

1st June 2022

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 24th AGM notice which is dispatched to shareholders of the Company-reg.

In terms of Regulations of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as amended we are forwarding the notice of 24th Annual General Meeting of the Company, which is being dispatched to our Shareholders on 31st May, 2022. The 24th Annual General meeting of the company is scheduled to be held on Thursday, 23.06.2022 at 10.00 A.M. at Deccan Stateroom, ITC Kohenu, A Luxury Collection Hotel, Madhapur, Hitech City, Hyderabad, Telangana- 500081.

This is for the information and records of the Exchange, please.

Thanking you.

Yours Faithfully,
For Cigniti Technologies Limited

Nagvasudha



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

CIN: L72200TG1998PLC30081 | +91 (40) 4038 2255 | +91 (40) 4038 2299

USA

433 E Las Colinas Blvd, #1240
Irving, TX 75039

+91 469.673.3443

+91 972.767.0948/0644

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Shareholders of M/s. Cigniti Technologies Limited will be held on Thursday, 23rd day of June, 2022 at 10.00 A.M. at Deccan Stateroom, ITC Kohenuur, A Luxury Collection Hotel, Madhapur, Hitech City, Hyderabad, Telangana- 500081 to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of financial statements

To receive, consider and adopt the Audited Balance Sheet (including the consolidated financial statements) as at March 31' 2022, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.

Item No. 2 – Declaration of dividend

To declare a final dividend of Rs. 2.50/- per equity share for the year ended March 31, 2022.

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

To consider and if thought fit to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. C. Srikanth (DIN: 06441390), who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a director liable to retire by rotation.

Item No. 4 – To Re-appoint M/s. S R Batliboi & Associates, LLP, as statutory auditors of the Company and to fix their remuneration.

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. S R Batliboi & Associates, LLP, Chartered Accountants, having registration No. 101049W/E300004 be and are hereby re-appointed as the Statutory Auditors of the Company for a term of five consecutive years, who shall hold office from the conclusion of this 24th Annual

General Meeting till the conclusion of the 29th Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

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

To consider and if thought fit to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Ram Krishna Agarwal (DIN: 00416964), as an Independent Director of the Company for the second and final term of five years commencing from the date of members approval at this 24th Annual General Meeting till the conclusion of 29th Annual General Meeting proposed to be held in the year 2027.”

“RESOLVED further that Mr. C.V.Subramanyam, Chairman & Managing Director be and is hereby authorized to do all such deeds necessary and incidental there to including filing of requisite forms with Registrar of Companies, Hyderabad.”

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

To consider and if thought fit to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Phaneesh Murthy (DIN: 00388525), as an Independent Director of the

Company for the second and final term of five years commencing from the date of members approval at this 24th Annual General Meeting till the conclusion of 29th Annual General Meeting proposed to be held in the year 2027.”

“RESOLVED further that Mr. C.V.Subramanyam, Chairman & Managing Director be and is hereby authorized to do all such deeds necessary and incidental there to including filing of requisite forms with Registrar of Companies, Hyderabad.”

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

To consider and if thought fit to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Ms. Nooraine Fazal (DIN- 03110948), as an Independent Director of the Company for the second and final term of five years commencing from the date of members approval at this 24th Annual General Meeting till the conclusion of 29th Annual General Meeting proposed to be held in the year 2027.”

“RESOLVED further that Mr. C.V.Subramanyam, Chairman & Managing Director be and is hereby authorized to do all such deeds necessary and incidental there to including filing of requisite forms with Registrar of Companies, Hyderabad.”

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

To consider and if thought fit to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Srinath Batni (DIN- 00041394), as an Independent Director of the

Company for the second and final term of five years commencing from the date of members approval at this 24th Annual General Meeting till the conclusion of 29th Annual General Meeting proposed to be held in the year 2027.”

“RESOLVED further that Mr. C.V.Subramanyam, Chairman & Managing Director be and is hereby authorized to do all such deeds necessary and incidental there to including filing of requisite forms with Registrar of Companies, Hyderabad.”

Item No.9 –Payment of one percent commission to Non-whole time Directors

To consider and if thought fit to pass with or without modification(s), the following Resolution as Ordinary Resolution:

“RESOLVED that pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act), as amended from time to time, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of three years, commencing April 1 2022.”

“RESOLVED further that Mr. C.V. Subramanyam, Chairman & Managing Director be and is hereby authorized to do all such deeds necessary and incidental there to including filing of requisite forms with Registrar of Companies, Hyderabad.”

Item No.10– To approve the “Cigniti Employee Stock Option Plan-2022” (ESOP-2022) for employees of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution, as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, if any, of the Companies Act, 2013 as amended, modified or re-enacted from time to time, including the Memorandum and the Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended, modified or re-enacted from time to time (hereinafter referred to as “SEBI Regulations”) or any other provisions applicable and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or

imposed while granting such approvals, permissions and sanctions, the approval and consent of the Company be and is hereby accorded to the "Cigniti Employee Stock Option Plan-2022" ("ESOP 2022") and to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee/Compensation Committee which the Board has constituted, or any other committee which the Board may constitute from time to time, to exercise its powers, including the powers conferred by this resolution), to create, offer, issue and allot at any time to or to the benefit of such person(s) who are in permanent employment of the Company, in India or out of India, including any director of the Company, except an employee/director who is a promoter or belongs to the promoter group and Independent Directors as defined in Companies Act, 2013 and related rules, options exercisable into not more than 14,00,000 Equity Shares of the Company ("Equity Share(s)") which shall be acquired from the secondary market through a Trust (viz., Cigniti Employees Foundation) set-up by the company, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board of Directors in accordance with the provisions of the ESOP 2022 and the applicable laws and regulations, provided that such equity shares acquired by the said trust through secondary market at any point of time under ESOP-2022 shall in aggregate not exceed 5% of the paid up equity capital of the company."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division and others, if any additional Equity Shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 14,00,000 Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued."

