

7<sup>th</sup> August 2024

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

BSE Limited  
P.J. Towers, Dalal Street  
Mumbai - 400001.  
Fax No.22722037/22723121  
Scrip code: 534758

Dear Sir/Madam,

Sub: Submission of Postal Ballot Notice which is dispatched to shareholders of the Company-reg

In compliance with the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) and read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and the latest one being General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of Cigniti Technologies Limited (the "Company") is sought to transact the Businesses as set out below and as contained in the Postal Ballot Notice. The Company is sending Postal Ballot Notice in electronic form only.

1. Appointment of Mr. Pankaj Khanna (Din: 09157176) as Executive Director of the Company.
2. Appointment of Mr. Pankaj Khanna (Din: 09157176) as Whole-Time Director and Key Managerial Personnel of the Company.
3. Appointment of Mr. Sudhir Singh (Din: 07080613) as Non-Executive Director And Non-Independent Director of the Company.
4. Appointment of Mr. D.K.Singh (Din: 10485073) as an Independent Director of the Company.
5. Appointment of Mr. Manish Sarraf (Din: 06415662) as an Independent Director of the Company.
6. Appointment of Ms. Mohua Sengupta (Din: 09092519) as an Independent Director of the Company.
7. Payment of Commission to Non-Executive Directors
8. Shifting of Registered Office of the Company from the State of Telangana to the State of Haryana

The said resolutions are proposed to be passed by remote e-voting. A copy of Notice along with explanatory statement seeking approval of the Members in respect of the aforesaid matters, is attached for your information and records. The same has also been uploaded on the website of the Company at [www.cigniti.com](http://www.cigniti.com).

#### 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

☎ 469.673.3443

📠 972.767.0948/0644

The dispatch of the Postal Ballot Notice is made on Wednesday, August 07, 2024, electronically to all the members whose names appear in the Register of Members/Record of Depositories as on Friday, August 2, 2024, being the cut-off date for the purpose.

In terms of MCA Circulars, the Company has made arrangements with its Registrar & Share Transfer Agent for registration of email addresses of those shareholders who have not yet registered their email address. Those shareholders are requested to get their email addresses registered by following the procedure given in notes to the Postal Ballot Notice.

The Company has also engaged the services of Central Depository Services Limited (CDSL) for the purpose of providing remote e-voting facility to Members. The remote e-voting will commence from 9:00 A.M. (IST) on Thursday, August 08, 2024 and end at 05:00 P.M. (IST) on Friday, September 06, 2024. The results of the postal ballot shall be declared by the Chairman, or the Company Secretary duly authorized on or before September 09, 2024.

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

Thanking you.

Yours Faithfully,  
For Cigniti Technologies Limited

Tadepalli  
Naga Vasudha  
Naga Vasudha  
Company Secretary  
ACS-23711

Digitally signed by  
Tadepalli Naga Vasudha  
Date: 2024.08.08 07:53:15  
+05'30'

Encl: as above

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## Cigniti Technologies Ltd

### Registered Office.

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


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## USA

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

 469.673.3443

 972.767.0948/0644

## CIGNITI TECHNOLOGIES LIMITED

CIN: L72200TG1998PLC030081

Reg. Office: SUIT NO.106&107,6-3-456/C,MGR ESTATES DWARAKAPURI COLONY PANJAGUTTA, HYDERABAD, Telangana, India, 500082.

Global Delivery Centre: 6th Floor, Orion Block, International Tech Park, Plot No. 17, Software Units Layout, Madhapur, Hyderabad, India – 500081.

Website: [www.cigniti.com](http://www.cigniti.com); E-mail: [info@cigniti.com](mailto:info@cigniti.com)

Tel: +91 40 4038 2255; Fax: +91 40 4038 2255

## NOTICE OF POSTAL BALLOT

*(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)*

| VOTING STARTS ON                                | VOTING ENDS ON                                    |
|---|---|
| Thursday, August 8, 2024<br>at 9:00 Hours (IST) | Friday, September 6, 2024<br>at 17:00 Hours (IST) |

Dear Member(s),

Notice is hereby given to the Members of Cigniti Technologies Limited (CIN: L72200TG1998PLC030081) ("**Company**") pursuant to Section 108, 110, and other applicable provisions, if any, of the Companies Act, 2013, ("**Act**") (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("**MCA**") for conducting postal ballot process through e-voting vide General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021, the General Circular No. 3/2022 dated May 5, 2022, the General Circular No. 11/2022 dated December 28, 2022 and the General Circular No. 09/2023 dated September 25, 2023 respectively (collectively the "**MCA Circulars**"), to transact the special business as set out hereunder by passing Ordinary and Special Resolutions, by way of postal ballot only through remote e-voting process ("**E-Voting**").

