

24th October 2024

National Stock Exchange of India Ltd,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051.
Fax No.26598237/26598238

BSE Limited
P.J. Towers, Dalal Street
Mumbai – 400001.
Fax No.22722037/22723121

Name of Scrip: CIGNITITEC

Scrip code: 534758

Dear Sir/Madam,

Sub: Submission of Recommendations of the Committee of Independent Directors of Cigniti Technologies Limited for the open offer of 71,62,210 equity shares of Rs.10/- each for cash at a price of Rs.1415/- (One Thousand Four Hundred and Fifteen Rupees only) per fully paid up equity share of Cigniti Technologies Limited (“TARGET COMPANY”)

With reference to the captioned subject, we are submitting herewith the Recommendations of the Committee of Independent Directors of Cigniti Technologies Limited (hereinafter referred to as “IDC”) constituted by the Board of Directors of Cigniti Technologies Limited for the proposed open offer to the equity shareholders of Cigniti Technologies Limited in pursuance to the provisions of Regulation 26(7) of the SEBI(SAST) Regulations, 2011.

With reference to the same, the Recommendations of the Committee of Independent Directors of Cigniti Technologies Limited has been published in Financial Express (English) (all editions) Jansatta (Hindi) (all editions) Navshakti (Marathi) (Mumbai Edition) and Nava Telangana (Telugu) (Hyderabad Edition).

We are submitting herewith copies of the newspaper clippings for your records.

Thanking You

Yours faithfully,

For Cigniti Technologies Limited

Vasudha
Tadepalli

Digitally signed by Vasudha
Tadepalli
Date: 2024.10.24 17:49:57 +05'30'

Naga Vasudha
Company Secretary

Encl: as above

Cigniti Technologies Ltd

Registered Office.

Suite 106 & 107, MGR Estates, Dwarakapuri Colony, Panjagutta,
Hyderabad 500 082, Telangana, India

Global Delivery Center

6th Floor, ORION Block, “The V” (Ascendas), Plot #17, Software Units Layout
Madhapur, Hyderabad 500 081, Telangana, India

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CIGNITI TECHNOLOGIES LIMITED (A Coforge Company)	
Regd. Office : Suite 106, 107, MGR Estates, Dwarakapuri Colony, Punjagutta, Hyderabad – 500082 CIN: L72200TG1998PLC030081, Website: www.cigniti.com , E-mail: companysecretary@cigniti.com , Tele FaxNo.:9140-40382299	
Recommendations of the Committee of Independent Directors ("IDC") of Cigniti Technologies Limited ("Target Company") on the open offer made by Coforge Limited ("Acquirer") along with Coforge Pte.Limited ("PAC") to the public shareholders of the Target Company ("Shareholders") under Regulation 26(7) of the Securities Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations, 2011")	
1. Date	October 22, 2024
2. Name of the Target Company ("TC")	Cigniti Technologies Limited
3. Details of the Offer pertaining to TC	The Offer is being made by Acquirer along with PAC pursuant to Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011 for acquisition of up to 71,62,210 (Seventy One Lakh sixty Two thousand Two Hundred and Ten only) fully paid-up equity shares of face value of Rs.10 /- representing 26.00% of the Expanded Voting Share Capital of Target Company at the price of Rs. 1415/- (One Thousand four Hundred and fifteen Only) ("Offer price") per equity share in Cash.Public Announcement dated May 2, 2024 ("PA");Detailed Public Statement dated May 8, 2024 which was published on May 9, 2024 ("DPS");Draft Letter of Offer dated May 16, 2024 ("DLOF")
4. Name of the Acquirers & PAC	1. Coforge Limited ("Acquirer") 2. Coforge Pte. Limited ("PAC")
5. Name of the manager to the offer	IIFL SECURITIES LIMITED Address: 24th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, Maharashtra, India SEBI registration no.: INM000010940
6. Members of the Committee of Independent Directors (IDC)	1. Mr. D.K.Singh 2. Mr. Manish Sarraf 3. Ms. Mohua Sengupta
7. IDC Member's relationship with the Target Company (Director, Equity shares owned, any other contract/relationship), if any	None of the members of the Independent Director Committee is related to Target Company except as Independent Director. Except as mentioned below, none of them is holding any equity shares, or having any contractual or other relationship with the TC : (a) Mr. D.K.Singh is Chairperson of Nomination & Remuneration Committee and member of Audit Committee & Risk Management Committee of the Target Company. (b) Mr. Manish Sarraf is the Chairperson of Audit Committee and member of the Stakeholders Relationship Committee of the Target Company. (c) Ms. Mohua Sengupta is a member of Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee of the Target Company.
8. Trading in the Equity shares / other securities of the TC by IDC Members.	No trading in the Equity Shares of the Target Company has been done by any of the IDC Members during the period of (a) 12 Months prior to the date of Public Announcement (b) period from the date of the PA till the date of this recommendation.
9. IDC Member's relationship with the acquirers (Director, Equity shares owned, any other contract/ relationship), if any	None of the IDC Members: (i) holds any equity shares or other securities of the Acquirer; or PAC and (ii) holds any contracts, nor have any relationship with the Acquirer or PAC in their personal capacities except that Mr.D.K.Singh is Independent Director on Board of Acquirer and Mr. Manish Sarraf is Independent Director on the Board of subsidiary Company of Acquirer.
10. Trading in the Equity shares / other securities of the acquirers by IDC Members.	No trading in the Equity Shares / Other securities of the Acquirer or PAC by any of the IDC Members during the period of (a) 12 Months prior to the date of Public Announcement (b) period from the date of the PA till the date of this recommendation.
11. Recommendation on the Open Offer, as to whether the offer, is or is not, fair and reasonable.	Based on the review of the public announcement, detailed public statement and draft letter of offer. IDC Members believe that the Offer is fair and reasonable and in line with the regulations and offer price of Rs. 1415/- per equity share is in accordance with the SEBI (SAST) Regulations, 2011.
12. Summary of reasons for recommendation	IDC has taken into consideration the following for making the recommendation:IDC has reviewed: a) The public Announcement ("PA") dated May 2, 2024; b) The Detailed Public Announcement ("DPS") dated May 8, 2024 which was published on May 9, 2024; c) The Draft Letter of Offer ("DLOF") dated May 16, 2024; Based on review of PA, DPS and DLOF, the IDC Members are of the view that the Offer Price of Rs. 1415/- is in line with the parameters prescribed by SEBI in SEBI (SAST) Regulations, 2011. However, the Public Shareholders should independently evaluate the Offer and take informed decision on the matter. The shareholders have an option to either tender the equity shares held by them or remain invested in the Target Company. The market price of the Target Company has been trading at a price lower than that of the Offer Price.
13. Disclosure of the voting pattern	All the IDC members unanimously voted in favor of recommending the Open Offer proposal.
14. Details of Independent Advisors, if any.	None
15. Any other matter to be highlighted	None
To the best of our knowledge and belief, after making proper enquiry, the information contains in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the SEBI (SAST) Regulations, 2011.	
For and on behalf of the Committee of Independent Directors of Cigniti Technologies Limited	
Place : Hyderabad Date : 22-10-2024	Sd/- Mr. D.K.Singh Chairman of IDC



