

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. Nagavada*  


**Cigniti Technologies Ltd**

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

P +91 (40) 3070 2255  
F +91 (40) 3070 2299

**USA**

433 E Las Colinas Blvd, #1300  
Irving, TX 75039

P 972.756.0622  
F 972.767.0948/0644

Please find enclosed the scrutinizers report for the same.

Thanking you.

Yours faithfully,  
For Cigniti Technologies Limited

*A. N. Vasudha*

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**

SI 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/ 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 declare in 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%	-
Total	10167975	10167975	100%	10167975	-	100%	-

*A. Nagarajulu*



**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%	-
<b>Total</b>	<b>10167975</b>	<b>10167975</b>	<b>100%</b>	<b>10167975</b>	<b>-</b>	<b>100%</b>	<b>-</b>

**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%	-
<b>Total</b>	<b>10167975</b>	<b>10167975</b>	<b>100%</b>	<b>10167975</b>	<b>-</b>	<b>100%</b>	<b>-</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:**

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. Nagavardhan*  


						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. Nagasudha



**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)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
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>

Thanking You,

Yours Faithfully  
For Cigniti Technologies Limited

*A. Nagavasudha*

A. N. Vasudha  
Company secretary & Compliance officer





## Vivek Surana & Associates

Practicing Company Secretaries

6-3-354/13/A1, First Floor, Suryateja Apts.,  
Hindi Nagar, Panjagutta, Hyderabad - 500 034.  
Ph: +91 9959 581348  
E-mail: viveksurana24@gmail.com

### 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	Resol ution 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:**

Sr. No.	Particulars	No. of ballots	No. of Shares	% to the total shares representing valid votes
(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:**

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	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



## Vivek Surana & Associates

Practicing Company Secretaries

6-3-354/13/A1, First Floor, Suryateja Apts.,  
Hindi Nagar, Panjagutta, Hyderabad - 500 034.  
Ph: +91 9959 581348  
E-mail: viveksurana24@gmail.com

### 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	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>

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

