

#### Capgemini Technology Services India Limited (Formerly known as IGATE Global Solutions Limited)

(Formerly known as IGATE Global Solutions Limited)
Capgemini Knowledge Park SEZ,
IT3 / IT4, Airoli Knowledge Park,
Thane – Belapur Road,
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## Capgemini Technology Services India Limited (Formerly known as IGATE Global Solutions Limited)

Declaration of the results of Remote e-voting and poll conducted at the 24<sup>th</sup> Annual General Meeting (AGM) held on 27<sup>th</sup> September, 2017 at the registered office of the Company.

As per the requirements of the Companies Act, 2013, the Company had provided remote e-voting facility to all its members entitled to cast their vote as on the cut-off date i.e. 21<sup>st</sup> September, 2017 on all the resolutions as set out in the Notice of the 24<sup>th</sup> AGM. Remote e-voting opened on 24<sup>th</sup> September, 2017 (09:00 AM) and closed on 26<sup>th</sup> September, 2017 (05:00 PM). Shailesh Indapurkar & Associates, Company Secretaries, Pune were appointed as Scrutinizer to scrutinize the remote e-voting process as well as poll conducted at the AGM.

They submitted the consolidated result on remote e-voting as well as voting through polling at the AGM vide his report dated 27<sup>th</sup> September, 2017. The consolidated results of e-voting and poll as per the Scrutinizers' Report is as follows:

Item No.	Details of the Agenda	Resolution required (Ordinary/ Special)	Total No. of Valid Vote Casted	% Votes in favour	% Votes Against
1	Adoption of the Audited Financial Statements as at 31st March, 2017 together with the Auditor's Report thereon and the Board's Report including the Secretarial Audit Report of the Company for the financial year ended 31st March, 2017.	Ordinary	59003428	100	NIL
2	Re-appointment of Mr. Sujit Sircar (DIN: 00026417) as a Director, who retires by rotation.	Ordinary	59003428	100	NIL
3	Re-appointment of Mr. Hubert Paul Henri Giraud (DIN: 00817709) as a Director, who retires by rotation.	Ordinary	59003428	100	NIL
4	Ratify the appointment of Messrs. B S R & Co. LLP, as the Statutory Auditors of the Company and to fix their remuneration.	Ordinary	59003428	100	NIL
5	Ratify the remuneration paid to Mr. Sujit Sircar (DIN: 00026417), Whole-time Director of the Company for the financial year 2016-17.	Special	59003428	100	NIL
6	Approve the remuneration payable to Mr. Sujit Sircar (DIN: 00026417), Whole-time Director of the Company for the financial year 2017-18.	Special	59003428	100	NIL
7	Appointment of Ms. Aruna Jayanthi (DIN: 00817860) as a Director of the Company.	Ordinary	59003428	100	NIL
8	Appointment of Mr. Ashwin Ashok Yardi (DIN: 07799277) as a Director of the Company.	Ordinary	59003428	100	NIL
9	Appointment of Mr. Srinivasa Rao Kandula (DIN: 07412426) as a Director of the Company.	Ordinary	59003428	100	NIL
10	Appointment of Mr. Srinivasa Rao Kandula (DIN: 07412426) as the Managing Director of the Company.	Ordinary	59003428	100	NIL





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					apgemini.com
11	Appointment of Mr. Ritesh Talapatra (DIN: 07849732) as a	Ordinary	59003428	100	NIL
	Director of the Company.				
12	Appointment of Mr. Salil Satish Parekh (DIN: 01876159) as a	Ordinary	59003428	100	NIL
	Director of the Company.				
13	Appointment of Mr. Paul Benjamin Hermelin (DIN: 07887276) as	Ordinary	59003428	100	NIL
	a Director of the Company.				
14	Appointment of Mr. Patrick Francis Nicolet (DIN: 07898383) as a	Ordinary	59003428	100	NIL
	Director of the Company.				
15	Appointment of Ms. Karine Nicole Marchat (DIN: 07901978) as a	Ordinary	59003428	100	NIL
	Director of the Company.				

Based on the aforesaid Report of the Scrutinizer, all Resolutions set out in the Notice of 24th Annual General Meeting have been duly approved by the shareholders with requisite majority.

