



CAPGEMINI TECHNOLOGY SERVICES INDIA LIMITED

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

CIN: U85110PN1993PLC145950; E-mail: cgcompanysecretary.in@capgemini.com;

Website: <https://www.capgemini.com/in-en/what-we-do/group-overview/capgemini-technology-services-india-limited-formerly-known-as-igate-global-solutions-limited/>

Telephone: +91-20-66992000; Fax: +91-20-66995050

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act 2013, read with the Companies
(Management and Administration) Rules, 2014]

Dear Shareholders,

NOTICE IS HEREBY GIVEN that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force (the “**Rules**”) and the General Circular No. 14/2020 dated 08 April 2020 read with General Circular No. 17/2020 dated 13 April 2020, General Circular No. 22/2020 dated 15 June 2020 and General Circular No. 33/2020 dated 28 September 2020, in relation to “*Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19*” issued by the Ministry of Corporate Affairs (the “**MCA Circulars**”) and other applicable laws and regulations, to consider and if thought fit to pass the Resolutions set out herein below as Special Resolutions by way of a Postal Ballot.

The proposed Special Resolutions along with the Explanatory Statement setting out material facts as required in terms of Section 102 of the Act, read with the Rules, the MCA Circulars and other applicable legal provisions are appended below seeking consent of the Members of the Company through remote e voting.

Due to difficulties faced by the Company in dispatching the Notice along with the Explanatory Statement and Postal Ballot form by post or courier, on account of the threat posed by the COVID-19 pandemic and as permitted under the MCA Circulars, the Company is sending this Notice in electronic form only. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its Members to enable them to cast their votes electronically. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The instructions for remote e-voting are appended to the Notice. Assent or dissent of the Members on the Special Resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (**FOR**) or dissent (**AGAINST**) through the remote e-voting process not later than 5:00 P.M. IST on Saturday, 07 November 2020, failing which it will be strictly considered that no reply has been received from the Member.

The Company has appointed Mr. Shailesh Indapurkar of Shailesh Indapurkar & Associates, Company Secretaries having office address at Radha Ramkrishna Society, Flat No. 5, 1st Floor, 1626, Sadashiv Peth, Gopal GayanSamaj Road, Pune 411030, as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the Act in a fair and transparent manner.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or a person authorized by the Chairman. The results of Postal Ballot shall be declared as per the statutory timelines. The results along with the Scrutinizer’s report will also be posted on websites of the Company.

The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e. Saturday, 07 November 2020.

SPECIAL BUSINESS:

Item no. 1

Approval for acquisition of shares of Aricent Technologies (Holdings) Limited from Aricent Holdings Mauritius Ltd

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186, 188 of the Companies Act, 2013 as amended from time to time, read with other applicable provisions, if any of the Companies Act, 2013 (**“the Act”**), approval of the members be and is hereby granted for the purchase by the Company of 10,54,29,478 (Ten Crore Fifty Four Lakhs Twenty Nine Thousand Four Hundred Seventy Eight) Equity Shares held through a depository representing 80.36% of the Share Capital and having face value of INR 10/- each of Aricent Technologies (Holdings) Limited (**“ATHL”**) from Aricent Holdings Mauritius Ltd (**“Seller”**) for INR 3518,35,77,481 (Rupees Three Thousand Five Hundred Eighteen Crores Thirty Five Lakhs Seventy Seven Thousand Four Hundred Eighty One Only) at a price of INR 333.7167 per Equity Share (**“Proposed Transaction”**).

RESOLVED FURTHER THAT the Company will purchase all shares in dematerialized form on transaction date.

RESOLVED FURTHER THAT approval of the members be and is hereby granted to directors of the Company for the execution of the Share Purchase Agreement (**“SPA”**) to be entered into for the Proposed Transaction amongst, inter alia, the Company, the Seller and ATHL, as tabled before the Board, and the execution and filing of all such applications, consents, representations, forms, declarations letters, agreements, documents, writings and reportings as may be required pursuant to the SPA with the Reserve Bank of India, Registrar of Companies and any other governmental authority as may be deemed necessary and to do all such acts, deed and things for the purposes of, in connection with and pursuant to the Proposed Transaction.

