COGNIZANT TECHNOLOGY SOLUTIONS CORP
Form DEF 14A
April 13, 2011
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials:

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

Glenpointe Centre West

500 Frank W. Burr Blvd.

Teaneck, New Jersey 07666

April 13, 2011

To Our Stockholders:

You are most cordially invited to attend the 2011 Annual Meeting of Stockholders of Cognizant Technology Solutions Corporation at 9:30 a.m. local time, on Thursday, June 2, 2011, at our headquarters, Glenpointe Centre West, 500 Frank W. Burr Blvd., Teaneck, New Jersey 07666.

The Notice of Meeting and Proxy Statement on the following pages describe the matters to be presented at the Annual Meeting.

Whether or not you attend the Annual Meeting, it is important that your shares be represented and voted at the Annual Meeting. Therefore, I urge you to promptly vote and submit your proxy by phone, via the Internet, or by signing, dating, and returning the enclosed proxy card in the enclosed envelope, which requires no postage if mailed in the United States. Instructions regarding the three methods of voting are contained on the Notice or proxy card. If you decide to attend the Annual Meeting, you will be able to vote in person, even if you have previously submitted your proxy.

Thank you for your continued support.

Sincerely,

Francisco D Souza

President and Chief Executive Officer

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2011

ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON THURSDAY, JUNE 2, 2011.

This proxy statement and our Annual Report to Stockholders are available at www.proxyvote.com.

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COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

Glenpointe Centre West

500 Frank W. Burr Blvd.

Teaneck, New Jersey 07666

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held Thursday, June 2, 2011

The Annual Meeting of Stockholders (the Annual Meeting) of COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION, a Delaware corporation, will be held at our headquarters, Glenpointe Centre West, 500 Frank W. Burr Blvd., Teaneck, New Jersey on Thursday, June 2, 2011, at 9:30 a.m. local time, for the following purposes:

(1) To elect two (2) Class II Directors to serve until the 2014 Annual Meeting of Stockholders, or until their respective successors shall have been duly elected and qualified;

(2) To hold an advisory vote on executive compensation;

(3) To hold an advisory vote on the frequency with which our stockholders shall have an advisory vote on executive compensation;

(4) To amend our Restated Certificate of Incorporation, as amended (the Certificate of Incorporation) to increase the maximum number of authorized shares of our capital stock, all classes, from 515,000,000 shares, consisting of (i) 500,000,000 shares of Class A Common Stock, par value $0.01 per share (Class A Common Stock), and (ii) 15,000,000 shares of Preferred Stock, par value $0.10 per share (Preferred Stock), to 1,015,000,000 shares, consisting of (x) 1,000,000,000 shares of Class A Common Stock, and (y) 15,000,000 shares of Preferred Stock;

(5) To amend our Certificate of Incorporation to reduce certain supermajority voting thresholds;

(6) To amend our Amended and Restated By-laws, as amended, to reduce certain supermajority voting thresholds;

(7) To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2011; and

(8) To transact such other business as may properly come before the Annual Meeting or any adjournment or adjournments thereof.

Holders of record of our Class A Common Stock as of the close of business on April 8, 2011 are entitled to notice of and to vote at the Annual Meeting, or any adjournment or adjournments thereof. A complete list of such stockholders will be open to the examination of any stockholder at our principal executive offices at Glenpointe Centre West, 500 Frank W. Burr Blvd., Teaneck, New Jersey 07666 for a period of ten days prior to the Annual Meeting and on the day of the Annual Meeting. The Annual Meeting may be adjourned from time to time without notice other than by announcement at the Annual Meeting.

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IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED REGARDLESS OF THE NUMBER OF SHARES YOU MAY HOLD. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON, WE URGE YOU TO VOTE YOUR SHARES VIA THE TOLL-FREE TELEPHONE NUMBER OR OVER THE INTERNET, AS DESCRIBED IN THE ENCLOSED MATERIALS. IF YOU RECEIVED A COPY OF THE PROXY CARD BY MAIL, YOU MAY SIGN, DATE AND MAIL THE PROXY CARD IN THE ENCLOSED RETURN ENVELOPE. PROMPTLY VOTING YOUR SHARES WILL ENSURE THE PRESENCE OF A QUORUM AT THE ANNUAL MEETING AND WILL SAVE US THE EXPENSE OF FURTHER SOLICITATION. SUBMITTING YOUR PROXY NOW WILL NOT PREVENT YOU FROM VOTING YOUR SHARES AT THE ANNUAL MEETING IF YOU DESIRE TO DO SO, AS YOUR PROXY IS REVOCABLE AT YOUR OPTION.

By Order of the Board of Directors

Steven Schwartz

Secretary

Teaneck, New Jersey

April 13, 2011

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COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

Glenpointe Centre West

500 Frank W. Burr Blvd.

Teaneck, New Jersey 07666

PROXY STATEMENT

This proxy statement is furnished in connection with the solicitation by the Board of Directors of Cognizant Technology Solutions Corporation of proxies to be voted at our Annual Meeting of Stockholders to be held on Thursday, June 2, 2011 (the Annual Meeting), at our headquarters, Glenpointe Centre West, 500 Frank W. Burr Blvd., Teaneck, New Jersey at 9:30 a.m. local time, and at any adjournment or adjournments thereof. Holders of record of shares of Class A Common Stock, $0.01 par value (Class A Common Stock), as of the close of business on April 8, 2011, will be entitled to notice of and to vote at the Annual Meeting and any adjournment or adjournments thereof. As of that date, there were approximately 304,216,231 shares of Class A Common Stock issued and outstanding and entitled to vote. Each share of Class A Common Stock is entitled to one vote on any matter presented to stockholders at the Annual Meeting.

In this proxy statement, Cognizant , Company , we , us , and our refer to Cognizant Technology Solutions Corporation.

PROPOSALS

If proxies are properly submitted by telephone, via the Internet or by signing, dating and returning the enclosed proxy card, which you may have received by mail, the shares of Class A Common Stock represented thereby will be voted in the manner specified therein. If not otherwise specified, the shares of Class A Common Stock represented by the proxies will be voted:

(1) FOR the election of the two (2) Class II Director nominees;

(2) FOR the approval of the compensation of our named executive officers, disclosed pursuant to Item 402 of Regulation S-K;

(3) FOR every three years with regard to the frequency with which our stockholders shall have an advisory vote on executive compensation, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission;

(4) FOR the proposal to amend our Restated Certificate of Incorporation, as amended (the Certificate of Incorporation) to increase the maximum number of authorized shares of our capital stock, all classes, from 515,000,000 shares, consisting of (i) 500,000,000 shares of Class A Common Stock, and (ii) 15,000,000 shares of Preferred Stock, par value $0.10 per share (Preferred Stock), to 1,015,000,000 shares, consisting of (x) 1,000,000,000 shares of Class A Common Stock, and (y) 15,000,000 shares of Preferred Stock;

(5) FOR the proposal to amend our Certificate of Incorporation to reduce certain supermajority voting thresholds;

(6) FOR the proposal to amend our Amended and Restated By-laws, as amended, to reduce certain supermajority voting thresholds;

(7) FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2011; and

(8) In the discretion of the persons named in the form of proxy, on any other proposals which may properly come before the Annual Meeting or any adjournment or adjournments thereof.

