



**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 42831 Fax: +91.22.7141 2121  
www.in.capgemini.com

To,  
Mr. / Ms.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Sub: Appointment as a Non-Executive Independent Director of Capgemini Technology Services India Limited (CTSIL)**

We are pleased to inform you that upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors (the "Board") of Capgemini Technology Services India Limited (the "Company") at its Meeting held on 04<sup>th</sup> February, 2020 have approved your appointment as a Non-Executive Independent Director, approval of Members is received through postal ballot.

**1. Appointment**

- 1.1 You are hereby appointed as a Non-Executive Independent Director of the Company (Independent Director) under 149(6) of the Companies Act, 2013.
- 1.2 Your appointment is subject to the following:
  - 1.2.1 At the first meeting of the Board in which you participate and thereafter, at the first meeting of the Board every Financial Year, you will submit a declaration stating that you meet the criteria of Independence, in accordance with Section 149 (6) of the Companies Act, 2013. You will inform the Company of any conflict of interest or facts that may impact your independence in relation to the Company.
  - 1.2.2 The number of companies in which you hold office as a Director or committee member will not exceed the limit stipulated under the Act.
  - 1.2.3 You will ensure compliance with all applicable provisions of the Companies Act, 2013 and are not disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.

**2. Term**

- 2.1 Your appointment is for a term of 5 years commencing from 20<sup>th</sup> March, 2020 up to 28<sup>th</sup> February, 2025. Your appointment shall end on the expiry of the said term or on prior resignation or termination whichever is earlier.
- 2.2 As an Independent Director the provisions relating to retirement by rotation at each Annual General Meeting of the Company shall not apply to you.
- 2.3 You will not be eligible for reappointment for another term of five consecutive years in accordance with the Companies Act, 2013.
- 2.4 During the term of your appointment you shall remain compliant with sub-rule (3) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) as amended
- 2.5 Notwithstanding anything contained herein your appointment will cease in the event of disqualification as per provisions of the Companies Act, 2013.



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### 3. Board Committees

- 3.1 During your tenure as Independent Director, you may be appointed on one or more committees of the Board.
- 3.2 Upon your appointment to one or more of the committees you will be provided with the appropriate Committee Charter which sets out the functions of the committee.

### 4. Code of Conduct and Duties and Responsibilities

- 4.1 You will abide by the guidelines of professional conduct, role, function and duties as an Independent Directors provided in Schedule IV of the Companies Act, 2013, as set out in **Annexure-1** hereto. You will have particular regard to general duties for the directors laid down under Section 166 of the Companies Act, 2013.
- 4.2 You will abide by the Company's code business conduct and ethics as applicable to non-executive directors as per **Annexure-2**
- 4.3 You will not hold office as a Director or any other office in a competing firm/entity.
- 4.4 You will be expected to perform your duties, whether statutory or fiduciary faithfully, efficiently and diligently to a standard commensurate with both the functions of your role as an independent director and your knowledge, skills and experience.
- 4.5 By accepting this appointment you undertake that, taking into account all other commitments you may have, you are able to, and will, devote sufficient time to your duties as an Independent Director. You will be expected to devote such time as is necessary for the proper performance of your duties, including, preparation for and attendance at scheduled board and committee meetings, annual general meeting, Independent directors meetings, scheduled trainings, meetings as part of the Board evaluation process, additional board/committee or shareholder meetings convened, as and when deemed necessary.
- 4.6 As an Independent Director you shall endeavor to have at least one meeting in a financial year with other Independent Directors without the attendance of other non-independent Directors and members of management.
- 4.7 You are expected to stay updated on how best to discharge your role, responsibilities and duties as an Independent Director of the Company under applicable law, including keeping abreast of current changes and trends in economic, political, social, financial, legal and corporate governance practices.

### 5. Performance Evaluation

- 5.1 An evaluation of your performance shall be carried out periodically, by the entire Board, excluding the director being evaluated. The terms of your reappointment and remuneration will be recommended by the Nomination and Remuneration Committee of the Board, pursuant to a performance evaluation carried out by the Board. An indicative list of factors that may be evaluated include: (i) Participation and contributions by the directors; (ii) Commitment (including guidance provide to committee and senior management); (iii) Effective deployment of knowledge and expertise; (iv) Integrity and maintenance of confidentiality; (v) Independence of behavior and judgment; (vi) effective management of relationship with all stakeholders.



