

NOTICE OF POSTAL BALLOT

NOTICE PURSUANT TO SEC. 110 OF THE COMPANIES ACT, 2013

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 to transact the following special business by the Members of **M/s Cigniti Technologies Limited** by passing resolution through postal Ballot.

1. Disclosure of details of natural persons who are the beneficial owners in case of allotment of 21,06,245 shares on preferential basis to Promoter Group and Non-promoters:

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 73 of SEBI (ICDR) Amendments, 2013 the details of natural persons who are the beneficial owners of allottees for 3,00,000 equity shares namely, Vaibhav Bangad (HUF) and Aditya Bangad (HUF) in the total allotment of 21,06,245 shares on preferential basis to Promoter Group and Non-promoters as disclosed below be and are hereby noted and ratified.

Sr. No.	Name of Allottee	Category	Natural persons, who are ultimate beneficial owners
1	Aditya Bangad (HUF) (1,50,000 equity shares)	Non promoter	1. Aditya Bangad – Karta 2. Sheela Bangad – Member 3. Akansha Bangad – Member 4. Aditi Bangad- Member
2	Vaibhav Bangad (HUF) (1,50,000 equity shares)	Non promoter	1. Vaibhav Bangad – Karta 2. Sushma Bangad- Member

**For and on behalf of the Board of Directors of
Cigniti Technologies Limited**

**Place: Hyderabad
Date: 18.07.2014**

**Sd/-
C. V. Subramanyam
Managing Director**

ANNEXURE TO THE RESOLUTION**Explanatory statement****Pursuant to section 102 of the Companies Act, 2013****Item 1:**

The Company in its board meeting held on 14.02.2014 has considered the proposal of issue of 22,10,000 equity shares on preferential basis to Promoters and Non Promoters and recommended to shareholders and the same was approved by the shareholders by way of postal ballot dated 20.03.2014.

The Company has made an application to BSE seeking in principle approval for proposed allotment. However in the Postal Ballot notice dated 14.02.2014 sent to the shareholders, the details of natural persons who are the beneficial owners of proposed allottees in the non-promoter category - Aditya Bangad (HUF) and Vaibhav Bangad (HUF) were missed out inadvertently.

BSE vide letter dated 23.04.2014 granted approval for allotment of shares. As per the condition laid down by BSE for the allotment of 21,06,245 equity shares, the Company has to make a disclosure of the said details to the shareholders. Pursuant to the above, we furnish hereunder the details of the natural persons who are the beneficial owners in case of said two (2) non-promoter category shareholders.

Sr. No.	Name of Allotee	Category	Natural persons, who are ultimate beneficial owners
1	Aditya Bangad (HUF) (1,50,000 equity shares)	Non promoter	1. Aditya Bangad – Karta 2. Sheela Bangad – Member 3. Akansha Bangad – Member 4. Aditi Bangad- Member
2	Vaibhav Bangad (HUF) (1,50,000 equity shares)	Non promoter	1. Vaibhav Bangad – Karta 2. Sushma Bangad- Member

None of the Directors or Key managerial personnel and their relatives is concerned or interested in the aforesaid resolution.

**For and on behalf of the Board of Directors of
Cigniti Technologies Limited**

**Place: Hyderabad
Date: 18.07.2014**

**Sd/-
C. V. Subramanyam
Managing Director**

PROCESS OF POSTAL BALLOT:

Mr. S. Sarveswar Reddy, Practicing Company Secretary, Hyderabad bearing C.P. No. 7478 has been appointed as scrutinizer, for conducting the postal ballot process.

The postal ballot together with the relevant instructions is enclosed. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed in all respects, in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before 20.08.2014.

The scrutinizer will submit his report to the Chairman, on 21.08.2014 after completion of the scrutiny and the results of the above postal ballot will be announced by the Chairman on 21.08.2014 at the registered office of the company.

**For and on behalf of the Board of Directors of
Cigniti Technologies Limited**

**Place : Hyderabad
Date: 18.07.2014**

**Sd/-
C. V. Subramanyam
Managing Director**

INSTRUCTIONS FOR VOTING

Voting through Physical Postal Ballot Form:

1. The members are requested to carefully read the instructions printed in the Postal Ballot form and return the Postal Ballot form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self addressed envelope, so as to reach the Scrutinizer, **before 20.08.2014 (5.30 P.M)**, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
2. The members are requested to exercise their voting rights by using the attached Postal Ballot form only. No other form or photocopy thereof is permitted.
3. Envelopes containing Postal Ballot form if deposited in person or sent by courier at the expense of the registered member will also be accepted.

E-voting Facility:

In compliance with provisions of Section 108 of the Companies Act 2013, read with the Rules and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form.

If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting. The instructions for members for voting electronically are as under:-

(A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - “EVSN” along with “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Enter your User ID- For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DPID followed by 8 Digits Client ID, Members holding shares in Physical form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and click on login.
- (v) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Details#	
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* Members who have not updated their **PAN** with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (available in the Address Label pasted in the cover and/or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Shyam with sequence number 1 then enter SH00000001 in the PAN Field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter the Member id/folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& *). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- (ix) Click on the relevant EVSN 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 Resolutions.
- (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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(B) In case of members receiving the Physical copy of Notice of Postal Ballot [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

- (A) Please follow all steps from sl. no. (ii) to sl. no. (xiv) above, to cast vote.
- (B) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as corporate. After receiving the login details, they have to link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.
- (C) The voting period begins on 21.07.2014 at 5.30 P.M. and ends on 20.08.2014 at 5.30.P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the 11.07.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

NOTE: Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from M/s Aarthi Consultants Pvt. Ltd., fill in the requisite details and send the same to the Scrutinizer.