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Any stockholder who has submitted a proxy may revoke it at any time before it is voted, by (1) written notice addressed to and received by our Secretary, (2) by submitting a duly executed proxy bearing a later date, (3) granting a subsequent proxy through the Internet or telephone, or (4) by electing to vote in person at the Annual Meeting. Your most recent proxy card or telephone or Internet proxy is the one that is counted. The mere presence at the Annual Meeting of the person appointing a proxy does not, however, revoke the appointment.

REQUIRED VOTE

The presence, in person or by proxy, of holders of the shares of Class A Common Stock having, in the aggregate, a majority of the votes entitled to be cast at the Annual Meeting shall constitute a quorum.

The affirmative vote by the holders of a majority of the shares of Class A Common Stock voted at the Annual Meeting is required for the uncontested election of Directors, provided a quorum is present in person or by proxy. A majority of the votes cast means that the number of votes cast for a director nominee must exceed the number of votes cast against that director nominee.

The affirmative vote by the holders of a majority of the shares of Class A Common Stock voted at the Annual Meeting is required for the approval of the compensation of our named executive officers and the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2011, provided a quorum is present in person or by proxy.

The affirmative vote by the holders of a majority of the votes entitled to be cast by the holders of shares of Class A Common Stock is required for the approval of the amendment to our Certificate of Incorporation to increase the maximum number of authorized shares of our capital stock.

The option of three years, two years or one year that receives the highest number of votes cast by stockholders will be the frequency for the advisory vote on the compensation of our Named Executives that has been selected by stockholders, provided a quorum is present in person or by proxy.

The proposals to amend our Certificate of Incorporation and By-laws to reduce certain supermajority voting thresholds, require the affirmative vote of the holders of 80% of the outstanding shares of Class A Common Stock, provided a quorum is present in person or by proxy.

The presence of the holders of a majority of the outstanding shares of Class A Common Stock entitled to vote at the Annual Meeting, present in person or represented by proxy, is necessary to constitute a quorum. Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum. A broker non-vote occurs when a bank, broker or other holder of record holding shares for a beneficial owner does not vote on a particular proposal because that holder does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner. Shares not present at the Annual Meeting and shares voting abstain have no effect on the election of directors, the approval of the compensation of our named executive officers, the selection of the frequency with which our stockholders shall have an advisory vote on executive compensation, and the ratification of the selection of our independent registered public accounting firm. For the proposals to approve the amendments to our Certificate of Incorporation and By-laws, abstentions have the same effect as a negative vote. Broker non-votes are not counted for purposes of determining whether a proposal as to which the proxy does not confer voting authority has been approved and thus have no effect on the outcome of that proposal.

If you are a beneficial owner, your bank, broker or other holder of record is permitted to vote your shares on the ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm, even if the record holder does not receive voting instructions from you.

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INFORMATION ABOUT THIS PROXY STATEMENT

Why you received this proxy statement. You have received these proxy materials because Cognizant s Board of Directors is soliciting your proxy to vote your shares at the Annual Meeting. This proxy statement includes information that we are required to provide to you under the rules of the Securities and Exchange Commission (SEC) and that is designed to assist you in voting your shares. On or about April 13, 2011, we mailed to our U.S. and Canadian stockholders of record as of the close of business on April 8, 2011 a Notice of Electronic Availability of the proxy statement and annual report (the Notice) containing instructions on how to access this proxy statement and our Annual Report to Stockholders for the year ended December 31, 2010, including financial statements (the Annual Report), online. If you own Cognizant Class A Common Stock in more than one account, such as individually and also jointly with your spouse, you may receive more than one Notice. To assist us in saving money and to serve you more efficiently, we encourage you to have all your accounts registered in the same name and address by contacting your bank, broker, or other nominee record holders, or you may contact us at the above address and phone number.

Notice of Electronic Availability of Proxy Statement and Annual Report. As permitted by SEC rules, Cognizant is making this proxy statement and its Annual Report available to its stockholders electronically via the Internet. On or about April 13, 2011, we mailed a Notice containing instructions on how to access this proxy statement and our Annual Report and vote online. If you received a Notice by mail, you will not receive a printed copy of the proxy materials in the mail. Instead, the Notice instructs you on how to access and review all of the important information contained in the proxy statement and Annual Report. The Notice also instructs you on how you may submit your proxy over the Internet. If you received a Notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials contained on the Notice.

Householding. The SEC s rules permit us to deliver a single Notice or set of Annual Meeting materials to one address shared by two or more of our stockholders. This delivery method is referred to as householding and can result in significant cost savings. To take advantage of this opportunity, we have delivered only a Notice or a set of Annual Meeting materials to multiple stockholders who share an address, unless we received contrary instructions from the impacted stockholders prior to the mailing date. We agree to deliver promptly, upon written or oral request, a separate copy of the Notice or Annual Meeting materials, as requested, to any stockholder at the shared address to which a single copy of those documents was delivered. If you prefer to receive separate copies of the Notice or Annual Meeting materials, contact Broadridge Financial Solutions, Inc. at (800) 542-1061 or in writing at Broadridge, Household Department, 51 Mercedes Way, Edgewood, New York 11717.

If you are currently a stockholder sharing an address with another stockholder and wish to receive only one copy of future Notices or Annual Meeting materials for your household, please contact Broadridge at the above phone number or address.

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QUESTIONS AND ANSWERS ABOUT THE 2011 ANNUAL MEETING OF STOCKHOLDERS

What is the purpose of the 2011 Annual Meeting of Stockholders?

At the Annual Meeting of Stockholders, our stockholders will be asked to:

(1) Elect the two (2) Class II Director nominees;

(2) Hold an advisory vote on executive compensation;

(3) Hold an advisory vote on the frequency with which our stockholders shall have an advisory vote on executive compensation;

(4) Amend our Certificate of Incorporation to increase the maximum number of authorized shares of our capital stock, all classes, from 515,000,000 shares, consisting of (i) 500,000,000 shares of Class A Common Stock, and (ii) 15,000,000 shares of Preferred Stock, to 1,015,000,000 shares, consisting of (x) 1,000,000,000 shares of Class A Common Stock, and (y) 15,000,000 shares of Preferred Stock;

(5) Amend our Certificate of Incorporation to reduce certain supermajority voting thresholds;

(6) Amend our By-laws to reduce certain supermajority voting thresholds;

(7) Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2011; and

(8) Stockholders also will transact any other business that may properly come before the Annual Meeting.