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## 6. Remuneration

- 6.1 You will be paid remuneration by way of sitting fees for attending each meeting of the Board and its Committees, as may be determined by the Board from time to time. All payments shall be subject to tax deduction at source as applicable. The sitting fee at present is Rs. 25,000 (Rupees Twenty five Thousand Only) per Board/Committee Meetings.
- 6.2 You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board meetings, Board Committee meetings, General Meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.
- 6.3 Pursuant to applicable law, you will not be entitled to any stock options.

## 7. Insurance

- 7.1 The Company provides all its Directors with and pays the premiums for Directors and Officers insurance cover while acting in their capacities as Directors.

## 8. Training /Orientation

- 8.1 You will attend a training or orientation program to familiarize yourself with the business and affairs of the Company, IT/ITES, software delivery services and products strategy, operations and growth plans, functions and organization structure.

## 9. Confidentiality

- 9.1 You will have access to confidential Information, whether or not the information is marked or designated as "confidential" or "proprietary", relating to the Company and its business Including legal, financial, technical, commercial, marketing and business related records, data, documents, reports, etc., client information, intellectual property rights (Including trade secrets), ("**Confidential information**").
- 9.2 You shall use reasonable efforts to keep confidential and to not disclose to any third party, such Confidential Information.
- 9.3 If any Confidential Information is required to be disclosed by you in response to any summons or in connection with any litigation, or in order to comply with any applicable law, order, regulation or ruling, then any such disclosure should be, to the extent possible, with the prior consent of the Board.

## 10. Termination

- 10.1 Your appointment on the Board of the Company shall cease or terminate in accordance with law. Apart from the grounds of termination as mentioned In the Companies Act, 2013, your directorship may be terminated for violation of any provisions of the Company Code of Conduct as applicable to the Non-executive Directors.



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- 10.2 You may resign from directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date if any specified by you in the notice, whichever is later.
- 10.3 If at any stage there is a change that may affect your status as Independent Director as envisaged under Section 149(6) of the Act, you agree to promptly submit your resignation to the Company with effect from the date of such change.

## **11. Acceptance of Appointment**

- 11.1 If the terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this letter to the Company.

**Yours faithfully,**

**For Capgemini Technology Services India Limited**

**Agreed and Accepted**

**Authorized Signatory**

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## **ANNEXURE- 1**

### **SCHEDULE IV**

**[See Section 149(8) of the Companies Act, 2013]**

#### **CODE FOR INDEPENDENT DIRECTORS**

The Code is a guide to professional conduct for independent directors. Adherence to these Standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the Institution of independent directors.

#### **I. Guidelines of professional conduct:**

An Independent director shall:

- uphold ethical standards of integrity and probity;
- act objectively and constructively while exercising his duties;
- exercise his responsibilities in a bona fide manner in the interest of the company;
- devote sufficient time and attention to his professional obligations for Informed and balanced decision making;
- not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- not abuse his position to the detriment of the company or its shareholders or for;
- the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- refrain from any action that would lead to loss of his Independence;
- where circumstances arise which make an Independent director lose his independence, the Independent director must immediately inform the Board accordingly;
- assist the company in Implementing the best corporate governance practices.

#### **II. Role and functions:**

An Independent director shall:

- help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- bring an objective view in the evaluation of the performance of board and management;
- scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;



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- satisfy themselves on the integrity of financial Information and that financial controls and tile systems of risk management are robust and defensible;
- safeguard the interests of all stakeholders, particularly the minority shareholders;
- balance the conflicting interest of the stakeholders;
- determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and nave a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

### **III. Duties:**

The Independent directors shall:

- undertake appropriate Induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the company;
- where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded In the minutes of the Board meeting;
- keep themselves well informed about the company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- acting within his authority, assist in protecting the legitimate interests of the company, shareholders and Its employees;
- not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.



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## ANNEXURE- 2

### CODE OF BUSINESS CONDUCT AND ETHICS

**Capgemini Technology Services India Limited's** (the "**Company**") commitment to ethical and lawful business conduct is not only critical to the Company's success, but also a fundamental shared value of its Board of Directors (the "**Board**"), Senior Management Personnel and Employees. The Company's standards for business conduct provide that we will uphold ethical and legal standards vigorously as we pursue our financial objectives and the Company, the Board and Senior Management Personnel will not compromise honesty and integrity anywhere at any time.