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4. Name of the Acquirers & PAC	1. Coforge Limited ("Acquirer") 2. Coforge Pte. Limited ("PAC")
5. Name of the manager to the offer	IIFL SECURITIES LIMITED Address: 24th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, Maharashtra, India SEBI registration no.: INM000010940
6. Members of the Committee of Independent Directors (IDC)	1. Mr. D.K.Singh 2. Mr. Manish Sarraf 3. Ms. Mohua Sengupta
7. IDC Member's relationship with the Target Company (Director, Equity shares owned, any other contract/relationship), if any	None of the members of the Independent Director Committee is related to Target Company except as Independent Director. Except as mentioned below, none of them is holding any equity shares, or having any contractual or other relationship with the TC : (a) Mr. D.K.Singh is Chairperson of Nomination & Remuneration Committee and member of Audit Committee & Risk Management Committee of the Target Company. (b) Mr. Manish Sarraf is the Chairperson of Audit Committee and member of the Stakeholders Relationship Committee of the Target Company. (c) Ms. Mohua Sengupta is a member of Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee of the Target Company.
8. Trading in the Equity shares / other securities of the TC by IDC Members.	No trading in the Equity Shares of the Target Company has been done by any of the IDC Members during the period of (a) 12 Months prior to the date of Public Announcement (b) period from the date of the PA till the date of this recommendation.
9. IDC Member's relationship with the acquirers (Director, Equity shares owned, any other contract/relationship), if any	None of the IDC Members: (i) holds any equity shares or other securities of the Acquirer; or PAC and (ii) holds any contracts, nor have any relationship with the Acquirer or PAC in their personal capacities except that Mr.D.K.Singh is Independent Director on Board of Acquirer and Mr. Manish Sarraf is Independent Director on the Board of subsidiary Company of Acquirer.
10. Trading in the Equity shares / other securities of the acquirers by IDC Members.	No trading in the Equity Shares / Other securities of the Acquirer or PAC by any of the IDC Members during the period of (a) 12 Months prior to the date of Public Announcement (b) period from the date of the PA till the date of this recommendation.
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13. Disclosure of the voting pattern	All the IDC members unanimously voted in favor of recommending the Open Offer proposal.
14. Details of Independent Advisors, if any.	None
15. Any other matter to be highlighted	None
To the best of our knowledge and belief, after making proper enquiry, the information contains in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the SEBI (SAST) Regulations, 2011.	
For and on behalf of the Committee of Independent Directors of Cigniti Technologies Limited	
Place : Hyderabad Date : 22-10-2024	Sd/- Mr. D.K.Singh Chairman of IDC



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13. Disclosure of the voting pattern	All the IDC members unanimously voted in favor of recommending the Open Offer proposal.
14. Details of Independent Advisors, if any.	None
15. Any other matter to be highlighted	None
To the best of our knowledge and belief, after making proper enquiry, the information contains in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the SEBI (SAST) Regulations, 2011.	
For and on behalf of the Committee of Independent Directors of Cigniti Technologies Limited	
Place : Hyderabad Date : 22-10-2024	Sd/- Mr. D.K.Singh Chairman of IDC

పంపించు ఇ-ప్రకటనాంబం <http://www.eprocurement.telangana.gov.in> లో
చూడవచ్చును. పం/- ఎగ్జిక్యూటివ్ ఇంజనీర్,
DIPR R.O.No.5734-PP/CLADVT/1/2024-25, Dt:23.10.2024 పూర్వపేరే నేర్పింపబడిన, హైదరాబాద్.

CIGNITI TECHNOLOGIES LIMITED

(A Coforge Company)

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CIN: L72200TG1998PLC030081, Website: www.cigniti.com, E-mail: companysecretary@cigniti.com, Tele FaxNo.:9140-40382299

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15. Any other matter to be highlighted	None

To the best of our knowledge and belief, after making proper enquiry, the information contains in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the SEBI (SAST) Regulations, 2011.

For and on behalf of the Committee of Independent Directors of
Cigniti Technologies Limited

Place : Hyderabad
Date : 22-10-2024

Sd/-
Mr. D.K.Singh
Chairman of IDC