Who is entitled to vote?

The record date for the Annual Meeting is April 8, 2011. Only stockholders of record at the close of business on that date are entitled to vote at the Annual Meeting. The only class of stock entitled to be voted at the Annual Meeting is our Class A Common Stock. Each outstanding share of Class A Common Stock is entitled to one vote for all matters before the Annual Meeting. At the close of business on the record date, there were 304,216,231 shares of Class A Common Stock issued and outstanding and entitled to vote.

What is the difference between being a record holder and holding shares in street name ?

A record holder holds shares in his or her name. Shares held in street name means shares that are held in the name of a bank or broker on a person s behalf.

Am I entitled to vote if my shares are held in street name ?

If your shares are held by a bank or a brokerage firm, you are considered the beneficial owner of those shares held in street name. If your shares are held in street name, these proxy materials are being forwarded to you by your bank or brokerage firm (the record holder), along with a voting instruction card. As the beneficial owner, you have the right to direct your record holder how to vote your shares, and the record holder is required to vote your shares in accordance with your instructions.

If you do not give instructions to your bank or brokerage firm within ten days of the Annual Meeting, it may vote on matters that the New York Stock Exchange (NYSE) determines to be routine , but will not be permitted to vote your shares with respect to non-routine items. Under the NYSE rules, the Ratification of Appointment of the Independent Registered Public Accounting Firm (Proposal 7) is a routine matter while all of the other proposals are non-routine matters. When a broker or bank has not received instructions from the beneficial owners or persons entitled to vote and the broker or bank cannot vote on a particular matter because it is not routine, then there is a broker non-vote on that matter. Broker non-votes do not count as votes for or against any proposal. Your broker will not be able to vote your shares with respect to the election of directors if you have

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not provided directions to your broker. We strongly encourage you to submit your voting instructions and exercise your right to vote as a stockholder.

As the beneficial owner of shares, you are invited to attend the Annual Meeting. If you are a beneficial owner, however, you may not vote your shares in person at the Annual Meeting unless you obtain a proxy form from the record holder of your shares.

How many shares must be present to hold the Annual Meeting?

A quorum must be present at the Annual Meeting for any business to be conducted. The presence at the Annual Meeting, in person or by proxy, of the holders of a majority of the shares of Class A Common Stock outstanding on the record date will constitute a quorum.

Who can attend the 2011 Annual Meeting of Stockholders?

All Cognizant stockholders entitled to vote at the Annual Meeting may attend our 2011 Annual Meeting of Stockholders.

What if a quorum is not present at the Annual Meeting?

If a quorum is not present at the scheduled time of the Annual Meeting, a majority of the outstanding shares represented at the Annual Meeting, by proxy or in person, and entitled to vote may adjourn the Annual Meeting.

What does it mean if I receive more than one Notice?

It means that your shares are held in more than one account at the transfer agent and/or with banks or brokers. Please vote all of your shares. To ensure that all of your shares are voted, for each Notice, please submit your proxy by phone, via the Internet, or by signing, dating and returning the enclosed proxy card in the enclosed envelope.

How do I vote?

Stockholders can vote in person at the Annual Meeting or by proxy. There are three ways to vote by proxy:

by Telephone You can vote by telephone by calling 1-800-690-6903 and following the instructions on the proxy card;

by Internet You can vote over the Internet at www.proxyvote.com by following the instructions on the Notice or proxy card; or

by Mail You can vote by mail by signing, dating and mailing the proxy card, which you may have received by mail.

Telephone and Internet voting facilities for stockholders of record will be available 24 hours a day and will close at 11:59 p.m., local time, on June 1, 2011.

If your shares are held in the name of a bank, broker or other holder of record, you will receive instructions from the holder of record. You must follow the instructions of the holder of record in order for your shares to be voted. Telephone and Internet voting also will be offered to stockholders owning shares through certain banks and brokers. If your shares are not registered in your own name and you plan to vote your shares in person at the Annual Meeting, you should contact your broker or agent to obtain a legal proxy or broker s proxy card and bring it to the Annual Meeting in order to vote.

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Can I change my vote after I submit my proxy?

Yes, you may revoke your proxy and change your vote:

- by submitting a duly executed proxy bearing a later date;
- granting a subsequent proxy through the Internet or telephone;
- if you are a registered stockholder, by giving written notice of such revocation to the Secretary of Cognizant prior to or at the Annual Meeting; or
- electing to vote in person at the Annual Meeting.

Your most recent proxy card or telephone or Internet proxy is the one that is counted. Your attendance at the Annual Meeting itself will not revoke your proxy unless you give written notice of revocation to the Secretary before your proxy is voted or you vote in person at the Annual Meeting.

Who will count the votes?

Representatives of Broadridge Financial Solutions, Inc., our inspectors of election, will tabulate and certify the votes. Alternatively, a representative of our transfer agent may serve as an inspector of election.

How does the Board of Directors recommend I vote on the proposals?

Your Board recommends that you vote:

(1) FOR the election of the two (2) Class II Director nominees;

(2) FOR the approval of the compensation of our named executive officers, disclosed pursuant to Item 402 of Regulation S-K;

(3) FOR every three years as to the frequency with which our stockholders shall have an advisory vote on executive compensation, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission;

(4) FOR the amendment to our Certificate of Incorporation to increase the maximum number of authorized shares of our capital stock, all classes, from 515,000,000 shares, consisting of (i) 500,000,000 shares of Class A Common Stock, and (ii) 15,000,000 shares of Preferred Stock, to 1,015,000,000 shares, consisting of (x) 1,000,000,000 shares of Class A Common Stock, and (y) 15,000,000 shares of Preferred Stock;

(5) FOR the amendment to our Certificate of Incorporation to reduce certain supermajority voting thresholds;

(6) FOR the amendment to our By-laws to reduce certain supermajority voting thresholds; and

(7) FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2011.

What if I do not specify how my shares are to be voted?

If you submit a proxy but do not indicate any voting instructions, the persons named as proxies will vote in accordance with the recommendations of the Board of Directors. The Board of Directors recommendation is set forth together with the description of each proposal in this proxy statement.

Will any other business be conducted at the Annual Meeting?

We know of no other business that will be presented at the Annual Meeting. If any other matter properly comes before the stockholders for a vote at the Annual Meeting, however, the proxy holders will vote your shares in accordance with their best judgment.

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How many votes are required to elect the Director nominees?