An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 and the Listing Regulations, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only and has extended only the remote e-voting facility to those Members whose e-mail addresses are registered with the Company / Depository Participants ("**Depositories**") as of 02.08.2024 ("**Cut-off Date**"). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

In compliance with Regulation 44 of the Listing Regulations, as amended, and pursuant to the provisions of Section 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes

electronically. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at <https://www.cigniti.com/>.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of this Notice for casting of votes by remote e-voting not later than 17.00 Hours (IST) Friday, September 06, 2024. The remote e-voting facility will be disabled by CDSL immediately thereafter.

The Board of Directors of the Company (“Board”) has appointed CS DS Rao (CP No. 14487), Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.

Upon completion of remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company. The results of the postal ballot will be announced on or before Monday, September 09, 2024. The results along with the Scrutinizer’s report would be displayed at the Company’s website ([www.cigniti.com](http://www.cigniti.com)) and on the website of CDSL ([evotingindia.com](http://evotingindia.com)) and communicated to the National Stock Exchange of India Limited and BSE Limited.

#### **SPECIAL BUSINESS:**

#### **1. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. PANKAJ KHANNA (DIN: 09157176) AS EXECUTIVE DIRECTOR OF THE COMPANY**

*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 149, 152, 161 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the relevant provisions of the Articles of Association of the Company and subject to other necessary approvals from the appropriate authorities and such conditions and modifications as may be prescribed or imposed while granting such approval, if any, and based on the recommendations of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company (“Board”), Mr. Pankaj Khanna (DIN: 09157176), who was appointed as an Additional Director in the capacity of an Executive Director of the Company, in the Meeting of the Board of Directors held on July 06, 2024 and whose term of appointment is up to the date of shareholders’ approval via postal ballot/next Annual General Meeting (“AGM”) or the last date by which AGM should have been held, whichever is earlier and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Executive Director of the Company, for a period of 2 years from 6<sup>th</sup> July 2024 up to 5<sup>th</sup> July 2026 (both days inclusive), liable to retire by rotation, on such terms and conditions as mentioned in the Explanatory Statement annexed to this notice.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## **2. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. PANKAJ KHANNA (DIN: 09157176) AS WHOLE-TIME DIRECTOR AND KEY MANAGERIAL PERSONNEL OF THE COMPANY**

*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 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), as amended from time to time, and based on the recommendations of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company (**“Board”**), Mr. Pankaj Khanna (DIN: 09157176) be and is hereby appointed as Whole-Time Director and a Key Managerial Personnel of the Company at a remuneration of Rs. 4 crores per annum, including ESOP and reimbursement expenses for a term of 2 years with effect from July 6, 2024.

**FURTHER RESOLVED THAT** in the event the Company does not have profits or the profit of the Company is inadequate in any financial year during his tenure as referred above, the amount of Salary and perquisites referred above shall be paid as minimum remuneration in terms of Section II of Part II of Schedule V to the Act.

**RESOLVED FURTHER THAT** the Board of the Company will have the power to revise the terms of remuneration subject to the limits specified in schedule V to the Act and subject to the compliance of the provisions of the other rules and regulations as will be applicable to the Company from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary statutory, contractual or any other approvals, in relation to the above and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.

