

MINUTES OF THE 3/2024-25 MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON SATURDAY, 6TH DAY OF JULY, 2024 AT 09:30 A.M. THROUGH VIDEO CONFERENCE

DIRECTORS PRESENT THROUGH VIDEO CONFERENCE :

Mr. C.V.Subramanyam	- Chairman & Non-Executive Director
Mr. C. Srikanth	- Executive Director & CEO
Mr. Ram Krishna Agarwal	- Independent Director
Mr. Phaneesh Murthy	- Independent Director
Ms. Nooraine Fazal	- Independent Director
Mr. Srinath Batni	- Independent Director
Mr. Sudhakar Pennam	- Non-Executive Director

Also Present

Mr. Krishnan Venkatachary	- Chief Financial Officer
Mrs. T Naga Vasudha	- Company Secretary

The meeting commenced at 09:30 A.M.

Confirmation by Directors:

All the Directors who had attended the meeting through Video conferencing confirmed their names, and location from where they were attending the Meeting. They also confirmed that they were able to see and hear the other participants and that they have received all the agenda papers. Moreover, it was also confirmed that the members attending the meeting virtually were alone in the room.

Mr. C.V.Subramanyam chaired the meeting and commenced the proceedings. He welcomed the Directors to the Meeting and having ascertained the requisite quorum being present, called the meeting to order.

1. LEAVE OF ABSENCE:

All members were present at the meeting, except Ms. Nooraine Fazal, who was granted leave of absence.

2. TO CONFIRM THE MINUTES OF THE PREVIOUS BOARD MEETING HELD ON 2ND MAY, 2024:

Minutes of the previous Board Meeting held on 2nd MAY, 2024 as circulated to the members of the Board were read, confirmed and taken note of.

Thereafter, the following resolution was passed in this regard:

“RESOLVED THAT the minutes of the Board Meeting held on 2nd May, 2024, a copy of which circulated among the members of the Board be and are hereby read, confirmed and taken on record.”

3. TO TAKE NOTE OF THE MINUTES OF THE NOMINATION AND REMUNERATION COMMITTEE MEETING HELD ON 1ST MAY, 2024.

Minutes of the previous Nomination and Remuneration Committee Meeting held on 1st May, 2024 as circulated to the members of the Board were read, confirmed and taken note of.

Thereafter, the following resolution was passed in this regard:

“RESOLVED THAT the minutes of the Nomination and Remuneration Committee Meeting held on 1st May, 2024, a copy of which circulated among the members of the Board be and are hereby read and taken on record.”

4. TO TAKE NOTE OF THE MINUTES OF THE BOARD MEETING OF SUBSIDIARY COMPANIES HELD ON 5TH JULY, 2024:

Minutes of the Board Meeting of the Subsidiary Companies held on 5th July, 2024 as circulated to the members of the Board were read, confirmed and taken note of.

Thereafter, the following resolution was passed in this regard:

“RESOLVED THAT the Minutes of the Board Meeting of the Subsidiary Companies held on 5th July, 2024, a copy of which circulated among the members of the Board be and are hereby read, confirmed and taken on record.”

5. TO CONSIDER APPOINTMENT OF MR. SUDHIR SINGH (DIN: 07080613) AS ADDITIONAL DIRECTOR OF THE COMPANY

The Chairman informed the board that, pursuant to the terms of the Share Purchase Agreement dated 2nd May 2024, between the Company, the promoters, members of the promoter group, and Coforge Limited (the Acquirer), the Acquirer has recommended the appointment of Mr. Sudhir Singh (DIN: 07080613) as an Additional Director of the Company under the category of Non-Executive Non-Independent Director. The recommendations of the Nomination and remuneration committee, the profile of Mr. Sudhir Singh and disclosures as received from the proposed director have been placed before the board members for consideration.

After due deliberations the board passed the following resolution:

“RESOLVED THAT pursuant to Section 161 of the Companies Act, 2013, read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company read with Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendations of the Nomination remuneration Committee of the Company, Mr. Sudhir Singh (DIN: 07080613) be and is hereby appointed as an Additional Director (Non-Executive Non Independent) of the Company, effective from July 6, 2024, subject to the approval of shareholders with in a period of three months from the date of appointment

RESOLVED FURTHER THAT consent to act as a director of the Company in Form DIR-2, declaration of lack of disqualification for acting as a director of the Company in Form DIR-8 and disclosure of interest in Form MBP-1 as submitted by Mr. Sudhir Singh (DIN: 07080613) and duly initialled by Mr. C.V Subramanyam, the Chairman for the purpose of identification, be and are hereby noted by the Board.

FURTHER RESOLVED THAT Mr. C.V Subramanyam, Chairman and Non-Executive Director, Mr. Krishnan Venkatachary, Chief Financial Officer and Ms. Naga Vasudha, Company Secretary of the Company be and are hereby severally authorized to sign appointment letter, applications, papers and documents to be filed with the Registrar of Companies and/or any other appropriate authority to do such other acts and deeds as may be required in this connection.

6. TO CONSIDER THE APPOINTMENT OF MR. PANKAJ KHANNA (DIN: 09157176) AS ADDITIONAL DIRECTOR OF THE COMPANY

The Chairman Informed the Members that, pursuant to the terms of the Share Purchase Agreement dated 2nd May 2024, between the Company, the promoters, members of the promoter group, and Coforge Limited (the Acquirer), the Acquirer has recommended the appointment of Mr. Pankaj Khanna (DIN: 09157176) As Additional Director (Executive Director) of The Company. The profile of Mr. Pankaj Khanna and Form DIR-2, and the recommendations of the Nomination and remuneration committee have been placed before the members. After due deliberations, the members of the Board passed the following resolution:

“**RESOLVED THAT** pursuant to Section 161 of the Companies Act, 2013, read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company read with Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendations of the Nomination remuneration Committee of the Company, Mr. Pankaj Khanna (DIN: 09157176), be and is hereby appointed as an Additional Director on the Board of the Company, with effect from July 6, 2024 subject to the approval of shareholders.

