

**SHAILESH INDAPURKAR & ASSOCIATES  
COMPANY SECRETARIES**

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**SCRUTINIZER'S REPORT FOR E-VOTING & INSTAPOLL (CONSOLIDATED) FOR CAPGEMINI TECHNOLOGY SERVICES INDIA LIMITED**

[Pursuant to Section 108, Section 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Amendment Rules, 2014 read with General Circulars issued by the Ministry of Corporate Affairs (the "MCA Circulars") with respect to conduct of general meeting through video conferencing (VC) or other audio visual means (OAVM)]

To,  
The Chairman of,  
31<sup>st</sup> Annual General Meeting ('AGM')  
Of the equity shareholders of  
**CAPGEMINI TECHNOLOGY SERVICES INDIA LIMITED ('the Company')**  
(CIN: U85110PN1993PLC145950)  
Held on **Thursday, 26<sup>th</sup> September 2024 at 3.00 pm**  
Address: Plot No.14, Rajiv Gandhi Infotech Park, Hinjawadi,  
Phase III, MIDC-SEZ, Village Man, Taluka Mulshi,  
Pune - 411 057

**Subject: Passing of resolution through remote e-voting and insta poll conducted at 31<sup>st</sup> AGM of the Company**

Dear Sir,

**I, Shailesh Indapurkar, Proprietor of Shailesh Indapurkar & Associates, Company Secretaries, Pune**, have been appointed as the Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the, 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) Amendment Rules, 2014 and voting during AGM through Instapoll as the AGM 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 resolutions contained in the notice of 31<sup>st</sup> AGM dated 26<sup>th</sup> August 2024.

The Management of the Company was responsible to ensure the compliance with the requirements of the Act and rules relating to e-voting and insta poll voting. Our responsibility as scrutinizer for the e-voting for resolutions restricted to make a `Scrutinizers Report` of the votes cast as "assent" or "dissent" / "for" or "against" for the resolution as stated in the notice of 31<sup>st</sup> Annual General 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 e-voting and on voting through Instapoll process conducted at the AGM.

In this connection, we submit hereunder the Scrutinizer's Report on the results of voting, through e-voting;

- i. The Members of the Company as on "Cut-off" date i.e. Thursday, 19<sup>th</sup> September 2024 were entitled to vote on the proposed resolution set out in the notice of 31<sup>th</sup> Annual General meeting of the Company.
- ii. KFin has, on 31<sup>st</sup> August, 2024 transmitted the notice of AGM through email to its members whose names appeared on the Register of Members, as on 23<sup>rd</sup> August, 2024.
- iii. The Ministry of Corporate Affairs (MCA) vide its Circular no. 9 dated September 25, 2023, Circular No 10 dated December 28,2022 read with Circular dated May 05, 2022,May 5, 2020, April 8, 2020, April 13, 2020, June 15,2020, September 28, 2020, December 31, 2020, January 13, 2021, June 23, 2021, December 8, 2021 (collectively referred to as "Circulars"), has further allowed companies whose Annual General Meeting is due in the year 2024 to hold their Annual General Meeting through Video Conferencing or Other Audio Visual Means without the physical presence of the members at a common venue.
- iv. The remote e-voting period remained open from **Monday, 23 September 2024 at 9.00 a.m. to Wednesday, 25 September 2024 at 5.00 p.m. (both days inclusive).**
- v. At the end of e-voting period on Wednesday, 25<sup>th</sup> September 2024 at (05:00 P.M) voting portal of the agency (KFin) was disabled forthwith.
- vi. The votes cast by E-voting process (remote e-voting) were unblocked on, Thursday, 26<sup>th</sup> September 2024 at around 5.00 P.M. in the presence of two witnesses viz. Sateesh Nirgudkar and Dattatraya More who are not in the employment of the Company.
- vii. Thereafter, the details containing, inter alia, list of members who assented or dissented / voted for or against on resolution that was put to vote was generated from the e-voting website of KFin i.e. <https://evoting.kfintech.com>.

- viii. Instapoll system was available during the AGM at the given time slot and facility of voting through Instapoll was provided by KFin. The results of the E voting and instapoll as under:

Sr. No.	Resolution	Mode of Voting	Ballots		Favour			Against			Invalid		Abstain		Less Voted
			Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1	<p>Item-1 A. To consider and adopt: the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2024 together with the Reports of the Board of Directors and the Auditor thereon; and</p> <p>B. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2024 together with the Report of the Auditor therein.</p>	Remote e-voting	48	59003305	46	59003289	-	2	16	-	-	-	-	-	-
		Insta Poll	15	15	14	14	-	1	1	-	-	-	-	-	-
		Total	63	59003320	60	59003303	100	3	17	-	-	-	-	-	-

Sr. No.	Resolution	Mode of Voting	Ballots		Favour			Against			Invalid		Abstain		Less Voted
			Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
2	Item-2. To declare a final dividend on equity shares for the Financial Year 2023-24.	Remote e-voting	48	59003305	48	59003305	-	-	-	-	-	-	-	-	-
		Insta Poll	15	15	14	14	-	1	1	-	-	-	-	-	-
		<b>Total</b>	<b>63</b>	<b>59003320</b>	<b>62</b>	<b>59003319</b>	<b>100</b>	<b>1</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	