## **3. APPOINTMENT OF MR. SUDHIR SINGH (DIN: 07080613) AS NON-EXECUTIVE DIRECTOR AND NON-INDEPENDENT DIRECTOR OF THE COMPANY.**

*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 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 (**“Act”**) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other applicable rules made thereunder (including any statutory modification(s) or enactment thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company (**“Board”**), Mr. Sudhir Singh (DIN: 07080613), who was appointed as an Additional Director in the Meeting of the Board of Directors held on July 06, 2024 and whose term of appointment is up to the date of shareholders’ approval via postal ballot/next Annual General Meeting (**“AGM”**) or the last date by which AGM should have been held, whichever is earlier and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, for a term of two (2) years i.e., from July 6, 2024 to July 5, 2026.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary for obtaining necessary statutory, contractual or any other approvals, in relation to the

above and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

#### **4. APPOINTMENT OF MR. D.K.SINGH (DIN: 10485073) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“**the Act**”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and as per the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) as amended from time to time, and based on the recommendations of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company (“**Board**”), Mr. D.K.Singh (DIN: 10485073) who was appointed as an Additional Director in the Meeting of the Board of Directors held on July 06, 2024 and whose term of appointment is up to the date of shareholders’ approval via postal ballot/next Annual General Meeting (“**AGM**”) or the last date by which AGM should have been held, whichever is earlier and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term of two (2) years i.e., from July 6, 2024 to July 5, 2026.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **5. APPOINTMENT OF MR. MANISH SARRAF (DIN: 06415662) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“**the Act**”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and as per the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) as amended from time to time, and based on the recommendations of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company (“**Board**”), Mr. Manish Sarraf (DIN: 06415662) who was appointed as an Additional Director in the Meeting of the Board of Directors held on July 06, 2024 and whose term of appointment is up to the date of shareholders’ approval via postal ballot/next Annual General Meeting (“**AGM**”) or the last date by which AGM should have been held, whichever is earlier and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term of two (2) years i.e., from July 6, 2024 to July 5, 2026.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## **6. APPOINTMENT OF MS. MOHUA SENGUPTA (DIN: 09092519) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

RESOLVED THAT pursuant to the provisions of Sections 149,152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and as per the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, and based on the recommendations of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company ("Board"), Ms. Mohua Sengupta (DIN: 09092519), who was appointed as an Additional Director in the Meeting of the Board of Directors held on July 06, 2024 and whose term of appointment is up to the date of shareholders' approval via postal ballot/next Annual General Meeting ("AGM") or the last date by which AGM should have been held, whichever is earlier and in respect of whom a notice has been received from a member proposing her candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term of two (2) years i.e., from July 6, 2024 to July 5, 2026.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

## **7. PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS**

*To consider and, if thought fit, to pass, with or without modification, the following resolution as an **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 Rs.48,00,000 lakhs be paid to each Independent Director subject to the overall ceiling limits of One percent (1%) per annum of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act, 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 two years, commencing 2024-25."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

## **8. Shifting of Registered Office of the Company from the State of Telangana to the State of Haryana:**

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

"**RESOLVED THAT** subject to the provisions of Section 12, 13 and all other applicable provisions, of the Companies Act, 2013 ("**Act**") read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to the approval of the Central Government through Regional Director, the Registrar of Companies, and/ or any other regulatory/ statutory authorities, government(s), judicial/quasi-judicial authorities, court(s) etc., the consent of the Members be and is hereby accorded for shifting of the Registered Office of the Company from the State of Telangana to the State of Haryana at Plot No. 13, Udyog Vihar Phase – IV, Sector 18, Gurugram - 122015."

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the approval of the Central Government through Regional Director, the Registrar of Companies and/ or any other regulatory/ statutory authorities, government(s), judicial/quasi-judicial authorities, court(s) etc., the consent of the Members of the Company be and is hereby accorded to substitute and replace the existing Clause II of the Memorandum of Association of the Company by the following Clause:

**II. The Registered Office of the Company will be situated in the State of Haryana.”**

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to make an application along with the required documents and papers before the Hon’ble Regional Director, South East Region, Telangana and to appear before the Hon’ble Regional Director, South East Region, Telangana and any other regulatory/ statutory authorities and to do all such acts, deeds, things as may be deemed necessary in connection therewith and incidental and ancillary thereto including but not limited to:

- a) to make/cause to make, sign, execute, certify, acknowledge, verify, submit/cause to submit, affirm all such document(s), paper(s), undertaking(s), Affidavit(s), Indemnity(ies), Intimations, Notice, Declaration(s) and such other document(s) as may be required w.r.t shifting of the Registered Office of the Company from the State of Telangana to the State of Haryana;
- b) to make any modifications, changes, variations, alterations or revisions in any of the document as stipulated by the concerned authorities while according approval or consent;
- c) to make necessary intimations to all concerned authorities such as Regional Director, Registrar of Companies, Chief Secretary of the State of Telangana;
- d) to carry out all allied and incidental actions in connection with shifting of the Registered Office of the Company from the State of Telangana to the State of Haryana;
- e) appoint the authorised person(s) and Attorney(ies) and to execute Power of Attorney or a board resolution in favour of them;
- f) to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation to finalizing and executing any agreement, deeds and such other documents as may be necessary and
- g) to delegate all or any of the powers vested or conferred herein to any Director(s) or Officer(s) of the Company, or to any other person as may be required to give effect to this resolution.”

**“RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorised to make an Advertisement in Form INC-26 and to send notice to Regional Director/Registrar of Companies and/or any other regulatory or statutory authority, if any, to creditors of the Company and do all such acts, deeds and things as may be necessary in this regard including but not limited to filing of notice of the situation of Registered Office and the necessary e-forms with the concerned Registrar of Companies or any other authorities in order to effectuate the said resolution.”

By order of the Board of Directors  
For **Cigniti Technologies Limited**

Place: Hyderabad  
Date: 6 July, 2024

**Ms Naga Vasudha**  
Company Secretary  
M. No. A23711



## NOTES:

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) in respect of Special Business of the Company is appended and forms part of the Notice.
2. The Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on the Cut-off Date. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on that date.
3. As per the MCA Circulars aforesaid, the Postal Ballot Notice is being sent only through electronic mode to those Members whose E-Mail addresses are registered with the Company / Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.Cigniti.com/>, website of Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nse.com](http://www.nse.com) and on the website of CDSL India Limited at <https://evotingindia.com>.
4. In terms of the MCA and SEBI Circulars mentioned herein above, the Company will send Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. In case of any queries, member may write to [company.secretary@cigniti.com](mailto:company.secretary@cigniti.com),
5. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders. The proposed resolutions, if passed by requisite majority, shall be deemed to have been passed on Friday, September 6<sup>th</sup> 2024, being the last day of remote e-voting.
6. The voting rights for Equity Shares are one vote per one Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, August 2, 2024. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.

However, it is clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

7. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility provided by CDSL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. Shareholders are requested to cast their vote through e-voting which commences from 9:00 Hours (IST) on Thursday, August 8, 2024 to 17:00 Hours (IST) on Friday, September 06, 2024 for being considered, failing which it will be taken that no response has been received from the shareholder.
9. The Company has appointed CS DS Rao (CP No. 14487), Practicing Company Secretary as

Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.

10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Monday, September 9, 2024 and shall be submitted with NSE and BSE Limited where the shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company's website at <https://www.Cigniti.com> and on website of CDSL at <https://evotingindia.com>.
11. All the material documents referred to in the explanatory statement will be available for inspection electronically. Members seeking to inspect such documents can send an email to [company.secretary@cigniti.com](mailto:company.secretary@cigniti.com)

**12. The instructions for E-Voting:**

- a) As per MCA and SEBI circulars, the Company is sending this Notice only in electronic form. The approval of Members is being sought through Remote E-voting only.
- b) You are requested to carefully read the instructions before exercising the vote and complete the E-voting between 9:00 Hours (IST) on Wednesday, July 22, 2024 to 17:00 Hours (IST) on Thursday, August 24, 2024. He / She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period, whichever is earlier.
- c) Members who have not registered their E-mail ID for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs need to send e mail to [company.secretary@cigniti.com](mailto:company.secretary@cigniti.com) from their Email ID and they would get an email with the link to participate in Remote E-voting.

**d) Voting through electronic means**

In terms of the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the **Act**') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('**Rules**'), read with aforementioned Circulars issued by Ministry of Corporate Affairs ('**MCA Circulars**') and read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system only, to members holding shares as on Friday, July 19, 2024 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by CDSL.