Our By-laws provide that for the election of directors, a majority of votes cast in uncontested elections is required. A majority of the votes cast means that the number of votes cast for a director nominee must exceed the number of votes cast against that director nominee. In contested elections, the vote standard is a plurality of votes cast. In addition, our By-laws also provide that director nominees proposed by stockholders must deliver a statement that, if elected, they agree to tender an irrevocable resignation, promptly upon failure to receive the required vote in a subsequent election, in accordance with the Company s Corporate Governance Guidelines that are applicable to all director nominees.

Abstentions are not counted as votes for or against this proposal.

Our Corporate Governance section, appearing later in this proxy statement, sets forth our procedures if a director-nominee does not receive the required vote for election or re-election. In an uncontested election, any nominee for Director who does not receive a majority of votes cast for his or her election is required to tender his or her resignation promptly following the failure to receive the required vote.

The Nominating and Corporate Governance Committee is required to make recommendations to the Board with respect to any such resignation. The Board is required to take action with respect to this recommendation and to disclose its decision-making process. Full details of this policy are set out in our Corporate Governance section under Voting for Directors.

How many votes are required to approve the compensation of our named executive officers?

The approval of this resolution requires the affirmative vote of a majority of the shares of Class A Common Stock voted at the Annual Meeting. You may vote FOR, AGAINST, or ABSTAIN with respect to the proposal to approve the compensation of our named executive officers. Abstentions and broker non-votes will not be counted and, accordingly, will have no effect on the outcome of the vote on this proposal.

How many votes are required to recommend the frequency for the advisory vote on the compensation of our named executive officers?

The option of three years, two years or one year that receives the highest number of votes cast by stockholders will be the frequency for the advisory vote on the compensation of our Named Executives that has been selected by stockholders. However, because this vote is advisory and is not binding on our Board of Directors, the Board of Directors may decide that it is in the best interests of our stockholders and the Company to hold an advisory vote on executive compensation more or less frequently than the option approved by our stockholders. Abstentions and broker non-votes will not be counted and, accordingly, will have no effect on the outcome of the vote on this proposal.

How many votes are required to amend our Certificate of Incorporation to increase the maximum number of authorized shares of capital stock?

The amendment to our Certificate of Incorporation to increase the maximum number of authorized shares of capital stock requires the affirmative vote of a majority of the votes entitled to be cast by the holders of Class A Common Stock. You may vote FOR, AGAINST, or ABSTAIN with respect to the proposal to amend our Certificate of Incorporation to increase the maximum number of authorized shares of capital stock. If you elect to abstain, the abstention will have the same effect as a vote AGAINST.

How many votes are required to amend our Certificate of Incorporation to reduce certain supermajority voting thresholds?

The amendment to our Certificate of Incorporation to reduce certain supermajority voting thresholds requires the affirmative vote of holders of at least 80% of the voting power of all the then outstanding shares of the capital stock of the Company entitled to vote generally in the election of directors, voting together as a single

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class. You may vote FOR, AGAINST, or ABSTAIN with respect to the proposal to amend our Certificate of Incorporation to reduce certain supermajority voting thresholds. If you elect to abstain, the abstention will have the same effect as a vote AGAINST.

How many votes are required to amend our By-laws to reduce certain supermajority voting thresholds?

The amendment to our By-laws to reduce certain supermajority voting thresholds requires the affirmative vote of holders of at least 80% of the voting power of all the then outstanding shares of the capital stock of the Company entitled to vote generally in the election of directors, voting together as a single class. You may vote FOR, AGAINST, or ABSTAIN with respect to the proposal to amend our By-laws to reduce certain supermajority voting thresholds. If you elect to abstain, the abstention will have the same effect as a vote AGAINST.

How many votes are required to ratify the appointment of our independent registered public accounting firm?

The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm requires the affirmative vote of a majority of the shares of Class A Common Stock voted at the Annual Meeting. You may vote FOR, AGAINST, or ABSTAIN with respect to the proposal to ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm. Abstentions and broker non-votes will not be counted and, accordingly, will have no effect on the outcome of the vote on this proposal.

What is an abstention and how will abstentions be treated?

An abstention represents a stockholder s affirmative choice to decline to vote on a proposal. Abstentions are counted as present and entitled to vote for purposes of determining a quorum. Shares voting abstain have no effect on the election of directors, the approval of the compensation of our Named Executives, the recommendation as to the frequency with which the non-binding advisory vote on executive compensation occur and the ratification of our independent registered public accounting firm. For the proposals to amend our Certificate of Incorporation and By-laws, abstentions have the same effect as a negative vote.

What are broker non-votes and what effect do they have on the proposals?

Generally, broker non-votes occur when shares held by a broker in street name for a beneficial owner are not voted with respect to a particular proposal because the broker (1) has not received voting instructions from the beneficial owner and (2) lacks discretionary voting power to vote those shares. A broker is entitled to vote shares held for a beneficial owner on routine matters, such as the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm, without instructions from the beneficial owner of those shares. On the other hand, absent instructions from the beneficial owner of such shares, a broker is not entitled to vote shares held for a beneficial owner on certain non-routine items, such as the approval of the compensation of our named executive officers, the recommendation for the frequency of the advisory vote on executive compensation, the election of directors, approval of an amendment to our Certificate of Incorporation to reduce certain supermajority voting thresholds, approval of an amendment to our Certificate of Incorporation to increase the maximum number of authorized shares of capital stock and approval of an amendment to our By-laws to reduce certain supermajority voting thresholds. Broker non-votes count for purposes of determining whether a quorum exists but do not count as entitled to vote with respect to individual proposals. Thus, if you do not give your broker specific instructions, your shares may not be voted on these matters and will not be counted in determining the number of shares necessary for approval, although they will count for purposes of determining whether a quorum exists.

Where can I find the voting results of the 2011 Annual Meeting of Stockholders?

We plan to announce preliminary voting results at the Annual Meeting and we will report the final results in a Current Report on Form 8-K, which we intend to file with the SEC shortly after the Annual Meeting.

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CORPORATE GOVERNANCE

General

We believe that good corporate governance is important to ensure that we are managed for the long-term benefit of our stockholders. Our Board of Directors has adopted Corporate Governance Guidelines, a Code of Ethics entitled Cognizant s Core Values and Standards of Business Conduct and charters for our Nominating and Corporate Governance Committee, Audit Committee and Compensation Committee. You can access our current committee charters and our Code of Ethics in the About Us section of the Company page of our website under the Corporate Governance tab located at www.cognizant.com or by writing to our Secretary at our offices at Glenpointe Centre West, 500 Frank W. Burr Blvd., Teaneck, New Jersey 07666.