RESOLVED FURTHER THAT the maximum number of Securities issued/granted in terms of this resolution, to any single Employee (including any Director) during any one year shall be less than one percent of the issued and paid-up equity shares of the company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the ESOP-2022 on such terms and conditions as contained in the Explanatory Statement to this Item in the Notice and to make any modification(s), changes, variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP-2022 from time to time including but not limited to, amendment(s) with respect to vesting period and

schedule, number of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the ESOP-2002.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of Securities, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all the lapsed options will be added back to ESOP-2022 pool and the Board be and is hereby authorised to allot these lapsed options to the eligible employees as per the ESOP-2022.

FURTHER RESOLVED THAT notwithstanding anything contained anywhere, the employees are free to surrender their options voluntarily, if in their opinion, the options granted are not beneficial to them, even before the expiry of their exercise period."

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of Directors with a power to further delegate to any executives/officers of the company to do all such acts, deed, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.

Item No.II – 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.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, if any, of the Companies Act, 2013 as amended, modified or re-enacted from time to time, including the Memorandum and the Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended, modified or re-enacted from time to time (hereinafter referred to as "SEBI Regulations") or any other provisions applicable and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the board of directors of the company (hereinafter

referred to as “the Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee/Compensation Committee which the Board has constituted, or any other committee which the Board may constitute from time to time, to exercise its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to extend the benefits of “Cigniti Employee Stock Option Plan-2022” (ESOP-2022) to the benefit of such person(s) who are in permanent employment of the subsidiary companies and associate companies of the Company by way of grant of options exercisable into fully paid up equity shares of Rs.10/- each which shall be acquired from the secondary market through a Trust (Viz., Cigniti Employees Foundation) set-up by the company, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the ESOP-2022 and the applicable laws and regulations, provided that such equity shares acquired by the said trust through secondary market at any point of time under ESOP-2022 shall in aggregate not exceed 5% of the paid up equity capital of the company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the Scheme, from time to time or to suspend, withdraw or revise the Scheme from time to time and settle all questions, queries, difficulties or doubts that may arise in relation to the implementation of the Scheme and incur expenses in relation thereto, as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Act, the Memorandum and Articles of Association of the company, SEBI Regulations and any other applicable laws.

Item No.12– To approve the Secondary Acquisition of equity shares for implementing “Cigniti Employee Stock Option Plan-2022” (ESOP-2022) through Trust.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution, as a Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 as amended, modified or re-enacted from time to time, including the Memorandum and the Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended, modified or re-enacted from time to time (hereinafter referred to as “SEBI Regulations”) or any other provisions applicable and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be

prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of directors of the company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee/Compensation Committee which the Board has constituted, or any other committee which the Board may constitute from time to time, to exercise its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Trust (viz., Cigniti Employees Foundation) to acquire shares not exceeding 5% of the total paid-up share capital of the Company from secondary market at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the ESOP-2022 and the applicable laws and regulations to implement the ESOP-2022.

“RESOLVED FURTHER THAT the Trust can acquire additional shares from secondary market at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board, in case the share capital expands due to capital expansion undertaken by the company including preferential allotment of shares or qualified institutions placement, subject to ceiling of five per cent prescribed above.”

RESOLVED FURTHER THAT the board be and is hereby authorized to do all acts, deeds and things that may be required to implement the ESOP-2022.

Item No.13 – To approve the additional acquisition of equity shares through Trust.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution, as a Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 as amended, modified or re-enacted from time to time, including the Memorandum and the Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended, modified or re-enacted from time to time (hereinafter referred to as “SEBI Regulations”) or any other provisions applicable and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the board of directors of the company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee, including the and Nomination and Remuneration Committee/Compensation Committee which the Board has constituted, or any

Cigniti Technologies Ltd.

other committee which the Board may constitute from time to time, to exercise its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Trust (viz., Cigniti Employees Foundation) to acquire additional shares from secondary market at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the board, in case the share capital expands due to capital expansion undertaken by the company including preferential allotment of shares or qualified institutions placement, to maintain the five per cent of the total paid-up capital of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things that may be required in this regard.

Item 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):

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution, as a Special Resolution:

"RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 as amended, modified or re-enacted from time to time, including the Memorandum and the Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended, modified or re-enacted from time to time (hereinafter referred to as "SEBI Regulations") or any other provisions applicable and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee/Compensation Committee which the Board has constituted, or any other committee which the Board may constitute from time to time, to exercise its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to provide financial assistance to the Trust (viz., Cigniti Employees Trust) (including without any interest), as may be deemed fit, to enable the Trust to acquire or purchase the equity shares of the company subject to compliance with the applicable laws and regulations.

FURTHER RESOLVED THAT THE aggregate of the monies lend by the Company to Trust for purchase of shares of the company from secondary market at any point of time shall not exceed five percent of the aggregate

of the paid-up capital and free reserves of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things that may be required in this regard."

