



**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](mailto: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: 1800 570 9960

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**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, pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force read with the General Circular No. 14/2020 dated 08 April 2020, the General Circular No. 17/2020 dated 13 April 2020, the General Circular No. 20/2020 dated 05 May 2020, the General Circular No. 22/2020 dated 15 June 2020, the General Circular No. 33/2020 dated 28 September 2020, the General Circular No. 39/2020 dated 31 December 2020, the General Circular No. 10/2021 dated 23 June 2021, the General Circular No. 20/2021 dated 08 December 2021, the General Circular No. 3/2022 dated 05 May 2022, the General Circular No. 11/2022 dated 28 December 2022, General Circular No. 09/2023 dated 25 September 2023 and General Circular No. 09/2024 dated 19 September 2024, in relation to “*Clarification on the passing of Ordinary and Special resolutions by the companies under the Companies Act, 2013 read with rules made thereunder on account of COVID-19-Extension of timeline-reg.*” issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”) and any other applicable provisions of the Act, Secretarial Standard – II on General Meetings (“**SS-II**”) issued by the Institute of the Company Secretaries of India and other applicable laws, if any, for seeking the approval of the members of Capgemini Technology Services India Limited (the “**Company**”) to transact the business as set out hereunder by passing the Resolutions appended below by way of Postal Ballot mechanism including remote voting by electronic means (“**e-voting**” or “**remote e-voting**”).

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 the consent of the Members of the Company by way of Postal Ballot including through remote e-voting.

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 provided remote e-voting facility for its Members to enable them to cast their votes electronically instead of submitting postal ballot forms, however, for those Members whose e-mail ids are not registered with the Company, nor available with KFin Technologies Limited (“**KFin**”), its Registrar & Share Transfer Agent (“**RTA**”) (formerly known as KFin Technologies Private Limited), the hard copy of this Postal Ballot Notice along with Postal Ballot forms is being sent for this Postal Ballot.

Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent electronically to Members whose email address is registered with the Company/ RTA or the Depository Participant (“**DP**”) and through hard copy at their last known registered addresses, for those whose e-mail ids are not registered or available with the Company/ RTA or the DP.

If a Member fails to provide or update the relevant email ID to the Company/RTA or the DP, the Company has made arrangements for delivering hard copies of the notices at the last registered addresses of the Members. It is hereby clarified that despite this arrangement of sending hard copies of the Notice, the availability of this Notice on the Company's website at <https://www.capgemini.com/in-en/about-us/who-we-are/capgemini-technology-services-india-limited-formerly-known-as-igate-global-solutions-limited/> shall be deemed to be the issuance of this Notice to all the Members whose email IDs are not registered with the Company. The instructions for postal ballot are appended to the Notice.

Please read the instructions in this postal ballot notice for e-voting carefully and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process by 5:00 P.M. IST on Sunday, 26 January 2025. Failing this, it will be strictly considered that no reply has been received from the Member.

The e-voting facility will be available during the following period:

Commencement of the e-voting period	9.00 a.m. IST on Saturday, 28 December 2024
Conclusion of the e-voting period	5.00 p.m. IST on Sunday, 26 January 2025
Cut-off date for eligibility to vote	Friday, 06 December 2024

For voting through physical Postal Ballot Forms, please read the instructions in this postal ballot notice carefully and record your assent (FOR) or dissent (AGAINST) by placing a tick (✓) mark in the appropriate column, and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form i.e., before 5 p.m. on Sunday, 26 January 2025. Failing this, it will be strictly considered that no reply has been received from the Member.

The facility to vote through physical Postal Ballot Forms should be made by the members during the following period:

Period till which duly completed Postal Ballot Form should reach the Scrutinizer	5.00 p.m. IST on Sunday, 26 January 2025
Cut-off date for eligibility to vote	Friday, 06 December 2024

In terms of MCA Circulars, the Company has also made a special arrangement through KFin, for the registration of email addresses. Therefore, those shareholders who have not yet registered their email addresses and wish to do so are requested to get them registered by following the procedure given in the notes to this postal ballot notice.