RESOLVED FURTHER THAT Mr. Pankaj Khanna (DIN: 09157176), shall hold the office of Additional Director upto the date of shareholders’ approval via postal ballot/next Annual General Meeting or the last date by which AGM should have been held, whichever is earlier.

RESOLVED FURTHER THAT pursuant to sections 152, 164, 165 & 184 of the Act, read with rule 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no. DIR-2, along with declarations that he is not disqualified to be appointed as director in DIR-8, that post appointment the number of director will be within the maximum number allowed under the Act and disclosure of interest, as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby taken note off.

RESOLVED FURTHER THAT Mr. C.V Subramanyam, Chairman and Non-Executive Director, Mr. Krishnan Venkatachary, Chief Financial Officer of the Company and Ms. Naga Vasudha, Company Secretary of the Company, be and are hereby severally authorised to sign the letter of appointment of Mr. Pankaj Khanna and such other document, as may be required, file necessary documents/forms/disclosures with the Registrar of Companies and/or any other appropriate authority and to do all such acts, deeds matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

7. TO CONSIDER AND APPROVE THE APPOINTMENT MR. PANKAJ KHANNA (DIN: 09157176), AS EXECUTIVE DIRECTOR OF THE COMPANY AND TO APPROVE THE TERMS AND CONDITIONS OF THE APPOINTMENT

The Chairman Informed the Members that, pursuant to the terms of the Share Purchase Agreement dated 2nd May 2024, between the Company, the promoters, members of the promoter group, and Coforge Limited (the Acquirer), the Acquirer has recommended the appointment of Mr. Pankaj Khanna (DIN: 09157176) as Executive Director. The profile of Mr. Pankaj Khanna and Form DIR-2, which is the consent to act as a director, have been placed before the members along with the recommendations of the Nomination and remuneration committee. Members discussed the matters relating to the tenure of appointment and remuneration of Mr. Pankaj Khanna, as Executive director.

After due deliberations, the board passed the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Articles of Association of the Company, and subject to the approval of shareholders and such other approvals and permissions as may be required, the consent of the Board be and is hereby accorded for the appointment of Mr. Pankaj Khanna (DIN: 09157176) Additional Director as Executive Director of the Company, liable to retire by rotation, with effect from July 6, 2024 for a period of two years at a remuneration not exceeding Rs. 4 crores per annum, including ESOP and reimbursement expenses, subject to revision, from time to time and with approval of shareholders of the Company."

RESOLVED FURTHER THAT Mr. Pankaj Khanna (DIN: 09157176) in the capacity of Executive Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the Company, from time to time.

RESOLVED FURTHER THAT Mr. C.V Subramanyam Chairman and Non-Executive Director, Mr. Krishnan Venkatachary, CFO of the Company and Ms. Naga Vasudha, Company Secretary of the Company be and are hereby severally authorised to sign the letter of appointment and such other document, as may be required, file necessary documents/forms/disclosures with the Registrar of Companies and/or any other appropriate authority to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

8. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. D K SINGH (DIN: 10485073) AS INDEPENDENT DIRECTOR OF THE COMPANY:

Chairman informed the Members that Based on the recommendations of the Nomination and remuneration committee and as per the terms of the Share Purchase Agreement (SHA) dated 2nd May, 2024, the profile of Mr. D K Singh (DIN: 10485073) submitted for consideration for the appointment as Independent Director for a period of two years, subject to the approval of members within a three-month period as special resolution. Members after due deliberations passed the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, read with applicable provisions of the Articles of association of the

Company and basis the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members of the Company, Mr. D K Singh (DIN: 10485073) be and is hereby appointed as an Additional Director (Non-Executive - Independent Director) on the Board of the Company to hold office until the next Annual General Meeting of the members of the Company or postal ballot whichever is earlier, on mutually agreed terms and conditions, as recommended by the Nomination and Remuneration Committee and subject to the approval of the shareholders of the Company.

RESOLVED FURTHER THAT pursuant to sections 152, 164, 165 & 184 of the Act, read with rule 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no. DIR-2, along with declarations that he is not disqualified to be appointed as director in DIR-8, that post appointment the number of director will be within the maximum number allowed under the Act and disclosure of interest, as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby taken note off.

RESOLVED FURTHER THAT pursuant to the provision of Sections 149, 152, 160 and 166 read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in the force) and subject to the approval of shareholders of the Company, Mr. D K Singh (DIN: 10485073) who has given his consent to act as director under Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto two consecutive years with immediate effect and that he shall not be liable to retire by rotation, on the mutually agreed terms and conditions between Mr. DK Singh and the Company.

FURTHER RESOLVED THAT Mr. C.V Subramanyam, Chairman and Non-Executive Director, Mr. Krishnan Venkatachary, Chief Financial Officer, Ms. Naga Vasudha, Company Secretary of the Company be and are hereby severally authorized to sign appointment letter, applications, papers and documents to be filed with the Registrar of Companies and/or any other appropriate authority to do such other acts and deeds as may be required in this connection.”

9. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. MANISH KUMAR SARRAF (DIN: 06415662) AS INDEPENDENT DIRECTOR OF THE COMPANY.

Chairman informed the Members that Based on the recommendations of the Nomination and remuneration committee and as per the terms of the Share Purchase Agreement (SHA) dated 2nd May, 2024, the profile of Mr. Manish Kumar Sarraf (DIN: 06415662) submitted for consideration for the appointment as Independent Director for a period of two years, subject to the approval of members within a three-month period as special resolution. Members after due deliberations passed the following resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, read with applicable provisions of the Articles of association of the Company and basis the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members of the Company, Mr. Manish Kumar Sarraf (DIN: 06415662) be and is hereby appointed as an Additional Director (Non-Executive - Independent Director) on the Board of the Company to hold office until the next Annual

General Meeting of the members of the Company or postal ballot whichever is earlier, on mutually agreed terms and conditions, as recommended by the Nomination and Remuneration Committee and subject to the approval of the shareholders of the Company.