For and on behalf of the Board
Cigniti Technologies Limited

Place: Hyderabad

Date: 04.05.2022

C.V. Subramanyam

Chairman & Managing Director

DIN: 00071378

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than 48 hours before the commencement of the Meeting.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
3. Corporate Members are requested to send to the Company's Registrar & Share Transfer Agent (RTA), a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 18.06.2022 to 23.06.2022 (both days inclusive).
5. Shareholders holding shares in physical form may write to the company/company's RTA for any change in their address and bank mandates; shareholders holding shares in electronic form may inform the same to their depository participants immediately, where applicable.
6. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form

are requested to bring their Client ID and DP ID Numbers for identification. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.

7. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. Aarthi Consultants Pvt. Ltd).
8. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
9. In consonance with the company's sustainability initiatives and Regulation 36 of the SEBI (LODR) Regulations, 2015, the company is sharing all documents with shareholders in the electronic mode, wherever the same has been agreed to by the shareholders. Shareholders are requested to support this green initiative by registering/ updating their e-mail addresses for receiving electronic communications. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Aarthi Consultants Pvt. Ltd., RTA of the Company for doing the needful.
10. SEBI has recently amended relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from 1 April 2019. The shareholders who continue to hold shares in physical form even after this date, will not be able to lodge the shares with company / its RTA for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the RTA.
11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
12. In respect to shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. Electronic copy of the Annual Report for 2021-2022 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2021-2022 is being sent in the permitted mode.
15. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2021-2022 will also be available on the Company's website www.cigniti.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: company.secretary@cigniti.com
16. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business in the Notice is annexed hereto and forms part of this Notice.
17. Members may note that the Board of Directors, in its meeting held on May 4, 2022 has recommended a final dividend of 2.50/- per share for fiscal year 2021-22. The record date for the purpose of final dividend will be June 17, 2022. The final dividend, once approved by the members in the ensuing AGM will be paid with in 30 days from the date of AGM, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses once the postal facility is available. To avoid delay in receiving the

dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the pay-out date.

18. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from 1st April 2020, dividend declared and paid by the Company is taxable in the hands of its members and the Company is required to deduct tax at source (TDS) from dividend paid to the members at the applicable rates. A separate email will be sent at the registered email ID of the members describing about the detailed process to submit the documents/ declarations along with the formats in respect of deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents/ declarations by the members who are desiring to claim beneficial tax treatment. The intimation will also be uploaded on the website of the Company- www.cigniti.com. Shareholders holding shares in physical form may write to the company/ company's R&T agents for any change in their address and bank mandates; shareholders holding shares in electronic form may inform the same to their depository participants immediately, where applicable.

19. Voting through electronic means:

A. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (ii) The remote e-voting period commences on Monday, June 20, 2022 (9:00 a.m. IST) and ends on Wednesday, June 22, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, June 17, 2022 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- (iii) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as

desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdeskevoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together

with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; company.secretary@cigniti.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
 3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
20. Mr. S. Chidambaram, Practicing Company Secretary, bearing C.P. Number 2286 has been appointed as the Scrutinizer to scrutinize the e-voting process. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
21. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cigniti.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the National Stock Exchange of India Limited and BSE Limited.
22. The route map for the 24th AGM is annexed to this Annual Report 2021-22.

**For and on behalf of the Board
Cigniti Technologies Limited**

**Place: Hyderabad
Date: 04.05.2022**

**C.V. Subramanyam
Chairman & Managing Director
DIN: 00071378**

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LODR) REGULATIONS AND APPLICABLE SECRETARIAL STANDARDS:

Sl	Particulars	Ram Krishna Agarwal	Phaneesh Murthy	Srinath Batni
1.	Directors Identification Number (DIN)	00416964	00388525	00041394
2.	Nationality	Indian	Non-Resident Indian	Indian
3.	Date of birth/Age	28/08/1952	21/07/1963	14/11/1954
4.	Qualification	Chartered Accountant	B.Tech in Mechanical Engineering, MBA from IIM, Ahmedabad	Masters in mechanical engineering
5.	A brief resume of the director	<p>Mr. R. K. Agarwal is a qualified Chartered Accountant and has the rare distinction of being probably the first recipient of Gold Medals for securing 1st Rank on all India basis in both the Intermediate and Final Examinations of the Institute of Chartered Accountants of India. He has been a Partner with S. R. Batliboi & Associates LLP since 1978 and was the Managing Partner of the Firm at the time of his retirement in June, 2013. Mr. Agarwal has over 40 years post qualification experience in various fields like Audit, Taxation, Company Law, Consultancy, etc. He has got a wide exposure of various industries, including Steel, Paper, Cement, Automobiles, Textile, Milk & Dairy Products, etc. both in India and abroad.</p>	<p>Phaneesh Murthy, global IT industry veteran, who spearheaded the growth story of companies like Infosys and iGate, has joined the board of Cigniti Technologies Ltd as Independent Director. Phaneesh is a business leader with 25 years of experience in structuring and managing large outsourcing deals for Fortune 500 companies. Phaneesh's previous roles include CEO & President of iGate Corporation and Worldwide Head of Sales and Marketing, Head of Communications, and Product Solutions Group at Infosys Ltd. He also consults for various businesses. Phaneesh is widely recognized as an Industry pioneer in propelling organizations to an all-round, multifold growth, and helping them reach leadership positions.</p> <p>K. Ch. Subba Rao Independent Director Mr. K.</p>	<p>Mr. Srinath Batni is a global IT industry veteran. He is a Co-Founder of Axilor Ventures. Mr. Batni served as Group Co-Head of Worldwide Customer Delivery at Infosys Limited. He served as Head- Delivery (GCARE) and Head of Strategic Groups & Co-Customer Delivery at Infosys Limited. From 1996 to 2000, he served as Senior Vice President and Head-Retail and Telecommunications Business Unit of Infosys Limited. He has been an Independent Director at AXISCADES Engineering Technologies Limited since 2014. He serves as Director of Infosys Technologies China (Shanghai) and Infosys Technologies Australia Pty Limited, subsidiaries of Infosys Technologies Ltd. He served as the Whole-Time Director of Infosys Limited from May 2000 to July 31, 2014. He received B.E. in Mechanical Engineering from Mysore University and an M.E. in Mechanical Engineering from the Indian Institute of Science, Bangalore.</p>