RESOLVED FURTHER THAT any of the Director of the Company, Mr. Sahil Sighat, Program Manager, Mr. Uma Chandra Sekhar Bondada, Vice President and Ms. Armin Billimoria, Company Secretary of the Company be and are hereby severally authorized to sign and execute the SPA, delivery instruction slips, form FC-TRS, consents, forms, declarations, letters, representations, replies, filings, writings, deeds, documents, and any other documents in connection with the Proposed Transaction on behalf of the Company, file forms with any governmental authority including the Reserve Bank of India and the Registrar of Companies and do all such acts, deeds, matters and things that may be necessary, proper, expedient for the purpose of giving effects to the aforesaid resolution.”

Item no. 2

Approval for acquisition of shares of Aricent Technologies (Holdings) Limited from Aricent Holdings Mauritius India Ltd

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186, 188 of the Companies Act, 2013 as amended from time to time, read with other applicable provisions, if any of the Companies Act, 2013 (**“the Act”**), approval of the members be and is hereby granted for the purchase by the Company of 2,34,76,578 (Two Crore Thirty Four Lakhs Seventy Six Thousand Five Hundred Seventy Eight) Equity Shares held through a depository representing 17.89% of the Share Capital and having face value of INR 10/- each of Aricent Technologies (Holdings) Limited (**“ATHL”**) from Aricent Holdings Mauritius India Ltd (**“Seller”**) for INR 783,45,26,137 (Rupees Seven Hundred Eighty Three Crores Forty Five Lakhs Twenty Six Thousand One Hundred Thirty Seven Only) at a price of INR 333.7167 per Equity Share(**“Proposed Transaction”**).

RESOLVED FURTHER THAT the Company will purchase all shares in dematerialized form on transaction date.

RESOLVED FURTHER THAT approval of the members be and is hereby granted to directors of the Company for the execution of the Share Purchase Agreement (**“SPA”**) to be entered into for the Proposed Transaction amongst, inter alia, the Company, the Seller and ATHL, as tabled before the Board, and the execution and filing of all such applications, consents, representations, forms, declarations letters, agreements, documents, writings and reportings as

may be required pursuant to the SPA with the Reserve Bank of India, Registrar of Companies and any other governmental authority as may be deemed necessary and to do all such acts, deed and things for the purposes of, in connection with and pursuant to the Proposed Transaction.

RESOLVED FURTHER THAT any of the Director of the Company, Mr. Sahil Sighat, Program Manager, Mr. Uma Chandra Sekhar Bondada, Vice President and Ms. Armin Billimoria, Company Secretary of the Company be and are hereby severally authorized to sign and execute the SPA, delivery instruction slips, form FC-TRS, consents, forms, declarations, letters, representations, replies, filings, writings, deeds, documents, and any other documents in connection with the Proposed Transaction on behalf of the Company, file forms with any governmental authority including the Reserve Bank of India and the Registrar of Companies and do all such acts, deeds, matters and things that may be necessary, proper, expedient for the purpose of giving effects to the aforesaid resolution.”

Place: Mumbai
Date: 05 October 2020

By order of the Board of Directors
For Capgemini Technology Services India Limited

Registered Office:
Plot No.14, Rajiv Gandhi Infotech Park,
Hinjewadi Phase-III, MIDC-SEZ,
Village Man, Taluka Mulshi Pune 411057

Armin Billimoria
Company Secretary

NOTES:

