

**Extra-ordinary General Meeting
(EGM)
of
CIGNITI TECHNOLOGIES LIMITED.**

Cigniti

Cigniti Technologies Ltd

Registered Office: Suite 106 & 107, MGR Estates, Dwarakapuri Colony,
Punjagutta, Hyderabad 500 082, Telangana, India
Tel.: +91(40)40382255 Fax.: +91(40)40382299

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of the Shareholders of M/s. Cigniti Technologies Limited will be held on Thursday, 7th day of March, 2024 at 10.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. C.SRIKANTH (DIN NO. 06441390) AS DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of Central Government, if any, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. C. Srikanth (DIN No. 06441390) as Director & Chief Executive officer(CEO) of the Company for a period of 2 Years with effect from 20.01.2024.

"RESOLVED FURTHER THAT during the tenure of Mr. C.Srikanth (DIN No. 06441390), as Director & CEO of the company, he shall be entitled to a remuneration up to Rs. 5,00,00,000/- (Rupees Five Crores only) per annum, subject to a maximum of 5% of net profit in a financial year including the remuneration paid to him as Director & CEO of Cigniti Technologies Inc; USA, a wholly owned subsidiary Company.

"RESOLVED FURTHER THAT subject to the above limits, the Board be and is hereby authorised to fix, alter or vary from time to time the remuneration payable to Mr. C.Srikanth (DIN No. 06441390), in such manner as it may deem fit (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. C.Srikanth."

"RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the Company during the period of 2 years from the date of his appointment as Director & CEO, the remuneration, perquisites and other allowances, if any fixed by the Board of Directors shall be governed by the limits prescribed in Schedule V to the Act."

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

2. APPOINTMENT OF MR. SUDHAKAR PENNAM (DIN NO.05350817) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY.

“RESOLVED THAT pursuant to the provisions of Section 152, 160 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the “Act”), Mr. Sudhakar Pennam (DIN NO.05350817) be and is hereby appointed as Non-Executive Non Independent Director, of the Company, liable to retire by rotation, for a period of 5 years.”

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

Place: Hyderabad
Date: 06.02.2024

For and on behalf of the Board
Cigniti Technologies Limited
Naga Vasudha
Company Secretary
M.NO.23711

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) circular No.09/2023 dated September 25, 2023 read with circulars dated December 28, 2022, May 5, 2022, April 13, 2020 and April 8, 2020 (collectively referred to as “MCA Circulars”) read with SEBI Circular dated October 07, 2023 and SEBI Master Circular dated July 11, 2023 (SEBI Circulars) permitted the holding of the Extra-Ordinary General Meeting (“EGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) MCA and SEBI Circulars, the EGM of the Company is being held through VC / OAVM. The venue of the Meeting shall be deemed to be the Registered Office of the Company.
2. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated September 25, 2023, December 28, 2022, May 5, 2022, April 13, 2020 and April 8, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.cigniti.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business in the Notice is annexed hereto and forms part of this Notice.
8. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Extra-Ordinary General Meeting not later than 48 hours before the scheduled time of the commencement of the Meeting.
9. Members are requested to send their queries by email mentioning their name, Demat account number/folio number, email id, mobile number at company.secretary@cigniti.com at least 10 days before the date of meeting, so that information can be made available at the meeting. The members who wish to speak during the meeting may register themselves as speakers for the Meeting to express their views on or before 5th March, 2024 before 5 PM to the above mentioned mail ID along with particulars. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the Meeting to only those members who have registered themselves, depending on the availability of time for the Meeting.
10. Electronic copy of the Notice of Extra-Ordinary general meeting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of EGM is being sent in the permitted mode.
11. Instructions for e-voting and joining the virtual EGM are as follows:
 - Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 04.03.2024 from 9.00 A.M. and ends on 06.03.2024 at 5.00 P.M. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 01.03.2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting through video conference.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of Individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the

	sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz; company.secretary@cigniti.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting through VC/OAVM & e-Voting on the day of the EGM i.e. 07.03.2024 is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
 3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
12. Mr. D.S.Rao, Practicing Company Secretary, bearing C.P. Number 14487 has been appointed as the Scrutinizer to scrutinize the e-voting process. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and shall make within a period of 2 (Two) working days from the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
13. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cigniti.com and on the website of CDSL within two(2) working days of passing of the resolutions at the EGM of the Company and communicated to the National Stock Exchange of India Limited and BSE Limited.

