



## **CAPGEMINI TECHNOLOGY SERVICES INDIA LIMITED**

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**Registered Office:** No. 14, Rajiv Gandhi Infotech Park, Hinjawadi, Phase – III, MIDC – SEZ, Village Man, Taluka Mulshi, Pune – 411057, Maharashtra, India.

**Tel No.:** +91-20-6699-2000; **Fax No.:** +91-20-6699-5050

**CIN:** U85110PN1993PLC145950

**Email Id:** [cgcompanysecretary.in@capgemini.com](mailto:cgcompanysecretary.in@capgemini.com) **Website:** <https://www.capgemini.com/en/what-we-do/group-overview/capgemini-technology-services-india-limited-formerly-known-as-igate-global-solutions-limited/>

### **SCHEME OF AMALGAMATION OF ARICENT TECHNOLOGIES (HOLDINGS) LIMITED WITH CAPGEMINI TECHNOLOGY SERVICES INDIA LIMITED AND THEIR RESPECTIVE SHAREHOLDERS**

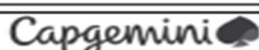
#### **STATUS OF APPROVAL**

Scheme of Amalgamation of Aricent Technologies (Holdings) Limited (“**Transferor Company**”) with Capgemini Technology Services India Limited (“**Company**”) and their respective shareholders, with an appointed date of 01 October 2021 (“**Scheme**”), has been approved by the Hon’ble National Company Law Tribunal, Mumbai Bench vide its order dated 23 December 2022, and has been made effective from 28 December 2022.

The Board of Directors of the Company, in their meeting dated 13 January 2022, have fixed **20 January 2023** as the Record Date, for the purpose of determining the shareholders of the Transferor Company who will be eligible to receive the equity shares of the Company as consideration for the amalgamation in terms of the Scheme.

The equity shares will be issued and allotted in the ratio of 1 (One) equity share of Company of INR 10 each fully paid up for every 17 (Seventeen) equity shares of Transferor Company of INR 10 each fully paid up. The Company will also pay to the shareholders of the Transferor Company in lieu of fractional entitlement, if any, an amount (net of withholding taxes) in cash, equal to the value of such fractional share, determined basis the value of shares of the Company in accordance with the valuation report of shares of the Company and of the Transferor Company obtained for the purpose of the Scheme.

An intimation of status of approval and issue of equity shares as consideration to the shareholders of Transferor Company in terms of the Scheme has been published by the Transferor Company in Free Press Journal in English and Navshakti in Marathi on 06 January 2022, which also contains the process of how shareholders may update their details as available with the Transferor Company. An intimation regarding the Record Date and applicability of withholding tax (to non-resident shareholders only) has been sent to each shareholder of the Transferor Company by the Registrar and Share Transfer Agent of the Company at the email address/address of such shareholder as available on the records of the Transferor Company.



# ARICENT TECHNOLOGIES (HOLDINGS) LIMITED

Registered Office: 3rd floor, A Block, B - Wing IT1-IT2, Airoli Knowledge Park, Thane-Belapur Road, Airoli, Navi Mumbai, Mumbai - 400708, Maharashtra  
Tel No.: +91-22-71444283; Fax No.: +91-22-71412121

CIN: U72100MH2006PLC367638

Email Id: [all\\_cosec@capgemini.com](mailto:all_cosec@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/>

## BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

CP (CAA) 183 (MB) 2022

IN

CA (CAA) 56 (MB) 2022

In the matter of Companies Act, 2013 AND

In the matter of sections 230-232 and other

applicable provisions of the Companies Act, 2013

and rules framed thereunder AND

In the matter of Scheme of Amalgamation between  
Aricent Technologies (Holdings) Limited with  
Capgemini Technology Services India Limited and  
their respective shareholders.

### Aricent Technologies (Holdings) Limited

Incorporated under the Companies Act, 1956

and having its registered office at 3<sup>rd</sup> floor,

A Block, B wing, IT 1 and IT 2 Airoli Knowledge

Park, Thane-Belapur Road, Airoli, Navi Mumbai-

400708, Maharashtra, India.