For Cappemini technology Services India Limited (Formerly known as IGATE Global Solutions Limited)

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**Armin Billimoria Company Secretary** 

29th September, 2017

### SHAILESH INDAPURKAR & ASSOCIATES COMPANY SECRETARIES

Radha Ramkrishna Society, Flat No. 5, 1<sup>st</sup>Floor, 1626, Sadashiv Peth, Gopal Gayan Sama iRoad, Pune 411 030. Phone No: 020-24338629

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# CONSOLIDATED SCRUTINIZER'S REPORT FOR E-VOTING& POLL FOR CAPGEMINI TECHNOLOGY SERVICES INDIA LIMITED (Formerly known as IGATE GLOBAL

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman of 24<sup>th</sup>Annual General Meeting (AGM) CAPGEMINI TECHNOLOGY SERVICES INDIA LIMITED (Formerly known as IGATE GLOBAL SOLUTIONS LIMITED) (CIN: U85110PN1993PLC145950) Held on Wednesday 27<sup>th</sup> September 2017 at 9.30 a.m. atNo.14, Rajiv Gandhi Infotech Park, Hinjawadi, Phase III, MIDC-SEZ, Village Man, Taluka Mulshi, Pune - 411 057

Dear Sir,

## Subject: Passing of resolutions through remote e-votingand voting by poll using ballot / polling paper conducted at 24<sup>th</sup>.AGM of the Company.

We Shailesh Indapurkar & Associates, Company Secretaries, Pune, have been appointed as the Scrutinizers 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, 2015and;
- (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 items/ resolutions contained in the notice of 24th AGM of the members of the Company, held on Wednesday 27<sup>th</sup> September 2017 at No.14, Rajiv Gandhi Infotech Park, Hinjawadi, Phase III, MIDC-SEZ, Village Man, Taluka Mulshi, Pune - 411 057 at 9.30 a.m., as per the provisions of the Act read with the rules framed there under.

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 evoting) and by Poll using ballot / polling paper at the AGM, for the items/ resolutions contained in Notice of 24th AGM of the Company.



Page 1 of 8

Our responsibility as scrutinizer for the voting through E-voting process and by Poll using ballot / polling paper at the AGM was restricted to make a `Consolidated Scrutinizers Report' of the votes cast as "assent" or "dissent" / "for" or "against" for the items/ resolutions as stated in the notice of the AGM, based on the reports generated from the Electronic voting service facility provided by Karvy Computershare Private Limited, 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 AGM using ballot / polling paper.

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

- The Members of the Company as on "Cut-off" date i.e. Thursday 21<sup>st</sup> September 2017 were entitled to vote on the proposed resolutions (Item nos. 1 to 15) as set out in the notice of the 24<sup>th</sup>.AGM of the Company.
- ii. The remote e-voting period remained open from Sunday, 24<sup>th</sup> September 201709:00AM to Tuesday 26<sup>th</sup> September 20175:00 PM.
- iii. At the end of remote e-voting period on Tuesday 26<sup>th</sup> September 2017(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 Wednesday  $27^{th}$  September 2017 at around 9.55 a.m.in the presence of two witnesses viz. CS Ruturaj Joshi and Sejal Barot 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.
- v. Thereafter, the details containing, inter alia, list of members who assented or dissented / voted for or against on each resolution that were put to vote were generated from the e-voting website of Karvy i.e. https://evoting.karvy.com
- vi. Further, on the date of the AGM 2 (Two) members voted by Poll using ballot / polling paper.



## The results are as under:

Item no. of the notice	Mode of voting	Total No. of valid votes cast		n / Assent	Vote Resol	es against the lution/ Dissent	In Ab	los. of valid or stained voting
			Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	Ball ot No.	Votes
	<u> </u>	ORD	INARY BUSINI	FSSES				
Item no. 1								
Ordinary Resolution:	Remote e-							
To receive, consider and adopt the	voting	59002456	59002455	100	1	NIL	NIL	NIL
Financial Statements as at March 31, 2017 together with Auditors Report	Poll	972	972	100	NIL	NIL	NIL	NIL
thereon and Board's Report including secretarial auditor's report.  Item no. 2	TOTAL	59003428	59003427	100	1	NIL	NIL	NIL
Ordinary				· · · · · · · · · · · · · · · · · · ·				
Resolution To appoint a	Remote e- voting	59002456	59002455	100	1	NIL	NIL	NIL
director in place of Mr. Sujit Sircar (DIN: 00026417), who retires by rotation and being	Poll	972	972	100	NIL	NIL	NIL	NIL
eligible offers himself for re- appointment.	TOTAL	59003428	59003427	100	1	NIL	NIL	NIL



