

REDEMPTION OPTION EXERCISE FORM – RPS

To,

3D PLM Software Solutions Limited
Corporate Office: Unit No. 703-B, 7th Floor, B Wing, Reliable Tech Park,
Airoli, Navi Mumbai - 400 708

Dear Sir/Madam,

Sub: Redemption Option Exercise Form ("Form") in relation to the Redeemable Preference Shares ("RPS") of face value of Rs. 68 each of 3D PLM Software Solutions Limited (the "Company") issued pursuant to the composite scheme of arrangement and amalgamation amongst HCL Technologies Limited, the Company and the erstwhile Geometric Limited, and their respective shareholders and creditors (the "Scheme").

With reference to the captioned subject:-

1. I/We, the undersigned, do hereby exercise my/our Redemption Option for RPS as under-

Description	No. of RPS Held	No. of RPS opted for Redemption Option	On Face Value (Rs.)	Amount of RPS opted for Redemption (Rs.)
	(i)	(ii)	(iii)	(ii) X (iii)
RPS - 7.00% p.a. -(ISIN: INE657W04017)			68/-	
Total				

2. I / We, having read and understood the Scheme, hereby offer the RPS held by me/us in exercise of the Redemption Option in accordance with the terms and conditions set out in this Form and the Scheme.
3. I / We hereby confirm that the RPS offered for the Redemption Option by me / us are free from all liens, equitable interest, charges and encumbrance.
4. I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to exercise the Redemption Option in relation to the RPS and that I / we am / are legally entitled to exercise the said Redemption Option.
5. I / We agree that the Company will pay the redemption amount pursuant to the exercise of Redemption Option, only after due verification of the validity of documents and that the consideration may be paid to the first holder of the RPS.
6. I / We undertake to execute any further documents and assurances that may be required or expedient to give effect to my / our transaction and agree to abide by any decision that may be taken by the Company to effect the exercise of Redemption Option in accordance with the terms of the Scheme and applicable law.
7. Details of account of RPS holders with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)		
Name of the Depository Participant		
DP ID No.		
Client ID with the DP		

I / We hereby declare that we have instructed the above-mentioned Depository Participant, with whom, I / We hold an account to transfer such number of RPS for Redemption option exercised by me/us, as mentioned under serial number 1 above to "LIPL 3DPLM RPS REDEMPTION ESCROW DEMAT ACCOUNT" (Client Id No. 12322170) held with VENTURA SECURITIES LTD (DP ID. No. IN303116) (the "Special Depository Account").

8. I/ we enclose the following with this Form:
- i. Photocopy/Counterfoil of Delivery Instruction slip in "Off market" mode in favour of the Special Depository Account mentioned above, duly acknowledged by DP.
- ii. Certified true copy of Corporate Authorisation / Power of Attorney (if any)
- Note : RPS holders having their beneficiary account in Central Depository Services (India) Limited ("CDSL") have to use inter-depository delivery instruction for the purpose of crediting their RPS in favour of "LIPL 3DPLM RPS REDEMPTION ESCROW DEMAT ACCOUNT" with NSDL.
9. I / we understand that bank/saving account particulars updated in my / our DP Account only would be considered for payment of redemption amount.
RPS Holders are requested to ensure that their address, bank/saving account particulars (i.e.) Bank account No., IFSC, MICR Code etc. are updated in their DP account before exercising the Redemption option. In case of any change in the above mentioned details, RPS holders are requested to update the details in the DP account by contacting their DP
10. I / we understand that in case the redemption amount cannot be credited to my / our bank account directly, cheque / demand draft would be dispatched to the my / our address as updated in the DP account.
11. I / we understand that in case of non-receipt or delayed receipt of this Form, the Company may, at its sole discretion, deem the Redemption Option to have been validly exercised by me / us in relation to the RPS credited to the Special Depository Account, and redeem such RPS.
12. I / we understand that the Company shall not, in any manner, be responsible for redeeming any RPS that may be credited by me / us in the Special Depository Account after June 4, 2017, under the First Quarterly Redemption Period. Further, I / we understand that any RPS credited by me / us in the Special Depository Account after June 4, 2017, may subject to the receipt of a duly completed form, be eligible for redemption only in the Second Quarterly Redemption Period.
13. RPS holder's Details :

