



TRANSCRIPT OF THE PROCEEDINGS OF THE 29TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF CAPGEMINI TECHNOLOGY SERVICES INDIA LIMITED (“THE COMPANY”) HELD ON TUESDAY, 27TH SEPTEMBER, 2022 AT 3:00 P.M. THROUGH VIDEO-CONFERENCE (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”)

Participants

Mr. Ashwin Yardi - Wholetime Director and Chief Executive Officer

Mr. Ramaswamy Rajaraman - Independent Director

Mrs. Kalpana Rao - Independent Director

Mr. Sujit Sircar - Chief Financial Officer

Mrs. Armin Billimoria - Company Secretary

Other Key Executives, Senior Management, Statutory Auditors, Secretarial Auditor and Shareholders

At 3:00 PM the Meeting commenced and welcome address by Ms. Armin Billimoria, Company Secretary

It gives me immense pleasure to welcoming all of you at the 29th Annual General Meeting, I hope all of you are healthy, safe and secure. On behalf of the Board of Directors, I want to thank you for taking the time out to join us today. The Ministry of Corporate Affairs has allowed holding of the Annual General Meetings of the Company via Video Conferencing(VC) or Other Audio-Video Mode(OAVM) without physical presence of the Members at a common venue. This is pursuant to the circulars issued by Ministry of Corporate Affairs from time to time.

Mr. Ashwin Yardi, Whole Time Director and India CEO, of the Company has joined the meeting from Mumbai and is elected as the Chairman of the meeting as per Article of Association of the Company. Also present at the Meeting are Mr. Ramaswamy Rajaraman, Independent Director and Chairman of Audit Committee and Stakeholders Relationship Committee and member of Nomination and Remuneration Committee and Corporate Social Responsibility Committee from Bangalore, Mrs. Kalpana Rao, Independent Director and Chairperson of Nomination and Remuneration Committee and Corporate Social Responsibility Committee and member of Audit Committee and Stakeholders Relationship Committee from Bangalore and Mr. Sujit Sircar, Chief Financial Officer from Bangalore.

We also have key executives and senior management joining from their respective locations. Representatives of Price Waterhouse Chartered Accountants LLP, Statutory auditors, and Mr. Kaushik Jhaveri from Kaushik M Jhaveri & Co., Secretarial auditor - have also joined this meeting through their respective locations.

Your Company has appointed Mr. Shailesh Indapurkar to act as scrutinizer for this meeting and to supervise the e-voting process and his report will be uploaded on the Company's website.

The moderator for this meeting is from Kfin Technologies Limited.

Mr. Aiman Ezzat, Mr. Paul Hermelin, Ms. Maria Pernas and Mr. Hubert Giraud, Ms. Aruna Jayanthi, Non-Executive Directors and Ms. Shobha Meera, Additional Director unable to join us today due to personal reasons but have conveyed their good wishes to all members and stakeholders.

In accordance with the provisions of Companies Act, 2013 and MCA Circulars, AGM is being held through Video Conference using Kfin Technologies Limited's e-meeting platform. I thank them for facilitating this meeting. The deemed location for the meeting is the registered office of the Company situated at No. 14, Rajiv Gandhi Infotech Park, Hinjawadi Phase III, MIDC – SEZ, Village Man, Taluka Mulshi, Pune – 411057 Maharashtra.

Since this AGM is being held through Video Conference pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by members was not applicable and hence the proxy register for inspection is not available.

All shareholders present at the meeting will be on mute. The Company has received requests from few members to register them as speakers at the meeting. Accordingly, the floor will be open for these members to ask questions or express their views. The moderator will facilitate this session once floor is opened for questions and answers. Members can also post their views or questions on the "Ask a question" tab on their video conference screens.

The Company had provided the facility to cast the votes electronically, on all resolutions set forth in the Notice. The e-voting facility was kept open for a period of three days from 9:00 AM on Saturday, 24th September, 2022 upto 5:00 PM on Monday, 26th September, 2022. Members who have not cast their votes yet electronically and who are participating in this meeting will have an opportunity to cast their votes during the meeting through the e-voting system provided by Company's Registrar and Share Transfer Agent, Kfin Technologies Limited. Voting platform will remain open for 15 minutes after the conclusion of the meeting to facilitate shareholders.

Members are requested to refer to the instructions provided in the notice or appearing on the video conference page for a seamless participation through video conference. In case members face any difficulty, they may reach out on the helpline numbers.

All registers / records which are normally available for member's inspection during the AGM maintained under the Section 170 & 189 of the Companies Act are all uploaded on Kfin Technologies Limited's website <https://emeetings.kfintech.com/> and are available for member's inspection during the meeting on Kfin Technologies Limited's website <https://emeetings.kfintech.com/>.

The Notice of this Meeting dated 29th August, 2022 has already been circulated to all shareholders at their registered email id and the same is also available on the Company and Kfin Technologies Limited's website. With your consent, I take the Notice as received, read and understood.