Place: Hyderabad
Date: 06.02.2024

**For and on behalf of the
Board Cigniti Technologies
Limited Naga Vasudha
Company Secretary
M.NO.23711**

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

SI	Particulars	C.Srikanth	Sudhakar Pennam
1.	Directors Identification Number (DIN)	06441390	05350817
2.	Nationality	Non Resident Indian	Non Resident Indian
3.	Date of birth/Age	16/01/1985	17/02/1967
4.	Qualification	Graduate Degree in Electronics and Communication Engineering.	Engineering degree
5.	A brief resume of the director	Under the able stewardship of Srikanth Chakkilam, Cigniti has grown strength-to-strength and become a global leader in independent quality engineering & software testing services. As CEO & Director, Cigniti Technologies Inc., Srikanth is responsible for driving Cigniti's global growth strategy, help set organizational goals and direction, and provide insights to build lasting relationships with clients, partners & investors. Previously, as an Executive Director, Srikanth spearheaded Cigniti's expansion into diverse geographies including U.K., EU, ANZ, SA, Middle East and APAC regions. Under his leadership, the revenues from these regions grew exponentially over the years. Srikanth works closely with Global Marketing team at Cigniti to orchestrate great customer experiences for our clients. Recognized globally as a thought leader,	Sudhakar Pennam, an innovative entrepreneur with an engineering degree from a prestigious Indian institution, embarked on a mission to create a lasting legacy in the IT industry. Post-education, Sudhakar made a foray into entrepreneurship, focusing on IT staffing and solutions, particularly in the United States. With nearly 25 years of hands-on industry experience, he has founded and run multiple IT services and staffing companies. He is currently President & CEO of Kairos Technologies Inc and the founder and CEO of Solunus Inc. Beyond his corporate endeavours, Sudhakar also actively engages in the dynamic landscape of emerging technologies. Sudhakar is on the Board of Directors of Baylor Scott

		he recently won the “CEO of the Year” award at the Future Leaders Summit & Awards 2018 in Mumbai, India. As much as Srikanth is dedicated to building a reliable and sustainable brand, he is also very passionate about giving back to the community. At Cigniti, Srikanth drives Project Cignificance which has an objective to impact 1 Million+ lives using technology enabled education as an enabler & to improve education standards in under equipped/funded schools in Telangana, India. Srikanth is an alumni of the University of Southern California where he worked closely with Barry Boehm, one of the legends of software engineering and quality.	& White Irving Foundation and an Advisor for Sentiero Ventures.
6.	Nature of expertise in specific functional areas;	Leadership, Entrepreneurship & General Business Management	Leadership, Entrepreneurship & General Business Management
7.	No of shares held and percentage of shareholding	25,00,000 and 9.16%	1127 and 0.004%
8.	Disclosure of relationships between directors inter-se;	Mr. Srikanth Chakkilam is the son of Mr.C.V.Subramanyam, Chairman & Non-Executive Director of Cigniti Technologies Limited and hence inter-related.	Nil
9.	1. Names of listed entities in which the person holds the directorship; 2. Names of listed entities in which the person holds	No Directorships in listed Companies	No Directorships in listed Companies

	the membership of Committees of the board; 3. Names of listed entities from which the person has resigned/retired in the past three years;		
10.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable

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

Item No. 1: APPOINTMENT OF MR. C.SRIKANTH (DIN NO. 06441390) AS DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY:

The Board of Directors of the Company in its meeting held on 20th January 2024 on the recommendation of Nomination & Remuneration Committee appointed Mr. C. Srikanth as Director & Chief Executive Officer of the Company for a period of 2 years at a remuneration fixed in accordance with provisions of Sections 197, 198 and 203 read with schedule V of the Companies Act, 2013 subject to the approval of shareholders of the Company by way of ordinary resolution. Hence the ordinary resolution as mentioned under item no.1 is put forth for your approval.