SI	Particulars	Ram Krishna Agarwal	Phaneesh Murthy	Srinath Batni
6.	Nature of expertise in specific functional areas;	Audit, Governance & General Business Management	Innovation, Technology, Entrepreneurship & General Business Management	Innovation, Entrepreneurship & General Business Management
7.	Disclosure of relationships between directors inter-se;	There is no inter-se relationship among the directors	There is no inter-se relationship among the directors	There is no inter-se relationship among the directors
8.	<p>1. Names of listed entities in which the person holds the directorship;</p> <p>2. Names of listed entities in which the person holds the membership of Committees of the board;</p> <p>3. Names of listed entities from which the person has resigned/retired in the past three years;</p>	<p>1. PCBL Limited (w.e.f.26/07/2021)</p> <p>2. Member of Audit Committee in PCBL Limited</p> <p>3. Srei Infrastructure Finance Ltd (w.e.f.17/09/2021)</p>	No Directorships in listed Companies	No Directorships in listed Companies
9.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Mr.R.K.Agarwal is a qualified Chartered Accountant, having over 40 years post qualification experience. He has his expertise in various fields like Audit, Taxation, Company Law, Consultancy.</p> <p>Mr. R. K. Agarwal possesses the requisite skills and capabilities, which would be of immense benefit to the Company</p>	<p>Mr. Phaneesh Murthy has done B'Tech in Mechanical Engineering, MBA from IIM, Ahmedabad. He has expertise in areas of Innovation, Technology, Entrepreneurship & General Business Management.</p> <p>Mr. Phaneesh Murthy possesses the requisite skills and capabilities, which would be of immense benefit to the Company</p>	<p>Mr. Srinath Batni has done Masters in Mechanical engineering. He has expertise in areas of Innovation, Entrepreneurship & General Business Management.</p> <p>Mr. Srinath Batni possesses the requisite skills and capabilities, which would be of immense benefit to the Company</p>

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LODR) REGULATIONS AND APPLICABLE SECRETARIAL STANDARDS:

Sl	Particulars	Nooraine Fazal	Srikanth Chakkilam
1.	Directors Identification Number (DIN)	03110948	06441390
2.	Nationality	Indian	Indian
3.	Date of birth/Age	14/07/1970	16/01/1985
4.	Qualification	Masters degree in Management from Boston University	MS in computer science, PG in Management Program
5.	A brief resume of the director	<p>Ms. Nooraine Fazal is the Managing trustee, CEO and Co-Founder of Venture academy.</p> <p>Ms. Nooraine has a Master of Science degree in Management from Boston University.</p> <p>Nooraine worked with IBM and Reuters for a period of 10 years in a front-line and managerial capacity. Post a period of introspection about the future, Nooraine returned to India in 2003 (after twelve years across the UK, USA, Middle East, Australia and the Greater China region) in order to be a 'citizen with a say' in the way the country is developing.</p>	<p>Srikanth is the Chief Executive Officer and a member of the founding group at Cigniti Technologies Inc. He is responsible for developing the company strategy to be in-line with the vision, mission and the values of the organization. Prior to taking over as CEO, Srikanth worked as Executive Director and was responsible for driving Sales at U.K., EU, ANZ, SA, Middle East and APAC regions. He also handled Marketing, worked closely with CFO for Investor Relations, client relationship activities in his earlier stints at Cigniti. Srikanth has an MS from the University of Southern California where he was a teaching assistant to Barry Boehm, one of the legends of software engineering and quality. He holds a Graduate Degree in Electronics and Communication Engineering from India.</p>
6.	Nature of expertise in specific functional areas;	Innovation, Global Marketing & HR, Entrepreneurship & General Business Management	Innovation, Technology, Entrepreneurship & General Business Management
7.	Disclosure of relationships between directors inter-se;	There is no inter-se relationship among the directors	Son of Mr.C.V.Subramanyam, Promoter, Chairman & Managing Director of the Company
8.	<p>1. Names of listed entities in which the person holds the directorship;</p> <p>2. Names of listed entities in which the person holds the membership of Committees of the board;</p> <p>3. Names of listed entities from which the person has resigned/retired in the past three years;</p>	No Directorships in listed Companies	No Directorships in listed Companies
9.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Ms. Nooraine Fazal holds a Masters degree in Management from Boston University. Her expertise is in the fields of Innovation, Global Marketing & HR, Entrepreneurship & General Business Management</p> <p>Innovation, Global Marketing & HR, Entrepreneurship & General Business Management.</p> <p>Ms. Nooraine Fazal possesses the requisite skills and capabilities, which would be of immense benefit to the Company</p>	Not Applicable

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

Item No. 4: To Re-appoint M/s. S R Batilibo & Associates, LLP, Chartered Accountants, as statutory auditors of the Company and to fix their remuneration.