#### **Scrutinizer for conducting the Postal Ballot**

The Board of Directors, pursuant to Rule 22(5) of the Rules, has appointed Mr. Shailesh Indapurkar of Shailesh Indapurkar & Associates, Practicing Company Secretary, with his office address at Radha Ramkrishna Society, Flat No. 5, 1st Floor, 1626, Sadashiv Peth, Gopal Gayan Samaj Road, Pune 411030, as the Scrutinizer for conducting the postal ballot voting process under the Act fairly and transparently.

After scrutinising the votes, the Scrutinizer will submit his report to the Chief Executive Officer of the Company or a person authorised by the Chief Executive Officer. The results of the Postal Ballot shall be declared as per the statutory timelines. The results and the Scrutinizer's report will also be posted on the Company's website.

If passed by the requisite majority, the Resolutions shall be deemed passed on the last date specified for voting, i.e. Sunday, 26 January 2025.

**Item of Special Business requiring consent of Members through Postal Ballot:**

**Item no. 1**

**APPOINTMENT OF MS. MONA CHERIYAN (DIN: 10479050) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

*To consider and if thought fit, to pass the following resolution as a Special Resolution:*

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended from time to time, Ms. Mona Cheriyan (DIN: 10479050), who is eligible for being appointed and who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 years commencing from 01 March 2025 to 28 February 2030.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or Company Secretary of the Company be and are hereby severally authorised to do all necessary acts, deeds and things which may be usual, expedient or proper to give effect to the above resolution.”

**Item no. 2**

**APPOINTMENT OF MR. B M TAMBAKAD (DIN: 00057709) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

*To consider and if thought fit, to pass the following resolution as a Special Resolution:*

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended from time to time, Mr. B M Tambakad (DIN: 00057709), who is eligible for being appointed and who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 years commencing from 01 March 2025 to 28 February 2030.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or Company Secretary of the Company be and are hereby severally authorised to do all necessary acts, deeds and things which may be usual, expedient or proper to give effect to the above resolution.”

**Item no. 3**

**REAPPOINTMENT OF MR. ASHWIN ASHOK YARDI (DIN: 07799277) AS A WHOLE-TIME DIRECTOR OF THE COMPANY**

*To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:*

**“RESOLVED THAT** pursuant to Sections 152, 160, 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended from time to time and as approved by the Nomination and Remuneration Committee, the consent of the members be and is hereby accorded to reappoint Mr. Ashwin Ashok Yardi (DIN : 07799277) as a Whole-Time Director designated as Chief

Executive Officer of the Company, for a period of 4 years with effect from 04 February 2025 to 03 February 2029, liable to retire by rotation at every Annual General Meeting as per the articles of association of the Company, upon the terms and conditions as set out in the explanatory statement and with liberty to the Board of Directors of the Company (the “Board”) to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Ashwin Ashok Yardi.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or relaxation by the Central Government to Schedule V of the Companies Act, 2013 the Board be and is hereby authorised to vary or increase the remuneration including the perquisites within such prescribed limits or ceiling to give effect to such modification, relaxation or variation without any further reference to the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution.”

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

Armin Billimoria  
Company Secretary  
FCS: 8637

Place: Mumbai  
Date: 09 December 2024

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

**NOTES:**

1. Pursuant to Section 102 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions the Explanatory Statement setting out material facts and reasons for the proposed Special Business is annexed.
2. This Postal Ballot Notice containing instructions is being sent to all the Members of the Company whose names appear on the Register of Members/list of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”, together with NSDL, the “Depositories”) and is available with the Company as on Friday, 06 December 2024 (the “Eligible Members”). The Members who have registered their e-mail IDs for receipt of documents in electronic mode, will be sent the same by e-mail. Voting rights shall be reckoned on the basis of paid-up value of the shares registered in the names of the Members as on Friday, 06 December 2024.
3. Security holders can register an e-mail ID to avail themselves of online services. The holder can register/update the contact details by submitting the requisite ISR 1 form and supporting documents.
  - ISR 1 Form can be obtained by following the link:  
<https://ris.kfintech.com/clientservices/isc/default.aspx>
  - ISR Form(s) and the supporting documents can be provided by any one of the following modes:

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below;  
or  
Name: KFIN Technologies Limited  
Address: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500032
- c) Through electronic mode with e-sign by following the link:  
<https://ris.kfintech.com/clientservices/isc/default.aspx#>
- Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective Depository Participant (s) where the demat account is being held.

