

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of the Company (Equity Shareholders) will be held at Godrej Bhavan, 4A Home Street, Fort, Mumbai 400 001, on Wednesday, June 23, 2017 at 11:30 a.m. IST to transact the following business:

SPECIAL BUSINESS:

Issue of Compulsorily Convertible Preference Shares (“CCPS”) of the Company to Dassault Systemes S.E. and Dassault Systemes Americas Corp.:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 55, 62 of the Companies Act, 2013 read with the Rules made thereunder of The Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions as may be amended from time to time of the Companies Act, 2013 and the Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions as may be prescribed in granting any such approval, consent, permission or sanction, as are accepted by the Board of Directors of the Company (the Board, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder), consent of members be and is hereby accorded to the Board of the Directors to authorized to offer, issue and allot 246,000 (Two lakhs forty six thousand) Compulsory Convertible Preference Shares (CCPS) of face value of Rs. 5400 /- (Rupees Five thousand Four hundred only) for cash at par amounting to Rs. 1,328,400,000/- (Rupees one billion, three hundred and twenty-eight million, four hundred thousand only) for cash at par in one or more tranches, series, at such time or times, in such manner, form and with such rights and privileges and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, to Dassault Systemes S.E. and Dassault Systemes Americas, Corp, shareholders of the Company in the proportion of their current shareholding as stated in the following table:

Shareholder	CCPS
Dassault Systemes S.E.	164,179
Dassault Systemes Americas, Corp.	81,821

RESOLVED FURTHER THAT for the purposes of giving effect to this resolution, all Directors of the Company, Mr. Sudarshan Mogasale, Manager & CEO, Mr. Vishwanath Shet, CFO and Ms. Sunipa Ghosh, Company Secretary of the Company, be and are hereby severally authorized to take all steps and to execute, sign and file the required documents/ returns/forms with Registrar of Companies/ Ministry of Corporate Affairs and all other relevant authorities and to make necessary corrections/ modifications/ alterations suggested by the concerned authorities.

RESOLVED FURTHER THAT any Director of the Company, Mr. Sudarshan Mogasale, Manager & CEO and Ms. Sunipa Ghosh, Company Secretary of the Company be and are hereby severally authorized to provide a certified copy of this resolution to any person, entity and/or authority as may be required for giving effect to the above resolutions.”

By Order of the Board of Directors
For 3D PLM Software Solutions Ltd.,

Sudarshan Mogasale
Manager and CEO
(PAN: AAXPM5923B)

Date : June 21, 2017

Place : Mumbai

CIN : U72900MH2001PLC134244

Registered office:

Plant 11, 3rd Floor, Pirojshanagar,
Vikhroli (West), Mumbai-400079,
Maharashtra, India

Notes:

1. **A registered Equity Shareholder of the Company entitled to attend and vote at the meeting. A registered Equity Shareholder is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company.** All alterations made in the Form of Proxy should be initialled. Members attending the meeting are requested to bring duly filled attendance slips.
2. As per Section 105 of the Companies Act, 2013 and rules made there under, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the company carrying voting rights. Further, a member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Shareholder.
3. Only registered Equity Shareholders of the Company may attend and vote (either in person or by proxy or by Authorised Representative under Section 113 of the Companies Act, 2013) at the Equity Shareholders' meeting. The Authorised Representative of a body corporate which is a registered Equity Shareholder of the Company may attend and vote at the Equity Shareholders' meeting provided a certified true copy of the resolution of the Board of Directors under Section 113 of the Companies Act, 2013 or other governing body of the body corporate authorizing such representative to attend and vote at the Equity Shareholders' meeting is deposited at the Registered Office of the Company not later than 48 hours before the meeting.
4. Companies or bodies corporate who are registered Equity Shareholder(s) of the Company would be required to deposit certified copy of the resolution of the Board of Directors under Section 113 of the Companies Act, 2013 or other governing body of such companies / body corporate, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the Registered Office of the Company not later than 48 hours before the meeting.
5. Members are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the Register of Members of the Company in respect of such joint holding will be entitled to vote.
6. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on June 21, 2017.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1 – Offer, Issue and allotment of Compulsorily Convertible Preference Share:

The Company is in need of funds to finance the redemption of Redeemable Preference Shares. Hence, the Board of Directors at its meeting held on June 21, 2017, had approved the offer and issuance of 246,000 (Two lakhs forty six thousand) Compulsory Convertible Preference Shares (CCPS) of face value of Rs. 5400/- (Rupees Five thousand Four hundred only) for cash at par amounting to Rs. 1,328,400,000/- (Rupees one billion, three hundred and twenty-eight million, four hundred thousand only) to Dassault Systemes S.E. and Dassault Systemes Americas, Corp, shareholders of the Company in the proportion of their current shareholding on preferential basis as stated in the following table:

Shareholder	CCPS
Dassault Systemes S.E.	164,179
Dassault Systemes Americas, Corp.	81,821

Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ('Rules') framed there under, *inter alia*, requires the Company to obtain the prior approval of the Shareholders, by way of a Special Resolution for issuance of preference shares.

Accordingly, the approval of the Members is being sought, by way of a Special Resolution, to offer and issue CCPS, in one or more tranche(s).

