

**ANNEXURE VII**

**Form No. MGT 9**

**EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31 March 2020**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014**

**I. REGISTRATION & OTHER DETAILS:**

1	CIN	U85110PN1993PLC145950
2	Registration Date	27 December 1993
3	Name of the Company	Capgemini Technology Services India Limited
4	Category/Sub-category of the Company	Public company limited by shares
5	Address of the Registered office & contact details	No.14, Rajiv Gandhi Infotech Park, Hinjawadi, Phase III, MIDC-SEZ, Village Man, Taluka Mulshi, Pune - 411 057, Maharashtra T: +91-20-66992000   F: +91-20-66995050 Email: cgcompanysecretary.in@capgemini.com   Website: <a href="https://www.capgemini.com/in-en/what-we-do/group-overview/capgemini-technology-services-india-limited-formerly-known-as-igate-global-solutions-limited/">https://www.capgemini.com/in-en/what-we-do/group-overview/capgemini-technology-services-india-limited-formerly-known-as-igate-global-solutions-limited/</a>
6	Whether listed company	No
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Kfin Technologies Private Limited (formerly known as Karvy Fintech Pvt. Ltd.) Karvy Selenium Tower No. B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda Hyderabad: 500 032 – Telangana, India T: +91 040 67161591

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

Sr. no.	Name and description of main products / services	NIC code of the product/service	% to total turnover of the company
	Other information technology and computer service activities	62099	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. no.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable section
1	Capgemini America, Inc. 79 Fifth Avenue, 3rd floor, New York NY 10003	NA	Holding	43.10	2(46)
2	Capgemini SE 11, Rue de Tilsitt, 75017 Paris	NA	Holding	35.09	2(46)
3	Capgemini North America Inc. 79 Fifth Avenue, 3rd floor, New York NY 10003	NA	Holding	21.58	2(46)
4	IGATE Infrastructure Management Services Limited No.14, Rajiv Gandhi Infotech Park, Hinjawadi, Phase III, MIDC-SEZ, Village Man, Taluka Mulshi, Pune - 411 057, Maharashtra	U74140PN1999PLC164626	Subsidiary	100	2(87)
5	Liquidhub Analytics Private Limited 2nd Floor, A Block, A wing, IT 1 and IT 2, Airoli Knowledge Park, Thane Belapur Road Airoli, Navi Mumbai - 400708	U72200MH2005PTC339485	Subsidiary	100	2(87)
6	Liquidhub India Private Limited 2nd Floor, A Block, A wing, IT 1 and IT 2, Airoli Knowledge Park, Thane Belapur Road Airoli, Navi Mumbai - 400708	U72200MH2003PTC340967	Subsidiary	100	2(87)

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Sr. no.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable section
7	*Annik Inc. Corporation Service Company, 1201 Hays Street, 32301, Tallahassee, County of Leon, Florida, United States of America	NA	Subsidiary	100	2(87)
8	*Dalian Liquidhub Consulting Services Limited Company Room BC101, No. 31-33-35 Software Park Road, Dalian High-tech Industrial Zone, Liaoning, Peoples Republic of China, China	NA	Subsidiary	100	2(87)
9	*Annik UK Limited 81 Bellegrove Road, Welling, Kent, DA16 3PG United Kingdom	NA	Subsidiary	100	2(87)
10	*Liquidhub Pte. Ltd. 12 Marina Boulevard, # 32 - 02 Marina Bay Financial Centre Singapore 018982	NA	Subsidiary	100	2(87)

\*Wholly owned subsidiary of Liquidhub Analytics Private Limited.

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### A) Category-wise Share Holding

Category of shareholders	No. of shares held at the beginning of the year [As on 01 April 2019]				No. of shares held at the end of the year [As on 31 March 2020]				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1)</b>	-	-	-	-	-	-	-	-	-
<b>(2) Foreign</b>									
(a) Individuals (NRIs/Foreign Individuals)	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	26,424,337	32,578,024	59,002,361	99.77	59,002,361	-	59,002,361	99.77	0.00
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2)</b>	<b>26,424,337</b>	<b>32,578,024</b>	<b>59,002,361</b>	<b>99.77</b>	<b>59,002,361</b>	<b>-</b>	<b>59,002,361</b>	<b>99.77</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A) = (A)(1)+ (A)(2)</b>	<b>26,424,337</b>	<b>32,578,024</b>	<b>59,002,361</b>	<b>99.77</b>	<b>59,002,361</b>	<b>-</b>	<b>59,002,361</b>	<b>99.77</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A)</b>	<b>26,424,337</b>	<b>32,578,024</b>	<b>59,002,361</b>	<b>99.77</b>	<b>59,002,361</b>	<b>-</b>	<b>59,002,361</b>	<b>99.77</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									

