

IGATE Global Solutions Limited (A Capgemini Group Company)

Registered Office:

Plot No. 14, Rajiv Gandhi Infotech Park, Hinjawadi Phase III,  
 MIDC-SEZ, Village Man, Taluka Mulshi, Pune - 411 057, India.

T: +91-20-6699-1000 | F: +91-20-6699-5050

CIN: U85110PN1993PLC145950

www.in.capgemini.com

### POLL RESULTS

**Declaration of Result of Remote e-voting and Poll conducted at the Court convened Meeting of the Equity Shareholders of IGATE Global Solutions Limited held on Monday, 9 May 2016 at 10:00 a.m. at Plot No.14, Rajiv Gandhi Infotech Park, Hinjawadi, Phase-III, MIDC-SEZ, Village Man, Taluka Mulshi, Pune – 411057, pursuant to the Order dated 1 April 2016 of the Hon'ble High Court of Judicature at Bombay in Company Summons for Direction No. 203 of 2016 in connection with the Scheme of Amalgamation of Capgemini India Private Limited with IGATE Global Solutions Limited and their respective shareholders.**

The Scrutineers have submitted their Report dated 9 May, 2016 on the result of the remote e-voting and poll (Consolidated) conducted on the resolution for the approval of the Scheme of Amalgamation of Capgemini India Private Limited with IGATE Global Solutions Limited and their respective shareholders as proposed at the aforesaid Court convened Meeting. Extracts from their report is given below.

As per the result of the remote e-voting and poll submitted by the Scrutineers, the resolution proposed at the meeting was approved by the shareholders with requisite majority.

The results of e-voting and poll as per the Scrutinizers' Report is as follows:

No.	Item/Agenda	Total No. of Valid Votes Cast	% Votes in Favour	% Votes Against
1	Approving the Scheme of Amalgamation of Capgemini India Private Limited with IGATE Global Solutions Limited and their respective shareholders under Section 391 to 394 of the Companies Act, 1956 read with relevant Rule 67 to 87 of the Companies (Court) Rules, 1959	26991208	100%	Nil

I shall submit my report regarding result of the remote e-voting and poll on the resolution to the Hon'ble High Court of Judicature at Bombay within the prescribed time.



**Mukund Srinath**  
 Chairman of the Meeting



**SHAILESH INDAPURKAR & ASSOCIATES  
COMPANY SECRETARIES**

Radha Ramkrishna Society, Flat No. 5,  
1<sup>st</sup> Floor, 1626, Sadashiv Peth,  
Gopal Gayan Samaj Road,  
Pune 411 030.  
Phone No: 020-24338629  
Mobile No: 98812 57930  
E-mail: indapurkarcs@gmail.com

**SCRUTINIZER'S REPORT FOR E-VOTING & POLL (CONSOLIDATED) FOR  
IGATE GLOBAL SOLUTIONS LIMITED**

[Pursuant to Section 108, Section 109 of the Companies Act, 2013 and Rule 20 and Rule 21 of the Companies (Management and Administration) Amendment Rules, 2014]

To,

The Chairman of Court Convened Meeting ('CCM')  
of the Equity Shareholders of  
**IGATE GLOBAL SOLUTIONS LIMITED ('the Company')**  
(CIN: U85110PN1993PLC145950)  
held on Monday, **9 May 2016 at 10 a.m.** at  
Plot No.14, Rajiv Gandhi Infotech Park, Hinjawadi,  
Phase III, MIDC-SEZ, Village Man, Taluka Mulshi,  
Pune - 411 057

**Subject: Passing of resolution through remote e-voting and voting by poll using ballot / polling paper conducted at CCM of the Company.**

Dear Sir,

**I, Shailesh Indapurkar, Proprietor Shailesh Indapurkar & Associates, Company Secretaries, Pune,** have been appointed as the Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the:

- (i) E-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014 and
- (ii) Poll using ballot / polling paper under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014;

in a fair and transparent manner and for ascertaining the requisite majority on voting for the resolution contained in the notice of **CCM dated April 09, 2016** of the members of the Company, held on **Monday, May 9, 2016** at Plot No.14, Rajiv Gandhi Infotech Park, Hinjawadi, Phase III, MIDC-SEZ, Village Man, Taluka Mulshi, Pune - 411 057 at 10.00 a.m., as per the provisions of the Act read with the rules framed thereunder.