**The instructions for E-voting are as under:**

- i. Remote e-voting period shall commence at 09:00 a.m. IST on Thursday, August 08, 2024 and ends at 5.00 p.m. (IST) on Friday, September 06, 2024 (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. Friday, August 2, 2024 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the

resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- ii. During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on eVoting 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  |
|--|---|
| <a href="#">Individual Shareholders holding securities in demat mode with CDSL</a> | <p>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 users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p> |
| <a href="#">Individual Shareholders holding Securities in demat mode with NSDL</a> | <p>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</p>  |

| Type of Shareholders   | Login Method  |
|--|---|
|  | <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of eVoting 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 eVoting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote eVoting period or joining virtual meeting &amp; voting during the meeting.</p> |
| <a href="#">Individual Shareholder login through their demat accounts/ Website of Depository Participant</a> | <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 or joining virtual meeting &amp; voting during the meeting.</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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30         |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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"> <li>• 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.</li> </ul> |
| Dividend Bank Details<br>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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>                 |

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (viii) 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.
  - (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote
  - (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
  - (xi) 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.
  - (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
  - (xiii) 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](http://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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@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 mandatorily 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 Company at the email address viz; [company.secretary@cigniti.com](mailto: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 at [www.prabhansindltd.in](http://www.prabhansindltd.in) and/or RTA email at [info@arthiconsultants.com](mailto:info@arthiconsultants.com).
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. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to

helpdesk.evoting@cdslindia.com or grievances may be addressed to Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email at helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

All future communications to you would continue to be sent in electronic mode to this e-mail address. Members holding shares in electronic form may please inform any change in their e-mail address to their Depository Participant and Members holding shares in physical mode may inform by writing to the Registrar & Transfer Agent of the Company.

By order of the Board of Directors  
For **Cigniti Technologies Limited**

Place: Hyderabad  
Date: July 6, 2024

**Ms. Naga Vasudha**  
Company Secretary  
M. No. A23711

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE**

As required under Section 102(1) of the Companies Act, 2013 (“Act”) and other applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and disclosure requirements) Regulations, 2015 (“Listing Regulations”) the following Explanatory Statement setting out all material facts and information, to enable the Members to consider for approval of Item Nos. 1 to 8 should be taken as forming a part of this Notice.

### **Item No. 1 and 2:**

In accordance with the terms of the Share Purchase Agreement dated May 2, 2024 ("SPA"), between the Company, the promoters of the Company and Coforge Limited ("the Acquirer"), based on the recommendation of Nomination and Remuneration Committee (“NRC”), the Board of Directors (“Board”) has appointed Mr. Pankaj Khanna (DIN: 09157176) as an Additional Director in the capacity of Whole Time Director w.e.f 6<sup>th</sup> July 2024 for a period of 2 Years liable to retire by rotation. Also he shall be entitled to a remuneration of Rs. 4 crores per anum including ESOP cost and reimbursement expenses, in accordance with the provisions of Sections 197 and 198 of the Companies Act, 2013 read with Schedule V thereto subject to approval of the shareholders of the Company.

Further as per the regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, such appointment to be approved by the shareholders with in a period of three months from the date of appointment by the Board.

The NRC and the Board are of the view that Mr. Pankaj Khanna possesses the requisite skills and capabilities. Considering the skills, experience and expertise, the NRC and the Board consider that this association would be of immense benefit to the Company. Hence recommend to the shareholders for approval the resolutions as set out in item no.1 & 2 of Postal Ballot notice.

### **Interest of Directors and Key Managerial Personnel:**

Except Mr. Pankaj Khanna being an appointee, none of the Directors and Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 and 2 of the Notice.

### **Item No. 3:**

In accordance with the terms of the Share Purchase Agreement dated May 2, 2024 ("SPA"), between the Company, the promoters of the Company and Coforge Limited ("the Acquirer"), based on the recommendation of Nomination and Remuneration Committee (“NRC”), the Board of Directors (“Board”) has appointed Mr. Sudhir Singh (DIN: 07080613) as an Additional Director (Non-Executive, Non-Independent Director) for a period of 2 Years w.e.f. 6<sup>th</sup> July 2024 liable to retire by rotation.

Further as per the regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, such appointment to be approved by the shareholders with in a period of three months from the date of appointment by the Board.

The NRC and the Board are of the view that Mr Sudhir Singh possesses the requisite skills and capabilities and his appointment would be of immense benefit to the Company. Hence recommended to the shareholders for approval of appointment of Mr. Sudhir Singh as Non-executive Director by passing the resolution as set out in item no.3 of Postal Ballot notice.