4. A member cannot exercise his vote by proxy on a postal ballot.
5. A resolution passed by the Members through Postal Ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Sunday, 26 January 2025.
7. All the documents referred to in the Explanatory Statement will be available for inspection at the Company's Registered Office between 10 a.m. and 5 p.m. Monday through Friday, except for any intervening public holiday. Documents will also be uploaded to the Company's website.
8. This Notice is also hosted on the Company's website and will remain on the website <https://www.capgemini.com/in-en/about-us/who-we-are/capgemini-technology-services-india-limited-formerly-known-as-igate-global-solutions-limited/> and KFin's e-voting website: <https://evoting.kfintech.com> till the date and time for the receipt of the Postal Ballot Forms from the Members elapses.
9. The Members may contact Mr Anandan K, Manager, KFin Technologies Limited, at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and Ms Armin B illimoria, Company Secretary, at [cgcompanysecretary.in@capgemini.com](mailto:cgcompanysecretary.in@capgemini.com) to address the grievances concerning e-voting for Postal Ballot.
10. The voting period commences at 9 a.m. (IST) Saturday, 28 December 2024, and ends at 5 p.m. (IST) on Sunday, 26 January 2025. During this period, the Members of the Company holding shares as of the cut-off date of Friday, 06 December 2024, may cast their vote. Once the member casts a vote on a resolution, the member shall not be allowed to change it subsequently or cast a vote again. Voting shall not be allowed beyond the aforementioned date and time.
11. The Scrutinizer will submit his report to the Chief Executive Officer of the Company or any person duly authorised by him after completing the scrutiny of votes cast. The Chief Executive Officer, any Director, or any other person authorised by the Chief Executive Officer shall declare the Postal Ballot results per the statutory timelines. The results, along with the Scrutinizer's report, will also be posted on the website of the Company, i.e. <https://www.capgemini.com/in-en/about-us/who-we-are/capgemini-technology-services-india-limited-formerly-known-as-igate-global-solutions-limited/>. The Resolution will be taken as passed if the results of the Postal Ballot indicate that the requisite majority of the Members had assented to the Resolution. In addition, as indicated earlier, the results will be published on the notice board at the Company's registered office and the Company's website.

12. A person who is not a member as of the cut-off date should only treat this Notice for information purposes.

13. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, read with the MCA Circulars, the details pertaining to this Postal Ballot will be published in one daily newspaper (English) and one regional daily newspaper (Marathi) widely circulating in Pune.

14. Instructions for e-voting are provided separately and annexed to this Notice.

15. Process and manner for members opting for voting through Postal Ballot:

A Member desirous of exercising his/her vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, 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 Gayan Samaj Road, Pune 411030 so as to reach on or before 5 p.m. on Sunday, 26 January 2025.

i. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his/her absence by the next named Member. In case, if the Postal Ballot Form is signed through a delegate, a copy of power of attorney attested by the Member should be annexed to the Ballot.

ii. The consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick (✓) mark in the appropriate column.

iii. There will be only one Postal Ballot Form for each Folio irrespective of the number of joint Member(s).

iv. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter authorising the signatory to sign the said Form.

v. A Member can request for duplicate Postal Ballot Form by sending an email to the Company on [cgcompanysecretary.in@capgemini.com](mailto:cgcompanysecretary.in@capgemini.com) or the form may also be downloaded from the website 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/>. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form i.e., before 5 p.m. on Sunday, 26 January 2025.

vi. Member(s) are requested not to send any other paper along with the Postal Ballot Form, any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

vii. A Member need not use all the votes, nor needs to cast all the votes in the same way.

viii. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

ix. Member(s) cannot appoint a proxy to exercise their voting powers through Postal Ballot.

