

To,

Date: 01.10.2015

National Stock Exchange of India Ltd,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400051.

Dear Sir/ Madam,

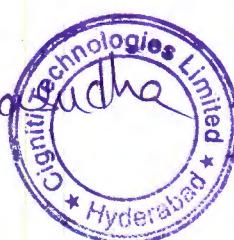
Sub: Outcome of 17<sup>th</sup> Annual General Meeting.

Unit: Cigniti Technologies Limited

Ref: Clause 31 (d) of the Listing Agreement

With reference to the subject cited, this is to inform the Exchange that at the 17<sup>th</sup> Annual General Meeting of M/s. Cigniti Technologies Limited held on 30.09.2015 at 10.00 A.M. at "The V (Ascendas) Auditorium", Plot No# 17, Software Units Layout, Madhapur, Hyderabad - 500 081, the following items were considered and duly approved by the shareholders of the Company:

1. The audited Balance sheet of the Company as at 31<sup>st</sup> March 2015, the Statement of Profit & Loss for the year ended as on that date and the report of the Directors' and Auditors' there on.
2. Appointment of Mr. P. Sudhakar as a Director of the company
3. Appointment of M/s. P. Murali & Co., Statutory Auditors of the company
4. Authority to the board of directors for raising of funds through Qualified Institutions Placement (QIP) as per section 62(1)(c) of the Companies Act, 2013 and SEBI (ICDR) regulations
5. Employee Stock Option Scheme- 2015
6. Employee Stock Option Scheme- 2015 to employees of Subsidiary Company
7. Amendment of the Memorandum of Association of the company

*A. Nagavendra*  


**Cigniti Technologies Ltd**

Suite 106, 107, MGR Estates  
Dwarakapuri Colony  
Punjagutta, Hyderabad 500 081  
Andhra Pradesh, India  
CIN: L72200TG1998PLC30081

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**USA**

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Irving, TX 75039

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Please find enclosed the scrutinizers report for the same.

Thanking you.

Yours faithfully,  
For Cigniti Technologies Limited

*A. Nagavasudha*

A. N. Vasudha  
Company secretary & Compliance officer



Encl. As above

**VOTING RESULTS FOR THE 17<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON 30<sup>TH</sup> SEPTEMBER, 2015**

| Sl No.                    | Description  |                   |   |       |            |              |
|---------------------------|--|-------------------|---|-------|------------|--------------|
| A                         | Date of AGM  |                   |   |       | 30.09.2015 |              |
| B                         | Total Number of Shareholders on record date  |                   |   |       | 3471       |              |
| C                         | No. of shareholders present in the meeting either in person or through proxy   |                   |   |       | 94         |              |
| Shareholders              |  | Present in person | Present through Proxy/<br>Authorization | Total | Shares     | % of Capital |
| Promoter & Promoter Group |  | 5                 | 0                                       | 5     | 7595330    | 30.70        |
| Public                    |  | 89                | 0                                       | 89    | 2572645    | 10.40        |
| Total                     |  | 94                | 0                                       | 94    | 10167975   | 41.10        |
| D                         | No. of shareholders attended the meeting through video conferencing – <b>There was no video conferencing facility.</b> |                   |   |       |            |              |

The mode of voting for all the resolutions was:

1. Remote e-voting conducted from 27.09.2015 (9.00 A.M.) to 29.09.2015 (5.00 P.M.)
2. Poll conducted at the meeting

Out of the above, votes cast by 4 shareholders were declared valid.

**1. Adoption of accounts as at 31.03.2015 along with Directors' Report and Auditor's Report:**

| Promoter/Public              | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes –in Favour | No. of Votes –Against | % of votes in favour on votes polled | % of votes in against on votes polled |
|------------------------------|--------------------|---------------------|---|-------------------------|-----------------------|--------------------------------------|---------------------------------------|
|                              | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                     | (5)                   | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                     |
| Promoter & Promoter Group    | 7595330            | 7595330             | 100%                                    | 7595330                 | -                     | 100%                                 | -                                     |
| Public Institutional holders | -                  | -                   | -                                       | -                       | -                     | -                                    | -                                     |
| Public - Others              | 2572645            | 2572645             | 100%                                    | 2572645                 | -                     | 100%                                 | -                                     |
| <b>Total</b>                 | <b>10167975</b>    | <b>10167975</b>     | <b>100%</b>                             | <b>10167975</b>         | <b>-</b>              | <b>100%</b>                          | <b>-</b>                              |

