

To,

Date: 14.01.2015

BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400001.

Dear Sir/Madam,

SUB: Compliance with listing agreement for the quarter ended 31.12.2014

With respect to the subject cited, please find enclosed the following documents for the quarter ended 31.12.2014:

1. Clause 49 (Report on Corporate Governance) - **Annexure I**

This is for the information and records of the Exchange, please.

Thanking you.

Yours Faithfully,
For Cigniti Technologies Limited


A. Nagavasudha
Company Secretary

Encl. as above

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: Cigniti Technologies Limited

Scrip Code : BSE – 534758, NSE - CIGNITITEC

Quarter ended : December 31, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (II A)	Yes	The composition of the Board is as follows:- <u>Non-Executive Independent Directors:</u> 1) Mr. K. Ch. Subba Rao 2) Mr. K. Nageswara Rao 3) Mr. Mani Subramanian <u>Executive Director:</u> 1) Mr. C.V. Subramanyam – Promoter & Managing Director 2) Mr.P.Sudhakar- Promoter Director 3) Mr. C. Srikanth- Whole time Director
(B) Independent Directors	49 (II B)	Yes	<u>Independent Directors:</u> 1) Mr. K. Ch. Subba Rao 2) Mr. K. Nageswara Rao 3) Mr. Mani Subramanian
(C) Non-executive Director's compensation & disclosures	49 (II C)	Yes	For Financial Year 2013-14, the disclosure is made in Annual Report and for Financial Year 2014-15, the disclosure will be made in Annual Report 2014-15.
(D) Other provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	The Company has implemented the Code of Conduct & has placed the same on its website: www.cigniti.com
(F) Whistle Blower Policy	49 (II F)	Yes	The Company has in place the effective whistle Blower policy.
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	<u>The Composition of Audit Committee:</u> 1) Mr. K. Ch. Subba Rao – Chairman of the Committee

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Cigniti Technologies Limited

Cigniti Technologies Ltd

Suite 106 & 107, MGR Estates
Dwarakapuri Colony

USA

433 E Las Colinas Blvd, #1240
Irving, TX 75039

			2) Mr. K. Nageswara Rao - Member 3) Mr. Mani Subramanian - Member
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit	49 (III E)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	<u>The Composition of Nomination and Remuneration Committee:</u> 1) Mr. K. Ch. Subba Rao – Chairman of the Committee 2) Mr. K. Nageswara Rao - Member 3) Mr. Mani Subramanian – Member
V. Subsidiary Companies	49 (V)	Yes	Policy on “material non-listed Indian Subsidiary” in place as defined under Clause 49 of the listing agreement which is uploaded on the website of the Company www.cigniti.com
VI. Risk Management	49 (VI)	NA	
VII. Related Party Transactions	49 (VII)	Yes	Related party transaction policy in place which is uploaded on the website of the Company www.cigniti.com
VIII. Disclosures	49 (VIII)		
(A) Related Party transactions	49 (VIII A)	Yes	Related party transaction policy in place which is uploaded on the website of the Company www.cigniti.com
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	For Financial Year 2013-14, the disclosure is made in Annual Report and for Financial Year 2014-15, the disclosure will be made in Annual Report 2014-15.
(D) Management	49 (VIII D)	Yes	For Financial Year 2013-14, the disclosure is made in Annual Report and for Financial Year 2014-15, the disclosure will be made in Annual Report 2014-15.
(E) Shareholders	49 (VIII E)	Yes	The Company has a Stakeholders Relationship Committee.
(F) Proceeds from public issues, rights issues, preferential issues etc	49 (VIII I)	Yes	The proceeds have been utilized for the purpose they were raised.

A. Nagarajudha



IX. CEO/CFO Certification	49 (IX)	Yes	For Financial Year 2013-14, the disclosure is made in Annual Report and for Financial Year 2014-15, the disclosure will be made in Annual Report 2014-15.
X. Report on Corporate Governance	49 (X)	Yes	For Financial Year 2013-14, the disclosure is made in Annual Report and for Financial Year 2014-15, the disclosure will be made in Annual Report 2014-15.
XI. Compliance	49 (IX)	Yes	For Financial Year 2013-14, the disclosure is made in Annual Report and for Financial Year 2014-15, the disclosure will be made in Annual Report 2014-15.

For Cigniti Technologies Limited

A. Nagavasudha

A. Nagavasudha
Company Secretary and Compliance Officer