The Management of the Company was responsible to ensure the compliance with the requirements of the Act and rules relating to voting, through E-voting process (remote e-voting) and by Poll using ballot / polling paper at the CCM, for the item/ resolution contained in Notice of CCM of the Company.





Our responsibility as scrutinizer for the voting, through E-voting process and by Poll using ballot / polling paper at the CCM, was restricted to make a 'Consolidated Scrutinizers Report' of the votes cast as "assent" or "dissent" / "for" or "against" for the resolution as stated in the notice of the CCM, based on the reports generated from the Electronic voting service facility provided by Karvy Computershare Private Limited (Karvy), the authorized agency, engaged by the Company, to provide voting through electronic means i.e. by remote e-voting and on voting by Polling process conducted at the CCM using ballot / polling paper.

In this connection, we submit hereunder the Consolidated Scrutinizer's Report on the results of voting, through remote e-voting, voting at the venue of CCM and poll using ballot / polling paper at the CCM:

- i. The Members of the Company as on "Cut-off" date i.e. May 03, 2016 were entitled to vote on the proposed resolution as set out in the notice of CCM of the Company.
- ii. The remote e-voting period remained open from Friday, May 06, 2016 (09:00AM) to Sunday, May 08, 2016 (5:00 PM).
- iii. At the end of remote e-voting period on Sunday, May 08, 2016 (5:00 PM) voting portal of the agency (Karvy) was disabled forthwith.
- iv. The votes cast by E-voting process (remote e-voting) were unblocked on May 09, 2016 at around 10.32 am in the presence of two witnesses viz..CS Vishvas Bokil and CS Snehal Shaligram who are not in the employment of the Company. The said witnesses have signed below in confirmation of the votes being unblocked in their presence.



(CS Vishvas Bokil)



(CS Snehal Shaligram)

- v. Thereafter, the details containing, inter alia, list of members who assented or dissented / voted for or against on resolution that was put to vote was generated from the e-voting website of Karvy Computershare Private Limited i.e. <https://evoting.karvy.com>
- vi. After the time fixed for closing of the poll by the Chairman, **One (1)** ballot box kept for polling was locked in our presence with due identification marks placed by us.
- vii. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents i.e. Karvy Computershare Private Limited of the Company and the authorizations / proxies lodged with the Company.
- viii. We did not find any poll papers invalid.
- ix. The results of the E voting and Poll are as under:



Item no. 1

To approve the scheme of Amalgamation of Caggemini India Private Limited with IGATE Global Solutions Limited and their respective shareholders:

(i) Voted in favour of the resolution

No. of Members voted in E voting	No. of votes cast (shares) – E voting	No. of Members / Proxies voted – Poll	No of Votes cast (Shares) – Poll	Total Number of votes cast through E Voting and Poll	% of total number of valid votes cast
7	72	35	26991136	26991208	100

(ii) Voted against the resolution NIL

No. of Members voted in E voting	No. of votes cast (shares) – E voting	No. of Members / Proxies voted – Poll	No of Votes cast (Shares) – Poll	Total Number of votes cast through E Voting and Poll	% of total number of valid votes cast
Not Applicable					

(iii) Invalid Votes NIL

No. of Members voted in E voting	No. of votes cast (shares) – E voting	No. of Members / Proxies voted – Poll	No of Votes cast (Shares) – Poll	Total Number of votes cast through E Voting and Poll
Not Applicable				

Vote cast in both e-voting and poll at the CCM by the same shareholder are considered as invalid and only the votes cast in e voting are taken into account in respect of such shareholders.





