



Capgemini Technology Services India Limited
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EXTRACT OF MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF CAPGEMINI TECHNOLOGY SERVICES INDIA LIMITED HELD ON MONDAY, 10TH JANUARY, 2022 AT 5:30 P.M. THROUGH VIDEO CONFERENCE AND DEEMED LOCATION OF THE MEETING WAS AIROLI, NAVI MUMBAI

“RESOLVED THAT pursuant to the provisions of Section 179, Sections 230 to 233 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 (including any modification(s) or re-enactment thereof for the time being in force, other applicable rules (if any), enabling provisions in the memorandum of association and the articles of association of the Company and subject to requisite approvals, consents and sanctions of the National Company Law Tribunal and/ or other regulatory authorities, if any, members and creditors (if required) and such other parties as may be necessary, the approval of the Board be and is hereby accorded to the Scheme of Amalgamation of Aricent Technologies (Holdings) Limited (“**ATHL**”) with the Company i.e. Capgemini Technology Services India Limited and their respective shareholders (“**Scheme**”).”

“RESOLVED FURTHER THAT the draft of the Scheme circulated before the meeting be and is hereby approved and Mr. Uma Chandra Sekhar Bondada, Vice President and Ms. Armin Billimoria, Company Secretary be and are hereby severally authorized to finalize the Scheme with the legal consultants on the basis of broad terms approved by the Board.”

“RESOLVED FURTHER THAT for the purpose of amalgamation of ATHL into the Company, based on the valuation reports of SSPA & Co., Chartered Accountant and KPMG Valuation Services LLP, being the valuers appointed for the purpose of the Scheme, the following share exchange ratio based on the higher valuation of the two is approved as under:

1 equity share of Rs. 10 each, credited as fully paid up of the Transferee Company to be issued for every 17 equity shares of Rs. 10 each held by the shareholders (other than the Transferee Company itself) in the Transferor Company.”

“RESOLVED FURTHER THAT any one of the Directors or any one of the following officers of the Company viz., Ms. Armin Billimoria, Company Secretary and Mr. Uma Chandra Sekhar Bondada, Vice President, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds and things as may be considered necessary and expedient in relation thereto.”

“RESOLVED FURTHER THAT the draft of the Scheme be and is hereby approved with effect from the “Appointed Date” i.e. 1st October, 2021 or such other date as may be determined by the Board of Directors of the Company or National Company Law Tribunal and/ or any other regulatory authorities.”

“RESOLVED FURTHER THAT the draft of the unaudited financial statement for the period ended 30th September, 2021 tabled before the meeting and initialed by Mr. Ashwin Yardi, Wholetime Director and Chief Executive Officer for the purposes of identification, be and is hereby approved for filing along with the Scheme of Amalgamation.”



“RESOLVED FURTHER THAT any one of the Directors or any one of the following authorised signatories of the Company viz., Ms. Armin Billimoria, Company Secretary and Mr. Uma Chandra Sekhar Bondada, Vice President, be and are hereby authorized jointly and severally to represent the Company before the National Company Law Tribunal and such other authorities or bodies as necessary to complete the amalgamation, to sign and execute the Scheme, petition, application(s), undertaking(s), affidavits and other documents and proceedings and make such alterations/modifications as may be considered necessary or desirable for settling any question or doubt or difficulty that may arise or as may be required by any Tribunal or authority for implementing and/or carrying out the Scheme and getting the same approved by any and all authorities.”

“RESOLVED FURTHER THAT any one of the Directors or any one of the following authorised signatories of the Company viz., Ms. Armin Billimoria, Company Secretary and Mr. Uma Chandra Sekhar Bondada, Vice President, be and are hereby severally authorised on behalf of the Company to:

