



CONSULTING.TECHNOLOGY.OUTSOURCING

Capgemini Technology Services India Limited
(Formerly known as IGATE Global Solutions Limited)
Capgemini Knowledge Park SEZ,
IT3 / IT4, Airoli Knowledge Park,
Thane -Belapur Road,
Airoli, Navi Mumbai-400 708, Maharashtra, India
Tel: +91. 22.7144 4283 | Fax: +91.22.7141 2121
www.in.capgemini.com

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 Meeting of the Equity Shareholders held on 27th September, 2017 at the registered office of the Company.

As per the directions of National Company Law Tribunal (NCLT), 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. 21st September, 2017 on the resolution as set out in the Notice of the Meeting of the Equity Shareholders. Remote e-voting opened on 28th August, 2017 (09:00 AM) and closed on 26th September, 2017 (05:00 PM). Mr. Shailesh Indapurkar & Associates, Company Secretaries, Pune were appointed as Scrutinizer to scrutinize the remote e-voting process as well as poll conducted at the Meeting of the Equity Shareholders.

They submitted the consolidated result on remote e-voting as well as voting through polling at the Meeting of the Equity Shareholders vide his report dated 27th 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	Approval for the Scheme of Arrangement among IGATE Infrastructure Management Services Limited and Capgemini Technology Services India Limited and their respective Shareholders.	Special	59003608	99.99997	0.00003

Based on the aforesaid Report of the Scrutinizer, Resolution set out in the Notice of Meeting of the Equity Shareholders have been duly approved by the shareholders with requisite majority.

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


Armin Billimoria
Company Secretary

03rd October, 2017

**SHAILESH INDAPURKAR & ASSOCIATES
COMPANY SECRETARIES**

Radha Ramkrishna Society, Flat No. 5,
1st 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
CAPGEMINI TECHNOLOGY SERVICES INDIA 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 National Company Law Tribunal Convened Meeting ('NCLTCM')
of the Equity Shareholders of
CAPGEMINI TECHNOLOGY SERVICES INDIA LIMITED ('the Company')
(Formerly known as IGATE Global Solutions Limited)
(CIN: U85110PN1993PLC145950)
held on Wednesday, 27th September 2017 at 11.00 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 NCLTCM 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;

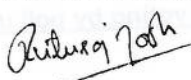
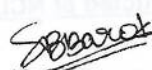
in a fair and transparent manner and for ascertaining the requisite majority on voting for the resolution contained in the notice of NCLTCM dated August 11, 2017 of the members of the Company, held on Wednesday, 27th September 2017 at 11.00 a.m. at Plot No.14, Rajiv Gandhi Infotech Park, Hinjawadi, Phase III, MIDC-SEZ, Village Man, Taluka Mulshi, Pune - 411 057., 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 NCLTCM, for the item/ resolution contained in Notice of NCLTCM of the Company.



Our responsibility as scrutinizer for the voting, through E-voting process and by Poll using ballot / polling paper at the NCLTCM, 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 NCLTCM, 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 NCLTCM 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 NCLTCM and poll using ballot / polling paper at the NCLTCM:

- i. The Members of the Company as on "Cut-off" date i.e. Friday 11th August 2017 were entitled to vote on the proposed resolution as set out in the notice of NCLTCM of the Company.
 - ii. The remote e-voting period remained open from Monday, 28 August 2017 (09:00 a.m) to Tuesday, 26 September 2017 at (05:00 p.m).
 - iii. At the end of remote e-voting period on Tuesday, 26 September 2017 at (05:00 p.m) voting portal of the agency (Karvy) was disabled forthwith.
 - iv. The votes cast by E-voting process (remote e-voting) were unblocked on September 27, 2017 at around 11.20 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.
- 
(CS Ruturaj Joshi)
- 
(Sejal Barot)
- 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 find **five (5)** poll papers invalid.
 - ix. **Forty-two (42)** members attended the NCLTCM who were holding 59003368 equity shares. Out of above; 40 members holding 59002396 equity shares voted through e-voting. 2 members holding 972 equity shares voted through poll at NCLTCM.
 - x. The results of the E voting and Poll are as under:



Item no. 1

To approve the scheme of Arrangement between IGATE Infrastructure Management Services Limited (IIMSL or the Transferor Company) and Capgemini Technology Services India Limited (CTSIL or Transferee Company) and their respective shareholders:

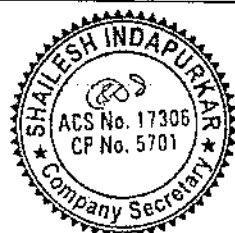
Particulars	Number of Members	Number of Shares held on record date	Number of Shares Voted on
Votes cast by way of E-voting	52	59002511	59002511
Votes cast by way of poll / Ballot	28	1169	1169
Total votes cast	80	59003680	59003680
Less: Rejection of votes cast by way of poll/Ballot being invalid	5	61	61
Less: Votes cast as abstained	1	11	11
Total valid votes cast by way of E-voting and poll/ Ballot	74	59003608	59003608

(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/Ballot	No of Votes cast (Shares) – Poll/Ballot	Total Number of votes cast through E Voting and Poll	% of total number of valid votes cast
47	59002493	22	1097	59003590	99.99997

(ii) Voted against 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
5	18	0	0	18	0.00003



(iii) Invalid Votes

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
0	0	5	61	61

(iv) Abstained Votes

No. of Members voted in E voting	No. of votes cast (shares) - E voting	No. of Members / Proxies voted - Poll/Ballot	No. of Votes cast (Shares) - Poll/ Ballot	Total Number of votes cast through E Voting and Poll
NIL	NIL	1	11	11

Vote cast in both e-voting and poll at the NCLTCM 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.

RESULT

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

Thanking you,
Yours sincerely,

For Shailesh Indapurkar & Associates
Company Secretaries


CS Shailesh Indapurkar
Proprietor
ACS: 17306 CP: 5701
Date: 3rd October 2017
Place: Pune