1. Pursuant to Section 102 of the Act, the Explanatory Statement setting out material facts and reasons for the proposed Special Business is annexed.
2. In accordance with the MCA Circulars, the Notice of the Postal Ballot has been sent only by email to all the Members whose names appear in the Register of Members as on 30 September 2020, i.e. cut-off date, which will be considered for the purpose of remote voting. Voting rights shall be reckoned based on paid-up value of the shares registered in the names of the Members as on 30 September 2020.
3. In accordance with the MCA Circulars, due to non-availability of postal and courier services, on account of the threat posed by the COVID-19 pandemic situation, the Company is sending this Notice electronically to all the Members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company’s Registrar and Transfer Agent i.e., KFin Technologies Private Limited (“KFin”), and express its inability to dispatch hard copies of the Notice along with Postal Ballot form and postage prepaid self-addressed business reply envelope to the Members whose email addresses are not registered. To facilitate that such Members are able to cast their votes electronically and receive future notices from the Company electronically, the Company has made special arrangement with its Registrar & Transfer Agent i.e., KFin, for registration of email addresses in terms of the MCA Circulars. The process for registration of email addresses is as under:
 - a. In light of the MCA Circulars, Members who have not registered their email addressed with the Company and in consequence could not receive the remote e-voting notice may temporarily get their email address registered with the KFin, at the following website/page: <https://karisma.kfintech.com/emailreg> and following the registration process as provided thereat. Post successful registration of the email address, the member would receive a soft copy of the Notice and the procedure for remote e-voting along with the user ID and password to enable remote e-voting for this Postal Ballot. In case of any queries, Members may write to: einward.ris@kfintech.com.
 - b. It is clarified that for permanent registration of email address, Members are requested to register their email addresses, in respect of electronic holdings with their concerned depository participants and in respect of physical holdings with KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, India by following due procedure. In case of any queries, Members may write to: einward.ris@kfintech.com.

- c. Those Members who have already registered their email addresses are requested to keep their email addresses updated and validated with their depository participants/ KFin to enable servicing of notices and documents electronically to their email address.
4. A member cannot exercise his vote by proxy on Postal Ballot. All Members are requested to cast their votes only through remote e-voting as per the procedure provided herein.
5. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. All the documents referred to in the Explanatory Statement will be available for inspection at the Registered Office of the Company between 10.00 a.m. to 5.00 p.m. Monday to Friday except for any intervening public holiday and considering the threat posed by the COVID-19 pandemic, documents will also be uploaded on the website of the Company.
7. This Notice is also hosted on the website of the Company and will remain on the website <https://www.capgemini.com/in-en/what-we-do/group-overview/capgemini-technology-services-india-limited-formerly-known-as-igate-global-solutions-limited/> and KFin's e-voting website: <https://evoting.karvy.com> till the last date specified for remote e-voting.
8. The Members may contact Mr. Anand K, Manager, Kfin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) at einward.ris@kfintech.com to address the grievances connected with respect to e-voting for postal ballot.
9. The voting period commences from 9 a.m. (IST) on Friday, 09 October 2020 and ends at 5 p.m. (IST) on Saturday, 07 November 2020. During this period, the Members of the Company, holding shares as on the cut-off date of Wednesday, 30 September 2020 may cast their vote. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Voting shall not be allowed beyond the aforementioned date and time.
10. The Scrutinizer will submit his report to the Chairman of the Company, or any person duly authorized by him after completion of the scrutiny of votes cast. The Chairman or any Director or any other person authorized by the Chairman shall declare the results of the Postal Ballot as per the statutory timelines. The results along with the Scrutinizer's report will also be posted on websites of the Company i.e., <https://www.capgemini.com/in-en/what-we-do/group-overview/capgemini-technology-services-india-limited-formerly-known-as-igate-global-solutions-limited/>. The Resolutions will be taken as passed if the results of the Postal Ballot through e-voting indicate that the requisite majority of the Members had assented to the Resolutions. As indicated earlier, the results will be published on the notice board at the registered office of the Company and the website of the Company.
11. Instructions for e-voting are provided separately and annexed to this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item no. 1

Pursuant to the provisions of Section 186 of the Companies Act, 2013, aggregate of all investments, loans, advances, guarantees and securities should not exceed 60% of paid-up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is more unless it is approved by the members by way of passing a Special Resolution.

Further, pursuant to provisions of Section 188(1) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, the related party transactions as mentioned in clause (a) to (g) of the said section requires a company to obtain prior approval of the Board of directors and subsequently the members of the Company in case the value of the transactions with a related party exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules.

