



## CAPGEMINI TECHNOLOGY SERVICES INDIA LIMITED

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

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### NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 and 110 of the Companies Act 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)]

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 April 08, 2020, the General Circular No. 17/ 2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, and the General Circular No. 10/2021 dated June 23, 2021, and General Circular No. 3/2022 dated May 05, 2022, in relation to “*Clarification on 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, seeking the approval of the members of Capgemini Technology Services India Limited (the “**Company**”) to transact the special business as set out hereunder by passing the Special Resolution appended below by postal ballot mechanism through the remote e-voting process (“**e-voting**” or “**remote e-voting**”).

The proposed Special Resolution 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 the 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 read the instructions in this Postal Ballot Notice carefully and record your assent (**FOR**) or dissent (**AGAINST**) through the remote e-voting process not later than 5:00 P.M. IST on **September 06, 2022**, failing which it will be strictly considered that no reply has been received from the Member.

In terms of MCA Circulars, the Company has made a special arrangement with KFin Technologies Limited (“KFin”), its Registrar & Share Transfer Agent (formerly known as KFin Technologies Private Limited), for the registration of e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given in notes to this postal ballot notice.

The Company has appointed Mr Shailesh Indapurkar of Shailesh Indapurkar & Associates, Company Secretaries, having his office address at Radha Ramkrishna Society, Flat No. 5, 1st Floor, 1626, Sadashiv Peth, Gopal Gayan Samaj Road, Pune 411 030, as the Scrutinizer for conducting the Postal Ballot voting process under the Act in a fair and transparent manner.

After completion of scrutiny of 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, along with the Scrutinizer’s report, will also be posted on the Company’s websites.

If passed by the requisite majority, the Resolution shall be deemed to have been passed on the last date specified for remote e-voting, i.e. **September 06, 2022**.

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1:**

#### **APPROVAL TO PROVIDE FOR MONEY AND/OR LOAN/FINANCIAL ASSISTANCE TO EMPLOYEES TO SUBSCRIBE TO CAPGEMINI SE EMPLOYEE STOCK OWNERSHIP PLAN, 2022**

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

**“RESOLVED THAT** pursuant to the provisions of section 67 of the Companies Act, 2013 (the “Act”) and other relevant provisions, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Act and the Rules made thereunder, if any (including any amendments or modifications thereto or re-enactment thereof for the time being in force), the Memorandum of Association and Articles of Association of the Company, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force, and subject to the approval by the members by way of Special Resolution, consent of the Board be and is hereby accorded to provide for money and/or to provide for interest-free loan/financial assistance to its employees (other than directors and key managerial personnel), not exceeding 5% of the aggregate of the paid-up share capital and free reserves of the Company, to enable the employees to indirectly purchase Capgemini SE shares through participation in the Employee Share Ownership Plan 2022 (“**CAPGEMINI ESOP 2022**”) of Capgemini SE (the Company’s ultimate parent company incorporated in France).”

**RESOLVED FURTHER THAT** the participation by the employees of the Company in CAPGEMINI ESOP 2022 shall be through the ESOP Leverage P 2022 compartment of the ESOP Capgemini FCPE, set up by Capgemini SE in France for the implementation of CAPGEMINI ESOP 2022.

**RESOLVED FURTHER THAT** to give effect to these resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation of CAPGEMINI ESOP 2022 at any stage without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things, as it may, at its discretion, deem necessary including authorising or directing the appointment of various experts, professionals, or other advisors, being incidental to the effective implementation and administration of CAPGEMINI ESOP 2022, as also to prefer applications, send communications to the appropriate authorities under law, and other

documents required to be filed and to settle all such questions or difficulties whatsoever that may arise and take all necessary steps and decisions in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as also to execute such documents, etc. as may be necessary in this regard and to delegate all or any powers conferred herein to a committee of the Board of Directors with power to further delegate such powers to any executives/officers of the Company.”