Item no. of th notice	e Mode voti	ng d	votes cast		n favour of the ution / Assent		nt	Votes against the Resolution/ Dissent			t Invalid o	
				Nos		% of total of validation with the control of the control of total of the control	er d	Nos.	% of t number valid v cas	er of otes	Ball ot No.	oting Vo
Item no. 3						cast						
Ordinary Resolution To appoint a	Remote voting		002456	590024	55	100		1	NIL		NIL	NI
director in place of Mr. Hubert Paul Henri Giraud (DIN 00817709) who	J. Poll	9	972	972		100			NIL			
retires by rotation and being eligible offers himself for re-appointment.	TOTAL	5900	03428	5900342	7	100					NIL .	NIL
Item no. 4						100	1		NIL	N	IIL	NIL
Ordinary Resolution:  To ratify the appointment of the	Remote e	59002	2456	59002455		100	1		NIL	N	L	NIL
M/s. BSR & Co. LLP, (ICAI Firm Registration Number 101248W/W10002	Poll	972	2	972		100	NIL		NIL	NII	_	NIL
2) and to fix their remuneration.	TOTAL	590034		9003427		00	1		NIL	- NIL	-	JIL
tem no. 5			SPECIA	L BUSIN	SS			-4				
Special Resolution: o ratify the emuneration paid	Remote e- voting	590024		002455		00	1		NIL	NIL	N	IL
o Mr. Sujit Sircar, Vhole-Time virector of the ompany for the nancial year 016-2017	Poll	972		972	10	00	NIL		NIL	NIL	NI	
	TOTAL	5900342	8 590	03427	10	0	1.		NIL	NIL	NIL	_

ACS No. 17306 R CP No. 5701 \*

Item no. of the notice	Mode o voting	f Total No of valid votes cas	Resolution	avour of the on / Assent	Vote: Resol	s against the ution/ Disser	nt In Al	Nos. of valid or ostained
			Nos.	% of total number of valid votes cast	Nos.	% of total number o valid votes cast	Ba <b>f</b> llot	voting Votes
Item no. 6 Special				Cast				
Resolution:  To approve the	Remote e voting	59002456	5 59002455	100	1	NIL	NIL	. NIL
remuneration payable to Mr. Sujit Sircar, Whole-Time Director of the	Poll	972	972	100	NIL	NIL	NIL	NIL
Company for the year 2017-2018.	TOTAL	59003428	59003427	100	1.	NIL	NIL	NIL
Ordinary		<del></del>					<del></del>	
Resolution: To appoint Ms.	Remote e- voting	59002456	59002455	100	1	NIL	NIL	NIL
Aruna Jayanthi (DIN: 00817860) as a Director of the Company.	Poll	972	972	100	NIL	NIL	NIL	NIL
	TOTAL	59003428	59003427	100	1	<b>A.</b>	-	
Item no. 8						NIL	NIL	NIL
Ordinary Resolution: To appoint Mr. Ashwin Ashok	Remote e- voting	59002456	59002455	100	1	NIL	NIL	NIL
Yardi (DIN: 07799277) as a Director of the Company.	Poll	972	972	100	NIL	NIL	NIL	NIL
	TOTAL	59003428	59003427	100				
Item no. 9				100	1	NIL	NIL	NIL
Ordinary Resolution: To appoint Mr. Srinivasa Rao	Remote e- voting	59002456	59002455	100	1	NIL	NIL	NIL
Kandula (DIN: 07412426) as a Director of the Company.	Poll	972	972	100	NIL	NIL	NIL	NIL
	TOTAL	59003428	59003427	100	1	NIL	NIL	NIL
			A A A A	ND 4				- VIL