CIN: U72100MH2006PLC367638.

... Transferor Company

**Capgemini Technology Services India Limited,**

a Company incorporated under the Companies

Act, 1956 and having its registered office at

No 14, Rajiv Gandhi Infotech Park, Hinjawadi,

Phase - II, MIDC-SEZ, Village Man, Taluka Mulshi,

Pune - 411057, Maharashtra, India

CIN: U85110PN1993PLC145950

... Transferee Company

### STATUS OF APPROVAL

Scheme of Amalgamation of Aricent Technologies (Holdings) Limited with Capgemini Technology Services India Limited and their respective shareholders, with an appointed date of 01 October 2021 ("Scheme"), has been approved by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") vide its order dated 23 December 2022, and has been made effective from 28 December 2022 ("Effective Date").

In terms of the Scheme, the Transferee Company is in process of determining the Record Date which shall be fixed at the Board Meeting to be held after the Effective Date.

Pursuant to the sanction of the Scheme, the Transferee Company shall issue and allot equity shares to the shareholders of the Transferor Company (other than the Transferee Company itself), whose names appear in the register of members as on the Record Date. The Transferee Company shall also pay to the shareholders of the Transferor Company in lieu of fractional entitlement, if any, an amount (not of withholding taxes) in cash, equal to the value of such fractional share determined in accordance with the valuation of shares of the Transferee Company.

In view of the above, the equity shares of the Transferee Company shall be issued and allotted in the ratio of 1 (One) equity share of Company of INR 10 each fully paid up for every 17 (Seventeen) equity shares of Transferor Company of INR 10 each fully paid up.

The existing shares of the Transferor Company held by the shareholders, both in electronic form and in the physical form, as on the Effective Date, shall be deemed to be automatically cancelled without any further application, act, instrument or deed for cancellation thereof. The shareholders are not required to surrender the share certificates of the Transferor Company, and shall be directly issued the new shares of Transferee Company and payment for fractional entitlement, if any, in terms of the Scheme, in lieu thereof.

The equity shares to be issued by the Transferee Company shall be issued by the Transferee Company in dematerialized form to the eligible shareholders of the Transferor Company who hold shares in dematerialized form, into the account in which shares of the Transferor Company are held. All those shareholders who hold shares of the Transferor Company in physical form shall also receive the equity shares of the Transferee Company, in dematerialized form, provided the details of their account with the depository participant are intimated in writing to the Transferor Company and/or its registrar in terms of the Scheme.

Proceeds towards fractional entitlement, if any, shall be credited electronically as per bank details available with the Transferor Company. Proceeds towards the fractional entitlement, if any, to shareholders of the Transferor Company whose bank details are not available, shall be dispatched through a demand draft via registered post to the last available address of the shareholder in the records of the Transferor Company.

Shareholders of the Transferor Company who currently hold shares of the Transferor Company in physical mode and have not yet provided the details or want to update their details or those shareholders who wish to update/change the details of their Demat Accounts, are requested to kindly furnish the details of their Demat Account and forward a copy of their Client Master List, evidencing the Demat Account details and a self-attested copy of PAN along with the above mentioned to enable a credit of the relevant shares of the Transferee Company in their Demat Account.

Shareholders who wish to update their bank account details and/or their registered address can furnish the details of their bank account numbers and/or registered address along with details of their shares in the Transferor Company such as Folio No./CPID & Client ID No. along with self-attested copy of PAN.

These details be submitted at the following address by 12<sup>th</sup> January 2023:

M/s KFin Technologies Limited

Address: Karvy Sankam Tower B, Plot No.31-32, Gachibowli, Financial District, Nanaknagar, Hyderabad - 500032

T: +91 40 5716 1590, Email: [shareinfo@kfin.tech](mailto:shareinfo@kfin.tech)

For any clarification, shareholders are requested to please reach out to the Registrar and Share Transfer Agent of the Company, quoting the Folio No. of their shares in the Transferor Company at the address stated above.

Dated this 6<sup>th</sup> day of January 2023.

For Aricent Technologies (Holdings) Limited

Sd/-

Parveen Jain

Company Secretary