M/s. S R Batilibo & Associates, LLP, Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company for the second & final term of five consecutive years, who shall hold office from the conclusion of this 24th Annual General Meeting till the conclusion of the 29th Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

M/s. S R Batilibo & Associates, LLP, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 18th Annual General Meeting ('AGM') held on June 30, 2017 for a period of 5 years, up to the conclusion of 24th AGM. M/s. S R Batilibo & Associates, LLP are eligible for re-appointment for a further period of 5 years. M/s. S R Batilibo & Associates, LLP have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. S R Batilibo & Associates, LLP have confirmed that they are eligible for the proposed appointment under the Companies Act, 2013 read with rules made thereunder.

Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s. S R Batilibo & Associates LLP, Chartered Accountants, having registration No. 101049W/E300004, as the Statutory Auditors of the Company for the second and final term of five consecutive years, who shall hold office from the conclusion of this 24th AGM till the conclusion of the 29th AGM of the Company. The Board of Directors has approved a remuneration of Rs. 1.3 crore for conducting the audit for the financial year 2021-22, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals. The remuneration proposed to be paid to the Statutory Auditors during their second and final term would be in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

M/s. S.R. Batilibo & Associates LLP (FRN:101049W/E300004, ("the Audit Firm")), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 1965 and is a Limited Liability Partnership firm ("LLP") incorporated in India. It has registered office at 22, Camac Street, Kolkata and has 11 branch offices in various cities in India. The Audit Firm has valid Peer Review certificate and is part of S.R. Batilibo & Affiliates network of audit firms. It is primarily engaged in providing audit and assurance services to its clients.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

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

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report.

Mr. Ram Krishna Agarwal (DIN- 00416964) was appointed as an Additional Director on the Board of the Company on June 30, 2017 and subsequently as Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on July 31, 2018, for a tenure of 5 years until the conclusion of this AGM.

Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on May 4, 2022, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Mr. Ram Krishna Agarwal as an Independent Director for a second and final term of five years from the conclusion of this 24th AGM up to the conclusion of 29th AGM to be held in the year 2027.

Cigniti Technologies Ltd.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Mr. Ram Krishna Agarwal (DIN- 00416964) as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act.

The Company has received requisite consent/declarations for appointment of Mr. Ram Krishna Agarwal as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board and based on the Board's evaluation, Mr. Ram Krishna Agarwal fulfils the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for his re-appointment as an Independent Director from the Company and he is independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Ram Krishna Agarwal as an Independent Director, the Board recommends the resolution set forth in Item No. 5 relating to the re-appointment of Mr. Ram Krishna Agarwal as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution.

Except Mr. Ram Krishna Agarwal, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

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

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report.

Mr. Phaneesh Murthy (DIN- 00388525) was appointed as an Additional Director on the Board of the Company on June 30, 2017 and subsequently as Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on July 31, 2018, for a tenure of 5 years until the conclusion of this AGM.

Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on May 4, 2022, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Mr. Phaneesh Murthy as an Independent Director for a second and final term of five years from the conclusion of this 24th AGM up to the conclusion of 29th AGM to be held in the year 2027.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Mr. Phaneesh Murthy (DIN- 00388525) as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act.

The Company has received requisite consent/declarations for appointment of Mr. Phaneesh Murthy as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board and based on the Board's evaluation, Mr. Phaneesh Murthy fulfils the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for his re-appointment as an Independent Director from the Company and he is independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Phaneesh Murthy as an Independent Director, the Board recommends the resolution set forth in Item No. 6 relating to the re-appointment of Mr. Phaneesh Murthy as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution.

Except Mr. Phaneesh Murthy, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

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

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report.

Ms. Nooraine Fazal (DIN- 03110948) was appointed as an Additional Director on the Board of the Company on June 30, 2017 and subsequently as Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on July 31, 2018, for a tenure of 5 years until the conclusion of this AGM.

Based on her skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on May 4, 2022, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Ms. Nooraine Fazal as an Independent Director for a second and final term of five years from the conclusion of this 24th AGM up to the conclusion of 29th AGM to be held in the year 2027.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Ms. Nooraine Fazal (DIN- 03110948) as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act.

The Company has received requisite consent/declarations for appointment of Ms. Nooraine Fazal as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board and based on the Board's evaluation, Ms. Nooraine Fazal fulfils the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for his re-appointment as an Independent Director from the Company and she is independent of the Management.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Nooraine Fazal as an Independent Director, the Board recommends the resolution set forth in Item No. 7 relating to the re-appointment of Ms. Nooraine Fazal as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution.

Except Ms. Nooraine Fazal, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution

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

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report.

Mr. Srinath Batni (DIN- 00041394) was appointed as an Additional Director on the Board of the Company on August 24, 2017 and subsequently as Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on July 31, 2018, for a tenure of 5 years until the conclusion of this AGM.

Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on May 4, 2022, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Mr. Srinath Batni as an Independent Director for a second and final term of five years from the conclusion of this 24th AGM up to the conclusion of 29th AGM to be held in the year 2027.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Mr. Srinath Batni (DIN- 00041394) as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act.

The Company has received requisite consent/declarations for appointment of Mr. Srinath Batni as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board and based on the Board's evaluation, Mr. Srinath Batni fulfils the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for his re-appointment as an Independent Director from the Company and he is independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Srinath Batni as an Independent Director, the Board recommends the resolution set forth in Item No. 8 relating to the re-appointment of Mr. Srinath Batni as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution.