*A. Nagavanhala*



2. To appoint a Director in place of Mr. P. Sudhakar, who retires by rotation and being eligible, offers himself for re-appointment.

| Promoter/Public              | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes –in Favour | No. of Votes –Against | % of votes in favour on votes polled | % of votes in against on votes polled |
|------------------------------|--------------------|---------------------|---|-------------------------|-----------------------|--------------------------------------|---------------------------------------|
|                              | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                     | (5)                   | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                     |
| Promoter & Promoter Group    | 7595330            | 7595330             | 100%                                    | 7595330                 | -                     | 100%                                 | -                                     |
| Public Institutional holders | -                  | -                   | -                                       | -                       | -                     | -                                    | -                                     |
| Public - Others              | 2572645            | 2572645             | 100%                                    | 2572645                 | -                     | 100%                                 | -                                     |
| Total                        | 10167975           | 10167975            | 100%                                    | 10167975                | -                     | 100%                                 | -                                     |

3. Ratification of appointment of M/s. P. Murali & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company:

| Promoter/Public              | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes –in Favour | No. of Votes –Against | % of votes in favour on votes polled | % of votes in against on votes polled |
|------------------------------|--------------------|---------------------|---|-------------------------|-----------------------|--------------------------------------|---------------------------------------|
|                              | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                     | (5)                   | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                     |
| Promoter & Promoter Group    | 7595330            | 7595330             | 100%                                    | 7595330                 | -                     | 100%                                 | -                                     |
| Public Institutional holders | -                  | -                   | -                                       | -                       | -                     | -                                    | -                                     |
| Public - Others              | 2572645            | 2572645             | 100%                                    | 2572645                 | -                     | 100%                                 | -                                     |
| Total                        | 10167975           | 10167975            | 100%                                    | 10167975                | -                     | 100%                                 | -                                     |

4. Authority to the board of directors for raising of funds through Qualified Institutions Placement (QIP) as per section 62(1)(c) of the Companies Act, 2013 and SEBI (ICDR) regulations:

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes –in Favour | No. of Votes –Against | % of votes in favour on votes polled | % of votes in against on votes polled |
|-----------------|--------------------|---------------------|---|-------------------------|-----------------------|--------------------------------------|---------------------------------------|
|                 | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                     | (5)                   | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                     |

*A. Nagavajudia*  


|                              |          |          |      |          |   |      |   |
|------------------------------|----------|----------|------|----------|---|------|---|
|                              |          |          |      |          |   | 100  |   |
| Promoter & Promoter Group    | 7595330  | 7595330  | 100% | 7595330  | - | 100% | - |
| Public Institutional holders | -        | -        | -    | -        | - | -    | - |
| Public - Others              | 2572645  | 2572645  | 100% | 2572645  | - | 100% | - |
| Total                        | 10167975 | 10167975 | 100% | 10167975 | - | 100% | - |

##### 5. Employee Stock Option Scheme- 2015

| Promoter/Public              | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes –in Favour | No. of Votes –Against | % of votes in favour on votes polled | % of votes in against on votes polled |
|------------------------------|--------------------|---------------------|---|-------------------------|-----------------------|--------------------------------------|---------------------------------------|
|                              | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                     | (5)                   | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                     |
| Promoter & Promoter Group    | 7595330            | 7595330             | 100%                                    | 7595330                 | -                     | 100%                                 | -                                     |
| Public Institutional holders | -                  | -                   | -                                       | -                       | -                     | -                                    | -                                     |
| Public - Others              | 2572645            | 2572645             | 100%                                    | 2572645                 | -                     | 100%                                 | -                                     |
| Total                        | 10167975           | 10167975            | 100%                                    | 10167975                | -                     | 100%                                 | -                                     |

##### 6. Employee Stock Option Scheme- 2015 to employees of Subsidiary Company:

| Promoter/Public              | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes –in Favour | No. of Votes –Against | % of votes in favour on votes polled | % of votes in against on votes polled |
|------------------------------|--------------------|---------------------|---|-------------------------|-----------------------|--------------------------------------|---------------------------------------|
|                              | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                     | (5)                   | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                     |
| Promoter & Promoter Group    | 7595330            | 7595330             | 100%                                    | 7595330                 | -                     | 100%                                 | -                                     |
| Public Institutional holders | -                  | -                   | -                                       | -                       | -                     | -                                    | -                                     |
| Public - Others              | 2572645            | 2572645             | 100%                                    | 2572645                 | -                     | 100%                                 | -                                     |
| Total                        | 10167975           | 10167975            | 100%                                    | 10167975                | -                     | 100%                                 | -                                     |