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Category of shareholders	No. of shares held at the beginning of the year [As on 01 April 2019]				No. of shares held at the end of the year [As on 31 March 2020]				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	11	0	11	0.00	11	0	11	0.00	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	11	0	11	0.00	11	0	11	0.00	0.00
<b>Sub-total (B)(1):-</b>	<b>22</b>	<b>0</b>	<b>22</b>	<b>0.00</b>	<b>22</b>	<b>0</b>	<b>22</b>	<b>0.00</b>	<b>0.00</b>
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	6,607	0	6,607	0.01	5,871	0	5,871	0.01	0.00
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs.1 lakh	126,115	134	126,249	0.22	125,398	133	125,531	0.22	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	2,399	19	2,418	0.00	2,400	19	2,419	0.00	0.00
NRI Non Repatriation	1,843	0	1,843	0.00	1,869	0	1,869	0.00	0.00
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies – D R	-	-	-	-	-	-	-	-	-
IEPF	-	-	-	-	1,427	-	1,427	0.00	0.00
<b>Sub-total (B)(2):-</b>	<b>136,964</b>	<b>153</b>	<b>137,117</b>	<b>0.23</b>	<b>136,965</b>	<b>152</b>	<b>137,117</b>	<b>0.23</b>	<b>0.00</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>136,986</b>	<b>153</b>	<b>137,139</b>	<b>0.23</b>	<b>136,987</b>	<b>152</b>	<b>137,139</b>	<b>0.23</b>	<b>0.00</b>
C. Shares held by Custodian for GDRs & ADRs									
Not Applicable	-	-	-	-	-	-	-	-	-
<b>Grand Total (A + B + C)</b>	<b>26,561,323</b>	<b>32,578,177</b>	<b>59,139,500</b>	<b>100</b>	<b>59,139,348</b>	<b>152</b>	<b>59,139,500</b>	<b>100</b>	<b>0.00</b>

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## B) Shareholding of Promoter

Sr. no.	Shareholder's name	Shareholding at the beginning of the year as on 01 April 2019			Shareholding at the end of the year as on 31 March 2020			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1.	Capgemini America, Inc.	25,487,362	43.10	0	25,487,362	43.10	0	0
2.	Pan Asia Solutions	13,659,959	23.10	0	0	0	0	0
3.	Capgemini North America, Inc.	12,764,378	21.58	0	12,764,378	21.58	0	0
4.	Capgemini SE	7,090,662	11.99	0	20,750,621	35.09	0	23.10
	<b>Total</b>	<b>59,002,361</b>	<b>99.77</b>	<b>Nil</b>	<b>59,002,361</b>	<b>99.77</b>	<b>Nil</b>	<b>23.10</b>

## C) Change in Promoters' Shareholding (please specify, if there is no change)

Particulars	Shareholding at the beginning of the year as on 01 April 2019		Cumulative shareholding during the year (01 April 2019 to 31 March 2020)	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	59,002,361	99.77	59,002,361	99.77
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	13,659,959 (held by Pan Asia Solutions)	23.10	13,659,959 (transferred to Capgemini SE on 29 April 2019) (Total 20,750,621 shares held by Capgemini SE as on 31 March 2020)	35.09
At the end of the year	59,002,361	99.77	59,002,361	99.77

## D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters, IEPF and Holders of GDRs and ADRs):

Sr. no.	Name of top 10 Shareholder	Shareholding at the beginning of the year		Increase / Decrease in shareholding		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	Reason	No. of shares	% of total shares of the company
1.	Ajay Kumar	996	0.00	0	Nil movement	996	0.00
2.	3A Financial Services Limited	875	0.00	204	Purchase	399	0.00
				-680	Sale		
3.	Ramesh Champalal Jain	798	0.00	0	Nil movement	798	0.00
4.	Shri Parasram Industries Pvt Ltd	684	0.00	-50	Sale	634	0.00
5.	Mukta Agarwal	34	0.00	550	Purchase	584	0.00
6.	Bhavnaben Nikhilesh Patel	556	0.00	0	Nil movement	556	0.00
7.	Bahubali Goods Private Limited	550	0.00	0	Nil movement	550	0.00
8.	Arcadia Share & Stock Brokers Pvt Ltd	547	0.00	-547	Sale	547	0.00
				547	Purchase		
9.	Ishwar Jayantilal Kakkad	511	0.00	0	Nil movement	511	0.00
10.	Karvy Stock Broking Limited	469	0.00	428	Purchase	459	0.00
				-438	Sale		

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## E) Shareholding of Directors and Key Managerial Personnel:

Sr. no.	Key managerial personnel	Shareholding at the beginning of the year			Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	Increase / Decrease in shareholding	Reason	No. of shares	% of total shares of the company
	NA						

## V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment

Indebtedness at the beginning of the financial year	Secured loans excluding deposits	Unsecured loans	Deposits	Total indebtedness
Principal amount	-	-	-	-
Interest due but not paid	-	-	-	-
Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	-	-	-	-
Change in indebtedness during the financial year	-	-	-	-
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
Principal amount	-	-	-	-
Interest due but not paid	-	-	-	-
Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	-	-	-	-

The Company has not availed any loan during the year and is a debt-free company.