## **Interest of Directors and Key Managerial Personnel:**

None of the Directors, Key Managerial Personnel, and their relatives, except Mr. Sudhir Singh is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

## **Items No.4, 5 & 6:**

In accordance with the terms of the Share Purchase Agreement dated May 2, 2024 ("SPA"), between the Company, the promoters of the Company and Coforge Limited ("the Acquirer"), and based on the recommendation of the Nomination and Remuneration Committee ("NRC"), Mr. D.K.Singh (DIN: 10485073), Mr Manish Sarraf (DIN: 06415662), and Ms. Mohua Sengupta (DIN: 09092519) were appointed by the Board of Directors as Additional Directors (**Independent Directors**) with effect from July 6, 2024.

As per Regulation 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to seek approval of shareholders for the appointment of Mr. D.K.Singh (DIN: 10485073), Mr Manish Sarraf (DIN: 06415662), and Ms. Mohua Sengupta (DIN: 09092519) as Independent Directors of the Company through a special resolution within a period of three months from the date of appointment by the Board.

Mr. D.K.Singh, Mr Manish Sarraf, and Ms. Mohua Sengupta are qualified to be appointed as Directors in terms of Section 164 of the Companies Act, 2013 ("**Act**"), and have given written consent to act as Directors of the Company along with other requisite disclosures under applicable provisions.

The NRC and the Board are of the view that Mr. D.K.Singh, Mr Manish Sarraf, and Ms. Mohua Sengupta possesses the requisite skills and capabilities and their appointment as Independent Directors. would be of immense benefit to the Company. Hence recommended to the shareholders for approval of the resolutions as set out in item no.4, 5, & 6 of Postal Ballot notice.

## **Interest of Directors and Key Managerial Personnel:**

None of the Directors, Key Managerial Personnel, and their relatives, except Mr.D.K.Singh, Mr Manish Sarraf, and Ms. Mohua Sengupta is in any way concerned or interested, financially or otherwise, in the resolutions as set out in item no.4, 5, & 6 of Postal Ballot notice

## **Item No. 7:**

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 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 Independent Directors (apart from the Whole-time Director) be paid, for each of the two consecutive financial years commencing 6<sup>th</sup> July 2024, as Commission not exceeding Rs. 48,00,000/- (Rupees Forty Eight Lakhs) per Independent Director subject to the overall ceiling limits of One percent (1%) per annum of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act, in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors in consultation with the Nomination & Remuneration Committee.

None of the other Directors, Key Managerial Personnel of the Company / their relatives except Mr.D.K.Singh, Mr Manish Sarraf, and Ms. Mohua Sengupta 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. 7 of the Notice for your approval.

**Item No. 8:**

Presently, the Registered Office of the Company is situated at Suit No.106&107,6-3-456/C,MGR Estates Dwarakapuri Colony Panjagutta, Hyderabad- 500082, in the State of Telangana. Pursuant to change in the management and to align and centralize the operational and administrative activities at group level, it is proposed to shift the Registered Office of the Company to Gurugram which would help the Company's management to monitor its business more economically and efficiently and to streamline its various corporate functions including integration process at reduced cost with better administrative control, supervision and convenience.

The shifting of the Registered Office of the Company will not be prejudicial to the interest of any employees, Members, creditors or any other stakeholders.

Subject to approval of the Members of the Company, the Board of Directors of the Company in their meeting held on 6<sup>th</sup> July, 2024 approved the proposed shifting of the Registered Office of the Company and consequent alteration of Clause II of the Memorandum of Association ("**MOA**") of the Company.

In terms of Section 12, 13 and other applicable provisions of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 and applicable Rules made thereunder, such shifting of Registered Office from one state to another and consequent alteration of the MOA requires the approval of the Members of the Company by way of Special Resolution and further requires the approval of the Central Government i.e. the concerned jurisdictional Regional Director of the state where the Registered Office of the Company is presently situated and the Registrar of Companies. A copy of the MOA of the Company will be available for inspection by the Members of the Company during business hours on all days except Saturdays, Sundays and Public holidays.

The Board of Directors of the Company recommend the resolution as set out under Item No. 8 for approval by the Members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 8 of the Notice except to the extent of their shareholding in the Company, if any.