Except Mr. Srinath Batni, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution

Item No.9 –Payment of one percent commission to Non-whole time Directors

Section 197 of the Companies Act, 2013, provides for payment of remuneration to the directors who are neither managing directors nor whole-time directors (i.e. non-executive directors) which shall not exceed 1% of the net profits of the Company. The Board of Directors of the Company, may propose to remunerate the non-executive directors (i.e. directors other than Managing Director and the Whole time Directors) not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Act.

Non-executive & Independent Directors have been entrusted with new responsibilities to make their role more objective and purposeful. Keeping in view the versatile experience, and highly qualified profile of

Cigniti Technologies Ltd.

Non-executive & Independent Directors, enhanced role, responsibilities and duties of directors, it is considered appropriate that the Non-Executive & Independent Directors of the Company should be remunerated by the Company which should commensurate with their increased role, responsibilities and duties.

Accordingly, it is proposed that in terms of section 197 of the Act, the Directors (apart from the Managing Director and Whole-time Directors) be paid, for each of the three consecutive financial years commencing April 1, 2022, remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Act. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board in consultation with the Nomination & Remuneration Committee.

None of the other Directors, Key Managerial Personnel of the Company / their relatives except Mr. Ram Krishna Agarwal, Ms. Nooraine Fazal and Mr. Srinath Batni is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board accordingly recommends the resolution set out at Item No. 9 of the Notice for your approval.

Item No.10 & 11

Brief description of the scheme

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan. Your Company believes in rewarding its employees including Directors of the Company as well as that of the Subsidiary company(ies) for their continuous hard work, dedication, and support, which has led the Company on the growth path. The Company intends to implement Cigniti Employee Stock Option Plan 2022 ("Cigniti ESOP-2022") with a view to attract and retain key talents working with the Company and its Subsidiary company(ies), if any, by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Company seeks approval of the Shareholders in respect of Cigniti ESOP-2022 and for grant of Stock Options to the eligible employees/Directors of the Company, that of its Subsidiary company(ies), if any, as may be decided by Board and / or the Nomination and Remuneration Committee ("Committee") from time to time in due compliance with Companies, Act, 2013 (including rules framed thereunder), SEBI SBEB Regulations and other applicable laws and regulations.

The main features of the Cigniti ESOP-2022 are as under:

1. Total number of Options to be granted:

14,00,000 (Fourteen Lakh) Options would be available for grant to the eligible employees of the Company and / or eligible employees of the Subsidiary company(ies), if any, in aggregate under Cigniti ESOP-2022, in one or more tranches exercisable into not exceeding 14,00,000 (Fourteen Lakh) equity shares in aggregate in the Company of face value of Rs. 10/- each fully paid-up. Vested Options lapsed due to non-exercise and/ or unvested Options that get cancelled due to resignation / termination of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorised to re-grant such lapsed / cancelled options as per the provisions of Cigniti ESOP-2022. The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are required to be issued pursuant to any corporate action, the above ceiling of Options or equity shares shall be deemed to increase in proportion of such additional equity shares issued subject to compliance of the SEBI SBEB Regulations.

2. Identification of classes of employees entitled to participate in Cigniti ESOP-2022

Following class / classes of employees are entitled to participate in Cigniti ESOP-2022:

- a) Permanent employees of the Company working with the Company or on deputation with any other company in India or out of India.
- b) Directors of the Company; and
- c) Permanent employees and Directors of the Subsidiary company(ies) / working with respective subsidiary company or on deputation with any other company.

Following class / classes of employees are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group.

- b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013.

3. Transferability of Employee Stock Options:

The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be transferred to his legal heirs or nominees within the period as may be prescribed under Cigniti ESOP-2022.

4. Requirements of vesting and period of vesting:

The Options granted shall vest in accordance with the terms of the each grant under Cigniti ESOP-2022, so long as an employee continues to be in the employment of the Company or the subsidiary company, if any, as the case may be. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1 year.

5. Maximum period within which the Options shall be vested:

Options granted under Cigniti ESOP-2022 would vest in accordance with the terms of the each grant, subject to maximum period of 4 years from the date of grant of such Options.

6. Exercise price or pricing formula:

The exercise price per Option shall be market price as defined in the Scheme less discount if any, as may be decided by the Nomination and Remuneration Committee from time to time at its own discretion subject to maximum discount of 20%. However in no case such exercise price shall be less than face value.

7. Exercise period and the process of Exercise:

The vested Options shall be allowed for exercise on and from the date of vesting. The vested Options need to be exercised within a maximum period of 2 years from the date of vesting of such Options. The vested Option shall be exercisable by the employees by a written application to the Trust or Company expressing his / her desire to exercise such Options in such manner and on such format as may be prescribed by the Trust/ Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

8. Appraisal process for determining the eligibility of employees under Cigniti ESOP-2022:

The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time. The employees would be granted Options under Cigniti ESOP-2022 based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Committee from time to time.

9. Maximum number of Options to be issued per employee and in aggregate:

The number of Options that may be granted to any specific employee of the Company or of its subsidiary company under the Plan, in any financial year and in aggregate under Cigniti ESOP-2022 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company.

10. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust:

The ESOP-2022 shall be implemented through Trust.

11. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:

The ESOP-2022 is implemented by Secondary acquisition of shares and does not involve any fresh issue of shares.

12. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc:

Subject to the provisions of Section 67 of the Companies Act, 2013 and rules made thereunder, the Company

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will provide an amount not exceeding 5% of the Paid up capital and free reserves in one or more tranches to the Trust for implementing the Scheme. The Board or the Committee shall decide on the amount, tenure, utilization, repayment and other terms of loan to be provided to the Trust for the purpose of implementation of the Scheme.

13. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);

Subject to the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 the Trust can acquire a maximum of 5% of the total paid-up share capital of the Company through Secondary Acquisition. Further, the number of equity shares of the Company that can be acquired by the Trust from the secondary market in any financial year shall not exceed 2% of the number of paid-up equity share capital of the Company as at the end of the previous financial year.

The Trust can acquire additional shares from secondary market at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the board, in case the share capital expands due to capital expansion undertaken by the company including preferential allotment of shares or qualified institutions placement, subject to ceiling of five per cent prescribed above.

14. Method of Valuating the Options:

The company will adopt the fair value method to value the options granted under the Scheme or such other valuation as may be decided by the Nomination and Remuneration Committee/Compensation Committee.

15. The Lock-in period, if any:

There shall be no lock-in period on shares issued/transferred to employee pursuant to exercise of option.

16. The conditions under which option vested in employees may lapse e.g., in case of termination of employment for misconduct:

If the employee/Director voluntarily terminates employment with the Company or the termination is due to misconduct as per the rules of the company, the options to the extent not vested shall lapse/expire and be forfeited forthwith. The Committee may from time at its absolute discretion decide and fix the conditions under which the options vested in employees may lapse.

17. Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

The Committee shall decide at its absolute discretion the time within which the employee shall exercise the vested options in case of termination other than voluntary termination and resignation of employee, however in no case such time shall be more than one year from the date of such termination or resignation.

18. Disclosure and Accounting Policy and other disclosures:

The company shall comply with the disclosure and accounting policies specified in regulation 15 the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any other appropriate authority, from time to time. The Company shall also disclose such information in its directors' report as may be required under applicable laws from time to time.

In addition to the information that the company is required to disclose in relation to employee benefits under the Companies Act, 2013, the Board of Directors of the company shall also disclose the details of the ESOP – 2022 being implemented, as specified in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The trust shall be required to make disclosures and comply with the other requirements applicable to insiders or promoters under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 or any modification or re-enactment thereto.

19. Compliance with the policies and procedures:

The Trust, the Company and the its employees shall comply with the policies and procedures framed by the Committee to ensure that there is no violation of securities laws including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended from time to time.

20. Compliance of Accounting Standards:

The Company shall comply with the accounting standards as may be applicable to ESOP schemes from time to time.

21. Tax Liability

Any tax liability on account of issue of options/shares shall be that of employee alone.

22. Modifications to the Scheme

Subject to a special resolution passed at a General meeting the Board of Directors reserves the right to change the terms and conditions of the scheme at any time, at its discretion, however such changes shall be beneficial to the employees.

23. Contract of Employment

23.1 This scheme shall not form part of any contract of employment between Cigniti Technologies Limited and the Employee. The rights and obligations of any individual under the contract of employment shall not be affected by his/her participation in this scheme.

23.2 Nothing in this scheme shall afford upon any Employee any additional right(s) as to compensation or damages in consequence of the termination of such office or employment for any reason.

23.3 The scheme shall not confer any Employee any legal or equitable right against Cigniti Technologies Limited either directly or indirectly or give rise to any cause of action in law or equity.

23.4 Where an eligible employee is a director nominated by an institution as its representative on the Board of Directors of the company –

- (i) the contract or agreement entered into between the institution nominating its employee as the director of a company and the director so appointed shall, inter alia, specify the following: -
 - a. whether the grants by the company under its scheme(s) can be accepted by the said employee in his capacity as director of the company;
 - b. that grants if made to the director, shall not be renounced in favour of the nominating institution; and
 - c. the conditions subject to which fees, commissions, other incentives, etc. can be accepted by the director from the company.
- (ii) the institution nominating its employee as a director of the company shall file a copy of the contract or agreement with the said company, which shall, in turn file the copy with all the recognised stock exchanges on which its shares are listed.
- (iii) the director so appointed shall furnish a copy of the contract or agreement at the first board meeting of the company attended by him after his nomination.

24. Government Regulations:

24.1 This Scheme is subject to all applicable laws, rules, regulations, guidelines and to such approvals from any governmental agencies as may be required. In case of any contradiction between the provisions, rules, regulations, guidelines, issued by any governmental agencies, the provisions of law shall override the provisions of this scheme.

24.2 The Employees who are granted warrants/shares under the scheme shall comply with such requirements of law as may be necessary.

25. General Risks:

Cigniti Technologies Limited does not guarantee any return on the equity investment made by Employee as part of the scheme.

26. The procedure for funding the exercise of options;

The Company shall not fund the exercise of options. The employee shall make payment at the time of exercise of their vested options.

27. Terms & conditions for buyback, if any, of specified securities covered under these regulations:

Not Applicable

In terms of the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, ESOP-2022 is required to be approved by the members by passing of special resolution and as the Scheme will entail further shares to be offered to persons other than existing shareholders of the company, consent of the members is sought pursuant to the provisions of Section 62(1)(b) and all other

applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and as per the requirement of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. SEBI Regulations also require separate approval of members by way of special resolution to grant stock options to the employees of holding and/or subsidiary companies. Accordingly, a separate resolution under item no. 11 is proposed to extend the benefits of ESOP-2022 to the employees of holding, subsidiary and associate company(ies) of the company, as may be decided by the Nomination and Remuneration Committee/ Compensation Committee from time to time under Applicable Laws.

