

JAYANT GUPTA & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT ON VOTING BY SHAREHOLDERS OF ARICENT TECHNOLOGIES (HOLDINGS) LIMITED

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xii) of the Companies (Management and Administration) Rules, 2014]

To,

Mr. Harnam Singh (Retd. IAS)

The Hon'ble Chairperson of National Company Law Tribunal (NCLT) convened meeting of the equity shareholders of **Aricent Technologies (Holdings) Limited**

(CIN:U72100MH2006PLC367638)

3rd Floor, A Block, B - Wing IT1-IT2,

Airoli Knowledge Park, Thane-Belapur Road,

Airoli, Navi Mumbai, Mumbai-400708

Sub: Consolidated Report on the results of Voting conducted through Remote Electronic Voting ("Remote E-voting") and the Electronic Voting conducted at the Meeting of Equity Shareholders ("Insta Poll") of Aricent Technologies (Holdings) Limited ("the Company") convened by the Hon'ble National Company Law Tribunal, Mumbai Bench on Saturday, the 30th day of July, 2022 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Dear Sir,

I, Jayant Gupta, Practicing Company Secretary (M.No.7288 and C.P.No.9738), appointed as Scrutinizer(s) by the National Company Law Tribunal, Mumbai Bench, (The "Tribunal" or "NCLT") vide its Order dated June 10, 2022 passed in the Company Application (CAA)/56(MB)2022 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) Rules, 2014 and
- (ii) Voting through Insta poll as the meeting is being held through VC or OAVM pursuant to MCA Circulars;

in a fair and transparent manner and for ascertaining the requisite majority on voting for the resolution contained in the Notice dated June 17, 2022, of the meeting of the equity shareholders of the company, held on Saturday, July 30, 2022 at 11.00 AM (IST) through video conferencing / other audio-visual means ("VC/OAVM"), as per the provisions of the Act read with the rules framed thereunder.

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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 Insta poll voting at the meeting of the equity shareholders, for the item/ resolution contained in Notice of meeting of the Company.

Our responsibility as scrutinizer for the voting, through E-voting process and by using Insta poll facility at the meeting of the equity shareholders, was restricted to make a 'Consolidated Scrutinizers Report' of the votes cast as "assent" or "dissent" / "for" or "against" for the resolutions as stated in the notice of the meeting, based on the reports generated from the Electronic voting service facility provided by KFin Technologies Limited ("KFin"), the authorized agency, engaged by the Company, to provide voting through electronic means i.e. by remote e-voting and on voting through Insta poll process conducted at the meeting of the equity shareholders.

In this connection, we submit hereunder the Consolidated Scrutinizer's Report on the results of voting, through remote e-voting, voting by using Insta poll at the meeting of the equity shareholders:

- i. The Members of the Company as on "Cut-off" date i.e. Sunday, July 24, 2022, were entitled to vote on the proposed resolution as set out in the notice of meeting of the Company,
- ii. The remote e-voting period remained open from Wednesday, July 27, 2022 at 9:00 a.m. to Friday, July 29, 2022 at 5:00 p.m. (both days inclusive).
- iii. At the end of remote e-voting period on Friday, July 29, 2022 at 5.00 p.m. voting portal of the agency (KFin) was disabled forthwith.
- iv. Insta poll system was available during the meeting of Equity Shareholders of the company, at the given time slot and facility of voting through Insta poll was provided by KFin.
- v. On completion of the voting at the NCLT convened meeting, KFin provided to us a list of equity shareholders who had cast their votes through e-voting and Insta Poll on the website of KFin i.e. <https://evoting.kfintech.com>.
- vi. Thereafter, the votes casted by remote e-voting process and Insta Poll were unblocked by us on 11.53 A.M. in the presence of two witnesses viz. CS Punit Jain and CS Monika Ahuja who are not in the employment of the Company.
- vii. The results of the E voting and Insta poll are as under:

ITEM NO. 1

To consider and approve the Scheme of Amalgamation between Aricent Technologies (Holdings) Limited ("ATHL / Transferor Company") with Capgemini Technology Services India Limited ("CTSIL / Transferee Company") ("Scheme") and their respective shareholders



Mode	Number of Members	Number of Shares Voted	INVALID		FAVOUR		AGAINST	
			Number of Members	Number of Shares	Number of Members	Number of Shares	Number of Members	Number of Shares
E-Voting	1496	128921977	0	0	1477	128908215	19	13762
Insta Poll	13	28	0	0	13	28	0	0
TOTAL	1509	128922005	0	0	1490	128908243	19	13762
			% of Total		0	99.99%		0.01%

RESULT

The results of remote e-voting and voting by Insta poll conducted at meeting of Equity Shareholders of the company for the above said items, may accordingly be declared.

Scrutinizers register for e-voting, the electronic data and other relevant records relating to the Remote e-voting and Insta Poll are under our safe custody and will be handed over to the Chairman of the meeting of Equity Shareholders of the company for preserving safely after the said Chairman considers, approves and signs, the Minutes of the meeting.

Thanking you,

Yours sincerely,

For Jayant Gupta & Associates


Jayant Gupta
Proprietor



Membership No. : F7288
PCS No. : 9738
PR No. : 759/2020
UDIN : F007288D000713224

Place: New Delhi
Date: July 30, 2022