RESOLVED FURTHER THAT pursuant to sections 152, 164, 165 & 184 of the Act, read with rule 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no. DIR-2, along with declarations that he is not disqualified to be appointed as director in DIR-8, that post appointment the number of director will be within the maximum number allowed under the Act and disclosure of interest, as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby taken note off.

RESOLVED FURTHER THAT pursuant to the provision of Sections 149, 152, 160 and 166 read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in the force) and subject to the approval of shareholders of the Company, Mr. Manish Kumar Sarraf (DIN: 06415662) who has given his consent to act as director under Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto **two** consecutive years with immediate effect and that he shall not be liable to retire by rotation, on the mutually agreed terms and conditions between Mr. Manish Kumar Sarraf and the Company.

FURTHER RESOLVED THAT Mr. C.V Subramanyam, Chairman and Non-Executive Director, Mr. Krishnan Venkatachary, Chief Financial Officer, Ms. Naga Vasudha, Company Secretary of the Company be and are hereby severally authorized to sign appointment letter, applications, papers and documents to be filed with the Registrar of Companies and/or any other appropriate authority to do such other acts and deeds as may be required in this connection.”

10. TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. MOHUA SENGUPTA (DIN: 09092519) AS INDEPENDENT DIRECTOR OF THE COMPANY.

Chairman informed the Members that Based on the recommendations of the Nomination and remuneration committee and as per the terms of the Share Purchase Agreement (SHA) dated 2nd May, 2024, the profile of Ms. Mohua Sengupta (DIN: 09092519)) submitted for consideration for the appointment as Independent Director for a period of two years, subject to the approval of members within a three-month period as special resolution. Members after due deliberations passed the following resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, read with applicable provisions of the Articles of association of the Company and basis the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members of the Company, Ms. Mohua Sengupta (DIN: 09092519) be and is hereby appointed as an Additional Director (Non-Executive - Independent Director) on the Board of the Company to hold office until the next Annual General Meeting of the members of the Company or postal ballot whichever is earlier, on mutually agreed terms and conditions, as recommended by the Nomination and Remuneration Committee and subject to the approval of the shareholders of the Company.

RESOLVED FURTHER THAT pursuant to sections 152, 164, 165 & 184 of the Act, read with rule 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no. DIR-2, along with declarations that he is not disqualified to be appointed as director in DIR-8, that post appointment the number of director will be within the maximum number allowed under the Act and disclosure of interest, as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby taken note off.

RESOLVED FURTHER THAT pursuant to the provision of Sections 149, 152, 160 and 166 read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in the force) and subject to the approval of shareholders of the Company, Ms. Mohua Sengupta (DIN: 09092519) who has given her consent to act as director under Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto two consecutive years with immediate effect and that he shall not be liable to retire by rotation, on the mutually agreed terms and conditions between Ms. Mohua Sengupta and the Company.

FURTHER RESOLVED THAT Mr. C.V Subramanyam, Chairman and Non-Executive Director, Mr. Krishnan Venkatachary, Chief Financial Officer, Ms. Naga Vasudha, Company Secretary of the Company be and are hereby severally authorized to sign appointment letter, applications, papers and documents to be filed with the Registrar of Companies and/or any other appropriate authority to do such other acts and deeds as may be required in this connection.”

11. TO NOMINATE THE APPOINTMENT OF DIRECTORS IN SUBSIDIARIES INCLUDING ONE INDEPENDENT DIRECTOR ON MATERIAL SUBSIDIARY OF THE COMPANY, IF ANY

Chairman informed the Members of the Board that pursuant to the change in management as per the terms of the Share Purchase Agreement (SPA) dated 2nd May 2024, the new management has conducted a comprehensive review of the existing board structures across all subsidiaries. Based on the review, it was proposed to appoint directors on the Boards of the relevant subsidiaries to strengthen the governance framework and for better control

As per the provisions of the Regulation 24 of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), at least one independent director on the board of a listed entity must also be a director on the board of an unlisted material subsidiary (whether incorporated in India or abroad.). The proposed appointments aimed to enhance the oversight and independence of the subsidiary boards, Management has proposed Mr D.K Singh (DIN: 10485073) Independent Director of the Company to appoint on the Material Subsidiaries of the Company i.e Cigniti Inc (USA).

The members of the Board after due deliberations passed the following resolution:

"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in light of the management changes stipulated in the Share Purchase Agreement dated 2nd May 2024, the Board hereby approves the appointment of Mr. DK Singh (DIN:10485073) Independent director of the company on the board of Cigniti Technologies Inc. (USA)

ensuring that at least one independent director on the board of the listed entity also serves on the board of the significantly material subsidiaries, whether incorporated in India or abroad."

"RESOLVED FURTHER THAT the Board authorizes the management to identify and appoint suitable candidates as Directors on the boards of the subsidiaries and to undertake all necessary actions to comply with the terms of the SPA."

12. To take note of disclosures as required under Sections 184 and 164 of the Companies Act, 2013:

The chairman informed the Board that pursuant to section 184 (1) and 164 of the Companies Act, 2013 read with Rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions of Companies Act, 2013, the new directors have forwarded the disclosures. Copies of which are place before the Board for perusal. After due deliberations, the Board took note of the same and passed the following resolution.

“RESOLVED THAT pursuant to Section 184 (1) and 164 of the Companies Act, 2013 read with Rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions of Companies Act, 2013, the general notice of disclosure of interest or concern in Form MBP.1 and DIR-8 received from the Directors of the Company as placed before the meeting, be and are hereby noted and taken on record by the Board and that the particulars be entered in the Register maintained for the purpose.”