The Options to be granted under the Plan shall not be treated as an offer or an invitation made to public for subscription in the securities of the company.

Directors/Key Managerial Personnel of the Company/their relatives other than i) Promoter Directors (iii) those directors if any, holding directly or indirectly more than 10% of the outstanding equity shares of the company, and (iii) Independent Directors of the Company shall be deemed to be interested or concerned in passing of this resolution to the extent of benefit they may derive under the Scheme.

The Board accordingly recommends the resolutions at item no. 10 & 11 for approval of the members as special resolutions.

All the relevant documents including ESOP-2022 will be available for inspection during the office hours at the registered office of the Company till the date of conclusion of voting.

Item No.12, 13 & 14

To attract talented employees / Directors, it is necessary to provide incentive to the employees to remain with the company and to reward them with the opportunities to have a share in the success of the company. To achieve this objective, it is proposed to grant an option to the employees to subscribe to the shares of the company.

Accordingly, the Board of Directors ("the Board") of the Company at its meeting held on May 4, 2022, has approved introduction of the 'Employee Stock Option Plan 2022' (hereinafter referred to as the "ESOP-2022"), subject to the approval of the Members and in accordance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (the "SEBI Regulations") and authorised the Nomination and Remuneration Committee/Compensation Committee to formulate the detailed terms and conditions of the ESOP-2022 and to administer and implement the ESOP-2022 in accordance with the Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The ESOP-2022 will be implemented through a trust by acquiring the shares from Secondary Markets as per the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

To implement the ESOP-2022 the Company would provide funds to the trust for acquiring shares of the Company from the secondary markets.

As per rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, the Company is required to approve the lending of monies for purchasing its shares by passing a special resolution. As required under said the following information is provided:

1. the class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares:

Employees entitled to participate in the ESOP-2022 are:

- a. Permanent employee of the company who has been working in India or outside India; or, as may be decided by the board / committee.
- b. Directors (including whole – time Directors) of the company at any time.
- c. An employee as defined in clauses (a) or (b) of a subsidiary, in India or outside India, or of a holding company of the company or of an associate company.
- d. Such other persons, as may from time to time, be allowed under prevailing laws and regulations and as may be approved by the board for this purpose.

Above persons are referred herein collectively as the "Eligible Employees"

An employee who is a promoter or belongs to promoter group or a director who either by himself or through his relative or through any body corporate, directly or indirectly holds more than 10 percent of the outstanding equity shares of the company at the time of granting of option shall not be eligible to participate in ESOP-2022. Independent Directors shall not be eligible to receive any stock options.

2. the particulars of the trustee or employees in whose favour such shares are to be registered;

The shares acquired pursuant to ESOP-2022 will be registered in the joint names of trustees. However, the Trustees with the approval of majority of trustees can change the same from time to time.

3. the particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any;

The name of the trust through which the ESOP-2022 is to be implemented is Cigniti Employees Trust. The Trust is situated at Suit No.106&107,6-3-456/C, MGR Estates, Dwarakapuri Colony Panjagutta, Hyderabad-500082, Telangana

The details of the Trustees of "Cigniti Employees Trust" are as mentioned below:

Name of the Trustee	Address	Occupation	Nationality	Relationship with promoters/directors/Key managerial person
Veera Reddy Patlolla	H.no.2-1, Nandigaon Patancheru Mandal, Mandal Nandigaon, Patancheru.medak-Pin-502300.	Employee	Indian	No
Sundar Rao Behata	H.no.7-53/17/3, Balasaraswathi Nagar, Malkajgiri, 500047	Employee	Indian	No
Urmila Markili	H No 1-3-307 207, Sri Sai Apartments, Kavadi guda Gandhi Nagar, Hyderabad Pin:500080, Telangana,	Employee	Indian	No

4. the particulars of any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof;

Directors/Key Managerial Personnel of the Company/their relatives other than i) Promoters (ii) those directors if any, holding directly or indirectly more than 10% of the outstanding equity shares of the company, and (iii) Independent Directors of the Company shall be deemed to be interested or concerned in Scheme to the extent the Committee may grant them the options. However, they are in no way concerned or interested in the Trust.

5. the detailed particulars of benefits which will accrue to the employees from the implementation of the scheme;

The eligible employee to whom the committee has granted the options will get one equity shares for every vested option on exercise.

6. the details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised;

As per the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 the trustees of a trust, which is

governed under these regulations, shall not vote in respect of the shares held by such trust, so as to avoid any misuse arising out of exercising such voting rights.

Directors/Key Managerial Personnel of the Company/their relatives other than i) Promoter Directors (ii) those directors if any, holding directly or indirectly more than 10% of the outstanding equity shares of the company, and (iii) Independent Directors of the Company shall be deemed to be interested or concerned in passing of this resolution to the extent of benefit they may derive under the Scheme.

The Board accordingly recommends the resolutions at item no. 12, 13 & 14 for approval of the members as a special resolution.

All the relevant documents will be available for inspection during the office hours at the registered office of the Company till the date of conclusion of voting.

For and on behalf of the Board
Cigniti Technologies Limited

Place: Hyderabad
Date: 04.05.2022

C.V. Subramanyam
Chairman & Managing Director
DIN: 00071378