A. Nagavasudeva

Cigniti Technologies Limited  
Hyderabad

7. Amendment of Articles of Association of the Company

| Promoter/Public              | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes –in Favour | No. of Votes – Against | % of votes in favour on votes polled | % of votes in against on votes polled |
|------------------------------|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|---------------------------------------|
|                              | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                     | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*                        |
| Promoter & Promoter Group    | 7595330            | 7595330             | 100%                                    | 7595330                 | -                      | 100%                                 | -                                     |
| Public Institutional holders | -                  | -                   | -                                       | -                       | -                      | -                                    | -                                     |
| Public - Others              | 2572645            | 2572645             | 100%                                    | 2572645                 | -                      | 100%                                 | -                                     |
| <b>Total</b>                 | <b>10167975</b>    | <b>10167975</b>     | <b>100%</b>                             | <b>10167975</b>         | <b>-</b>               | <b>100%</b>                          | <b>-</b>                              |

Thanking You,

Yours Faithfully  
For Cigniti Technologies Limited

A. N. Vasudha  
A. N. Vasudha  
Company secretary & Compliance officer





**SCRUTINIZER'S REPORT**

To

The Chairman  
M/s. Cigniti Technologies Limited  
Suit No.106&107, 6-3-456/C,  
MGR Estates, Dwarakapuri Colony,  
Panjagutta, Hyderabad – 500 082  
Dear Sir/Madam,

1. The Board of Directors of the Company at its meeting held on 12.08.2015 has appointed me as a Scrutinizer for conducting the E-voting process for passing of resolutions as mentioned in the Notice of the Annual General Meeting dated 24.08.2015 which are reproduced below:

| Sl. No | Resolution No. | Particulars of the Resolutions   |
|--------|----------------|--|
| 1.     | 1              | Approval of financial statements and the reports thereon for the year ended 31.03.2015.  |
| 2.     | 2              | Appointment of Mr. P. Sudhakar as a Director of the company.   |
| 3.     | 3              | Appointment of M/s. P. Murali & Co., Statutory Auditors of the company   |
| 4.     | 4              | Authority to the board of directors for raising of funds through Qualified Institutions Placement (QIP) as per section 62(1)(c) of the Companies Act, 2013 and SEBI (ICDR) Regulations |
| 5.     | 5              | Employee Stock Option Scheme- 2015   |
| 6.     | 6              | Employee Stock Option Scheme- 2015 to employees of Subsidiary and step down subsidiary.  |
| 7.     | 7              | Amendment of Articles of Association of the company  |

2. I submit my report as under:

- 2.1 The company has completed the dispatch of annual reports to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 04.09.2015.
- 2.2 The e-voting commenced from 27.09.2015 at 9.00 A.M. and ended on 29.09.2015 at 5.00.P.M.



2.3 I have downloaded the data of e-voting after the E-voting module was disabled by the Central Depository Services (India) Limited on 30<sup>th</sup> September, 2015.

2.4 The votes were unblocked on 30<sup>th</sup> September, 2015 at 10.00 A.M. in presence of two (2) witnesses not in the employment of the Company.

2.5 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution.

3. The summary of the votes received under e-voting process is given below:-

**Resolutions 1:**

| <b>Sr. No.</b> | <b>Particulars</b>                                | <b>No. of ballots</b> | <b>No. of Shares</b> | <b>% to the total shares representing valid votes</b> |
|----------------|---|-----------------------|----------------------|---|
| (a)            | Total E-Voting options received.                  | 22                    | 5545724              | 100%  |
|                | <b>Total</b>                                      | <b>22</b>             | <b>5545724</b>       | <b>100%</b>   |
| (b)            | Less: Invalid votes through e - voting            | 0                     | 0                    | Nil   |
| (c)            | Net e-Voting options                              | 22                    | 5545724              | 100%  |
|                | <b>Total</b>                                      | <b>22</b>             | <b>5545724</b>       | <b>100%</b>   |
| (d)            | E-voting options with assent for the resolution.  | 21                    | 5545714              | 99.9998%  |
|                | <b>Total</b>                                      | <b>21</b>             | <b>5545714</b>       | <b>99.9998%</b>                                       |
| (e)            | E-Voting Options with dissent for the resolution. | 1                     | 10                   | 0.0002%   |
|                | <b>Total</b>                                      | <b>1</b>              | <b>10</b>            | <b>0.0002%</b>  |