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

Armin Billimoria  
Company Secretary

Place Mumbai  
Date: August 02, 2022

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

## NOTES AND INSTRUCTIONS:

1. The Explanatory Statement pursuant to Sections 67 and 102 of the Companies Act, 2013 read together with Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons for the proposed Special Business is annexed.
2. This Postal Ballot Notice containing instructions is being sent by e-mail 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 July 29, 2022 (the “Eligible Members”).
3. In accordance with the MCA Circulars, due to the 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 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 e-mail addresses are not registered. To facilitate that such Members can cast their votes electronically and receive future notices from the Company electronically, the Company has made special arrangements with its Registrar & Transfer Agent, i.e., KFin, to register e-mail addresses in terms of the MCA Circulars. The process for registration of e-mail addresses is as under:
  - (a) In light of the MCA Circulars, Members who have not registered their e-mail address with the Company and in consequence could not receive the remote e-voting notice may temporarily get their e-mail address registered with the KFin by following the procedure given below:

### **Procedure for electronic folios:**

Visit the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> and follow the below steps:

- Select the company name.
- Shareholder to enter DP ID-Client ID/folio no. and PAN.
- Shareholder to enter the e-mail id and mobile no.
- System checks the authenticity of the Client ID and PAN and sends the different One-time Passwords (OTPs) to mobile no. and e-mail id to validate.
- Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process (OTPs will be valid for 5 minutes only).
- System confirms the e-mail id for the limited purpose of services Postal Ballot notice.
- System will send the notice & procedure for e-voting to the e-mail given by the shareholder.

### **Procedure for Physical folios:**

Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> and follow below steps:

- Select company name.
- Shareholder to enter physical folio no. and PAN.
- If PAN No. is not available in the records, the shareholder to enter one of the certificates no.
- Shareholder to enter the e-mail id and mobile no.
- System check the authenticity of the folio no. and PAN/certificate no. and send the different OTPs to mobile no. and e-mail id to validate.

- Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process. (OTPs will be valid for 5 min. Only).
  - If PAN is not available, the system will prompt to upload the duly signed scan copy of the PAN.
  - System confirms the registration of e-mail id.
  - System will send the notice & procedure for e-voting to the “e-mail id” given by the shareholder.
- (b) Post successful registration of the e-mail 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.
- (c) It is clarified that for permanent registration of e-mail addresses, Members are requested to register their e-mail addresses, in respect of electronic holdings with their concerned depository participants and in respect of physical holdings with KFin Technologies 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.
- (d) Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses updated and validated with their depository participants/ KFin to enable the service of notices and documents electronically to their e-mail address.
4. A member cannot exercise his vote by proxy on Postal Ballot. Therefore, all Members are requested to cast their votes only through remote e-voting as per the procedure provided herein.
  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. 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 Company's website 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.kfintech.com> till the last date specified for remote e-voting.
  8. The Members may contact Mr Anandan K, Manager, Kfin Technologies Limited at einward.ris@kfintech.com and Ms Armin Billimoria, Company Secretary, at cgcompanysecretary.in@capgemini.com to address the grievances connected concerning e-voting for Postal Ballot.
  9. The voting period commences from 9 a.m. (IST) on **Monday, August 08, 2022** and ends at 5 p.m. (IST) on **Tuesday, September 06, 2022**. During this period, the Members of the Company, holding shares as of the cut-off date of Friday, July 29, 2022, may cast their vote. Once the member casts a vote on a resolution, the member shall not 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 authorised by him after completing the scrutiny of votes cast. The Chairman or any Director or any other person authorised by the Chairman shall declare the Postal Ballot results as per the statutory timelines. The results, along with the Scrutinizer's report, will also be posted on the 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 Resolution 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 Resolution. In addition, 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. Member shall note that once the vote on a resolution(s) has been cast by the member by the remote e-voting process, they shall not be allowed to change it subsequently or cast a vote again.
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 English national daily newspaper circulating throughout India (in the English language) and one regional daily newspaper widely circulating in Pune (in vernacular language, i.e. Marathi).
14. Instructions for e-voting are provided separately and annexed to this Notice.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE ‘ACT’) FORMING PART OF THE NOTICE SETTING OUT MATERIAL FACTS RELATING TO CAPGEMINI SE EMPLOYEE STOCK OWNERSHIP PLAN 2022 (“CAPGEMINI ESOP 2022”), AND FOR PROVIDING MONEY AND/OR LOAN/FINANCIAL ASSISTANCE TO EMPLOYEES OF THE COMPANY TO SUBSCRIBE TO CAPGEMINI ESOP 2022**

In accordance with Section 102 of the Companies Act, 2013, read with the Rules made thereunder, the following statement contains all the material facts relating to the Special Business, as set out in Resolution no. 1 of this Notice.

