



S. CHIDAMBARAM

B.Com., LLB., F.C.S., A.I.C.W.A

Company Secretary in Practice

#6-3-855/10/A, Flat No .4A, Sampathji Apartments,

Near Niraj Public School,

Lane Opp.to Green Park Hotel,

Ameerpet, Hyderabad - 500 016 (India)

Phone : 91-40-23413376, Fax : 040-23410449

Email : schid285@gmail.com

To
The Chairman
CIGNITI TECHNOLOGIES LIMITED
Hyderabad

24th (Twenty Fourth) Annual General Meeting (AGM) of the Equity Shareholders of CIGNITI TECHNOLOGIES LIMITED held on Thursday 23rd June, 2022 at 10.00 am at Deccan stateroom, ITC Kohenur, A Luxury Collection Hotel, Madhapur, Hitech City, Hyderabad, Telangana - 500081.

Dear Sir,

I, S. Chidambaram, Practicing Company Secretary, at # 6-3-855/10/A, Flat No. 4A, Sampath Apartments, Near Niraj Public School, Lane Opp. To Green park Hotel, Ameerpet, Hyderabad - 500016, was appointed as scrutinizer by the Board of Directors of **CIGNITI TECHNOLOGIES LIMITED** (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 24th Annual General Meeting of the Equity Shareholders of the Company held on Thursday, 23 June 2022 at 10.00 am at Deccan stateroom, ITC Kohenur, A Luxury Collection Hotel, Madhapur, Hitech City, Hyderabad, Telangana - 500081, submit my report as under.

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of Ballot by the shareholders on the resolutions proposed in the Notice of the 24th Annual General meeting of the Company is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of Ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services India Limited (CDSL) and the report generated for voting by use of Ballot at the meeting.
2. In accordance with the Notice of the 24th Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on, 1st June 2022, the remote e-voting opened at 12.15 P.M. On 21st June 2022 and remained open up to 5:00 PM on 22nd June, 2022.
3. The Equity Shareholders holding shares as on June 17, 2022, "cutoff date", were entitled to vote on the resolutions stated in the Notice of the 24th Annual General Meeting of the Company.
4. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours were opened in



the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutineer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agents (R&TA) of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot. As per the information given by the Company the names of the shareholders who had voted on e-voting through Central Depository Services India Limited (CDSL) facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.

5. The ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted.
6. The votes on remote e-voting were unblocked at around 12.24 pm, after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of Central Depository Services India Limited (CDSL) (<https://www.evotingindia.com/>) and the same are being handed over to the Chairman.
7. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

(A) **RESOLUTION No. 1**– To receive, consider and adopt, the audited standalone financial statements of the company for the financial year ended 31 March 2022 together with the reports of the board of directors and the auditors thereon and the audited consolidated financial statements of the company for the financial year ended 31 March 2022, together with the report of the auditors thereon.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	93	96,08,905	
Ballot At AGM	40	2,682	
TOTAL	133	96,11,587	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	1	1	
Ballot At AGM	0	0	
TOTAL	1	1	0.00



(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting		
Ballot At AGM	4	6
TOTAL	4	6

(B) **RESOLUTION No. 2**-To Declaration of dividend for the financial Year 2021-22

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	94	96,08,906	
Ballot at AGM	41	2,684	
TOTAL	135	96,11,590	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	
Ballot at AGM	0	0	
TOTAL	0	0	0

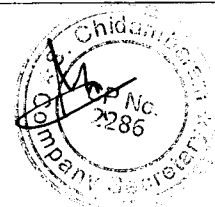
(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	0	0
Ballot at AGM	3	4
TOTAL	3	4

(C) **RESOLUTION No. 3**-To Appoint Mr. C. Srikanth (DIN: 06441390) as director, liable to retire by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	82	95,24,164	
Ballot at AGM	41	2,684	
TOTAL	123	95,26,848	99.12



(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	12	84,742	
Ballot at AGM	0	0	
TOTAL	12	84,742	0.88

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	0	0
Ballot at AGM	3	4
TOTAL	3	4

(D) **RESOLUTION No. 4-** To Re-appoint M/s. S R Batliboi and Associates, LLP, as statutory auditors of the Company and to fix their remuneration..