Determination of Independence

Under NASDAQ Stock Market rules, a Director will only qualify as an independent director if, in the opinion of our Board of Directors, that person does not have a relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director. Our Board of Directors has determined that each of John Fox, Robert Howe, John Klein, Robert Weissman, Thomas Wendel and Maureen Breakiron-Evans do not have a relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director and that each of these Directors is an independent director as defined under Rule 5605(a)(2) of the NASDAQ Stock Market, Inc. Marketplace Rules.

Director Candidates

The process to be followed by the Nominating and Corporate Governance Committee to identify and evaluate director candidates shall include requests to Board members and others for recommendations, meetings from time to time to evaluate biographical information and background material relating to potential candidates and interviews of selected candidates by members of the Committee and the Board. From time to time, we also engage search firms to assist in the identification of director candidates.

In considering whether to recommend any particular candidate for inclusion in the Board s slate of recommended Director nominees, the Nominating and Corporate Governance Committee will apply the criteria set forth in our Corporate Governance Guidelines. These criteria include the candidate s integrity, business acumen, knowledge of our business and industry, experience, diligence, conflicts of interest and the ability to act in the interests of all stockholders. The Committee does not assign specific weights to particular criteria and no particular criterion is a prerequisite for each prospective nominee. We believe that the backgrounds and qualifications of our Directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities.

Stockholders may recommend individuals to the Nominating and Corporate Governance Committee for consideration as potential Director candidates by submitting the names of the recommended individuals, together with appropriate biographical information and background materials and a statement as to whether the stockholder or group of stockholders making the recommendation has beneficially owned more than 5% of Class A Common Stock for at least a year as of the date such recommendation is made, to the Nominating and Corporate Governance Committee, c/o Corporate Secretary, Cognizant Technology Solutions Corporation, Glenpointe Centre West, 500 Frank W. Burr Blvd., Teaneck, New Jersey 07666. Assuming that appropriate biographical and background material has been provided on a timely basis, the Committee will evaluate stockholder-recommended candidates by following substantially the same process, and applying substantially the same criteria, as it follows for candidates submitted by others.

Voting for Directors

Our Amended and Restated By-laws provide that the vote standard for the election of directors is a majority of votes cast in uncontested elections. In accordance with the Company s Amended and Restated By-laws, if

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none of our stockholders provides the Company notice of an intention to nominate one or more candidates to compete with the Board s nominees in a Director election, or if our stockholders have withdrawn all such nominations by the day before the Company mails its notice of meeting to our stockholders, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board expects a Director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Board shall nominate for election or re-election as Director only candidates who agree to tender, promptly following such person s failure to receive the required vote for election or re-election at the next meeting at which such person would face election or re-election, an irrevocable resignation that will be effective upon Board acceptance of such resignation. In addition, the Board shall fill Director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other Directors in accordance with this corporate governance guideline. If an incumbent Director fails to receive the required vote for re-election, then, within 90 days following certification of the stockholder vote, the Nominating and Corporate Governance Committee will act to determine whether to accept the Director s resignation and will submit such recommendation for prompt consideration by the Board, and the Board will act on the Nominating and Corporate Governance Committee s recommendation. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a Director s resignation.

Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer.

Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the Director s resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a Form 8-K furnished to the SEC.

If each member of the Nominating and Corporate Governance Committee fails to receive the required vote in favor of his or her election in the same election, then those independent Directors who did receive the required vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only Directors who did not receive the required vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.

Communications from Stockholders

The Board will give appropriate attention to written communications that are submitted by stockholders, and will respond if and as appropriate. Our Chairman of the Board and Secretary and General Counsel are primarily responsible for monitoring communications from stockholders and for providing copies or summaries to the other Directors as they consider appropriate.

Under procedures approved by a majority of the independent Directors, communications are forwarded to all Directors if they relate to important substantive matters and include suggestions or comments that our Secretary and Chairman of the Board consider to be important for the Directors to know. In general, communications relating to corporate governance and long-term corporate strategy are more likely to be forwarded than communications relating to ordinary business affairs, personal grievances and matters as to which we tend to receive repetitive or duplicative communications.

Stockholders who wish to send communications on any topic to the Board should address such communications to the Board of Directors by emailing the Board of Directors at the following email address: corporategovernance@cognizant.com; or in writing: c/o Corporate Secretary, Cognizant Technology Solutions Corporation, Glenpointe Centre West, 500 Frank W. Burr Blvd., Teaneck, New Jersey 07666.

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Board Leadership Structure and Role in Risk Oversight

The Board evaluates its leadership structure and role in risk oversight on an ongoing basis. Since December 2003, the Company s board leadership structure has separated the Chairman of the Board and Chief Executive Officer roles into two positions. Currently, John E. Klein is the Chairman of the Board and Francisco D Souza is the Chief Executive Officer. The Board determines what leadership structure it deems appropriate based on factors such as the experience of the applicable individuals, the current business environment of the Company or other relevant factors. After considering these factors, the Board determined that continuing to separate the positions of Chairman of the Board and Chief Executive Officer is the appropriate board leadership structure at this time.

The Board of Directors is also responsible for oversight of the Company s risk management practices while management is responsible for the day-to-day risk management processes. This division of responsibilities is the most effective approach for addressing the risks facing the Company, and the Company s board leadership structure supports this approach. The Board receives periodic reports from management regarding the most significant risks facing the Company. In addition, the Audit Committee assists the Board in its oversight role by receiving periodic reports regarding the Company s risk and control environment.

Code of Ethics

We have adopted a written Code of Business Conduct and Ethics that applies to our Directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. We have posted our Code of Ethics, entitled Cognizant s Core Values and Standards of Business Conduct, on our website, which is located at www.cognizant.com. In addition, we intend to post on our website all disclosures that are required by law or NASDAQ Stock Market listing standards concerning any amendments to, or waivers from, any provision of our Code of Ethics.

Attendance by Members of the Board of Directors at Meetings

There were six meetings of the Board of Directors during 2010. Each Director attended at least 75% of the aggregate of all meetings of the Board of Directors held during the period in which he or she served as a Director and the total number of meetings held by the committee on which he or she served during the period, if applicable.

Our Corporate Governance Guidelines provide that Directors are expected to attend the Annual Meeting of Stockholders. Mr. D Souza acted as Chairman of the 2010 Annual Meeting of Stockholders and six other Directors, Messrs. Fox, Howe, Klein, Weissman, and Wendel and Ms. Breakiron-Evans, participated in the 2010 Annual Meeting of Stockholders by teleconference.

COMMITTEES OF THE BOARD

The Board of Directors has established three standing committees Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee each of which operates under a charter that has been approved by our Board of Directors. Current copies of each committee s charter are posted under the Corporate Governance tab on the About Us section of the Company page of our website www.cognizant.com.

