



9th Floor AntrikshBhawan, 22 K G Marg, New Delhi-110001
CIN: U65922DL1988PLC033856

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Company will be held on Wednesday, 07th October 2015 at 01.45 p.m. at the Board Room, Punjab National Bank, Head Office, 7, Bhikhaiji Cama Place, New Delhi to transact the following business: -

1. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED THAT Shri Chandrasekaran Ramakrishnan, be and is hereby appointed Independent Director of the company for one term in accordance with section 149 and 152 of the Companies Act, 2013 at a sitting fee and other out of pocket expenses as may be approved by the Board from time to time."

2. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED THAT in terms of provisions of section 196 sub section (4), section 197, Schedule V and any other applicable provisions of the Companies Act, 2013, Shri Sanjaya Gupta, Managing Director be paid a remuneration as approved by the Board on 7th October 2015, the details of which are as under;

Fixed Salary (For 2016-16)	INR 95,00,000/-
Variable Salary (to be reported in FY 2015-16)	INR 30,00,000/-
LTIP (cycle 1 pay-out)	INR 14,15,700/-
Total	INR 1,39,15,700/-

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the remuneration of the Managing Director from time to time in terms of section 196 sub section (4), section 197, Schedule V and any other applicable provisions of the Companies Act, 2013 or any future modification/ amendments thereto."

BY ORDER OF THE BOARD

(Sanjay Jain)
CS & Head Compliance

Dated: 07.10.2015
Place: New Delhi

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy instead of himself and the proxy need not be a member.
2. Members are requested to kindly give consent for the short notice being served.

Annexure to the Notice

Explanatory statements pursuant to Section 102 of the Companies Act, 2013.

Item No. 1

The Board of Directors in its meeting held on 7th October 2015 has appointed Shri RChandrasekaran as independent director in terms of section 149 of the Companies Act, 2013.

R Chandrasekaran is the Executive Vice Chairman of Cognizant India. He is one of the professional co-founders of Cognizant in 1994. He is responsible for leading the charter to drive higher levels of client intimacy, strengthening Cognizant's strong relationships with industry bodies such as NASSCOM and CII, driving outreach with government and quasi-government bodies, and enhancing company's brand and thought leadership in India.

In the last 20 years, he has played various leadership roles at Cognizant. He was instrumental in growing Cognizant's global delivery footprint across the U.S., India, Europe, South America, The Philippines and China, and driving best-in-class delivery excellence at scale. He is an executive sponsor of Cognizant Foundation, the corporate social responsibility arm of Cognizant.

Prior to Cognizant, he was with Tata Consultancy Services where he played a variety of leadership roles, globally. He obtained his bachelor's degree in mechanical engineering from the National Institute of Technology (formerly the Regional Engineering College) in Trichy and his MBA from the Indian Institute of Management, Bangalore.

He was the recipient of the Distinguished Alumni Award from the National Institute of Technology, Trichy in 2008.

In the opinion of Board of Directors Shri R Chandrasekaran meets the criteria of an independent director as laid down in section 149 (6) of the Companies Act, 2013.

Your directors recommend the resolution for your approval. None of the directors their relatives and key management person or their relatives have any interest in the passing of the subject resolution.

Item No. 2

The Board of Directors in its meeting held on 05th May 2015 had re-appointed Shri Sanjaya Gupta as Managing Director for a period of five years. The shareholders in the 27th Annual General Meeting held on 26th August 2015 had approved the appointment of Managing Director and authorized the Board to fix the remuneration of the Managing Director in terms of the provisions of the Companies Act, 2013.

The Board of Directors in its meeting held on 7th October 2015 has recommended the remuneration as per the body of the resolution for approval by the shareholders.

Your directors recommend the resolution for your approval. None of the directors their relatives and other key management person or their relatives have any interest in the passing of the subject resolution.