The Board of Directors have in their meeting held on 29 September 2020 approved purchasing 10,54,29,478 (Ten Crore Fifty Four Lakhs Twenty Nine Thousand Four Hundred Seventy Eight) Equity Shares through a depository representing 80.36% of the Share Capital of Aricent Technologies (Holdings) Limited (“ATHL”), related party of the Company from Aricent Holdings Mauritius Ltd, also a related party of the Company, on an arm’s length basis with a view to increase the value of the Company by taking over the going-concern business of ATHL. Since the acquisition of shares of ATHL, which is itself a related party, is from a related party of the Company i.e. Aricent Holdings Mauritius Ltd and exceeds the limits prescribed under section 186 and 188 of the Companies Act, 2013, approval of members of the Company will be required.

The particulars of the Related Party Transaction, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Sr. No	Particulars	
1	Name of the related party	Aricent Technologies (Holdings) Limited and Aricent Holdings Mauritius Ltd
2	Name of the director or key managerial personnel who is related, if any	None
3	Nature of relationship	Associate Companies
4	Nature, material terms and monetary value of the contract or arrangement	Entering into a Share Purchase Agreement for acquiring shares by the Company of Aricent Technologies (Holdings) Limited from Aricent Holdings Mauritius Ltd for an aggregate consideration of INR 3518,35,77,481 (Rupees Three Thousand Five Hundred Eighteen Crores Thirty Five Lakhs Seventy Seven Thousand Four Hundred Eighty One Only) at a price of INR 333.7167 per Equity Share.

None of the Directors or key managerial personnel of the Company or their relatives, are, in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board has sought the approval of the Members of the Company through Postal Ballot to give effect to the resolution Item 1 as set out in the notice.

Item no 2

Pursuant to the provisions of Section 186 of the Companies Act, 2013, aggregate of all investments, loans, advances, guarantees and securities should not exceed 60% of paid-up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is more unless it is approved by the members by way of passing a special resolution.

Further, pursuant to provisions of Section 188(1) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, the related party transactions as mentioned in clause (a) to (g) of the said section requires a company to obtain prior approval of the Board of directors and subsequently the members of the Company in case the value of the transactions with a related party exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules.

The Board of Directors have in their meeting held on 29 September 2020 approved purchasing 2,34,76,578 (Two Crore Thirty Four Lakhs Seventy Six Thousand Five Hundred Seventy Eight) Equity Shares through a depository representing 17.89% of the Share Capital of Aricent Technologies (Holdings) Limited (“ATHL”), related party of the Company, from Aricent Holdings Mauritius India Ltd, also a related party of the Company, on an arm’s length basis with a view to increase the value of the Company by taking over the going-concern business of ATHL. Since the acquisition of shares of ATHL, which is itself a related party, is from a related party of the Company i.e. Aricent Holdings Mauritius India Ltd and exceeds the limits prescribed under section 186 and 188 of the Companies Act, 2013, approval of members of the Company will be required.

The particulars of the Related Party Transaction, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Sr. No	Particulars	
1	Name of the related party	Aricent Technologies (Holdings) Limited and Aricent Holdings Mauritius India Ltd
2	Name of the director or key managerial personnel who is related, if any	None
3	Nature of relationship	Associate Companies
4	Nature, material terms and monetary value of the contract or arrangement	Entering into a Share Purchase Agreement for acquiring shares by the Company of Aricent Technologies (Holdings) Limited from Aricent Holdings Mauritius India Ltd for an aggregate consideration of INR 783,45,26,137 (Rupees Seven Hundred Eighty Three Crores Forty Five Lakhs Twenty Six Thousand One Hundred Thirty Seven Only) at a price of INR 333.7167 per Equity Share.

None of the Directors or key managerial personnel of the Company or their relatives, are, in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board has sought the approval of the Members of the Company through Postal Ballot to give effect to the resolution Item 2 as set out in the notice.

Place: Mumbai
Date: 05 October 2020

By order of the Board of Directors
For Capgemini Technology Services India Limited

Registered Office:
Plot No.14, Rajiv Gandhi Infotech Park,
Hinjewadi Phase-III, MIDC-SEZ,
Village Man, Taluka Mulshi Pune 411057

Armin Billimoria
Company Secretary