



ARICENT TECHNOLOGIES (HOLDINGS) LIMITED

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 Website: <https://www.capgemini.com/in-en/what-we-do/group-overview/capgemini-technology-services-india-limited-formerly-known-as-igate-global-solutions-limited/>
 FORM NO. CAA-2
 UNSECURED CREDITORS
 [(Pursuant to Section 230 (3) and Rule 6 and 7)]

Company Scheme Application (CAA) 56(MB) 2022

In the matter of the Scheme of Amalgamation of Aricent Technologies (Holdings) Limited ("Transferor Company"/ "Company") with Capgemini Technology Services India Limited ("Transferee Company") and their respective shareholders under sections 230-232 of the Companies Act, 2013 read with the rules made thereunder.

ADVERTISEMENT OF NOTICE OF MEETINGS OF EQUITY SHAREHOLDERS AND UNSECURED CREDITORS

Notice is hereby given that by an Order dated 10 June 2022, the Mumbai Bench of the National Company Law Tribunal has directed separate meetings to be held of equity shareholders and unsecured creditors of the Transferor Company for the purpose of considering and, if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation ("Scheme") of Aricent Technologies (Holdings) Limited ("Transferor Company"/ "Company") with Capgemini Technology Services India Limited ("Transferee Company") and their respective shareholders under the provisions of sections 230 to 232 of the Companies Act, 2013 and the other applicable provisions thereof and applicable rules thereunder.

In pursuance of the said Order and as directed therein, in compliance with the applicable provisions of the Companies Act 2013 ("Act") and circular issued thereunder, as amended from time to time, further notice is hereby given that separate meeting of the equity shareholders and unsecured creditors of the Company will be held through video conferencing/ other audio-visual means ("VC/OAVM"), as per the schedule mentioned below, at along with date and time the said equity shareholders and unsecured creditors of Company are requested to attend:

S. No	Class of Meetings	Time (IST)	Date of Meeting
1.	Equity Shareholders	11:00 a.m.	Saturday, 30 July 2022
2.	Unsecured Creditors	3:00 p.m.	Saturday, 30 July 2022

The Company has provided facility of voting by remote electronic voting ("Remote e-voting") and e-voting during the aforesaid meetings ("Insta Poll") using facility offered by KFin Technologies Limited (formerly known as KFin Technologies Private Limited) ("KFin"), Registrar and Share Transfer Agent of the Company, so as to enable the equity shareholders and unsecured creditors to cast their votes on the resolution, proposed to be passed at their respective meetings. The detailed instructions for joining the meetings through VC/OAVM, manner of casting vote through remote e-voting prior to the meetings or through e-voting during the meetings, are given in the notes to the notices of the meetings.

The notice, together with the documents accompanying the same, of the aforesaid meetings has been sent as mentioned below:

a) to the equity shareholders on 27 June 2022 whose names appear in the register of members/ list of beneficial owners maintained by the Depositories as on 17 June 2022

i. through electronic mode to the equity shareholders whose e-mail IDs are registered with KFin/depositories; and

ii. through registered post or courier to the equity shareholders whose e-mail IDs are not registered with KFin/Depositories.

b) to the unsecured creditors on 27 June 2022 whose name appears in the records of the Company as on 31 December 2021 through electronic mode on the e-mail IDs as registered with the Company.

Notices of the meetings, copy of Scheme along with the explanatory statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 can also be accessed/downloaded from the Company's 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 from the website of KFin <https://evoting.kfintech.com>. These documents can also be obtained free of charge on all working days, from the registered office of the Company between 10:00 a.m. to 5:00 p.m. or by sending email to Company at all_cosec@capgemini.com, up to the date of the Meeting. The cut-off date for e-voting (including remote e-voting) and time period for the remote e-voting of the aforesaid meetings is as under:

Particulars	Equity Shareholders meeting	Unsecured creditors meeting
Cut-off date	Sunday, 24 July 2022	Friday, 31 December 2021
Remote e-voting start date and time	Wednesday, 27 July 2022 (9 a.m.)	Wednesday, 27 July 2022 (9 a.m.)
Remote e-voting end date and time	Friday, 29 July 2022 (5 p.m.)	Friday, 29 July 2022 (5 p.m.)

The facility for casting vote by remote e-voting would be disabled after the end time, as mentioned above, for the meetings.

Members / Creditors who opt for remote e-voting will only be entitled to attend and participate in the meetings but will not be entitled to vote again during the meetings. Members, who have not registered their e-mail address, are requested to register the same, in respect of shares held in demat form with their Depository Participant(s).

An equity shareholder, whose name is recorded in the register of members/ list of beneficial owners maintained by the Depositories as on the above cut-off date, shall only be entitled to avail the facility of e-voting and attend the meeting of the equity shareholders. The voting rights of equity shareholders shall be in proportion to their holding in the paid-up share capital of the Company as on cut-off date.

Unsecured Creditors, whose names are recorded in the records of the Company as on the above cut-off date, shall only be entitled to avail the facility of e-voting and attend the meeting of the Unsecured Creditors. The voting rights of Unsecured Creditors shall be in proportion to value of debts recorded in the books of the Company as on cut-off date.

In case a person has become shareholder of the Company after dispatch of the Notice but on or before the cut-off date or has registered the e-mail address after dispatch of the Notice, such Member may obtain the User ID and password in the manner outlined in the Notice of meetings.

Since the meetings will be held through VC/OAVM, the facility for appointment of proxies will not be available for the meetings. However, institutional/corporate shareholders and creditors etc., are entitled to appoint their authorized representatives for the purpose of voting through remote e-voting, for participation in the meetings.

The Hon'ble Tribunal has appointed Mr. Harnam Singh (the undersigned), Retd. IAS, as the Chairperson of the meeting(s), including for any adjournment(s) thereof. Further, the Tribunal has appointed Mr. Jayant Gupta (FCS 7288), to be the Scrutinizer for the meetings, including for any adjournment(s) thereof.

The results of the meetings shall be announced by the Chairperson of the meetings, within two (2) working days of the conclusion of the meetings upon receipt of Scrutinizer's report and the same shall be displayed on the website of the Company at <https://www.capgemini.com/in-en/what-we-do/group-overview/capgemini-technology-services-india-limited-formerly-known-as-igate-global-solutions-limited/> and on the website of KFin <https://evoting.kfintech.com/>.

In case of any queries/grievances with respect to e-voting, equity shareholders/unsecured creditors are requested to send their queries, if any, via email to Company at all_cosec@capgemini.com, at least 7 days before the Meeting, so that the information can be compiled in advance.

Sd/-
Harnam Singh
Retd. IAS

Place: Mumbai
Date: 29th June, 2022

Chairperson appointed for the meeting of equity shareholders and unsecured creditors.