

7<sup>th</sup> May 2024

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

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

Name of Scrip: CIGNITITEC

Scrip code: 534758

Dear Sir / Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31.03.2024 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 31<sup>st</sup> March, 2024, issued by M/s. P.S.Rao & Associates, Practicing Company Secretaries.

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

Digitally signed by Tadepalli  
Naga Vasudha  
Date: 2024.05.07 17:48:59  
+05'30'

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

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Irving, TX 75039

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**SECRETARIAL COMPLIANCE REPORT OF CIGNITI TECHNOLOGIES LIMITED FOR THE  
FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024.**

We **P. S. Rao & Associates** have examined:

- (a) All the documents and records made available to us 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 report,

for the financial year ended 31<sup>st</sup> March, 2024 ("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 thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) SEBI (Buyback of Securities) Regulations, 2018; - *Not Applicable to the listed entity for the audit period*
- (e) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - *Not Applicable to the listed entity for the audit period*
- (g) SEBI (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Depositories Act, 1996
- (i) SEBI (Depositories and Participants) Regulations, 2018.

and based on the above examination, we hereby report that, during the Review Period:



I. (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:

| Sr. No. | 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       | Submission of XBRL format for Disclosures made.                                       | Reg -30 of LODR & NSE circular dated 15 <sup>th</sup> May, 2023 & BSE dated 16 <sup>th</sup> May 2023 | <i>Submission of some disclosures in XBRL format</i> | NIL             | NA             | NA                   | NIL         | Listed Entity shall also to submit the requisite disclosures in XBRL format within the time frame as provided under the said circulars in addition to the submission in PDF format. | Listed entity is establishing a compliance module to trigger timely filings |         |

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

| Sr. No. | Observations/ Remarks of the Practicing Company Secretary in the previous reports (PCS)                                                                                              | Observations made in the Secretarial Compliance report for the year ended 2022-23                                          | Compliance requirement (regulations/ Circulars / guidelines including specific clause)                           | Details of Violation/ Deviations and actions taken / penalty imposed , if any on the listed entity     | Remedial Actions if any taken by the listed entity          | Comments of the PCS on the actions taken by the Listed Entity      |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------|
| 1       | The company has received a notice from NSE and BSE for not complying with the regulation 19 of the SEBI(LODR) regulations, 2015. i.e Composition of the NRC , as the company was not | The company has received a notice from NSE and BSE for not complying with the regulation 19 of the SEBI(LODR) regulations, | Regulation 19 of SEBI(LODR) regulations, 2015 – Composition of NRC under Regulation 19 (1) and Regulation 19(2). | Company was not having the required composition of the NRC as required under Regulation 19 of the SEBI | Management has reconstituted the NRC on board meeting dated | The listed entity has duly complied with the respective provision. |



|  |                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                |  |                                                                                                                                                                |                            |  |
|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|--|
|  | having composition of the NRC . NSE and BSE has a levied a penalty of Rs. 3,23,320/-for 137 days from 1 <sup>st</sup> January, 2022 to 17 <sup>th</sup> May 2022. The company in its meeting held on 18 <sup>th</sup> May, 2022 has made the proper composition (as required under Regulation 19) of NRC and paid the fine levied during the period. | 2015. i.e Composition of the NRC , as the company was not having composition of the NRC . NSE and BSE has a levied a penalty of Rs. 3,23,320/-for 137 days from 1 <sup>st</sup> January, 2022 to 17 <sup>th</sup> May 2022. The company in its meeting held on 18 <sup>th</sup> May, 2022 has made the proper composition (as required under Regulation 19) of NRC and paid the fine levied during the period. |  | (LODR) Regulations 2015 and received a fine for the period of March and June, 2022 quarters from 1 <sup>st</sup> January, 2022 till 17 <sup>th</sup> May 2022. | 18 <sup>th</sup> May 2022. |  |
|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|--|

**II. 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                                                                                                                              |                                |                               |
|         | NOT APPLICABLE                                                                                                                                                                                                   |                                |                               |
| 2.      | Other conditions relating to resignation of statutory auditor                                                                                                                                                    |                                |                               |
|         | NOT APPLICABLE                                                                                                                                                                                                   |                                |                               |
| 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                             | NIL                           |



**III.** we hereby report that, during the review period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars                                                                                                                                                                                                                                                                                                                                                                                                                                             | Compliance status (Yes/No/ NA) | Observations/ Remarks by PCS* |
|---------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|-------------------------------|
| 1.      | <b>Secretarial Standards:</b><br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).                                                                                                                                                                                                                                                  | YES                            | NIL                           |
| 2.      | <b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI.</li> </ul>                                          | YES<br><br>YES                 | NIL<br><br>NIL                |
| 3.      | <b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under a separate section on the website.</li> <li>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.</li> </ul> | YES<br><br>YES<br><br>YES      | NIL<br><br>NIL<br><br>NIL     |
| 4.      | <b>Disqualification of Director:</b><br>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.                                                                                                                                                                                                                                                                         | YES                            | NIL                           |
| 5.      | <b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <ul style="list-style-type: none"> <li>(a) Identification of material subsidiary companies.</li> <li>(b) Disclosure requirement of material as well as other subsidiaries.</li> </ul>                                                                                                                                                                              | YES<br><br>YES                 | NIL<br><br>NIL                |
| 6.      | <b>Preservation of Documents:</b><br>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            | NIL            |
| 7.  | <b>Performance Evaluation:</b><br>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.                                                                                                                                                                    | YES            | NIL            |
| 8.  | <b>Related Party Transactions:</b><br>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or<br>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.                                        | YES<br><br>YES | NIL<br><br>NIL |
| 9.  | <b>Disclosure of events or information:</b><br>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 thereunder.                                                                                                                                                                                | YES            | NIL            |
| 10. | <b>Prohibition of Insider Trading:</b><br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.                                                                                                                                                                                                                                                    | YES            | NIL            |
| 11. | <b>Actions taken by SEBI or Stock Exchange(s), if any:</b><br>No action(s) has been 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 under separate paragraph herein. | YES            | NIL            |
| 12. | <b>Additional non-compliances, if any:</b><br>No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.                                                                                                                                                                                                                                                                            | YES            | NIL            |

**Assumptions & Limitation of scope and Review:**



1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**DATE: 01<sup>st</sup> May, 2024**  
**PLACE: HYDERABAD**

**For P.S.RAO & ASSOCIATES  
COMPANY SECRETARIES**



**CS P.S.RAO  
CP NO. 3829**

**UDIN: F010322F000286026  
PEER REVIEW CER. NO. 710/2020**