13. TO TAKE NOTE OF THE DECLARATIONS OF THE INDEPENDENT DIRECTORS UNDER SECTION 149(7) OF THE COMPANIES ACT, 2013, AND AS PER REGULATION 16 OF SEBI (LODR) REGULATIONS, 2015

The Chairman informed the Board members to take note of the disclosures as required under Section 149(7) of the Companies Act, 2013, and Regulation 16 of the SEBI (LODR) Regulations, 2015.

The members of the Board took note of the disclosures as submitted by the Independent Directors.

14. TO RECONSTITUTE THE FOLLOWING STATUTORY COMMITTEES OF THE BOARD

(I)AUDIT COMMITTEE

(II)STAKEHOLDERS RELATIONSHIP COMMITTEE

(III)RISK MANAGEMENT COMMITTEE

(IV)CSR COMMITTEE

(V)NOMINATION AND REMUNERATION COMMITTEE

The Chairman informed the members that, as per the provisions of the Share Purchase Agreement (SPA) dated 2nd May 2024, among the Company, its promoters, members of the promoter group, and Coforge Limited (the Acquirer), the existing Board being replaced by new Board members. In view of this requirement, the existing statutory Board committees to be reconstituted as per the applicable provisions of the Companies Act, 2013, and SEBI (LODR) Regulations, 2015, to ensure the required composition of both Executive and Independent Directors as per Regulations 18, 19, and 20 of the SEBI (LODR) Regulations and as per the applicable provisions of the Companies Act, 2013.

The members after due deliberations passed the following resolution in this regard:

“RESOLVED THAT pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), and other applicable provisions of the companies act , 2013 (as amended from time to time) the Board hereby approves the reconstitution of the below mentioned statutory committees with immediate effect:

I. Audit Committee:

SI No	Name of the Director	Category	Designation
1	Mr.Manish Sarraf	Non-Executive Independent Director	Chairman
2	Mr. DK Singh	Non-Executive Independent Director	Member
3	Mr. Sudhir Singh	Non-Executive Non-Independent	Member

II. Nomination and Remuneration Committee

SI No	Name of the Director	Category	Designation
1	Mr. DK Singh	Non-Executive Independent Director	Chairman
2	Mr. Sudhir Singh	Non-Executive Non-Independent	Member
3	Ms. Mohua Sen Gupta	Non-Executive Independent Director	Member
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III. Stakeholders Relationship Committee

SI No	Name of the Director	Category	Designation
1	Mr. Sudhir Singh	Non-Executive Non-Independent	Chairman
2	Mr. Pankaj Khanna	Executive	Member
3	Mr. Manish Sarraf	Non-Executive Independent Director	Member

IV. Corporate Social Responsibility Committee

SI No	Name of the Director	Category	Designation
1	Mr. Sudhir Singh	Non-Executive Non-Independent	Chairman
2	Ms. Mohua Sen Gupta	Non-Executive Independent Director	Member
3	Mr. Pankaj Khanna	Executive	Member

V. RISK MANAGEMENT COMMITTEE

SI No	Name of the Director	Category	Designation
1	Mr. Pankaj Khanna	Executive	Chairman
2	Mr. DK Singh	Non-Executive Independent Director	Member
3	Ms. Mohua Sen Gupta	Non-Executive Independent Director	Member

“RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to make necessary filings with the stock exchanges and other regulatory authorities, and to take all such steps as may be necessary to give effect to this resolution.”

15. TO FIX THE PAYMENT OF SITTING FEE AND COMMISSION TO THE NON-EXECUTIVE DIRECTORS

The Chairman informed the Board that pursuant to the terms of the Share Purchase Agreement ("SPA") dated May 2, 2024, by and among the Company, its promoters and members of the promoter group, and Coforge Limited ("Acquirer"), Independent Directors were appointed to the Board.

Based on the recommendations of the Nomination and Remuneration Committee ("Committee") of the Company and pursuant to the provisions of Rule 4 of the Companies (Appointment and Remuneration) Rules, 2014, for the purpose of Section 197(5) of the Companies Act, 2013, the amount of remuneration by way of sitting fee for each meeting of the Board of Directors or any committee thereof shall not exceed INR 1,00,000. Further as per the Section 197 of the Companies Act, 2023, The company may pay remuneration to its non-executive directors, with the approval of the members in a general meeting by passing a special resolution upto 1% of the net profit of the company, if there is an existing managing or whole-time director or manager. This "1% of the net profit" applies collectively to all non-executive directors of the company (whether independent or not).

The members of the Board after due discussions passed the following 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, on the recommendation of Nomination Remuneration Committee the Board of Directors of the Company approve for the payment of sitting fees of INR 1,00,000 per meeting for attending the Board and Committee meetings to Non Executive Independent Directors, with immediate effect.

“RESOLVED FURTHER THAT subject to the approval of the members of the company, the consent of the Board be and is hereby accorded to pay a sum not exceeding 48,00,000 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, be paid to Non Executive Independent Directors of the Company 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.

FURTHER RESOLVED THAT the Non-Executive Independent Directors be reimbursed for travel, accommodation, and other out-of-pocket expenses incurred for attending the meetings of the Board and its Committees from time to time.

RESOLVED FURTHER THAT Mr. C.V Subramanyam, Chairman and Non-Executive Director, Mr. Krishnan Venkatachary, Chief Financial Officer, Mrs. Naga Vasudha, Company Secretary of the Company be and are hereby severally authorized to do all necessary things, deeds, actions as may be expedient to give effect to this resolution”

16. TO APPROVE SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM STATE OF TELANGANA TO STATE OF HARYANA SUBJECT TO APPROVAL OF SHAREHOLDERS

The Chairman informed Board members that 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.