By order of the Board of Directors  
For **Cigniti Technologies Limited**

Place: Hyderabad  
Date: July 6, 2024

**Ms Naga Vasudha**  
Company Secretary  
M. No. A23711

**ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS:**

| Sl | Particulars                           | Mr. Sudhir Singh  | Mr. D.K.Singh   | Mr. Manish Sarraf  | Ms. Mohua Sengupta   | Mr. Pankaj Khanna   |
|----|---------------------------------------|---|---|--|--|---|
| 1. | Directors Identification Number (DIN) | 07080613  | 10485073  | 06415662   | 09092529   | 09157176  |
| 2. | Nationality                           | USA   | USA   | Indian   | Canada   | Indian  |
| 3. | Date of birth/Age                     | 10/08/1971  | 05/06/1963  | 06/08/1968   | 24/01/1969   | 06/09/1966  |
| 4. | Qualification                         | Mr. Sudhir is a B.Tech from IIT Banaras Hindu University, Varanasi and has completed his MBA from IIM Calcutta.   | Mr. DK Singh has a MS degree in Industrial Engineering from G.B. Pant University and BS in Mechanical Engineering from Mississippi State University.  | Mr. Manish is Graduated from Shri Ram College of Commerce and has done Masters from Indian Institute of Management, Ahmedabad  | Ms. Mohua is an MA in Economics from Jadavpur University, an MBA Finance from SUNY@Buffalo and is also a Certified General Accountant of Canada.   | Mr. Pankaj is a Chemical Engineer from Anna University, Chennai and Masters in Personnel Management & Industrial Relations from Tata Institute of Social Sciences, Mumbai   |
| 5. | A brief resume of the director        | <p>Mr. Sudhir is the Chief Executive Officer of Coforge and serves on the Company's Board of Directors. He joined Coforge in May 2017. Since his joining, the company has seen a CAGR revenue growth of 18.5%, Profit after tax growth of 19.0% and market capitalization of 44.9%.</p> <p>Mr. Sudhir brings experience across Unilever (Hindustan Lever), Infosys and Genpact to bear on his current role at Coforge. He has 25 years of industry experience with an exceptional track record of execution, driving robust revenue</p> | <p>Mr. DK Singh has over 35 years of leadership experience across multiple global industries including retail, industrial, consumer packaged goods, and technology companies with functional expertise in Procurement, Supply-Chain, and Engineering.</p> <p>Mr. DK Singh has a proven track- record in successfully transforming global and complex procurement and supply chain organizations, taking a strategic "total margin management" view across both growth and lean market cycles. His leadership has been key in reducing billions of dollars of cost, improving cash positions for the companies, leveraging</p> | <p>Mr. Manish Kumar Sarraf is experienced business leader credited with achieving substantial revenue growth with financial control, compliance with regulations and guidelines, and nurturing teams. Strong general management skills having led business / service units in the last 12 years and being part of Country Management Committee / Board in the last 8.</p> <p>Expertise in business build-up and transformation</p> | <p>MS. Mohua Sengupta is a Senior Business Leader, with 28+ years of experience across the globe, in the Financial Services Industry, IT Services Industry and GCCs. After serving Royal Bank of Canada Financial group for almost a decade, Mohua shifted back to India and has served in multiple IT/ ITES organizations in senior leadership roles, before joining the GCC industry with Mashreq Bank as their Global Head of GCCs. Recently Mohua has taken over as the Head of Novartis India GCC (NOCC Hyderabad). In the past decade, Mohua</p> | <p>Mr. Pankaj Khanna has over three decades of experience in Human Resources, Workforce Management, Staffing &amp; HR Analytics. He joined Coforge as Global Revenue Assurance head in 2020 responsible for devising appropriate strategies to ensure organisation's operating parameter trends &amp; headcount growth are aligned to the defined plans.</p> <p>In 2021 Pankaj was given additional responsibility to head HR for</p> |