In reference to our calculation of the votes, please note as follows:

Total Number of Members present in person or by proxy or by authorised representative	38
Total Number of Shares held by the Members present in person or by proxy or by authorised representative	26991149
Total Number of Members present in person or by proxy or by authorised representative who did not cast their votes	3
Total Number of Votes held by Members present in person or proxy or authorized representative who did not cast their votes (in terms of number of shares held)	13
Total Number of Members present in person or by proxy or by authorised representative who cast their votes	35
Total Number of Votes held by Members present in person or proxy or authorized representative who cast their votes (in terms of number of shares held)	26991136
Total Number of ballots found to be invalid	NIL
Total Number of Votes (in terms of number of shares held) found to be invalid	NIL
Total Number of Members present in person or by proxy or by authorised representative who cast their votes validly	35
Total Number of Votes (in terms of number of shares held) cast by them validly	26991136
Total Number of members who voted through e-voting	7
Total Number of Votes (in terms of number of shares held) cast by shareholders through e-voting	72



## RESULT

The requisite number of votes cast in favour of the resolution was 100%. No votes were cast against the resolution. We hereby report that the above resolution was passed with requisite majority.

The results of remote e-voting and voting by poll using ballot / polling paper conducted at CCM of the Company for the above said item, may accordingly be declared.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.


Scrutinizers register for e-voting, the electronic data and other relevant records relating to the Remote e-voting and Poll are under our safe custody and will be handed over to the

Chairman of the CCM or any other person authorised in this behalf for preserving safely after the said Chairman considers, approves and signs, the Minutes of the CCM.

Thanking you,

Yours sincerely,

**For Shailesh Indapurkar & Associates  
Company Secretaries**

  
**CS Shailesh Indapurkar  
Proprietor  
ACS: 17306 CP: 5701**



Date: May 9, 2016  
Place: Pune

**SHAILESH INDAPURKAR & ASSOCIATES  
COMPANY SECRETARIES**

Radha Ramkrishna Society, Flat No. 5,  
1<sup>st</sup> Floor, 1626, Sadashiv Peth,  
Gopal Gayan Samaj Road,  
Pune 411 030.  
Phone No: 020-24338629  
Mobile No: 98812 57930  
E-mail: indapurkarcs@gmail.com

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**FORM No. MGT-13**

**Report of Scrutinizer**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

To,  
**Mukund Srinath,**  
Chairman,  
**Court Convened Meeting of the Equity Shareholders of IGATE Global Solutions  
Limited**  
Held on Monday, 9 May 2016 at 10 a.m.

Dear Sir,

I, **Shailesh Indapurkar**, proprietor of Shailesh Indapurkar & Associates, Company Secretaries, Pune appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution, at the **Court Convened** meeting of the Equity Shareholders of **IGATE Global Solutions Limited**, held on 9 May 2016 at 10 a.m., submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, **One (1)** ballot box kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company, i.e., Karvy Computershare Private Limited and the authorizations / proxies lodged with the Company.
3. We did not find any poll papers invalid.
4. The result of the Poll is as under:

**Item No 1**

- (a) **Resolution: Approve the Scheme of Amalgamation of Capgemini India Private Limited with IGATE Global Solutions Limited and their respective shareholders:**





(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38 Present in person & 35 voted	26991136	100%

(ii) Voted against the resolution: NIL

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Not Applicable		

(iii) Invalid votes: NIL

Total number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Not Applicable	

- 5 A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed
- 6 The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping

Thanking you,

Yours faithfully,  
For Shailesh Indapurkar &  
Associates  
Company Secretaries



CS Shailesh Indapurkar  
Proprietor  
M. No. ACS 17306  
CP. No. 57011



Place: Pune  
Dated: May 9, 2016