Members of the Board after discussions passed the following resolution in this regard

"RESOLVED THAT subject to the provisions of section 12, 13(4) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the members of the company and Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the board be and is hereby accorded for shifting of the Registered Office of the Company from the State of Telangana to the State of Haryana.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13(4) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the approval of shareholders and the Central Government/ Regional Director, South East Region, the consent of the board be and is hereby accorded to substitute and replace the existing Clause 2 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 Mr. C.V Subramanyam, Chairman & Non-Executive Director, Mr. Pankaj Khanna, Executive Director and Mrs. Naga Vasudha, Company Secretary of the Company be and are hereby authorized to make an application along with the required documents and paper before the Hon'ble Regional Director, South East Region, Telangana and to appear before the Hon'ble Regional Director, South East Region, Telangana 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 and w.r.t shifting of the registered office of the Company from the State of Telangana to 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(s), 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 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 Mr. C.V Subramanyam, Chairman and Non-Executive Director, Mr. Pankaj Khanna, Executive Director, Mrs. Naga Vasudha, Company Secretary of the Company be and are hereby severally authorised to make an Advertisement in INC-26 and to send notice to Regional Director/Registrar of Companies and/or any other regulatory 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 in order to effectuate the said resolution.”

17. TO CONSIDER AND APPROVE THE DRAFT POSTAL BALLOT NOTICE

The Chairman informed the Members that pursuant to the terms of the Share Purchase Agreement ("SPA") dated May 2, 2024, between the Company, its promoters, members of the promoter group, and Coforge Limited ("Acquirer"), the Board has appointed new directors and established new management. To facilitate the ease of conducting business, it is proposed to shift the registered office of the Company from the state of Telangana to the state of Haryana.

Further, Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that every listed entity must obtain shareholder approval for the appointment of a person to the Board of Directors at the next general meeting or within three months from the date of appointment, whichever is earlier. Considering the terms of the SPA, applicable provisions of the Companies Act 2013, and the Listing Obligations and Disclosure Requirements Regulations, 2015, as it is not possible to convene the General Meeting, hence it is proposed to conduct a Postal Ballot to seek shareholder approval for the resolutions outlined in the draft Postal Ballot notice for the approval of the shareholders on the following resolutions:

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 Director of the Company.
4. Appointment of Mr. DK Singh (DIN: 10485073) as Independent Director of the Company.

5. Appointment of Mr. Manish Kumar Sarraf (DIN: 06415662) as Independent Director of the Company.
6. Appointment of Ms. Mohua Sengupta (DIN: 09092519) as Independent Director of the Company.
7. Payment of commission to Non-executive Directors.
8. Shifting of the registered office of the Company from the state of Telangana to the state of Haryana.

The Board after discussions passed the following resolution.

“RESOLVED THAT pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the draft of the Postal Ballot Notice together with its Explanatory Statement be and is hereby approved.

RESOLVED FURTHER THAT Mr. C.V Subramanyam, Chairman and Non-Executive Director, Mr. Krishnan Venkatachari, Chief Financial Officer, Mrs. Naga Vasudha, Company Secretary of the Company be and are hereby severally authorized to do all necessary things, deeds, actions as may be expedient to give effect to this resolution”

18. TO APPOINT MR. D S RAO (COP:14487), PRACTICING COMPANY SECRETARY, AS SCRUTINIZERS FOR CONDUCTING THE POSTAL BALLOT.

The Chairman informed the Members that in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the company required to appoint a scrutinizer to ensure the fair and transparent conduct of the Postal Ballot (including e-voting) process. Accordingly, it is proposed to appoint MR. D S Rao (COP: 14487), Practicing Company Secretary, as Scrutinizers for the purpose of conducting the Postal Ballot (including e-voting) in a fair and transparent manner.

The Board Members after discussions, passed the following resolution :

“RESOLVED THAT pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the consent of the Board be and is hereby accorded to appoint Ms. D S Rao (COP: 14487), Practicing Company Secretary, as Scrutinizers for conducting the Postal Ballot (including e-voting) in fair and transparent manner.

RESOLVED FURTHER THAT Mr. C.V Subramanyam, Chairman and Non-Executive Director, Mr. Krishnan Venkatachari, Chief Financial Officer, Mrs. Naga Vasudha, Company Secretary of the Company be and are hereby severally authorized to do all necessary things, deeds, actions as may be expedient to give effect to this resolution”

19. TO APPOINT M/S. CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL) FOR PROVIDING E- VOTING FACILITY PLATFORM FOR POSTAL BALLOT

The members were informed that the Company will be required to provide facility for voting by electronic means (“remote e-voting”) to all the shareholders of the Company to enable them to cast their votes electronically on the items to be approved by them and as mentioned in the Postal Ballot Notice. For this purpose, the Company needs to entere

an arrangement with M/s. Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to enable the shareholders to cast their votes electronically. The Board after deliberations passed the following resolution:

“RESOLVED THAT the consent of the Board be and hereby accorded to appoint M/s Central Depository Services (India) Limited (CDSL) for providing e-voting facility platform to enable the shareholders to vote electronically at the ensuing Postal Ballot being conducted by the Company.

RESOLVED FURTHER THAT Mr. C.V Subramanyam, Chairman and Non-Executive Director, Mr. Krishnan Venkatachary, Chief Financial Officer, Mrs. Naga Vasudha, Company Secretary of the Company be and are hereby severally authorized to do all necessary things, deeds, actions as may be expedient to give effect to this resolution

20. A. TO APPROVE THE MODIFICATION IN AUTHORIZATION OF BANK ACCOUNT SIGNATORIES

The Board of Directors were informed by the chairman that due to change in management there was a proposal to update the authorization of signatories for the Company’s bank accounts. In alignment with this proposal, members need to revise the list of authorized signatories to reflect the current organizational structure and further enhance operational efficiency.

After discussion members passed the following resolution :

The Board of Directors may note that the new management proposal to update the authorization of signatories for the Company’s bank accounts. In alignment with this proposal, members need to revise the list of authorized signatories to reflect the current organizational structure and further enhance operational efficiency.