**Item No. 1**

Stock plans, including the employee stock ownership plan (“**ESOP**”), have long been recognised internationally as an effective instrument to align the interest of employees with those of a company and its shareholders, providing an opportunity for employees to share the growth of the company, and to create long term wealth in the hands of employees. In addition, it creates a sense of ownership between the company and its employees, paving the way for a unified approach to enhancing overall shareholders’ value. It is, therefore, appropriate to consider the CAPGEMINI ESOP 2022 for the employees of the Company.

**DISCLOSURES/MAIN FEATURES OF CAPGEMINI ESOP 2022 ACCORDING TO THE ACT AND RULES ARE:**

**1. Brief Description of CAPGEMINI ESOP 2022**

Capgemini SE, a company incorporated under the laws of France (hereinafter referred to as “**Capgemini SE**”), at the global group level, has proposed the implementation of CAPGEMINI ESOP 2022 whereby employees of the Capgemini Group will have the right to subscribe to the shares of Capgemini SE, as employees of the Group through the ESOP Leverage P 2022 compartment of the ESOP Capgemini FCPE. Employees will be able to make reservations to CAPGEMINI ESOP 2022 in accordance with the terms of the scheme documentation of CAPGEMINI ESOP 2022.

CAPGEMINI ESOP 2022 will be available in several countries covering a substantial majority of Capgemini Group’s total number of employees. This evolution is due to Capgemini Group’s commitment to associate its employees in the long term with the Group’s development and share performance and maintain a high level of employee shareholding ownership in Capgemini.

Capgemini SE, being the ultimate parent company of your Company, will provide an opportunity to the employees to subscribe to the shares of Capgemini SE, which is listed on the Euronext Paris stock exchange.

CAPGEMINI ESOP 2022 provides for purchasing units in the ESOP Leverage P 2022 compartment of the ESOP Capgemini FCPE, which will invest in Capgemini SE shares. Employees will be issued units of the FCPE corresponding to the amount they subscribe to. The offering of shares to FCPE will be pursuant to a share capital increase by Capgemini SE reserved for the employees of the Capgemini Group.

Detailed particulars of benefits which will accrue to the participating employees from the implementation of CAPGEMINI ESOP 2022: CAPGEMINI ESOP 2022 will offer employees: (a) a discount of 12.5% on the reference price of Capgemini SE share, (b) guarantee on the personal investment in euro by the employee, and (c) Leverage mechanism effect at the end of the holding period or earlier in case of an early release event. Further details are stated in the scheme documentation.

Under CAPGEMINI ESOP 2022, as is the case with other Indian participating Capgemini Group companies, your Company will provide money and/or loan/financial assistance to the employees to subscribe to Capgemini SE shares. However, according to Section 67(3) of the Companies Act, 2013, no public company shall give, whether directly or indirectly and whether through a loan, guarantee, the provision of security or otherwise, any financial assistance for, or in connection with, purchase or subscription made or to be made, by any person of or for any shares in the company or in its holding company unless *inter alia* the same is approved by the Company through a special resolution.

2. **Class of Employees for whose benefit CAPGEMINI ESOP 2022 is being implemented; Loan/finance facility/assistance being provided to employees to subscribe to shares; Other related matters**