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The members of each of the Board committees and committee chairs are set forth in the following chart.

Name	Audit	Compensation	Nominating and Corporate Governance
Maureen Breakiron-Evans	X		
Francisco D Souza			
John N. Fox, Jr.		X	X
Robert W. Howe	X		X
John E. Klein	X	X*	X
Lakshmi Narayanan			
Robert E. Weissman		X	X*
Thomas M. Wendel	X*		X

* Committee Chair.

The Board of Directors has determined that all of the members of each of the Board s three standing committees are independent as defined under the rules of the NASDAQ Stock Market, including, in the case of all members of the Audit Committee, the independence requirements contemplated by Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the Exchange Act). In addition, all of the members of the Audit Committee are independent as defined by the rules of the NASDAQ Stock Market.

Audit Committee

Our Audit Committee s responsibilities include:

- providing direct oversight of the registered independent public accounting firm, including responsibility over such accountant s appointment, termination, qualifications and independence and the scope and fees of the annual audit of our consolidated financial statements;
- discussing the contents of our annual and quarterly consolidated financial statements with management and the registered independent public accounting firm;
- pre-approving the scope of services provided by our registered independent public accounting firm for audit, audit-related and permitted non-audit services;
- monitoring our internal control over financial reporting, disclosure controls and procedures and Code of Ethics;
- reviewing and discussing the internal audit process, scope of activities and audit results with our internal audit department;
- discussing with management and assessing our risk management policies; and
- preparing the audit committee report required by SEC rules (which is included on pages 63 and 64 of this proxy statement).

Pursuant to the Audit Committee Charter, the Audit Committee has reviewed and discussed the audited financial statements for the year ended December 31, 2010 with our management and independent registered public accounting firm. Additionally, the Audit Committee has discussed with the independent registered public accounting firm the matters required by Statement of Auditing Standards (SAS) 61, Communications with Audit Committees, as amended (AICPA, Professional Standards, Vol. 1, AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T. Furthermore, the Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by the Public Company Accounting Oversight Board Rule 3526, Communications with Audit Committees Concerning Independence regarding the independent registered public accounting firm s communications with the Audit

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Committee concerning independence, and has discussed with the independent registered public accounting firm their independence from the Company. Based in part on the foregoing, the Audit Committee recommended to the Board of Directors that the financial statements as of and for the year ended December 31, 2010 audited by PricewaterhouseCoopers LLP be included in our Annual Report on Form 10-K. The members of the Audit Committee are Messrs. Howe, Klein and Wendel and Ms. Breakiron-Evans. The Audit Committee was established in 1998 and met nine times during 2010. The Board of Directors has determined that Mr. Wendel is an audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-K. It is anticipated that Mr. Howe, if re-elected to the Board of Directors by our stockholders, will continue to serve on the Audit Committee.

Compensation Committee

Our Compensation Committee is responsible for the administration of all salary and incentive compensation plans for our officers and key employees, including bonuses. In addition, our Compensation Committee has the following principal duties:

- annually reviewing and approving corporate goals and objectives relevant to our Chief Executive Officer s compensation;
- determining our Chief Executive Officer s compensation;
- reviewing and approving, or making recommendations to the Board with respect to, the compensation of our other executive officers;
- overseeing an evaluation of our senior executives;
- overseeing and administering our cash and stock-based compensation incentive plans;
- reviewing incentive compensation arrangements to ensure that such compensation arrangements do not encourage unnecessary risk taking; and
- reviewing and making recommendations to the Board with respect to Director compensation.

The Compensation Committee also administers the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan (the 2009 Incentive Plan) and establishes the terms and conditions of all stock-based compensation awards granted thereunder, and the 2004 Employee Stock Purchase Plan. The Compensation Committee met six times during 2010. The members of the Compensation Committee are Messrs. Fox, Klein and Weissman. It is anticipated that Mr. Weissman, if elected to the Board of Directors by our stockholders, will continue to serve on the Compensation Committee.

Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee s responsibilities include:

- identifying individuals qualified to become Board members;
- recommending to the Board the persons to be nominated for election as directors and to each of the Board s committees;

reviewing and making recommendations to the Board with respect to management succession planning;

developing and recommending to the Board corporate governance principles; and

overseeing an annual evaluation of the Board.

The members of the Nominating and Corporate Governance Committee are Messrs. Fox, Howe, Klein, Wendel and Weissman. The Nominating and Corporate Governance Committee met three times during 2010. It

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is anticipated that Messrs. Howe and Weisman, if re-elected to the Board of Directors by our stockholders, will continue to serve on the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee does not have a specific policy with regard to the consideration of diversity in identifying director nominees. However, our Corporate Governance Guidelines provide that the value of diversity on the Board should be considered. In evaluating the suitability of individual Board members, the Nominating and Corporate Governance Committee considers many factors, including the individual s understanding of marketing, finance, business and technology and other disciplines relevant to the success of a company like ours in today s business environment; education and professional background; personal accomplishments; and geographic, gender, age and ethnic diversity. The Nominating and Corporate Governance Committee evaluates each individual in the context of the Board as a whole, with the objective of recommending a group that can best perpetuate the success of our business and represent stockholder interest through the exercise of sound judgment using its diversity of experience and point of view.

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DIRECTOR COMPENSATION

Directors who are our employees or employees of our subsidiaries receive no cash remuneration for serving as Directors. All non-employee Directors, other than our Chairman, receive an annual retainer of $40,000 for their service on the Board of Directors (with no additional fees paid for attendance at meetings of the Board of Directors). Our Chairman receives an annual retainer of $140,000 (with no additional fees paid for attendance at meetings of the Board of Directors). The Chair of the Audit Committee receives an annual retainer of $15,000. The Chair of the Compensation Committee receives an annual retainer of $10,000. The Chair of the Nominating and Corporate Governance Committee receives an annual retainer of $5,000. All non-employee Directors receive $1,500 for attendance at each meeting of a committee of the Board of Directors, other than telephonic meetings that are held for 30 minutes or less, for which no attendance fee is paid. Each newly elected non-employee Director shall receive a deferred stock unit grant equal in value to $160,000 as measured by the closing price of the Company s Class A Common Stock (rounded down to the nearest whole share) on the date of grant. The date of grant shall be the date of election to the Board unless otherwise specified by the Board or a Committee thereof. The shares underlying such stock unit grant shall be issued upon such Director s termination of service in accordance with the 2009 Incentive Plan.