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### Remuneration to Managing Director (MD), Whole-Time Directors (WTD) and/or Manager:

(Amounts in INR)

Sr. no.	Particulars of remuneration	Name of MD/WTD/ Manager	
		Mr. Srinivasa Rao Kandula	
		(01 April 2019 to 31 March 2020)	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		26,156,599.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		8,081.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-
2	Stock Option		38,166.00
3	Sweat Equity		-
4	Commission - as % of profit - others, specify		-
5	Others - Provident Fund		552,960.00
	Gratuity		390,205.00
	Leave Encashment		(70,198.00)
	<b>Total</b>		<b>27,075,813.00</b>

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Sr. no.	Particulars of remuneration	Name of MD/WTD/ Manager	
		Mr. Ashwin Yardi	
		(01 April 2019 to 31 March 2020)	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		19,362,955.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-
2	Stock Option		34,630,873.00
3	Sweat Equity		-
4	Commission - as % of profit - others, specify		-
5	Others - Provident Fund		453,600.00
	Gratuity		369,763.00
	Leave Encashment		355,922.00
	<b>Total</b>		<b>55,173,113.00</b>

Sr. no.	Particulars of remuneration	Name of MD/WTD/ Manager	
		Ms. Aruna Jayanthi	
		(01 April 2019 to 31 March 2020)	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		29,937,813.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-
2	Stock Option		34,640,376.00
3	Sweat Equity		-
4	Commission - as % of profit - others, specify		-
5	Others - Provident Fund		894,600.00
	Gratuity		450,057.00
	Leave Encashment		166,345.00
	<b>Total</b>		<b>66,089,191.00</b>

Sr. no.	Particulars of remuneration	Name of MD/WTD/ Manager	
		Mr. Ritesh Talapatra*	
		(01 April 2019 to 07 February 2020)	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		12,340,931.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-
2	Stock Option		17,338,863.00
3	Sweat Equity		-
4	Commission - as % of profit - others, specify		-
5	Others - Provident Fund		548,426.00
	Gratuity		(263,068.00)
	Leave Encashment		(1,150,796.00)
	<b>Total</b>		<b>28,814,356.00</b>
	Total remuneration of all MD/WTD/ Manager		<b>177,152,473.00</b>
	Ceiling as per the Act (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)		<b>2,336,697,793.00</b>

\*Paid remuneration up to 07 February 2020.

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## B. Remuneration to Other Directors

(Amount in INR)

Sr. no.	Particulars of remuneration	Name of Directors			Total
		Mrs. Kalpana Rao	Mr. Ramaswamy Rajaraman		
1	Independent Directors				
	Fee (INR) for attending board /committee meetings	525,000.00	525,000.00		1,050,000.00
	Commission	-	-		-
	Others, please specify	-	-		-
	Total (1)	525,000.00	525,000.00		1,050,000.00
2	Other Non-Executive Directors	Mr. Hubert Giraud	Mr. Paul Hermelin	Mr. Thierry Delaporte	Total Amount (INR)
	Fee for attending board / committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	1,050,000.00
	Overall Ceiling as per the Act	INR 233,669,779 (being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)			

## C. Remuneration To Key Managerial Personnel Other Than MD/WTD/Manager

(Amount in INR)

Sr. no.	Particulars of remuneration	Designation			Total
		CS	CEO	CFO	
		Ms. Armin Billimoria (01 April 2019 to 31 March 2020)	Mr. Ashwin Yardi (01 April 2019 to 31 March 2020)	Mr. Sujit Sircar (01 April 2019 to 31 March 2020)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,652,178.00	19,362,955.00	25,970,561.00	48,985,694.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	10,468.00	10,468.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	34,630,873.00	40,773.00	34,671,646.00
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	Others specify...	-	-	-	-
5	Others				
	-Provident Fund	84,018.00	453,600.00	748,440.00	1,286,058.00
	-Gratuity	67,326.00	369,763.00	1,540,359.00	1,977,448.00
	- Leave encashment	47,326.00	355,922.00	74,399.00	477,647.00
	TOTAL	3,850,848.00	55,173,113.00	28,385,000.00	87,408,961.00

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## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief description	Details of penalty / punishment/ compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Compounding order was passed by Reserve Bank of India (RBI) for INR 100,000 under provisions of Section 5 of Foreign Exchange Management Act and the same was paid by the Company on 25 September 2019 and matter was closed by RBI on 15 October 2019.

For and on behalf of the Board of Directors  
**Cagemeini Technology Services India Limited**

**Srinivasa Rao Kandula**  
Wholetime Director & Chairman  
DIN: 07412426  
Place: Bengaluru

**Ashwin Yardi**  
Wholetime Director & Chief Executive Officer  
DIN: 07799277  
Place: Mumbai

Date: 27 July 2020