Further Mr.C.Srikanth is also the Director & CEO of Cigniti Technologies Inc; USA a wholly owned subsidiary of Cigniti Technologies Limited. Accordingly, the remuneration fixed by the Board to Mr.C.Srikanth as Director & CEO for both the Companies together i.e. Cigniti Technologies Limited India and Cigniti Technologies Inc; USA shall be up to Rs. 5,00,00,000 (Rupees Five Crores only) per annum, subject to a maximum of 5% of net profit in a financial year.

In the event of any loss or inadequacy of profits in any financial year of the Company during the period of 2 years from the date of his appointment as Director & CEO, the remuneration, perquisites and other allowances, if any fixed by the Board of Directors shall be governed by the limits prescribed in Schedule V of the Companies Act, 2013.

Except the Directors, Mr. C. V. Subramanyam and Mr. C. Srikanth, none of the other directors, key managerial personnel and their relatives is concerned or interested in the above said resolution.

Item No.2:APPOINTMENT OF MR. SUDHAKAR PENNAM (DIN NO.05350817) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY.

The Board of Directors of the Company have received a requisition notice from Mrs. Sapna Pennam, a Shareholder of the Company who belongs to Promoter group holding 35,58,892 equity shares aggregating to 13.04% of the total paid up share capital for convening Extra-Ordinary General meeting of the Company under section 100 of the Companies Act, 2013 read with rules there under to consider and approve the appointment of her husband Mr. Sudhakar Pennam as Non-Executive Director of the Company.

Considering the request received from aforesaid shareholder, the Board of Directors in their meeting held on 6th February, 2024 has taken a decision to include the proposed item no.2 in this Extra-Ordinary General Meeting for approval of the shareholders.

Board's concerns on appointment of Mr. Sudhakar Pennam as Non-Executive Director of the Company:

- Cigniti is engaged in the business of digital assurance and engineering services. Mr. Sudhakar Pennam is currently a Founder and CEO of Solunus Technologies, Inc and President / CEO of Kairos Technologies Inc which are in competing space with Cigniti in the business of digital assurance and engineering services.
- Therefore, Mr. Sudhakar Pennam's presence as a director on the Cigniti Board and his relationship with the aforementioned companies may pose a risk of leakage of commercially sensitive information from Cigniti to such companies, and may lead to a conflict of interest.

None of the Directors, key managerial personnel and their relatives is concerned or interested in the above said resolution.

A copy of the profile of Mr. Sudhakar Pennam as received, along with the requisition is attached herewith.

Place: Hyderabad
Date: 06.02.2024

For and on behalf of the Board
Cigniti Technologies Limited
Naga Vasudha
Company Secretary
M.NO.23711

To
The Board of Directors
Cigniti Technologies
Limited Hyderabad

22nd Jan 2024

Sub: Requisition for calling an Extraordinary General Meeting Under Section 100 of Companies Act 2013

Dear Sir,

I, Sapna Pennam, Share Holder of the Company holding 13.04% (No of Shares # 35,58,892) of the paid-up share Capital Issued by the Company would like to Nominate Mr. Sudhakar Pennam, One of the Promoter of the Company as a Non-Executive Director of the Company.

In this regard, I Request you in terms of Section 100 of the Companies Act and rules thereunder to convene Extra Ordinary General Meeting of the Company to approve the said Appointment for a period of 5 years by passing a Ordinary Resolution.