	Sole / First holder	Second holder (if any)	Third Holder (if any)
Name in full			
Signature#			
PAN			
Address of the Sole / First RPS holder			
Telephone/ Mobile No.			
Email Address			

Corporate must affix rubber stamp

Place:

Date:

Please read instructions mentioned overleaf before filling the form

INSTRUCTIONS

1. With respect to the First Quarterly Redemption Period, the last date for receipt of redemption requests from the RPS Holders is Sunday, **June 4, 2017** (the "**Last Redemption Request Receipt Date**").
2. For the purpose of exercise of Redemption Option by the RPS Holder(s), the Company has designated a Special Depository Account wherein the RPS(s) are to be transferred / credited as detailed below:

DP Name	VENTURA SECURITIES LTD
DP ID No.	IN303116
Beneficiary / Client ID No.	12322170
Depository Name	National Securities Depository Limited
Name of Demat Account	LIPL 3DPLM RPS REDEMPTION ESCROW DEMAT ACCOUNT
ISIN No.	INE657W04017

3. The RPS holders who wish to exercise the Redemption Option, must complete the Redemption Option Exercise Form (the "**Form**") and deliver the same along with documents mentioned under Sl. No. 6 so as to reach before the close of business hours to Registrar's office at C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083 on or before **June 4, 2017** (by 5 p.m.), being the Last Redemption Receipt Date with respect to the First Quarterly Redemption Period. The Form is also available at the Registrar's office / Corporate Office at the address mentioned above and can be downloaded from the Company's website: <http://www.3dplmsoftware.com> and Company's Registrars website: www.linkintime.co.in
4. The Form should be duly completed and signed by the RPS holder(s). In case of joint holding, the Form should be completed and signed by all the RPS holders.
5. In the delivery instruction please use the "For Off-Market Trades (Receiver Details)" box. Fill in "VENTURE SECURITIES LIMITED" against DP Name, "IN303116" against the DP ID No. and "12322170" against Client ID No. The date of execution entered in the delivery instruction should be on or before **JUNE 4, 2017**.
6. RPS holder(s) should also provide all relevant documents along with the form which may include (but not limited to):
 - Photocopy/Counterfoil of Delivery Instruction slip in "Off market" mode in favour of the special depository account mentioned above, duly acknowledged by DP.
 - Certified True copy of Corporate Authorisation / Power of Attorney (if any)
7. Please note that unsigned / blank / incomplete or ineligible Forms received after **Sunday, June 4, 2017** will **not qualify for redemption under the FIRST QUARTERLY REDEMPTION PERIOD.**
8. **Redemption form, in respect of RPS not credited to the above special depository account before the date of closing of First Redemption period, is liable to be rejected. In case of non-receipt of the aforesaid documents, but receipt of the RPS in the Special Depository Account, the Company may deem that the Redemption Option to have been accepted by the RPS Holder.**
9. Address and Bank / saving account particulars attached to the DP account, as appearing in the demographic details provided by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) only, will be considered for payment of redemption amount, pursuant to exercise of Redemption Option. Hence, RPS Holders are requested to instruct their respective DP regarding change in their address and bank / saving account details in which they wish to receive redemption amount well in advance before exercising the Redemption Option. Eligible RPS Holders exercising the Redemption Option will have to ensure that they keep the bank/saving account attached with their DP account active and updated to receive credit remittance pursuant to the redemption of the tendered RPS.
10. The Company shall pay coupon on the RPS for which Redemption Option has been exercised by the RPS holder, as per the terms of the RPS.

In case you require any assistance in filling the Form, please contact

Link Intime India Private Limited
C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083
Tel.No. 91 22 4918 6270;
Fax No. 91 22 4918 6060;
Contact Person: Mr. Ajay Jadhav
Email: rnt.helpdesk@linkintime.co.in

3D PLM Software Solutions Limited
CIN: U72900MH2001PLC134244
Registered Address: Plant 11, 3rd Floor Pirojshanagar, Vikhroli (West), Mumbai 400079
Corporate Address: Unit No. 703-B, 7th Floor, B Wing, Reliable Tech Park, Airoli,
Navi Mumbai - 400 708
Tel. No.: 022 – 67056001
Email: IN.3DPLM.Investor-Relations@3dplmsoftware.com