Directors who are not our employees or employees of our subsidiaries were previously eligible to participate in our: (1) Amended and Restated 1999 Incentive Compensation Plan, which we refer to as the 1999 Incentive Plan; and (2) Amended and Restated Non-Employee Directors Stock Option Plan, which we refer to as the Director Plan. During 2009, the 1999 Incentive Plan and the Director Plan were succeeded by the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan, which we refer to as the 2009 Incentive Plan. Awards granted under the previous plans are still valid, however no additional awards may be granted from the 1999 Incentive Plan and the Director Plan. All Directors who are not our employees or employees of our subsidiaries are currently eligible to participate in our 2009 Incentive Plan.

The 2009 Incentive Plan, which is administered by the Compensation Committee, provides for the issuance of various types of incentives (collectively, the Awards) as follows: (i) stock options and stock appreciation rights under the discretionary grant program, (ii) direct stock issuances, stock bonuses and stock issuances pursuant to restricted stock units and other share-right awards under the stock issuance program, and (iii) cash bonus awards, performance unit awards and dividend equivalent rights awarded under the incentive bonus program.

For any Award which is to vest on the basis of service, the minimum vesting period shall be three years, with such vesting to occur in one or more installments over that period as determined by the plan administrator, but in no event more favorably than monthly, and for any Award which is to vest on the basis of performance objectives, the performance period will have a duration of at least one year.

Each of the options granted under the 2009 Incentive Plan will have an exercise price equal to the fair market value per share of Class A Common Stock on the grant date and a maximum term of seven years measured from such date. Upon the occurrence of a change in control as defined in the 2009 Incentive Plan, if the successor corporation assumes each outstanding Award or replaces each outstanding Award with a cash incentive program which preserves the characteristics of the existing Award, each outstanding Award will not automatically accelerate in full. In addition, under the 2009 Incentive Plan, the optionee will have a limited period in which to exercise his or her vested options following cessation of Board service.

Shares may be issued under the stock issuance program at a price per share not less than their fair market value, payable in cash or other valid consideration under the Delaware General Corporation Law. Shares may also be issued as a bonus for past services without any cash purchase price required of the recipient or pursuant to share right awards or restricted stock units which entitle the recipients to receive those shares, without payment of any cash purchase price, upon the attainment of designated performance goals, completion of a prescribed service period or upon the expiration of a designated time period following the vesting of those awards or units.

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For each share of Class A Common Stock issued without cash consideration pursuant to Awards under the stock issuance program, the share reserve under the 2009 Incentive Plan will be reduced by 1.55 shares.

During 2010, the following non-employee Directors were granted options to purchase shares of Class A Common Stock. All option grants listed below were made under the 2009 Incentive Plan.

Director	Number of Shares Underlying Options Granted	Grant Date	Exercise Price Per Share
Maureen Breakiron-Evans	10,000	June 1, 2010	$ 49.14
John N. Fox, Jr.	10,000	June 1, 2010	$ 49.14
Robert W. Howe	10,000	June 1, 2010	$ 49.14
John E. Klein	10,000	June 1, 2010	$ 49.14
Robert E. Weissman	10,000	June 1, 2010	$ 49.14
Thomas M. Wendel	10,000	June 1, 2010	$ 49.14

2010 Director Compensation Table

The following table sets forth certain information regarding the compensation of each of our non-employee Directors for the 2010 fiscal year.

Name	Fees Earned or Paid in Cash ($) (1)	Stock Awards ($)(2)	Option Awards ($) (3)(4)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation ($)	Total ($)
Maureen Breakiron-Evans	$ 52,000		$ 153,473				$ 205,473
John N. Fox, Jr.	$ 52,000		$ 153,473				$ 205,473
Robert W. Howe	$ 52,000		$ 153,473				$ 205,473
John E. Klein	$ 224,000		$ 153,473				$ 377,473
Robert E. Weissman	$ 57,000		$ 153,473				$ 210,473
Thomas M. Wendel	$ 70,000		$ 153,473				$ 223,473

(1) Consists of amounts described under Director Compensation.

(2) Ms. Breakiron-Evans has 5,875 restricted stock units outstanding.

(3) Represents the aggregate grant date fair value for stock options granted in the 2010 fiscal year accounted for in accordance with share-based payment guidelines provided within the authoritative literature. The reported dollar amounts do not take into account any estimated forfeitures related to service-based vesting conditions. For information regarding assumptions underlying the valuation of equity awards, see Note 12 of the Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010.

(4) As of December 31, 2010, each non-employee director had the following number of options outstanding: Mr. Fox, 43,000; Mr. Howe, 30,000; Mr. Klein, 50,000; Mr. Weissman, 90,000; Mr. Wendel, 20,000 and Ms. Breakiron-Evans, 20,000.

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PROPOSALS TO BE VOTED ON

PROPOSAL 1:

ELECTION OF DIRECTORS

At this Annual Meeting, two (2) Class II Directors are to be elected to hold office until the Annual Meeting of Stockholders to be held in 2014, or until their successors shall have been duly elected and qualified.

We currently have eight (8) Directors. A majority of votes cast is required for the election of directors.

A majority of the votes cast means that the number of votes cast for a director nominee must exceed the number of votes cast against that director nominee. In contested elections (an election in which the number of nominees for director is greater than the number of directors to be elected) the vote standard is the plurality of votes cast.

In accordance with our Amended and Restated By-laws and Corporate Governance Guidelines, the Board will nominate for election or re-election as a Director only candidates who agree to tender, promptly following their failure to receive the required vote for election or re-election at the next meeting at which they would face election or re-election, an irrevocable resignation that will be effective upon acceptance by the Board. In addition, the Board will fill Director vacancies and new directorships only with candidates who agree to tender the same form of resignation, promptly following their appointment to the Board.

If an incumbent Director fails to receive the required vote for re-election, then, within 90 days following certification of the stockholder vote, the Nominating and Corporate Governance Committee will act to determine whether to accept the Director s resignation and will submit the recommendation for prompt consideration by the Board, and the Board will act on the Nominating and Corporate Governance Committee s recommendation.

Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the Director s resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a Form 8-K furnished to the SEC.

Any Director who tenders his or her resignation pursuant to this provision of our Corporate Governance Guidelines may not participate in the Nominating and Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer. If each member of the Nominating and Corporate Governance Committee fails to receive the required vote in favor of his or her election in the same election, then those independent Directors who did receive the required vote will appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only Directors who did not receive the required vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.

As set forth in our Certificate of Incorporation, the terms of office of the members of the Board of Directors are divided into three classes: Class I, whose term will expire at the 2013 Annual Meeting of Stockholders; Class II, whose term currently expires at the 2011 Annual Meeting of Stockholders and whose new term will expire at the 2014 Annual Meeting of Stockholders; and Class III, whose term will expire at the 2012 Annual Meeting of Stockholders. The current Class I Directors are John E. Klein, Lakshmi Narayanan and Maureen Breakiron-Evans, the current Class II Directors are Robert W. Howe and Robert E. Weissman and the current Class III Directors are Francisco D Souza, John N. Fox, Jr. and Thomas M. Wendel.