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

**Item No. 1 and 2**

Special resolutions are proposed to take shareholders' approval for appointment of Ms. Mona Cheriyan (DIN: 10479050) and Mr. B M Tambakad (DIN: 00057709) as Non-Executive Independent Directors of the Company for a period of 5 years commencing from 01 March 2025 to 28 February 2030.

Ms. Mona Cheriyan (DIN: 10479050), aged 59 years, holds a Bachelor of Arts degree from Osmania University, a Diploma in Hotel Administration and Food Technology from Sophia Polytechnic and an Honors Diploma in Systems Management from NIIT and is an achiever with over 35 years of experience in the area of Human Resource development and management. Ms. Mona Cheriyan has been part of NASSCOM, NHRD and BMA where she has led the 'Women in Leadership' chapters and made significant contributions to developing, nurturing and sustaining women in the corporate workforce. Through various forums, Ms. Mona Cheriyan has helped organizations define diversity and inclusion strategies and successfully integrate the same in their talent acquisition, employee retention and development. Currently, Ms. Mona Cheriyan (DIN: 10479050) serves as a member of the Executive Committee, working in collaboration with the Chairman, the Board of Directors, MDs and CEOs to shape the global growth and direction of the Thomas Cook (India) Group of companies (part of Fairfax Group, Canada) with 6400 employees in 17 countries. Ms. Mona Cheriyan (DIN: 10479050), is a Board of Director of TC Tours Limited. Ms. Mona Cheriyan (DIN: 10479050) is as an Independent Director of Haldyn Glass Ltd. and a member of their Audit Committee, Stakeholder Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee.

Mr. B M Tambakad (DIN: 00057709), aged 60 years, a fellow member of the Institute of Chartered Accountants of India (Membership No. 043550), Co-Founder and Director of Freshtohome Ltd. Freshtohome is an investor backed ecommerce company engaged to D2C business for sale of Sea Food, Poultry and Meat and other clean label products. The Company operates PAN India and has operations in UAE. Mr. B M Tambakad (DIN: 00057709) is actively involved in business operations with overseeing Finance, Legal & Business Strategy. Mr. B M Tambakad (DIN: 00057709) also serves as a Director of Freshtohome Foods Pvt. Ltd and Nominee Director of Support.com India Pvt. Ltd and Mercuri Urval Business Consulting Pvt. Ltd. Mr. B M Tambakad (DIN: 00057709) was also a Co-Founder and Partner of Tambakad & Goil, Chartered Accountants, successfully operated for nearly 3 decades and exited active professional practice by transitioning to another Chartered Accountancy firm.

The Company has received a notice in writing from a Member of the Company proposing the candidatures of Ms. Mona Cheriyan (DIN: 10479050) and Mr. B M Tambakad (DIN: 00057709) for the office of Directors of the Company. The Company has also received from each of Ms. Mona Cheriyan (DIN: 10479050) and Mr. B M Tambakad (DIN: 00057709) (i) consent in writing to act as director in Form DIR-2 of the Rules; and (ii) intimation in Form DIR-8 of the Rules to the effect that they are not disqualified under Section 164(1) and (2) of the Act.

Ms. Mona Cheriyan (DIN: 10479050) and Mr. B M Tambakad (DIN: 00057709) are persons of integrity, possess relevant expertise and vast experience. The Company has also received a declaration from directors in terms of Section 149 of the Act and the Rules, stating that they are qualified to be appointed as an Independent Director of the Company. In the opinion of the Board, both of them fulfil the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and they are independent of the management.

A copy of the draft letter for the appointment of Ms. Mona Cheriyan (DIN: 10479050) and Mr. B M Tambakad (DIN: 00057709) as an Independent Director, setting out the terms and conditions, would be available for inspection without any fee, by the Members at the Registered Office of the Company during normal business hours on any working day (except Saturday, Sunday and public holidays).



Based on the professional skill, knowledge and expertise it is desirable that it will be in the interest of the Company to avail the services of these two Independent Directors.