Members may pass the following resolution in this regard:

“RESOLVED THAT in supersession of the earlier authorizations for bank account signatories, the following individuals are hereby authorized as signatories for the Company's bank accounts and they are granted the authority to sign, execute, and deliver all necessary documents and instruments on behalf of the Company:

(a) INDIAN ENTITIES:

Approval Rights	Authorised Signatories
AA - Unlimited	(A). Mr. Saurabh Goel, Mr. Pankaj Khanna; Ms. Preeti Singh
A, B1/B2 – Upto INR 2.5crore One each from B1 and B2 - Up to INR 1 crore	(B1) Ms. Barkha Sharma; Mr. Yogeshwar Dayal Mathur, Mr. Ashish Arora, (B2) Mr. Satish Achanta; Mr. Krishnan Venkatachari

(b) Overseas entities (Other than UK)

Dashboard Approval Rights	Authorised Signatories
AA - Unlimited	(A). Mr. Saurabh Goel, Mr. Pankaj Khanna; Ms. Preeti Singh
A, B1/B2 – \$ 300K One each from B1 and B2 - Up to Up to \$ 125K	(B1) Ms. Barkha Sharma; Mr. Yogeshwar Dayal Mathur, Mr. Ashish Arora, (B2) Mr. Satish Achanta; Mr. Krishnan Venkatachari

(c) UK Entities:

Dashboard Approval Rights	Authorised Signatories
AA - Unlimited	(A). Mr. Saurabh Goel, Mr. Pankaj Khanna; Ms. Preeti Singh
A, B1/B2 – GBP 250K One each from B1 and B2 – Up to GBP 100K	(B1) Ms. Barkha Sharma; Mr. Yogeshwar Dayal Mathur, Mr. Ashish Arora, (B2) Mr. Satish Achanta; Mr. Krishnan Venkatachari

FURTHER RESOLVED THAT all acts and deeds previously done by the authorized signatories in connection with the Company's bank accounts be and are hereby ratified and confirmed.

RESOLVED FURTHER THAT Mr. Krishnan Venkatachari, Chief Financial Officer of the Company and the Mrs. Naga Vasudha , Company Secretary of the company are hereby authorized to take all necessary actions to implement this resolution, including but not limited to, providing certified copies of this resolution to and ensuring the proper execution of all related documents with the banks concerned.

20. B. OPENING OF BANK ACCOUNT WITH HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (THE “BANK”).

The Board discussed the requirement of opening bank account(s) in the name of the M/s. Cigniti Technologies Limited (the “Company”) with The Hongkong and Shanghai Banking Corporation Limited (the “Bank”).

Further the Board was also informed of Global Liquidity and Cash Management (GLCM), E-channel and other services being offered by the Bank. The Board further noted all the documents, terms & conditions pertaining to the opening of bank account including availing GLCM and other services from the Bank.

RESOLVED THAT:-

- (a) Current account(s) be opened in the name of **Cigniti Technologies Limited** with the Bank.
- (b) **FURTHER RESOLVED THAT**, for the purposes of **ACCOUNT OPENING**, the Company hereby authorizes Mr.Saurabh Goel, Group Chief Financial Officer (CFO) and Mr. Pankaj Khanna, Executive Director (DIN: 09157176), **(the “Designated Signor(s)”)** to sign, seal and execute the Account Opening Form and / or any other form(s) / documents as prescribed by the Bank. The signing mandate for the same will be:
- ☐ Jointly ☐ Severally ☐ Others, please specify **Jointly**
- (c) **FURTHER RESOLVED THAT**, the Company hereby note the difference in features, the associated charges and average quarterly balance requirements between the different Account types.
- (d) **FURTHER RESOLVED THAT** the company has already obtained the Legal Entity Identifier (LEI) with reference number 335800FQ62C4B2BEBQ18.
- (e) **FURTHER RESOLVED THAT**, for the purposes of **ACCOUNT OPERATION**, the Company hereby authorizes the individuals listed in the table below hereinafter referred to as the “Authorized Signatory(ies)”, whose specimen signatures will be submitted along with the Account Opening Form, to instruct the Bank to make deposits, honor all cheques, bills of exchange, promissory notes or other orders which may be drawn by / accepted / made by or on behalf of the Company and to act on any instructions so given relating to the operation of the said Account(s) whether the same be overdrawn or not and / or any other instructions relating to the transactions of the Company in relation to the Account, including giving indemnity, declarations, agreement and any other document, as may be necessary of the above mentioned Authorized Signatories hereby authorized to sign and such signature shall bind the Company in all transactions between the Bank and the Company. The signing mandate for the same will be:

Approval rights	Proposed Signatories
AA, - Unlimited A, B1/B2 – Upto INR 2.5crore One each from B1 and B2 - Up to INR 1 crore,	(A). Saurabh Goel, Pankaj Khanna; Preeti Singh (B1) Barkha Sharma; Yogeshwar Dayal Mathur, Ashish Arora, (B2) Satish Achanta; Krishnan Venkatachary,

(f) FURTHER RESOLVED THAT:

- Approval of the Board be and is hereby accorded for obtaining Global Liquidity and Cash Management and other services enabled via E-channel platform or otherwise (the “**Services**”) offered by the Bank.
- The **Designated Signor(s)**, as mentioned above, be and are hereby authorized:

- i. to execute and deliver all documents/agreements/supplementary agreements/schedules and forms regarding subscription and withdrawal of Services offered by the Bank;
- ii. to appoint and remove such other person(s) to access, transact and to give instructions to the Bank and/or any other member of the HSBC Group in respect of all matters regarding the E-Channels, including, without limitation, to add, to amend or delete any Accounts and or Services (if applicable) relating to the Company in the E-channel profile;
- iii. to appoint and remove additional signatories from time to time who will have the same powers as the Authorized Signatories as delegated in this resolution under point 2. Above for E-Channels; and
- iv. to appoint an agent in respect of the Accounts (called the “**Customer Agent**”) in order that they may access electronic banking channels and enable that Customer Agent to access and transact on the Accounts(s) through such E-Channels as well as agree terms that relate to such access and use on Company’s behalf.