**Resolutions 2, 5 & 6:**

| <b>Sr. No.</b> | <b>Particulars</b>                     | <b>No. of ballots</b> | <b>No. of Shares</b> | <b>% to the total shares representing valid votes</b> |
|----------------|--|-----------------------|----------------------|---|
| (a)            | Total E-Voting options received.       | 24                    | 5898434              | 100%  |
|                | <b>Total</b>                           | <b>24</b>             | <b>5898434</b>       | <b>100%</b>   |
| (b)            | Less: Invalid votes through e - voting | 0                     | 0                    | Nil   |
| (c)            | Net e-Voting options                   | 24                    | 5898434              | 100%  |
|                | <b>Total</b>                           | <b>24</b>             | <b>5898434</b>       | <b>100%</b>   |
| (d)            | E-voting options with assent for       | 21                    | 5545714              | 94.02%  |



|     |   |           |                |               |
|-----|---|-----------|----------------|---------------|
|     | the resolution.                                   |           |                |               |
|     | <b>Total</b>                                      | <b>21</b> | <b>5545714</b> | <b>94.02%</b> |
| (e) | E-Voting Options with dissent for the resolution. | 3         | 352720         | 5.98%         |
|     | <b>Total</b>                                      | <b>3</b>  | <b>352720</b>  | <b>5.98%</b>  |

**Resolutions 3, 4 & 7:**

| Sr. No. | Particulars                                       | No. of ballots | No. of Shares  | % to the total shares representing valid votes |
|---------|---|----------------|----------------|--|
| (a)     | Total E-Voting options received.                  | 24             | 5898434        | 100%   |
|         | <b>Total</b>                                      | <b>24</b>      | <b>5898434</b> | <b>100%</b>                                    |
| (b)     | Less: Invalid votes through e - voting            | 0              | 0              | Nil  |
| (c)     | Net e-Voting options                              | 24             | 5898434        | 100%   |
|         | <b>Total</b>                                      | <b>24</b>      | <b>5898434</b> | <b>100%</b>                                    |
| (d)     | E-voting options with assent for the resolution.  | 23             | 5898424        | 99.9998%                                       |
|         | <b>Total</b>                                      | <b>23</b>      | <b>5898424</b> | <b>99.9998%</b>                                |
| (e)     | E-Voting Options with dissent for the resolution. | 1              | 10             | 0.0002%  |
|         | <b>Total</b>                                      | <b>1</b>       | <b>10</b>      | <b>0.0002%</b>                                 |

4. You may accordingly declare the result of E -voting.

Thanking you.

Place: Hyderabad

Date: 01.10.2015

Vivek Surana

Practicing Company Secretary &

Scrutinizer for E- Voting Process

CP No.12901





## CONSOLIDATED SCRUTINIZER REPORT

To,  
The Chairman  
M/s. Cigniti Technologies Limited  
Suit No.106&107, 6-3-456/C,  
MGR Estates, Dwarakapuri Colony,  
Panjagutta, Hyderabad – 500 082

I, Vivek Surana, Practicing Company Secretary, being appointed as the Scrutinizer by the Board of Directors of M/s. Cigniti Technologies Limited at their meeting held on 12.08.2015 for the purpose of scrutinizing voting process in a fair and transparent manner in respect of below mentioned resolutions at the Annual General Meeting of Equity Shareholders of the Company held on 30<sup>th</sup> September, 2015 at 10.00 A.M. at "The V (Ascendas) Auditorium", Plot No# 17, Software Units Layout, Madhapur, Hyderabad – 500 081", submit my report as under:

1. In accordance with the Notice of the Annual General Meeting dated 24.08.2015 sent to the shareholders and the Advertisement published pursuant to the Rule 20(3)(V) of the Companies (Management and Administration) Rules, 2014 on 7<sup>th</sup> September, 2015 in "Business Standard" in English and "Andhra Prabha" in Telugu, the e-voting opened at 9.00 A.M on 27<sup>th</sup> September, 2015 and remained open up to 5.00 P.M on 29<sup>th</sup> September, 2015.
2. The equity shareholders holding shares as on 25<sup>th</sup> September, 2015 was considered as "cut-off date" for purpose of voting on the resolutions stated in the Notice of the Annual General Meeting of the Company.
3. The votes were unblocked and considered on 30<sup>th</sup> September, 2015 in presence of two persons Ms. Sharvari Khadke and Ms. Shweta Mantri, who are not the employees of the Company.

