

17th May 2023

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: Annual Secretarial Compliance Report for the year ended 31.03.2023 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 3(b)(iii) of the SEBI circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2023, issued by Mr. S. Chidambaram, Practicing Company Secretary.

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

Thanking you.

Yours Faithfully,
For Cigniti Technologies Limited

ADIRAJU
NAGAVASUDHA

Digitally signed by
ADIRAJU NAGAVASUDHA
Date: 2023.05.17 16:56:50
+05'30'

Naga Vasudha
Company Secretary

Encl: as above


Cigniti Technologies Ltd

Registered Office.

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


Global Delivery Center


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

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



SECRETARIAL COMPLIANCE REPORT

CIGNITI TECHNOLOGIES LIMITED

FOR THE YEAR ENDED 31ST MARCH, 2023

I S. Chidambaram (Practicing Company Secretary) have examined:

- (a) All the documents and records made available to me and explanation provided by Cigniti Technologies Limited ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



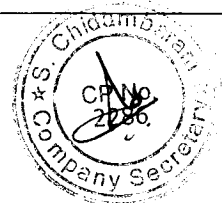
(g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares Securities) Regulations, 2013;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

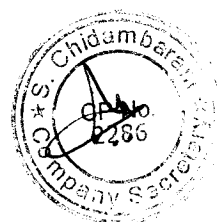
And circulars and guidelines issued there under.

I hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sl No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/Remarks by PCS
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	
3	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">•The Listed entity is maintaining a functional website•Timely dissemination of the documents/ information under a separate section on the website•Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	
4	<u>Disqualification of Director:</u>	Yes	



	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013		
5	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under	Yes	
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	



11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided by the paragraph herein(**)	Yes	The company has received penalty from BSE and NSE for non-compliance of regulation 19 of SEBI(LODR) Regulation 2015
12	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	No	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year	NA NA NA	As no auditor was resigned from the company
2	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with	NA	As no auditor was



	<p>respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		resigned from the company
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	As no auditor was resigned from the company

**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

S r N o	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 19 of SEBI(LODR) Regulation 2015- composition of Nomination and Remuneration committee under Reg19(1) and 19(2)	Reg 19	composition of Nomination and remuneration committee is not as per the Regulation	BSE And NSE	BSE and NSE has imposed fine on the company	Company was not having required composition of Nomination and Remuneration committee as required under Reg 19 of SEBI(LODR) Regulation 2015 and received a fine for period of march and June quarter i.e for 137 days from 1 st January 2022 till 17 th May 2022	3,23,320	The company has received a notice from NSE and BSE for not complying with the regulation 19 of SEBI (LODR) regulations 2015. i.e composition of Nomination and remuneration committee, As the company was not having required composition of Nomination and	Management has responded to the stock exchanges that it was unaware of NSE SOP Guidance note any fractional number to be rounded off to higher number. After they received email on 7 th may 2022 regarding the guidance note they conducted a board meeting on 18 th may 2022 and reconstituted Nomination and Remuneration committee	The company has complied with the Regulation 19 of SEBI(LODR) Regulation 2015 and paid penalty levied by NSE and BSE



								Remuneration committee. NSE and BSE has levied penalty of Rs3,23,320 for 137 days From 1 st January 2022 to 17 th May 2022. The company in its meeting held on 18 th may 2022 has made the proper composition as required under Regulation 19 of Nomination and Remuneration committee and paid the penalty levied during the period		
--	--	--	--	--	--	--	--	--	--	--

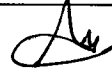
(b) The listed entity has taken the following actions to comply with the observations made in previous reports: NA

Sr	Compliance Requirement	Regulation/Circular	Deviations	Action Taken	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the	Management Response	Remarks
----	------------------------	---------------------	------------	--------------	----------------	----------------------	-------------	-----------------------------	---------------------	---------



No.	(Regulations/ circulars/guidelines including specific clause)	No.		by				Practicing Company Secretary		
	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Place: Hyderabad
Date: 02.05.2023


 S. Chidambaram
 Practicing Company Secretary
 FCS No. 3935
 C P No: 2286
 UDIN: F003935E000217929