(g) **FURTHER RESOLVED THAT**, That the Bank be and is hereby authorized and requested to provide ‘Mobile Alert’ facility (term as defined in the ‘Mobile Alert’ terms and conditions) and SMS ‘Alerts’ (term as defined in ‘Mobile Alert’ terms and conditions) on the mobile phone number(s) provided in the Application Form as per the terms and conditions related to the mobile alert services. The Bank may, at its absolute discretion, discontinue the aforesaid service completely or partially without any notice to us. The Bank may debit our Account for service charges as per the prevailing tariff from time to time. We accept and agree to be bound by the above-mentioned terms and conditions (a copy of which is available on www.hsbc.co.in) and to any changes made therein from time to time in the future. We undertake to intimate the Bank immediately in the event of any change in the mobile phone number provided in the table below. We also understand that the SMS Alerts under this service may contain certain personal and/or Account information. We also understand and acknowledge that while the Bank will make reasonable efforts to ensure that the my/our personal/Account information is kept confidential, the SMS alerts cannot be guaranteed to be completely secure and the Bank shall have no liability in this regard.

RESOLVED FURTHER THAT a certified true copy of these resolutions be provided to the Bank and other members of the HSBC Group as appropriate which shall remain in force until modified and a certified copy thereof shall have been received by the Bank and other members of the HSBC Group as appropriate.

All the information provided to the Bank for Account opening and operation purposes along with all the Terms and Conditions for various Services (as mentioned above) were tabled at the meeting and are hereby approved and accepted in all respects.

21. TO CONSIDER AND APPROVE THE CONSTITUTION OF INVESTMENT COMMITTEE

The Chairman informed the board Pursuant to the terms of the Share Purchase Agreement ("SPA") dated May 2, 2024, by and among the Company, its promoters and members of the promoter group, and Coforge Limited ("Acquirer"), there is need to constitute an Investment

Committee for the placement of Fixed Deposit Receipts (FDR) and other investments. The proposed members of the Investment Committee were identified, and the approval authorities were specified.

The Board after due deliberations passed the following resolution:

"RESOLVED THAT the Investment Committee for the placement of Fixed Deposit Receipts (FDR) and other investments on behalf of the company be constituted with the following members:

Sl No	Name	Designation	Role
1	Mr. Saurabh Goel	CFO, Coforge	Chairman
2	Mr. V Krishnan V	CFO, Cigniti	Member
3	Mr. Ashish Arora	SVP- & Global Finance Controller, Coforge	Member
4	Mr. Satish Achanta	AVP-Treasury, Cigniti	Member
5	Mr. Yogeshwar Dayal Mathur	Treasury, Coforge	Member
6	Ms. Barkha Sharma	Company Secretary, Coforge	Member

RESOLVED FURTHER THAT the CFO and any other member of the Investment Committee be and are hereby authorized to approve the placement of FDR and other investments on behalf of the Company.

RESOLVED FURTHER THAT the existing members of the Investment Committee at the Chief Financial Officer, AVP-Treasury and Company Secretary, shall continue to serve in their roles.

RESOLVED FURTHER THAT the CFO and any other member of the existing Investment Committee at Company be and are hereby authorized to approve the placement of FDR and other investments on behalf of the Company.

RESOLVED FURTHER THAT a copy of this resolution, certified to be true by any Director or the Company Secretary of the Company, be furnished to all relevant parties and shall remain in force until notice in writing of its withdrawal or cancellation is given by the Company."

22. TO TAKE NOTE OF THE RESIGNATION LETTER GIVEN BY MR. PHANEESH MURTHY (DIN: 00388525), DIRECTOR OF THE COMPANY

The Chairman has informed the Board that pursuant to the requirements under the Share Purchase Agreement dated May 2, 2024, Mr. Phaneesh Murthy has decided to resign from the Board. The Chairman placed before the Board the resignation letter dated 6th July, 2024 received from Mr. Phaneesh Murthy (DIN: 00388525) for their perusal. The Chairman proposed that the Board take note of the resignation of Mr. Phaneesh Murthy from the directorship of the Company.

The Board considered the aforesaid matter and passed the following resolution:

"RESOLVED THAT resignation letter dated July 6th, 2024 as received from Mr. Phaneesh Murthy (DIN: 00388525) from directorship of the Company with effect from close business hours of July 6, 2024, copy of which is tabled before the meeting, be and is hereby noted and the Board places on record its appreciation for the assistance and guidance provided by Mr. Phaneesh Murthy during his tenure as Director of the Company

RESOLVED FURTHER THAT Mr. C.V Subramanyam, Chairman and Non-Executive Director, and Ms. Naga Vasudha, Company secretary of the Company be and are hereby jointly/severally authorised to file necessary documents/forms with the Registrar of Companies and /or any other appropriate authority to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

23. TO TAKE NOTE OF THE RESIGNATION LETTER GIVEN BY MR. RAM KRISHNA AGARWAL (DIN: 00416964), DIRECTOR OF THE COMPANY

The Chairman has informed the Board that pursuant to the requirements under the Share Purchase Agreement dated May 2, 2024, Mr. Ram Krishna Agarwal has decided to resign from the Board. The Chairman placed before the Board the resignation letter dated 6th July, 2024 received from Mr. Ram Krishna Agarwal (DIN: 00416964) for their perusal. The Chairman proposed that the Board take note of the resignation of Mr. Ram Krishna Agarwal from the directorship of the Company.

The Board considered the aforesaid matter and passed the following resolution:

“RESOLVED THAT resignation letter dated 6th July, 2024 as received from Mr. Ram Krishna Agarwal (DIN: 00416964) from directorship of the Company with effect from close business hours of 6th July, 2024, copy of which is tabled before the meeting, be and is hereby noted and the Board places on record its appreciation for the assistance and guidance provided by Mr. Ram Krishna Agarwal during his tenure as Director of the Company.