Name of the Person Nominated: Sudhakar
Pennam DIN: 05350817
Address: 1128 La Salle Ln, Southlake TX 76092
Profile Enclosed

Name of the Requisitionist: Sapna Pennam
Client ID DP ID : IN30429516899257 (Axis Securities Limited)
Client ID DP ID : HYDW5S105 / 1201060002796380 (ANAND RATHI SHARE AND STOCKBROKERS LIMITED)
Shares Held: 35,58,892
% Holding 13.04

Signature:



Place: Southlake, TX

Date: 01/22/2024

Profile of Mr. Sudhakar Pennam (As forwarded by requisitionists Mrs. Sapna Pennam)

Sudhakar Pennam, an innovative entrepreneur with an engineering degree from a prestigious Indian institution, embarked on a mission to create a lasting legacy in the IT industry.

Entrepreneurship/Mentorship:

Post-education, Sudhakar made a foray into entrepreneurship, focusing on IT staffing and solutions, particularly in the United States. With nearly 25 years of hands-on industry experience, he has cultivated a distinguished track record, emphasizing customer satisfaction, unwavering dedication to quality, and precise execution.

As the former CEO of Cigniti, Sudhakar orchestrated a significant transformation, propelling the company from a startup to one of the world's top three Quality Engineering firms. Beyond his corporate endeavours, Sudhakar also actively engages in the dynamic landscape of emerging technologies. Sudhakar is on the Board of Directors of Baylor Scott & White Irving Foundation and an Advisor for Sentiero Ventures.

Sudhakar was also instrumental in setting up the IT Serve Alliance –the largest association of IT services/staffing firms in the US. Having been associated with it since its inception, he played a significant role in building the community into what it is today.

His notable penchant for championing startups, coupled with his role as a mentor and trusted advisor has consistently stood out as a defining characteristic. His dedication to supporting emerging businesses reflects a deep commitment to fostering innovation and guiding entrepreneurs on their journey to success.

Community/Social Good:

Sudhakar's influence extends beyond the boardroom, showcasing dedication to community building. A key figure in the IT Serve Alliance, he played a foundational role in its establishment and growth. His commitment to mentorship extends beyond corporate realms, evident in his active involvement in philanthropic initiatives like the Pennam Foundation. His hands-on approach in supporting institutions like the Nethra Vidyalaya, Varija Ashram and Save the Child Foundation reflects a belief in the transformative power of mentorship and community support. Notably, Sudhakar's commitment to community welfare extends to his company's active support for the North Texas Food Bank's Indian American Council, where he serves as an engaged member of the Steering Committee.

These values of compassion and community engagement are deeply rooted in Sudhakar's upbringing, influenced by the altruism of his father, Shri P.V. Rao Garu, who provides free Homeopathy medicines to visually impaired children.

Sudhakar is more than a corporate leader; he is a dedicated sports enthusiast, a professional golfer, and a sponsor of the T20 cricket team in Dallas. Embracing the principles of sportsmanship, he firmly believes in maintaining a well-balanced work-life equilibrium for a stable and fulfilling life.

Key Highlights:

- Instrumental in propelling companies to global success, including Cigniti Technologies' rise in software testing and Solunus and Kairos' emergence as a tech leader.
- An enriching journey marked by successful startup ventures, mentorship of aspiring entrepreneurs, and community engagement.
- Committed philanthropist and advocate for corporate social responsibility, actively supporting initiatives to empower the less fortunate.
- Established 'The Pennam Foundation', a non-profit organization dedicated to creating a better world through varied innovative philanthropic efforts.
- Founding member of ITServe- a collective of IT Entrepreneurs in the US, which has now grown to over 2,000 members strong.
- Moderator at Synergy 2022 - organized by IT Serve Alliance brought over 2000+ Indo Americans in the IT Industry, where notable speakers were William Jefferson Clinton, Nikki Haley and Sadhguru Jaggi Vasudev.
- Interviewed Sri Sri Ravishankar at NATA ([North American Telugu Association Inc](#)) this year at Dallas, US.

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