- a. file applications with the jurisdictional National Company Law Tribunal and any other authority or body as may be necessary and seeking directions including for holding the meetings of the shareholders and/or creditors in physical or video conference or through postal ballot, if required, of the Company and/or for seeking dispensation from convening the said meetings;
- b. subject to the directions of the National Company Law Tribunal, conduct the meetings of the shareholders and/or the creditors, as the case may be, draft, finalise, sign and send the notices together with explanatory statement thereto and perform all such other activities in relation to such meeting if the National Company Law Tribunal does not dispense the respective meetings;
- c. sign and file petitions/applications and affidavits for sanction of the Scheme;
- d. accept service of notices or other processes which may from time to time be issued in connection with the aforesaid matter;
- e. appoint Advisors, Accountants, Auditors or such other persons or agencies as may be required in relation to or in connection with the Scheme on such terms and conditions, including their fees or remuneration as they may deem fit and issue letters of appointment and authority letters in this regard;
- f. engage Solicitors, Advocates and if considered necessary, also engage services of counsel(s) to appear, attend, declare and/or file all pleadings, reports and sign and issue public advertisements and notices on such terms and conditions as they may deem fit and issue authority letters in this regard;
- g. engage valuers, experts or any other persons for the implementation of the Scheme, if required;
- h. obtain approvals from such other authorities and parties including the shareholders as may be considered necessary, to give effect to the Scheme;
- i. file petitions for sanctioning of the Scheme before the National Company Law Tribunal and/or any other forms as may be necessary under the provisions of Sections 230 to 233 of the Companies Act, 2013 including any re-enactment or amendment thereof in force for the time being;
- j. for the above purposes, sign, declare and file on behalf of the Company all necessary documents including, but not limited to, authorizations, vakalatnamas, affidavits, pleadings, reports and issue public advertisements and notices;



- k. verify, sign, deal swear, affirm, declare, deliver, execute, make, enter into, acknowledge, record and perfect all deeds, declarations, instruments, affidavits, applications, petitions, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient and all manner of documents, petitions, affidavits, vakalatnamas, summons and applications in relation to the Scheme or delegate such authority to another person;
- l. sign and issue such consent letters as may be required for the purpose of granting consent of the Company as a shareholder and / or as a creditor of ATHL to the Scheme;
- m. to attend the NCLT convened ATHL's shareholders and/ or creditor meeting as a corporate representative under the Companies Act, 2013 and vote assenting to the Scheme;
- n. liaise, coordinate and obtain approvals from government authorities and other parties (including creditors, if any), as may be considered necessary;
- o. pay duties, charges, fees and such other taxes as may be necessary;
- p. produce all documents, matters or other evidence in connection with the matters aforesaid in all and any of the proceedings relating to the Scheme and incidental thereto or arising thereat;
- q. settle any question or difficulty that may arise with regard to the implementation of the Scheme;
- r. certify any document(s) as a true copy of the original;
- s. revoke, cancel and declare the Scheme of no effect if the Company is of the view that the coming into effect of the Scheme could have any adverse implications;
- t. carry out or assent to any modifications/ amendments to the Scheme as may be expedient or necessary or to any conditions or limitations, which the Tribunal and/ or any other authority may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate;
- u. interact, co-ordinate, make necessary applications/filings (including appropriate responses to observations), give any oral or written consents to the Registrar of Companies, Regional Director, Ministry of Corporate Affairs, Official Liquidator, Reserve Bank of India, as the case may be, and all other statutory authorities, with regard to the same or delegating such authority to another person;
- v. delegate all such powers and authorities to any other employee / representative of the Company, as may be deemed necessary in this regard, to give effect to this resolution; and
- w. do all such acts, deeds and things as may be considered necessary and expedient in relation thereto.

“RESOLVED FURTHER THAT subject to the directions of the NCLT, the Company does appoint any one of the Directors or such other person as may be directed by the NCLT as Chairperson of the NCLT convened meetings of the shareholders and/ or creditors of the Company in relation to the Scheme.”

“RESOLVED FURTHER THAT pursuant to section 110 and other applicable provision of the Companies Act, 2013 read with applicable rules, approval of the board be and is hereby accorded to conduct a e-voting/ postal ballot to seek the approval of the members/ shareholders of the Company for the approval of the Scheme if directed by the NCLT.”



“RESOLVED FURTHER THAT Mr. Shailesh Indapurkar, (ACS 17306), Practicing Company Secretary be and is hereby appointed to act as the Scrutinizer in the meetings that may be held by the Company pursuant to the directions of the Tribunal for the purposes of approving the Scheme with the primary function being to scrutinize the poll process, votes cast on the poll and to submit a report thereon to the chairperson.”

“RESOLVED FURTHER THAT the common seal of the Company, if any be affixed to the relevant documents wherever deemed necessary in the presence of any one of the Directors or authorized representative of the Company.”

“RESOLVED FURTHER THAT copies of the foregoing resolutions certified to be true by any one of the abovementioned authorised persons be furnished to all concerned as may be necessary and they be requested to act thereon.”

**CERTIFIED TRUE COPY
For Capgemini Technology Services India Limited**

**Armin Billimoria
Company Secretary**