- 2.1 **Eligible Employees.** All employees of your Company are eligible to participate in CAPGEMINI ESOP 2022 provided they have completed the stipulated employment period as set out in the scheme documentation of CAPGEMINI ESOP 2022. However, the loan assistance for subscribing to the shares under Capgemini ESOP 2022 shall not be available to the Company's directors or key managerial personnel.
- 2.2 **Reservation/Revocation Periods.** Details of the reservation/subscription period are stated in the scheme documentation of CAPGEMINI ESOP 2022. All eligible employees who want to participate shall submit their subscription orders within the timeline as specified therein. Employees would have the right to revoke their subscription orders during the revocation period. Upon expiration of the revocation period, outstanding orders of employees will become final and binding.
- 2.3 **Subscription Price or Pricing Formula.** Firstly, a reference price will be calculated based on an average price of the Capgemini SE share traded at the Euronext Paris stock exchange over 20 consecutive trading days (tentatively from October 06 to November 02, 2022). Once the reference price is known, the subscription price will be equal to the reference price, less a 12.5% discount. Capgemini SE will announce the subscription price on or around November 03, 2022.
- 2.4 **Subscription Limits.** During the reservation/subscription period, employees will be able to submit their subscription orders to subscribe to the Capgemini SE shares for a maximum of 2.5% of their estimated gross annual salary for 2022. If the employees were unable to subscribe during the reservation/subscription period, they might still subscribe during the subscription/revocation period, wherein the subscription order shall be limited to 0.25% of the employee's estimated annual gross salary for 2022. The minimum subscription amount is **INR 8,500**. In any event, the total value of shares to be subscribed by the Company's employees along with the money and/or loan/financial assistance provided by the Company will not exceed 5% of the aggregate of paid-up share capital and free reserve of the Company.
- 2.5 **Payment Methods.** Employees may subscribe by the following two payment methods: (a) deduction by single disbursement from their monthly salary for December 2022, or (b) by availing of the finance facility/assistance offered by your Company and repayment thereof in four (4) equal monthly instalments deducted from the employee's salary commencing December 2022. The choice of the payment method will need to be indicated by employees in the reservation/subscription form.
- 2.6 **Amount of loan/financial assistance to employees for subscription, tenure, repayment terms, etc.** Upon specific employee request, your Company will offer a loan/financial facility/assistance for the total subscription price. Such financing, if opted for, would be in the form of a short-term 'interest-free' loan, which would be repayable/ recoverable from the employee over a period of four (4) months through equal monthly payroll deductions.
- 2.7 **Lock-Up Period.** Under CAPGEMINI ESOP 2022, employees' investment will be subject to a 5-year lock-up period during which employees will not be able to redeem their investment in the FCPE, except in certain early release events.

3. **Dividends**

Employees will not receive any dividends under CAPGEMINI ESOP 2022.

4. **Whether the Scheme is to be implemented and administered through a Trust**

Employees' shares will be subscribed to and held on their behalf by a collective shareholding vehicle, known as ESOP Leverage P 2022 compartment of the ESOP Capgemini FCPE (FCPE), which is regulated by the Autorité des Marchés Financiers ("AMF") vehicle created in 2009 aimed at enabling employees to own shares of their

company collectively. An external professional company, Amundi, will manage it subject to AMF control, acting on behalf of and in the interest of employee unitholders. CACEIS Bank will be entrusted with the assets of the FCPE, which is independent of and unaffiliated with Capgemini SE. Such FCPEs are commonly used in France for the custody of shares held by employee-investors. The subscription to Capgemini SE shares will be made by the FCPE, acting on employees' behalf. Employees will be issued units of the FCPE corresponding to the amount of their subscription. FCPE will, in turn, subscribe to Capgemini SE shares and hold them on behalf of the subscribing employees. For each amount invested corresponding to the subscription price of one share, employees will receive one unit of the FCPE. The units of FCPE will not be listed on a stock exchange and are not transferable to a third party. The units can be redeemed only in the manner provided under CAPGEMINI ESOP 2022.

5. **Details about who would exercise and how the voting rights in respect of the units/ shares to be purchased or subscribed under CAPGEMINI ESOP 2022 would be exercised**

The Supervisory Board of the FCPE will exercise voting rights attached to Capgemini SE shares on behalf of the employees.

6. **Valuation, Disclosure and Accounting Policies**

Your Company will comply with all the requirements of valuation, disclosure and accounting policies as applicable under the existing laws and as amended from time to time.

7. **Particulars of CAPGEMINI ESOP 2022 trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel**

The concept of Trust/Trustee does not exist under the French Law; Hence, details of the depository are being furnished.

Name and address of Depository: CACEIS Bank, 1-3, place Valhubert - 75013 Paris, France.