Item no. of the notice	Mode of voting	Total No. of valid votes cas	Resolution / Assent			Votes against the Resolution/ Dissent		
			Nos.	% of total number of valid votes	Nos.	% of total number of valid votes cast	Ba Ilot No	oting Votes
Item no. 10				cast				
Ordinary Resolution: To appoint Mr. Srinivasa Rao	Remote e- voting	59002456	59002455	100	1	NIL	NIL	NIL
Kandula (DIN: 07412426) as the Managing Director of the Company	Poll	972	972	100	NIL	NIL	NIL	NIL
	TOTAL	59003428	59003427	100	1	NIL	NIII	+
Item no. 11				100	<u> </u>	INIL	NIL	NIL
Ordinary Resolution: To appoint Mr. Ritesh Talapatra	Remote e- voting	59002456	59002455	100	1	NIL	NIL	NIL
(DIN: 07849732) as a Director of the Company.	Poll	972	972	100	NIL	NIL	NIL	NIL
• •	TOTAL	59003428	59003427	100	1	Alli	N.144	
Item no. 12				100	l .	NIL	NIL	NIL
Ordinary Resolution: To appoint Mr. Salil Satish Parekh	Remote e- voting	59002456	59002455	100	1	NIL	NIL	NIL
(DIN: 01876159) as a Director of the Company.	Poll	972	972	100	NIL	NIL	NIL	NIL
	TOTAL	59003428	59003427	100				
Item no. 13			30000721	100	1	NIL	NIL	NIL
Ordinary Resolution: To appoint Mr. Paul Benjamin	Remote e- voting	59002456	59002455	100	1	NIL	NIL	NIL
Hermelin (DIN: 07887276) as a Director of the Company.	Poll	972	972	100	NIL	NIL	NIL	NIL
	TOTAL	59003428	59003427	100	1	NIII	-	
				HINDA	•	NIL	NIL	NIL

Item no. 14	Item no. of the notice	Mode of voting	Total No. of valid votes cast	Resolution	vour of the n / Assent	Votes Resolu	against the tion/ Dissent	Nos. of Invalid or Abstained voting	
Ordinary Resolution:         Remote evoting         59002456         59002455         100         1         NIL	Itom no 44			Nos.	total number of valid votes	Nos.	number of valid votes	Ba Ilot	Votes
Resolution: To appoint Mr. Patrick Francis Nicolet (DIN: 07898383) as a Director of the Company.		T				<u> </u>			
07898383) as a Director of the Company.         Poll         972         972         100         NIL	Resolution: To appoint Mr.	1	59002456	59002455	100	1	NIL	NIL	NIL
Item no. 15         Ordinary Resolution:         Remote evoting         59002456         59002455         100         1         NIL         NIL </td <td>07898383) as a Director of the</td> <td>Poll</td> <td>972</td> <td>972</td> <td>100</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> <td>NIL</td>	07898383) as a Director of the	Poll	972	972	100	NIL	NIL	NIL	NIL
Item no. 15         Ordinary         Remote evoting         59002456         59002455         100         1         NIL		TOTAL	59003428	59003427	100	4			
Remote e-voting 59002456 59002455 100 1 NIL NIL N To appoint Ms. Karine Nicole Marchat (DIN: 07901978) as a Director of the Company	Item no. 15	<u> </u>	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	03003427	100	1	NIL	NIL	NIL
Karine Nicole Marchat (DIN: 07901978) as a Director of the Company	Resolution:		59002456	59002455	100	1	NIL	NIL	NIL
Company	Karine Nicole Marchat (DIN: 07901978) as a Director of the	Poll	972	972	100	NIL	NIL	NIL	NIL
101AL 59003428 59003427 400	Company.	TOTAL	59003428	59003427	100			-	NIL

The results of remote e-voting and voting by poll using ballot / polling paper conducted at 24<sup>th</sup>.AGM of the Company for the above said items, may accordingly be declared.



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 24th AGM of the Company or any other person authorised in this behalf for preserving safely after the said Chairman considers, approves and signs, the Minutes of the

Thanking you,

Yours sincerely,

CS Shailesh Indapurkar **Company Secretary** ACS: 17306 CP: 5701

ACS No. 17306 CP No. 5701

Witness 1

CS Ruturaj Joshi

Witness 2 Sejal Barot

Date: September 29, 2017

Place: Pune