|    |   |   |  |  |   |  |
|----|---|---|--|--|---|--|
|    |   | <p>and margin growth simultaneously, executing business turnarounds and orchestrating successful acquisitions.</p> <p>He is based in Princeton, New Jersey.</p>                                       | <p>sustainability and AI/digitization as a competitive advantage throughout his career.</p> <p>Mr. DK Singh is currently a Senior Advisor at McKinsey &amp; Company. He was a Senior Vice President and Chief Procurement Officer at Walmart. Prior to Walmart, he has also worked with companies like Schneider Electric, ConAgra, Motorola, and IBM in the past. He is a member of Hyde Park Angels Venture Capitalist (HPA) in Chicago, a leading early-stage investor. He was a Corporate Advisory Board Member for American Airlines, Resin Technology company, and Michigan State University Supply-Chain program.</p> <p>Mr. DK Singh also served on the advisory board and Executive committee for NMSDC (National Minority Supplier Development Council) and US Asian Pacific Asian American Chamber of Commerce.</p> | <p>in collaboration with all members of the organization.</p> <p>Experience across strategy, business development, new market development, finance, control and risk management and, regulatory compliance.</p> <p>He has set up new business lines and revamped existing operations both from a top-line as well as operational perspective. He enjoys getting into detailed level work along with the team but never loses sight of the big picture.</p> | <p>has focused on Digital Transformation, Digital Banking, Distributed Ledger Technologies, Application of Emerging Technologies in Banking, Insurance and Healthcare, to name a few.</p> <p>She is also extremely passionate about people matters, especially DEI. She is a much-published author and has published 120+ articles in business journals of repute. She is also active in the industry ecosystem and is a regular speaker in many events. A person of multiple interests, Mohua is also into Theatre and co-founded Ventures, a banner for theatre enthusiasts, in 2014. Ventures has produced multiple full-act plays which have been staged in various prestigious auditoriums in Bangalore and outside.</p> | <p>Coforge's BPS division.</p> <p>Prior to joining Coforge he has had stints amongst others in Mindtree, Fidelity Investments &amp; Wipro.</p> |
| 6. | Nature of expertise in specific functional areas; | Industry experience with an exceptional track record of execution, driving robust revenue and margin growth simultaneously, executing business turnarounds and orchestrating successful acquisitions. | Procurement, Supply-Chain, and Engineering.  | Strategy, General Management, New Business set-up, Business Transformation, team Management, P&L Management, Risk and Control, Financial Management and Control, Regulatory Compliance, Treasury and ALM, Domain Expertise in Banking and Finance Activity   | Finance, IT, Digital Transformation, Digital Banking, Distributed Ledger Technologies, Application of Emerging Technologies in Banking, Insurance and Healthcare.   | Human Resources, Workforce Management, Staffing & HR Analytics   |

|     |   |  |  |   |  |  |
|-----|---|--|--|---|--|--|
| 7.  | No of shares held and percentage of shareholding  | Nil  | Nil  | Nil   | Nil  | Nil  |
| 8.  | Disclosure of relationships between directors inter-se;   | None   | None   | None  | None   | None   |
| 9.  | <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. Coforge Limited</p> <p>2. Coforge Limited</p> <p>- Stakeholders Relationship Committee – Member</p> <p>- Corporate Social Responsibility Committee – Member</p> <p>3. None</p> | <p>1. Coforge Limited</p> <p>2. Coforge Limited</p> <p>- Audit Committee – Member</p> <p>- Nomination &amp; remuneration Committee – Chairperson</p> <p>- Stakeholders Relationship Committee – Member</p> <p>3. None</p>  | <p>1. None</p> <p>2. None</p> <p>3. None</p>  | <p>1. None</p> <p>2. None</p> <p>3. None</p>   | <p>1. None</p> <p>2. None</p> <p>3. None</p> |
| 10. | In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements   | NA   | Mr. DK Singh fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 (1) (b) of the Listing Regulations for his appointment as an Independent Director of the Company, is independent of the management and possesses appropriate skills, experience and knowledge as mentioned in his profile above and as recommended by NRC and Board. | Mr. Manish Kumar Sarraf fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 (1) (b) of the Listing Regulations for his appointment as an Independent Director of the Company, is independent of the management and possesses appropriate skills, experience and knowledge as mentioned in his profile above and as recommended by NRC and Board. | Ms. Mohua Sengupta fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 (1) (b) of the Listing Regulations for his appointment as an Independent Director of the Company, is independent of the management and possesses appropriate skills, experience and knowledge as mentioned in his profile above and as recommended by NRC and Board. | NA   |