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of CCPS, are as under:

a) the size of the issue and number of CCPS to be issued and nominal value of each share;

No. of CCPS	Face value per CCPS (In Rs.)	Size (in Rs.)
246,000	5400	1,328,400,000

b) the nature of such shares:

- non-participating in the surplus funds;
- dividend payable on a non-cumulative basis at the discretion of the Board of Directors and only if profits are available for such payment;
- compulsorily convertible preference shares

c) the objectives of the issue: Proceeds will be used towards redemption of RPS issued by the Company.

d) the manner of issue of shares: Preferential basis

e) the price at which such shares are proposed to be issued: Rs. 5400/-

f) the basis on which the price has been arrived at: Valuation report issued by M/s. Systematix Corporate Services Limited

g) the terms of issue, including terms and rate of dividend on each share, etc.:

(a) **Face value:** The CCPS issued shall have a face value of Rs. 5400 per CCPS.

- (b) **Coupon:** The CCPS shall be subject to the provisions of the Articles of Association of the Company and the Companies Act, 2013 confer the holders thereof a right to a preferential non-cumulative dividend of 3% per annum payable annually only out of profits of the Company after providing for depreciation and at the discretion of the Board of Directors of the Company and if profits are available for such payment, subject to deduction of taxes at source if applicable.
- (c) **Issue and allotment period:** Will be allotted within 30 days from the date of approval.
- (d) **Voting Rights:** The holder of the CCPS shall have the right to vote in general meeting of the Company in accordance with Section 47 of the Companies Act 2013.
- (e) **Conversion:** To be converted into such number of ordinary equity shares of Rs. 10 each in the following schedule:
- Series 1 (6000 no. of shares): to be converted at a conversion price of Rs. 6370 any time during any financial year but not later than 31st March 2021.
 - Series 2 (51000 no. of shares): to be converted at a conversion price of Rs. 6689 any time during any financial year but not later than 31st March 2022.
 - Series 3 (56000 no. of shares): to be converted at a conversion price of Rs. 7023 any time during any financial year but not later than 31st March 2023.
 - Series 4 (63000 no. of shares): to be converted at a conversion price of Rs. 7374 any time during any financial year but not later than 31st March 2024.
 - Series 5 (70000 no. of shares): to be converted at a conversion price of Rs. 7743 any time during any financial year but not later than 31st March 2025.
- and such Conversion will be at the Option of the Company.
- It is hereby clarified that the fair value of the equity shares of the Company at the time of conversion may change based on the performance of the Company and other parameters of valuation at that point of time. However, the shares will be converted into equity shares at the price mentioned in the respective series in compliance with applicable laws.
- (f) **Taxation:** All payments in respect of the CCPS shall be made less any deductions or withholding for or on account of any present or future taxes or duties as required under Applicable Laws.
- (g) **Winding up:** In the event of winding up of the Company, the holders of the CCPS shall have a right to receive of the paid up capital and arrears of dividend, declared upto the commencement of winding up, in priority to any paid up capital on the equity shares out of the surplus but shall not have any further rights to participate in the profits of the assets of the Company.
- (h) **Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion:** CCPS will be converted on terms as stated in clause (e) above

- i) **Manner and modes of redemption:** Not applicable
- j) **Shareholding pattern of the Company:**

	Pre-Issue						Post Issue								
	Equity		Equity		RPS		Equity			Equity		RPS		CCPS	
	No. of Shares	Share Capital (Rs.)	No. of Shares	Share Capital (Rs.)	No. of Shares	Share Capital (Rs.)	No. of Shares	Share Capital (Rs.)	No. of Shares	Share Capital (Rs.)	No. of Shares	Share Capital (Rs.)	No. of Shares	Share Capital (Rs.)	
Promoters															
Dassault Systemes S.E.	534,091	5,340,910	534,091	5,340,910	-	-	534,091	5,340,910	534,091	5,340,910	-	-			
Dassault Systemes Americas, Corp					-	-									
- Shares	87,246	872,460	87,246	872,460	-	-	87,246	872,460	87,246	872,460	-	-			
-Class A – Equity	72,965	729,650	72,965	729,650	-	-	72,965	729,650	72,965	729,650	-	-	-	-	
-Class B – Equity	105,989	1,059,890	105,989	1,059,890	-	-	105,989	1,059,890	105,989	1,059,890	-	-	-	-	
Non-Promoters		-	-	-	55,844,179	3,797,404,172					55,844,179	3,797,404,172	-	-	
Total	800,291	8,002,910	800,291	8,002,910	55,844,179	3,797,404,172	800,291	8,002,910	800,291	8,002,910	55,844,179	3,797,404,172			

- k) **Expected dilution in equity share capital upon conversion of preference shares:** There will be no dilution as the CCPS are being issued to the existing Promoters, i.e. Dassault Systemes S.E. and Dassault Systemes Americas, Corp.

The Directors recommend this Resolution at Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

By Order of the Board of Directors
For 3D PLM Software Solutions Ltd.

Sudarshan Mogasale
Manager and CEO
(PAN: AAXPM5923B)

Date: June 21, 2017

Place: Mumbai

CIN: U72900MH2001PLC134244

Registered office:

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