The Board of Directors accordingly recommends the Special Resolutions as mentioned at item No. 1 and 2 of this Notice for approval of the Members of the Company.

Save and except Ms. Mona Cheriyan (DIN: 10479050) and Mr. B M Tambakad (DIN: 00057709) and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the Special Resolutions set out at Item Nos. 1 and 2 of the Notice.

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

### **Item No. 3**

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has confirmed reappointment of Mr. Ashwin Ashok Yardi (DIN: 07799277) as a Whole-time Directors on the Board of the Company for a period 4 years with effect from 04 February 2025 to 03 February 2029, liable to retire by rotation on an annual basis as per articles of association of the Company.

The Company has received from Mr. Ashwin Ashok Yardi (DIN: 07799277) (i) consent in writing to act as whole-time director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (1) and (2) of Section 164 of the Companies Act, 2013.

The details of remuneration and other terms and conditions and additional information with respect to Mr. Ashwin Ashok Yardi (DIN: 07799277) as required under the secretarial standards is as follows:

#### **Mr. Ashwin Ashok Yardi**

<b><i>Name</i></b>	Mr. Ashwin Ashok Yardi
<b><i>Age</i></b>	56 years
<b><i>Qualifications</i></b>	B.E., M.B.A.
<b><i>Experience</i></b>	31 years
<b><i>Terms &amp; Conditions of appointment/ reappointment</i></b>	As mutually agreed between the Company and Mr. Ashwin Ashok Yardi.
<b><i>Performance Incentive</i></b>	Performance Incentive of such amount including stock options as per the remuneration policy of the group, which have been adopted by the Company.
<b><i>Details of remuneration sought to be paid</i></b>	*In the range of Rs. 3 crores to Rs. 10 crores per annum (with such increments as may be approved by the Board of directors (which includes any Committee thereof) from time to time subject to the limits prescribed under Section 197 of the Act.)



<b><i>Remuneration, if any, last drawn</i></b>	Rs. 34,662,820/- per annum
<b><i>Date of first appointment on the Board</i></b>	04 May 2017
<b><i>Shareholding in the Company</i></b>	NIL
<b><i>Relationship with other directors, managers and other key managerial personnel of the Company</i></b>	Not Applicable
<b><i>No. of meetings of the board attended during the year</i></b>	5
<b><i>Directorship in other companies</i></b>	YuWaah Board
<b><i>Membership / Chairmanship of committees of other boards</i></b>	NIL

\*The amount of remuneration sought to be paid is an indicative figure and is based on performance vis-a-vis certain predefined parameters.

Save and except of Mr. Ashwin Ashok Yardi (DIN: 07799277) and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 3 of the Notice.

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

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

Armin Billimoria  
Company Secretary  
FCS: 8637

Place: Mumbai  
Date: 09 December 2024

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



## 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](mailto: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: 1800 570 9960

### ELECTRONIC VOTING PARTICULARS

<b>EVEN (E-Voting Event Number)</b>
8554

### NOTES/INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

The instructions for e-voting are as follows:

- I. In the case of Individual Shareholders holding securities in demat mode as of the cut-off date may follow the steps mentioned below under “Login method for e-voting” (Step 1).
- II. In the case of Individual Shareholders holding securities in physical mode as of the cut-off date may follow the steps mentioned below under “Login method for e-voting” (Step 2).
- III. The details of the process and manner for e-voting are explained herein below:
  - Step 1: Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.
  - Step 2: Access to KFin e-voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

#### **Details on Step 1 are mentioned below:**

Login method for e-voting for individual shareholders holding securities in demat mode:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under the ‘IDeAS’ section.</li> <li>III. On the new page, enter your User ID and Password. Post successful authentication, click on “Access to e-voting.”</li> <li>IV. Click on the company name or e-voting service provider, and you will be redirected to the e-voting service provider's website to cast a vote during the e-voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register, click on the link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow the steps given in point 1.</li> </ol>