Sharvari Khadke

Shweta Mantri

4. The e-voting results/list of equity shareholders who have voted "For and Against" were downloaded from the e-voting website of CDSL and the same were handed over to the Chairman.
5. The results of the e-voting and the polling at the Meeting (AGM), for the resolutions starting from serial no 1 to 7 passed with the requisite majority, are as under:



| Res No. | Particulars  | Mode           | Shareholders |          | Total Shares    | Votes casted and %            |                          |
|---------|--|----------------|--------------|----------|-----------------|-------------------------------|--------------------------|
|         |  |                | Favour       | Against  |                 | % For                         | % Against                |
| 1       | Approval of financial statements and the reports thereon for the year ended 31.03.2015   | E-voting       | 21           | 1        | 5545724         | 5545714 & 99.9998             | 10 & 0.0002              |
|         |  | Polling at AGM | 94           | 0        | 10167975        | 10167975 & 100                | 0 & 0                    |
|         | <b>Total</b>   |                | <b>115</b>   | <b>1</b> | <b>15713699</b> | <b>15713689 &amp; 99.9999</b> | <b>10 &amp; 0.0001</b>   |
| 2       | Appointment of Mr. P. Sudhakar as a Director of the company  | E-voting       | 21           | 3        | 5898434         | 5545714 & 94.02               | 352720 & 5.98            |
|         |  | Polling at AGM | 94           | 0        | 10167975        | 10167975 & 100                | 0 & 0                    |
|         | <b>Total</b>   |                | <b>115</b>   | <b>3</b> | <b>16066409</b> | <b>15713689 &amp; 97.81</b>   | <b>352720 &amp; 2.19</b> |
| 3       | Appointment of M/s. P. Murali & Co., Statutory Auditors of the company   | E-voting       | 23           | 1        | 5898434         | 5898424 & 99.9998             | 10 & 0.0002              |
|         |  | Polling at AGM | 94           | 0        | 10167975        | 10167975 & 100                | 0 & 0                    |
|         | <b>Total</b>   |                | <b>117</b>   | <b>1</b> | <b>16066409</b> | <b>16066399 &amp; 99.9999</b> | <b>10 &amp; 0.0001</b>   |
| 4       | Authority to the board of directors for raising of funds through Qualified Institutions Placement (QIP) as per section 62(1)(c) of the Companies Act, 2013 and SEBI (ICDR) Regulations | E-voting       | 23           | 1        | 5898434         | 5898424 & 99.9998             | 10 & 0.0002              |



|   |  |                |            |          |                 |                               |                          |
|---|--|----------------|------------|----------|-----------------|-------------------------------|--------------------------|
|   |  | Polling at AGM | 94         | 0        | 10167975        | 10167975 & 100                | 0 & 0                    |
|   | <b>Total</b>   |                | <b>117</b> | <b>1</b> | <b>16066409</b> | <b>16066399 &amp; 99.9999</b> | <b>10 &amp; 0.0001</b>   |
| 5 | Employee Stock Option Scheme- 2015   | E-voting       | 21         | 3        | 5898434         | 5545714 & 94.02               | 352720 & 5.98            |
|   |  | Polling at AGM | 94         | 0        | 10167975        | 10167975 & 100                | 0 & 0                    |
|   | <b>Total</b>   |                | <b>115</b> | <b>3</b> | <b>16066409</b> | <b>15713689 &amp; 97.81</b>   | <b>352720 &amp; 2.19</b> |
| 6 | Employee Stock Option Scheme- 2015 to employees of subsidiary and step down subsidiary | E-voting       | 21         | 3        | 5898434         | 5545714 & 94.02               | 352720 & 5.98            |
|   |  | Polling at AGM | 94         | 0        | 10167975        | 10167975 & 100                | 0 & 0                    |
|   | <b>Total</b>   |                | <b>115</b> | <b>3</b> | <b>16066409</b> | <b>15713689 &amp; 97.81</b>   | <b>352720 &amp; 2.19</b> |
| 7 | Amendment of Articles of Association of the company                                    | E-voting       | 23         | 1        | 5898434         | 5898424 & 99.9998             | 0.0002                   |
|   |  | Polling at AGM | 94         | 0        | 10167975        | 10167975 & 100                | 0 & 0                    |
|   | <b>Total</b>   |                | <b>117</b> | <b>1</b> | <b>16066409</b> | <b>16066399 &amp; 99.9999</b> | <b>10 &amp; 0.0001</b>   |

6. You may accordingly declare the results of Ballot & E-voting.

Place: Hyderabad  
Date: 01.10.2015



Vivek Surana  
Practicing Company Secretary &  
Scrutinizer for Voting Process  
CP No.12901