RESOLVED FURTHER THAT Mr. C.V Subramanyam, Chairman and Non-Executive Director, and Ms. Naga Vasudha, Company secretary of the Company be and are hereby jointly/severally authorised to file necessary documents/forms with the Registrar of Companies and/or any other appropriate authority to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

24. TO TAKE NOTE OF THE RESIGNATION LETTER GIVEN BY MR. SRINATH BATNI, DIRECTOR OF THE COMPANY

The Chairman has informed the Board that pursuant to the requirements under the Share Purchase Agreement dated May 2, 2024, Mr. Srinath Batani has decided to resign from the Board. The Chairman placed before the Board the resignation letter dated 6th July, 2024 received from Mr. Srinath Batani (DIN: 00041394) for their perusal. The Chairman proposed that the Board take note of the resignation of Mr. Srinath Batani from the directorship of the Company.

The Board considered the aforesaid matter and passed the following resolution:

“RESOLVED THAT resignation letter dated 6th July, 2024 as received from Mr. Srinath Batni (DIN: 00041394) from directorship of the Company with effect from close business hours of 6th July, 2024, copy of which is tabled before the meeting, be and is hereby noted and the Board places on record its appreciation for the assistance and guidance provided by Mr. Srinath Batni during his tenure as Director of the Company

RESOLVED FURTHER THAT Mr. C.V Subramanyam, Chairman and Non-Executive Director, and Ms. Naga Vasudha, Company secretary of the Company be and are hereby jointly/severally authorised to file necessary documents/forms with the Registrar of Companies and/or any other appropriate authority to do all such acts, deeds, matters and

things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

25. TO TAKE NOTE OF THE RESIGNATION LETTER GIVEN BY MS. NOORAIN FAZAL, DIRECTOR OF THE COMPANY

The Chairman has informed the Board that pursuant to the requirements under the Share Purchase Agreement dated May 2, 2024, Ms. Nooraine Fazal has decided to resign from the Board. The Chairman placed before the Board the resignation letter dated 6th July, 2024 received from Ms. Nooraine Fazal (DIN: 03110948) for their perusal. The Chairman proposed that the Board take note of the resignation of Ms. Nooraine Fazal from the directorship of the Company.

The Board considered the aforesaid matter and passed the following resolution:

“RESOLVED THAT resignation letter dated 6th July, 2024 as received from Ms. Nooraine Fazal (DIN: 03110948) from directorship of the Company with effect from close business hours of 6th July, 2024, copy of which is tabled before the meeting, be and is hereby noted and the Board places on record its appreciation for the assistance and guidance provided by Ms. Nooraine Fazal during her tenure as Director of the Company

RESOLVED FURTHER THAT Mr. C.V Subramanyam, Chairman and Non-Executive Director, and Ms. Naga Vasudha, Company secretary of the Company be and are hereby jointly/severally authorised to file necessary documents/forms with the Registrar of Companies and/or any other appropriate authority to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

26. TO TAKE NOTE OF THE RESIGNATION LETTER GIVEN BY MR. SUDHAKAR PENNAM, DIRECTOR OF THE COMPANY

The Chairman has informed the Board that pursuant to the requirements under the Share Purchase Agreement dated May 2, 2024, Mr. Sudhakar Pennam has decided to resign from the Board. The Chairman placed before the Board the resignation letter dated 6th July, 2024 received from Mr. Sudhakar Pennam (DIN: 05350817) for their perusal. The Chairman proposed the Board to take note of the resignation of Mr. Sudhakar Pennam from the directorship of the Company.

The Board considered the aforesaid matter and passed the following resolution:

“RESOLVED THAT resignation letter dated 6th July, 2024 as received from Mr. Sudhakar Pennam (DIN: 05350817) from directorship of the Company with effect from close business hours of 6th July, 2024, copy of which is tabled before the meeting, be and is hereby noted and the Board places on record its appreciation for the assistance provided by Mr. Sudhakar Pennam during his tenure as Director of the Company

RESOLVED FURTHER THAT Mr. C.V Subramanyam, Chairman and Non-Executive Director, and Ms. Naga Vasudha, Company secretary of the Company be and are hereby jointly/severally authorised to file necessary documents/forms with the Registrar of Companies and/or any other appropriate authority to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

27. TO ACCEPT THE RESIGNATION LETTER OF MR SRIKANTH CHAKKILAM (DIN: 06441390) AS EXECUTIVE DIRECTOR & CHIEF EXECUTIVE DIRECTOR OF THE COMPANY

The Chairman has informed the Board that pursuant to the requirements under the Share Purchase Agreement dated May 2, 2024 Company has received a resignation letter from Mr. Srikanth Chakkilam (DIN: 06441390), resigning from the position of Executive Director and Chief Executive Officer of Cigniti Technologies Limited and all applicable committees of the Board, effective from the close of business hours on 6th July 2024.

The Board considered the aforesaid matter and passed the following resolution:

RESOLVED THAT Mr. Srikanth Chakkilam (DIN: 06441390), who was appointed as the Executive Director and CEO of the Company with effect from 20th January, 2024, has submitted his resignation from the position of Executive Director and CEO of the Company, due to change in ownership and control of the Company and to facilitate the new management to reconstitute the Board .

RESOLVED FURTHER THAT the resignation of Mr. Srikanth Chakkilam be and is hereby accepted with effect from close of business hours of July 6, 2024.

RESOLVED FURTHER THAT Mr. C.V Subramanyam, Chairman and Non-Executive Director, and Ms. Naga Vasudha, Company secretary be and are hereby authorized severally to file the necessary forms with the Registrar of Companies and/or any other appropriate authority to do all such acts, deeds, and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board places on record its sincere appreciation for the valuable services rendered by Mr. Srikanth Chakkilam during his/her tenure as the Executive Director and CEO of the Company.

28. VOTE OF THANKS TO THE CHAIR:

There being no other business to transact, the meeting ended with a vote of thanks to the Chair.

The Meeting has concluded at 11:00 A.M.

Date: 15.07.2024
Place: Hyderabad

Chairman