	1,184	631	966
10	Tax expense	156	136	113	371	202	301
11	Profit from ordinary activities after tax (9-10)	343	300	193	813	429	665
12	Share of profit of equity accounted investees (net of tax)	104	96	84	307	254	351
13	Net Profit for the period before Minority Interest (11+12)	447	396	277	1,120	683	1,016
14	Minority interest	-	-	-	-	-	-
15	Net Profit after taxes and Minority Interest (13-14)	447	396	277	1,120	683	1,016
16	Total Other Comprehensive Income (net of tax)	9	35	14	42	(25)	(22)
17	Share of other comprehensive in equity accounted investees	22	18	-	49	(96)	(145)
18	Total Comprehensive Income for the period (15+16+17)	478	449	291	1,211	562	849
19	Paid-up equity share capital (Face value Rs. 2/- per share)	132	131	130	132	130	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	6.78	6.07	4.27	17.09	10.56	15.70
	-Diluted	6.72	6.06	4.27	17.09	10.56	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					
Geometric Americas Inc. USA	100%	Audited	Audited	Audited	Audited	Audited	Audited
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

STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2016

Notes:

- 1 The above results of the Group were reviewed and recommended by the Audit Committee on 16 January 2017 and subsequently approved by the Board of Directors at its meeting held on 16 January 2017.
- 2 The Company adopted Ind-AS from April 1, 2016 and, accordingly, the transition was carried out using 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 of the transition has been recorded in opening reserves as at April 1, 2015 and all the the financial information for the periods presented have been restated to reflect the effects of application of Ind AS.
- 3 During the quarter ended 31 December 2016, a total of 794,470 equity shares were issued pursuant to exercise of stock options under the Employee Stock Option Scheme of the Company.
- 4 The consolidated unaudited financial results for the quarters ended 31 December 2016, 30 September 2016 and 31 December 2015 , for the nine months ended 31 December 2016 and 31 December 2015 have been reviewed by the auditors and for the year ended 31 March 2016 has been audited by the auditors.
- 5 **Standalone Information (Audited):**

Particulars	Quarter ended	Quarter ended	Quarter ended	Year to date figure for the period ended		Year ended
	31-Dec-16	30-Sep-16	31-Dec-15	31-Dec-16	31-Dec-15	31-Mar-16
	Audited	Audited	Audited	Audited	Audited	Audited
Total income from operations	1,128	1,117	1,109	3,206	3,115	4,274
Profit before tax	390	381	247	962	746	1,281
Profit after tax	270	268	166	672	603	1,011

Standalone Financial Results for the quarters and year ended as above 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 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 and the relevant provisions made thereunder ('the Scheme').
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STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2016

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	Nine months ended	Year ended	As at	As at
	31-Dec-15	31-Dec-15	31-Mar-16	31-Mar-16	1-Apr-15
Net profit/ Equity as per previous GAAP	289	711	1,053	5465	5,023
Share based compensation cost as per fair value	(7)	(18)	(21)	-	-
Adjustment related to lease rent straightlining	(3)	(7)	(7)	13	20
Actuarial gain / (loss) on employee defined benefit plan recognised in Other Comprehensive Income	1	(8)	(7)	-	-
Effect of measuring investments at fair value through profit and loss	1	4	7	7	-
Effect of fair value adjustment of security deposits	3	3	-	(1)	(1)
Share of IND AS adjustment of an equity accounted investee (IND AS Adjustment)	(7)	(5)	(7)	185	192
Deferred tax effect of IND AS adjustments as above*	(0)	3	(2)	85	89
Effect of dividend and tax on dividend	-	-	-	-	194
Net profit/Equity as per IND AS	277	683	1,016	5,754	5,517
Effect of non controlling interest on equity accounted investee	-	-	-	(724)	(945)
Other Comprehensive Income (net of tax)	14	(121)	(167)	16	(83)
Total Comprehensive Income/Equity as per IND AS	291	562	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 Ltd

Place: Mumbai
Date : 16 January 2017

Manu Parpia
Managing Director & CEO

GEOMETRIC LIMITED

STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2016 (continued.)

CONSOLIDATED UNAUDITED SEGMENT INFORMATION FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2016

Rupees in millions, except per share data

	Particulars	Quarter ended			Nine months ended		Year ended
		31-Dec-16	30-Sep-16	31-Dec-15	31-Dec-16	31-Dec-15	31-Mar-16
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
A	PRIMARY SEGMENTS REVENUE						
	Segment Revenue						
	Products	222	223	202	629	523	722
	Software Services	1,467	1,392	1,198	4,127	3,396	4,646
	Engineering Services	834	848	947	2,590	2,922	3,784
	Total	2,523	2,463	2,347	7,346	6,841	9,152
	Less : Inter Segment Revenue	-	-	-	-	-	-
	Net Revenue from Operations	2,523	2,463	2,347	7,346	6,841	9,152
B	Segment Results						
	Products	112	104	93	291	233	324
	Software Services	473	487	343	1,323	713	1,120
	Engineering Services	247	257	295	771	868	1,095
	Total	832	848	731	2,385	1,814	2,539
	(a) Finance Cost	8	9	11	25	29	40
	(b) Other unallocable expense net of unallocable income	325	403	414	1,176	1,154	1,533
	Profit/(Loss) from Ordinary Activities before Tax	499	436	306	1,184	631	966
C	Capital Employed (Segment Assets - Segment Liabilities) (See Note 2 below)						
	SECONDARY GEOGRAPHICAL SEGMENTS REVENUE						
	USA	1,353	1,370	1,466	4,047	4,361	5,748
	Europe	745	678	514	2,017	1,402	1,963
	Asia Pacific	200	174	183	528	543	671
	India	225	241	184	754	555	770
		2,523	2,463	2,347	7,346	6,841	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 : 16 January 2017