Name of the trustees, address, occupation, nationality: Not Applicable

Relationship of Depository with promoters, KMP and promoters: CACEIS Bank is an independent company and unaffiliated with Capgemini SE.

None of the employees of your Company is or would be associated as a depository of the ESOP Leverage P 2022 compartment of the ESOP Capgemini FCPE. None of the depository/managing persons of the ESOP Leverage P 2022 compartment of the ESOP Capgemini FCPE is disqualified as stated in Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014.

8. **Any interest of key managerial personnel, directors or promoters in CAPGEMINI ESOP 2022 or Trust and effect thereof**

None of the directors, key managerial personnel of the Company and their relatives is concerned or interested, in these resolutions, except to the extent of their respective shareholdings, if any, in Capgemini SE under any of the previous ESOP plans and/or the number of units/shares which they may agree to subscribe pursuant to CAPGEMINI ESOP 2022.

According to Section 67 of the Companies Act, 2013, CAPGEMINI ESOP 2022 requires approval of the shareholders by special resolution to provide money and/or loan/financial assistance to employees to subscribe to CAPGEMINI ESOP 2022, which is proposed in item no. 1 of this Notice.

Relevant disclosures, as required under Section 67 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, are covered by the aforesaid Explanatory Statement.

The complete scheme documentation (Employee Information Brochure, the Key Investor Information Document (“KIID”) “ESOP Leverage P 2022” compartment of the “ESOP CAPGEMINI” FCPE) is available at the registered office and on the website of the Company for inspection of the Members.

None of the Directors, key managerial personnel of the Company and their relatives are concerned or interested, in the resolution, except to the extent of their respective shareholding, if any, in Capgemini SE under any of the previous ESOPs and number of units/shares which they may agree to subscribe pursuant to CAPGEMINI ESOP 2022.

The Board recommends the special resolution set out in item No. 1 of the Notice for approval by Shareholders through Postal ballot.

This Notice does not constitute an offer or invitation or solicitation of an offer of securities to the Members of the Company or public within or outside India other than as set out in the documentation for CAPGEMINI ESOP 2022.

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

Armin Billimoria  
Company Secretary

Place: Mumbai  
Date: August 02, 2022

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

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

**ELECTRONIC VOTING PARTICULARS**

<b>EVEN (E-Voting Event Number)</b>
<b>6800</b>

**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 on the cut-off date may follow the steps mentioned below under “Login method for remote e-Voting” (Step 1).
- II. In 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 remote e-Voting” (Step 2).
- III. The details of the process and manner for remote 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 Tech 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 remote 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> <ul style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ul> <p><b>2. User not registered for IDeAS e-Services</b></p> <ul style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ul>

	<p>III. Proceed with completing the required fields.  IV. Follow steps given in points 1.</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a>  II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.  III. A new screen will open. You will have to 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.  IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech.  V. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>  II. Click on New System Myeasi  III. Login with your registered user id and password.  IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.  V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>  II. Proceed with completing the required fields.  III. Follow the steps given in point 1.</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>  II. Provide your demat Account Number and PAN No.  III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.  IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>KFIN Technologies</b> where the e- Voting is in progress.</p>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.  II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.  III. Click on options available against company name or e-Voting service provider – <b>KfinTech</b> and you will be redirected to e-Voting website of <b>KfinTech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>

*Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.*

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

<b>Login type</b>	<b>Helpdesk details</b>
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <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 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, wherein you are required to change your password mandatorily. The new password shall comprise of minimum 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 like mobile, e-mail 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 any other person and take utmost care to keep your password 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 on "Submit".
- g. On the voting page, enter the number of shares as on the cut-off date, July 29, 2022, 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 e-mail scan (PDF format) of the relevant Board Resolution to the Scrutinizer at [indapurkarcs@gmail.com](mailto:indapurkarcs@gmail.com).
- k. Once the shareholder casts a vote 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) Monday, August 08, 2022 and ends at 5 p.m. (IST) on Tuesday, September 06, 2022.

- m. In case of any queries, you may contact Kfin Technologies Limited at 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. July 29, 2022.
- o. It is strongly recommended not to share your password with any other person 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.