Consistent with these principles, the Board has adopted this code of business conduct and ethics (the "**Code**") as a guide to the high ethical and legal standards expected of its Board and its Senior Management Personnel.

The members of the Board and Senior Management Personnel of the Company acknowledge and accept:

- i. the responsibility to carry out their duties in an honest and business like manner and within the scope of their authority, as set forth in the general laws of the land where they operate and in the Memorandum of Association / Articles of Association / Corporate Charter and Companies Act, 1956 and / or Companies Act 2013 or any statutory modification or re-enactment thereof for the time being in force; and
- ii. that they are entrusted with and responsible for the oversight of the assets and business affairs of the Company in an honest, fair, diligent and ethical manner, and with the duty to make and enact informed decisions and policies in the best interests of the Company and its stakeholders.

Accordingly, in performing their daily duties the Directors/Senior Management Personnel will:

- Act ethically, diligently, transparently, honestly, in good faith and with integrity;
- Act in the best interests of, and fulfill their fiduciary obligations to the Company and its stakeholders;
- Act responsibly, and with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- Dedicate their best efforts to advancing the Company's interests and act in a manner that will enhance and maintain the reputation of the Company;
- Abide by all applicable laws and regulations, confidentiality obligations in all jurisdictions where the Company operates;
- Be familiar with the Company's business and the economic and competitive environment in which it operates; understand its principal, business plans, strategies and objectives, operations results, financial condition and relative marketplace position;
- Conduct themselves in a professional, courteous and respectful manner;





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- Commit the time necessary to prepare for, attend (in person or as appropriate) and actively participate in regular and executive sessions/special meetings of the Board, senior management or other committee meetings;
- Disclose potential conflict of interest that they may have regarding any matters that may come before the Board, and abstain from discussion and voting on any matter in which the Director/Senior Management Personnel has or may have a conflict of interest;
- Discharge their duties, as members of the Board and of any Board Committees on which they serve or as Senior Management Personnel in accordance with their good faith business judgment and in the best interests of the Company and Its stakeholders;
- Inform the Chairman of the Board of changes in their employment, other board positions, relationships with other business, charitable, and governmental entities, and other events, circumstances or conditions that may interfere with their ability to perform their duties or impact the Board's assessment of whether they meet the independence requirements;
- Maintain the confidentiality of all material, non-public information about the Company, its business and affairs;
- Make available to and share with fellow Directors and Senior Management Personnel, information as may be appropriate to ensure proper conduct and sound operation of the Company;
- Not enter into, without the prior approval of the disinterested members of the Board, any transaction or relationship with the Company in which they will have a financial or personal interest (either directly or Indirectly, such as through a family member or other person or organization with which they are associated), or any transaction or situation which otherwise involves a conflict of interest;
- Not use confidential information acquired in the course of their service as Directors or Senior Management Personnel for their personal advantage;
- Provide leadership in advancing the Company's vision, values and guiding principles;
- Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Directors;
- Safeguard and properly use Company assets and resources, as well as assets of other organizations that have been entrusted to the Company;
- Not request gifts, entertainment or any other business courtesies from people doing business with the Company (including suppliers, customers, competitors, contractors and consultants).

All Directors and Senior Management Personnel will annually or such other date as may be determined, in this regard, sign a confirmation that they have read and will comply with this Code.

### **Non compliance**

Suspected violations of this Code must be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations will be appropriately investigated. Directors who violate this Code may be subject to sanctions including removal/resignation of such Director, in accordance with applicable law





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### **Waivers and amendments**

The Company is continuously reviewing and updating all its policies and procedures and therefore this code is subject to modification, from time to time. The Board must approve any amendment or waiver of any provision of this code in writing. The Rules relating to standards of conduct and principles established by law shall be automatically applicable.

### **Acknowledgement of receipt of code**

I have received and read the Company's code of ethics for the Board of Directors and Senior Management Personnel. I understand the standards and policies contained in the code and understand that there may be additional policies or laws specific to my job. I agree to comply with the Code.