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	92	96,08,902	
Ballot at AGM	40	2,682	
TOTAL	132	96,11,584	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	2	4	
Ballot at AGM	0	0	
TOTAL	2	4	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-voting	0	0
Ballot at AGM	4	6
TOTAL	4	6



(E) **RESOLUTION No. 5-** Re-Appointment of Mr. Ram Krishna Agarwal (DIN-00416964) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	92	96,08,902	
Ballot at AGM	40	2,682	
TOTAL	132	96,11,584	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	2	4	
Ballot at AGM	0	0	
TOTAL	2	4	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	0	0
Ballot at AGM	4	6
TOTAL	4	6

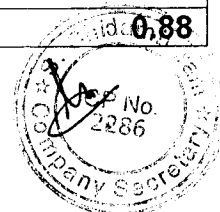
(F) **RESOLUTION No. 6-** Re-Appointment of Mr. Phaneesh Murthy (DIN- 00388525) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	83	95,24,264	
Ballot at AGM	41	2,684	
TOTAL	124	95,26,948	99.12

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	11	84642	
Ballot at AGM	0	0	
TOTAL	11	84,642	0.88



(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	0	0
Ballot at AGM	3	4
TOTAL	3	4

(G) **RESOLUTION No. 7-** Re-Appointment of Ms. Nooraine Fazal (DIN- 03110948) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	92	96,08,902	
Ballot at AGM	40	2,682	
TOTAL	132	96,11,584	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	2	4	
Ballot at AGM	0	0	
TOTAL	2	4	0.00

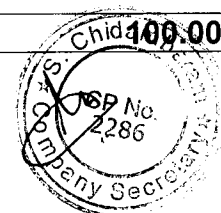
(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	0	0
Ballot at AGM	4	6
TOTAL	4	6

(H) **RESOLUTION No. 8-** Re-Appointment of Mr. Srinath Batni (DIN- 00041394) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	92	96,08,902	
Ballot at AGM	40	2,682	
TOTAL	132	96,11,584	100.00



(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	2	4	
Ballot at AGM	0	0	
TOTAL	2	4	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	0	0
Ballot at AGM	4	6
TOTAL	4	6

(l) **RESOLUTION No. 9-** Payment of one percent commission to Non-whole time Directors.

(i) Voted in favour of the resolution:

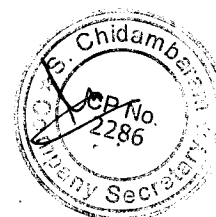
Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	90	96,08,872	
Ballot at AGM	40	2,682	
TOTAL	130	96,11,554	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	4	34	
Ballot at AGM	0	0	
TOTAL	4	34	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	0	0
Ballot at AGM	4	6
TOTAL	4	6



(J) **RESOLUTION No. 10-** To approve the Cigniti Employee Stock Option Plan-2022 (ESOP-2022) for employees of the Company.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	81	95,26,314	
Ballot at AGM	42	2,686	
TOTAL	123	95,29,000	99.14

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	13	82592	
Ballot at AGM	0	0	
TOTAL	13	82,592	0.86

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	0	0
Ballot at AGM	2	2
TOTAL	2	2

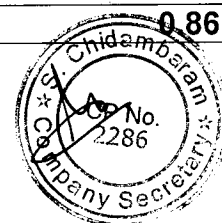
(K) **RESOLUTION No. 11-** To approve the Cigniti Employee Stock Option Plan-2022 (ESOP-2022) for employees of the subsidiary companies, holding companies and associate companies of the Company.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	81	95,26,314	
Ballot at AGM	40	2,682	
TOTAL	121	95,28,996	99.14

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	13	82,592	
Ballot at AGM	0	0	
TOTAL	13	82,592	0.86



(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	0	0
Ballot at AGM	4	6
TOTAL	4	6

(L) **RESOLUTION No. 12-** To approve the Secondary Acquisition of equity shares for implementing Cigniti Employee Stock Option Plan-2022 (ESOP-2022) through Trust.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	81	95,26,314	
Ballot at AGM	41	2,684	
TOTAL	122	95,28,998	99.14

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	13	82,592	
Ballot at AGM	0	0	
TOTAL	13	82,592	0.86

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	0	0
Ballot at AGM	3	4
TOTAL	3	4

(M) **RESOLUTION No. 13-** To approve the additional acquisition of equity shares through Trust.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	82	95,26,318	
Ballot at AGM	42	2,686	
TOTAL	124	95,29,004	99.14

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	12	82,588	
Ballot at AGM	0	0	
TOTAL	12	82,588	0.86

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	0	0
Ballot at AGM	2	2
TOTAL	2	2

(N) **RESOLUTION No. 14-** To approve the provision of money by company for purchase of its own shares by trustees for the benefit of employees pursuant to Cigniti Employee Stock Option Plan-2022 (ESOP-2022).

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	82	95,26,318	
Ballot at AGM	40	2,682	
TOTAL	122	95,29,000	99.14

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	12	82,588	
Ballot at AGM	0	0	
TOTAL	12	82,588	0.86

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	0	0
Ballot at AGM	4	6
TOTAL	4	6

Thanking you,

Yours faithfully,

Place: Hyderabad

Date: 24.06.2022

S. Chidambaram

UDIN: F003935D000527161