Sr. No.	Resolution	Mode of Voting	Ballots		Favour			Against			Invalid		Abstain		Less Voted
			Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
3	Item-3. To appoint a Director in place of Mr. Ashwin Yardi (DIN: 07799277), Wholetime Director and Chief Executive Officer who retires as per article 14 (8) (a) of the Articles of Association of the Company at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.	Remote e-voting	48	59003305	44	59003271	-	4	34	-	-	-	-	-	-
		Insta Poll	15	15	14	14	-	1	1	-	-	-	-	-	-
		Total	63	59003320	62	59003285	100	5	35	-	-	-			-

Sr. No.	Resolution	Mode of Voting	Ballots		Favour			Against			Invalid		Abstain		Less Voted
			Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
4	Item-4 To appoint a Director in place of Ms. Aruna Jayanthi (DIN: 00817860), Non-Executive Director who retires as per article 14 (8) (a) of the Articles of Association of the Company at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.	Remote e-voting	48	59003305	45	59003285	-	3	20	0	-	-	-	-	-
		Insta Poll	15	15	14	14	-	1	1	-	-	-	-	-	-
		Total	63	59003320	59	59003299	100	4	21	-	-	-	-	-	-

Sr. No.	Resolution	Mode of Voting	Ballots		Favour			Against			Invalid		Abstain		Less Voted
			Ballots	Votes	Ballo ts	Votes	%	Ballot s	Vot es	%	Ballot s	Vote s	Ballo ts	Vot es	
5	Item-5 To appoint a Director in place of Mr. Paul Hermelin (DIN: 07887276), Non-Executive Director who retires as per article 14 (8) (a) of the Articles of Association of the Company at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.	Remote e-voting	48	59003305	45	59003285	-	3	20	0	-	-	-	-	-
		Insta Poll	15	15	14	14	-	1	1	-	-	-	-	-	-
		Total	63	59003320	59	59003299	100	4	21	-	-	-	-	-	

Sr. No.	Resolution	Mode of Voting	Ballots		Favour			Against			Invalid		Abstain		Less Voted
			Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
6	Item-6 To appoint a Director in place of Mr. Aiman Ezzat (DIN: 08973737), Non-Executive Director who retires as per article 14 (8) (a) of the Articles of Association of the Company at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.	Remote e-voting	48	59003305	45	59003285	-	3	20	0	-	-	-	-	-
		Insta Poll	15	15	14	14	-	1	1	-	-	-	-	-	-
		Total		63	59003320	59	59003299	100	4	21	-	-	-	-	-



Sr. No.	Resolution	Mode of Voting	Ballots		Favour			Against			Invalid		Abstain		Less Voted
			Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
7	Item-7 To appoint a Director in place of Ms. Maria Pernas (DIN: 09283566), Non-Executive Director who retires as per article 14 (8) (a) of the Articles of Association of the Company at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.	Remote e-voting	48	59003305	45	59003285	-	3	20	0	-	-	-	-	-
		Insta Poll	15	15	14	14	-	1	1	-	-	-	-	-	-
		Total	63	59003320	59	59003299	100	4	21	-	-	-	-	-	-

Sr. No.	Resolution	Mode of Voting	Ballots		Favour			Against			Invalid		Abstain		Less Voted
			Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
8	Item-8 To appoint a Director in place of Ms. Shobha Meera (DIN: 09512374), Non-Executive Director who retires as per article 14 (8) (a) of the Articles of Association of the Company at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.	Remote e-voting	48	59003305	45	59003285	-	3	20	0	-	-	-	-	-
		Insta Poll	15	15	14	14	-	1	1	-	-	-	-	-	-
		Total	63	59003320	59	59003299	100	4	21	-	-	-	-	-	-

Sr. No.	Resolution	Mode of Voting	Ballots		Favour			Against			Invalid		Abstain		Less Voted
			Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
9	Item-9 To appoint a Director in place of Ms. Anne Lebel (DIN: 10055907), Non-Executive Director who retires as per article 14 (8) (a) of the Articles of Association of the Company at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.	Remote e-voting	48	59003305	45	59003285	-	3	20	0	-	-	-	-	-
		Insta Poll	15	15	14	14	-	1	1	-	-	-	-	-	-
		Total	63	59003320	59	59003299	100	4	21	-	-	-	-	-	-

## **RESULT**

The results of remote e-voting and voting by Insta poll conducted at 31<sup>st</sup> AGM 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 31<sup>st</sup> AGM of the Company or any other person authorized in this behalf for preserving safely after the said Chairman considers, approves and signs, the Minutes of the AGM.

Thanking you,

Yours sincerely,

**CS Shailesh Indapurkar**  
**Company Secretary**  
**ACS: 17306 CP: 5701**  
**UDIN: A017306F001347734**  
**Date: 27<sup>th</sup> September 2024**  
**Place: Pune**

**For CAPGEMINI TECHNOLOGY SERVICES INDIA LIMITED**

**Ashwin Yardi**  
**Whole-time Director & CEO**  
**Date: 27<sup>th</sup> September 2024**  
**Place: Mumbai**