The Statutory Auditors, Price Waterhouse Chartered Accountants LLP and Secretarial Auditor, Kaushik M. Jhaveri & Co., Practising Company Secretaries, have expressed unqualified opinion in respective audit reports for the Financial Year 2021-2022. There were no qualifications, observations or adverse comments on financial statements and matters which have any material bearing on the functioning of the Company, therefore pursuant to Section 145 of the Companies Act, 2013, it is not required to read the Auditor's Report at the Annual General Meeting. The Statutory Auditors' report on standalone financial statements and consolidated financial statements are available on Page numbers 33 and 118 of the annual report. Secretarial Auditor report is enclosed as Annexure IV to the Board's report on Page number 22 of the annual report.

I also bring to the notice of the Chairman that we have the requisite quorum for the meeting. I, therefore, request the Chairman to address the members and proceed with the business to be transacted at the meeting.

Mr. Ashwin Yardi, Wholetime Director and Chief Executive Officer addressed the shareholders

Good afternoon to all the shareholders that are joining in. I will take a few minutes to share with you our journey in Financial Year 21-22 and a glimpse of where we are going in the future.

In Financial Year 21-22, the Revenue and Other Income of your Company was INR 201,578 million as against INR 153,471 million in the previous year, showing a growth of 31.35 % over the previous year. The Company earned Profit for the year of INR 20,227 million as against INR 14,802 million in the previous year.

We achieved a robust performance in the first half of 2022-23. the company ensured the continuity of our clients' service while maintaining a strong momentum in bookings. I would like to thank all Capgemini employees for their outstanding commitment throughout this period.

Your Company has contributed Rupees 50 Crore to augment the efforts of the central and state administrations in India towards fighting the second wave of COVID-19. This fund was used to build COVID care ICU facilities, oxygen generation plants, other long-term medical infrastructure and provide relief operations. This contribution is in addition to the Capgemini CSR statutory fund in India.

Capgemini is committed to the communities in which it lives. As part of its wider response to the pandemic, it has also provided essential medical supplies, safety equipment and materials to cities from which your Company operates to government hospitals, district collectors and police authorities in order to contain the spread of COVID-19.

We now take up the resolutions as set forth in the Notice. Resolutions to be passed during today's meeting forms part of Ordinary Business and Special Business. There will be no proposing and seconding as the voting has already undertaken as per secretarial standards

1. A. To consider and adopt: the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Board of Directors and the Auditor thereon; and
B. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Report of the Auditor therein.

Since I am interested for the next agenda, I hereby appoint Mr. Ramaswamy Rajaraman as the Chairman of the meeting and request him to conduct the proceeding for resolution No. 2.

2. 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 re-appointment.

Thank you and back to you Mr. Ashwin Yardi, Chairman of the meeting to continue the proceedings of meeting for remaining business items to be transacted.

3. 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.
4. To appoint a Director in place of Mr. Hubert Giraud (DIN: 00817709), 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.

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.
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.
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.
8. To regularize the appointment of Ms. Shobha Meera (DIN: 09512374) as a Non-Executive Director of the Company.

We have already received some questions from members, my senior management team and I will answer them after the shareholder speakers have spoken and raised their questions.

I would request the member speakers to mention their name, DP/ID and switch on their video when their name is called by the moderator. If there is any problem at speaker's end the moderator will call out the name of the next speaker. Member can call on the helpline no if there is any support required. Speaker will limit their questions to performance of the company and not repeat the question which have been already asked by other speakers. The time allotted to each speaker will be 3 minutes.

Now I request moderator to please take over.

Moderator was now in-charge to unmute speaker shareholders for question and answer session.

Thank you, sir.

Question and answer session

Names of the speaker shareholders were called out by moderator.

1. Mr. Dinesh Gopaldas Bhatia – Didn't join the meeting
2. Mr. Arun Kumar Boppana – Didn't join the meeting
3. Mr. Lekha Satish Shah – Didn't join the meeting

Mr. Ashwin Yardi, Wholetime Director and Chief Executive Officer continued the proceedings

Registered speakers didn't join the meeting hence no questions were raised.

That brings me to the end of Q / Answer session. Members may note that the voting on Kfin Technologies Limited's e-meeting platform will continue to be available for the next 15 minutes. Therefore, members who have not cast their vote yet are requested to do so.

The Board of Directors has appointed Shailesh Indapurkar, Practicing Company Secretary, as the scrutinizer to supervise the e-voting process. Further, I hereby authorize Mrs. Armin Billimoria, Company Secretary, to declare the result of the voting and place the results on the website of the Company at the earliest.

The resolutions, as set forth in the Notice, shall be deemed to be passed today subject to receipt of requisite number of votes.

We are grateful to all our shareholders. Thank you all for attending the meeting and I hereby declare the proceedings as closed. Thank you very much and see you next year.