	<p><b>3. Alternatively, by directly accessing the e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>Click on the icon “Login”, which is available under the ‘Shareholder/Member’ section.</li> <li>A new screen will open. You must enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider’s name, i.e. KFin.</li> <li>On successful selection, you will be redirected to the KFin e-voting page to cast your vote during the e-voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing users who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi</li> <li>Login with your registered user id and password.</li> <li>The user will see the e-voting menu. The menu will have links to ESP, i.e. KFintech e-voting portal.</li> <li>Click on the e-voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>The option to register is available at <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> for registering.</li> <li>Proceed with completing the required fields.</li> <li>Follow the steps given in point 1.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide your Demat Account Number and PAN No.</li> <li>System will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>After successful authentication, the user will be provided links for the respective ESP, i.e. <b>KFin Technologies</b>, where the e- voting is in progress.</li> </ol>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>You can also log in using the login credentials of your demat account through your DP registered with NSDL /CDSL for the e-voting facility.</li> <li>Once logged in, you will be able to see the e-voting option. Once you click on the e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see the e-voting feature.</li> <li>Click on options available against the company name or e-voting service provider – <b>KFin</b>, and you will be redirected to the e-voting website of <b>KFin</b> for casting your vote during the e-voting period without any further authentication.</li> </ol>

*Important note: Members who cannot retrieve their User ID / Password are advised to use Forgot User ID and Forgot Password options available at respective websites.*

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to logging in through Depository, i.e. NSDL and CDSL:

Login type	Helpdesk details
Securities held with NSDL	Please contact the NSDL helpdesk by sending a request to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll-free no.: <b>022-24997000</b> or <b>022-48867000</b>
Securities held with CDSL	Please contact the CDSL helpdesk by sending a request to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- a. Launch the internet browser by typing the URL: <https://evoting.kfintech.com/>.
- b. Enter the login credentials, i.e., user id and password, mentioned below this communication. Your Folio No. / DP ID / Client ID will be your user ID.
- c. After entering the details appropriately, click on LOGIN.
- d. You will reach the password change menu, requiring you to change your password mandatorily. The new password shall comprise a minimum of 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details, such as mobile, email, etc., on the first login. You may also enter the secret question and answer of your choice to retrieve your password if you forget it. It is strongly recommended not to share your password with anyone and take utmost care to keep it confidential.
- e. You need to log in again with the new credentials.
- f. On successful login, the system will prompt you to select the EVENT, i.e., Capgemini Technology Services India Limited “Postal Ballot”, and click “Submit”.
- g. On the voting page, enter the number of shares as of the cut-off date, Friday, 06 December 2024, under FOR / AGAINST; alternatively, you may enter partially any number in FOR and partially in AGAINST, but the total number in FOR /AGAINST taken together should not exceed the total shareholding.
- h. Shareholders holding multiple folios / Demat accounts shall undertake the voting process separately for each folio / Demat account.
- i. Cast your vote by selecting an appropriate option and clicking on SUBMIT. A confirmation box will be displayed. Click OK to confirm; else, CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can log in any number of times till they have voted on the resolution.
- j. Corporate/Institutional Shareholders (Corporate/FIs/FIIs/Trust/Mutual Funds/Banks, etc.) are required to email a scan (PDF format) of the relevant board resolution to the Scrutinizer at [indapurkarcs@gmail.com](mailto:indapurkarcs@gmail.com).
- k. Once the shareholder votes on the resolution, he shall not be allowed to change it subsequently.
- l. The Portal will be open for voting from 9 a.m. (IST) Saturday, 28 December 2024, and ends at 5 p.m. (IST) on Sunday, 26 January 2025.

- m. If you have any questions, contact KFin Technologies Limited on Tel No. 1800 309 4001 (toll-free).
- n. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Record Date, i.e. Friday, 06 December 2024.
- o. It is strongly recommended not to share your password with anyone and take utmost care to keep it confidential. Neither the Company nor the Scrutinizer will be responsible for any consequences of you having shared or disclosed the password (whether original or changed) with or to any person, including your inability to access the e-voting platform thereafter or even cast your vote.