At each Annual Meeting of Stockholders, the successors to directors whose terms then expire will be elected to serve from the time of election and qualification until the third annual meeting following election. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain

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the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a newly created directorship resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case shall a decrease in the number of directors remove or shorten the term of any incumbent director. This classification of our Board of Directors may have the effect of delaying or preventing changes in control or management of our Company.

All directors hold office until the expiration of their respective term and until their successors are duly elected and qualified. There are no family relationships among any of our executive officers, directors and key employees.

It is the intention of the persons named in the enclosed form of proxy to vote the shares of Class A Common Stock represented thereby, unless otherwise specified in the proxy, for the election as directors of the persons whose names and biographies appear below. All of the persons whose names and biographies appear below are currently serving as our directors. In the event any of the nominees should become unavailable or unable to serve as a director, it is intended that votes will be cast for a substitute nominee designated by the Board of Directors. The Board of Directors has no reason to believe that the nominees named will be unable to serve if elected. Each of the nominees has consented to being named in this proxy statement and to serve if elected.

Recommendation of the Board of Directors

The Board of Directors unanimously recommends a vote FOR the election of these nominees as directors.

NOMINEES FOR CLASS II DIRECTORS (TERMS TO EXPIRE AT THE 2014 ANNUAL MEETING)

The current members of the Board of Directors who are also nominees for election to the Board as Class II Directors are as follows:

Name	Age	Served as a Director Since	Positions with Cognizant
Robert W. Howe	64	1999	Director
Robert E. Weissman	69	2001	Director

The principal occupations and business experience, for at least the past five years, of each Class II Director are as follows:

Robert W. Howe was elected to the Board of Directors in April 1999. Mr. Howe currently serves as Chairman of the Board of Directors of ADS Financial Services Solutions (ADS), a provider of information technology services to the financial services industry. He has held such position since January 1994. From January 1994 to December 2003, Mr. Howe served as Chairman and Chief Executive Officer of ADS and from March 1980 to January 1994, Mr. Howe served as its President. Mr. Howe serves on the board of directors of several private companies. Mr. Howe holds a Bachelor of Arts degree from Boston College.

Robert E. Weissman was elected to the Board of Directors in May 2001. Mr. Weissman retired in January 2001 after nearly thirty years serving as Chief Executive Officer for several public corporations. Most recently, Mr. Weissman was Chairman of the Board of Directors of IMS Health, a provider of information to the pharmaceutical and healthcare industries. He served as both Chairman and Chief Executive Officer of IMS Health until March 1999. Prior to his position with IMS Health, Mr. Weissman was Chairman and Chief Executive Officer of Cognizant Corporation and prior to that, was Chairman and Chief Executive Officer of The Dun & Bradstreet Corporation. Prior to his election as Chairman and Chief Executive Officer of The Dun & Bradstreet Corporation, he held the position of President and Chief Operating Officer of that company since 1985. Mr. Weissman joined The Dun & Bradstreet Corporation in May 1979, when The Dun & Bradstreet

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Corporation acquired National CSS, a computer time-sharing company, of which he was President and Chief Executive Officer. Since his retirement, Mr. Weissman has been active as Chairman of Shelburne Partners, a private investment company that works with emerging companies in the United States and Europe. Mr. Weissman is a director of the following public companies: State Street Corporation, Pitney Bowes, Inc. and Information Services Group Inc. Mr. Weissman is also a member of the Advisory Board for Affinnova, Inc., a privately held market research firm. Mr. Weissman graduated from Babson College in 1964. He serves on Babson s Board of Trustees, and received an honorary Doctor of Laws degree from Babson in 1995.

Continuing Members of the Board of Directors:

CLASS I DIRECTORS (TERMS TO EXPIRE AT THE 2013 ANNUAL MEETING)

The current members of the Board of Directors who are Class I Directors are as follows:

Name	Age	Served as a Director Since	Positions with Cognizant
Maureen Breakiron-Evans	56	2009	Director
John E. Klein	69	1998	Chairman of the Board and Director
Lakshmi Narayanan	58	2003	Vice Chairman and Director

The principal occupations and business experience, for at least the past five years, of each Class I Director are as follows:

Maureen Breakiron-Evans was elected to the Board of Directors in May 2009. Ms. Breakiron-Evans served as Chief Financial Officer of Towers Perrin from January 2007 until April 2008, where she was the head of Financial Resources and responsible for the firm s financial strategy. From February 2005 until October 2006, Ms. Breakiron-Evans served as Vice President and General Auditor of CIGNA Corporation where she was responsible for managing the enterprise risk management and internal audit functions. From 2001 to 2004, Ms. Breakiron-Evans served as Executive Vice President and Chief Financial Officer at Inovant, LLC, which is VISA s captive technology development and transaction processing company. Prior to that, Ms. Breakiron-Evans held several positions at Transamerica Corporation in San Francisco including Vice President and General Auditor, Vice President of Control and Services and President of Transamerica Business Technologies Corp. Ms. Breakiron-Evans began her career as a financial auditor, ultimately serving as an Audit Partner with Arthur Andersen & Co. On January 1, 2011, Ms. Breakiron-Evans began serving a four year term as a director of the Federal Home Loan Bank of Pittsburgh. Ms. Breakiron-Evans also served as a director of ING Direct, an Internet bank, from November 2005 until March 2007. Ms. Breakiron-Evans received a Bachelor of Business Administration degree from Stetson University, a Master of Business Administration degree from Harvard Business School and a Master of Liberal Arts degree from Stanford University. She is also a Certified Public Accountant in the State of California.

John E. Klein was elected to the Board of Directors in March 1998 and elected to serve as our Chairman of the Board in December 2003. Mr. Klein currently serves as President and Chief Executive Officer of Polarex, Inc., an organization providing executive support to software and services companies, where he has been employed since 1994. Prior to that, Mr. Klein held various positions at various companies, including President and Chief Executive Officer of MDIS Group PLC, a UK listed software and services company. In addition, Mr. Klein also served as Chairman of Glovia International and PRO IV Limited, two enterprise software and services companies. Prior to 1995, Mr. Klein was a Vice President for both Digital Equipment and IBM. Mr. Klein also serves as a director of Arxan Technologies, Inc., a security software solutions company. Mr. Klein holds a Bachelor of Science degree from the U.S. Merchant Marine Academy and a Master of Business Administration degree from New York University.

Lakshmi Narayanan was appointed Vice Chairman of the Board of Directors, effective January 1, 2007. Mr. Narayanan served as our Chief Executive Officer from December 2003 through December 2006 and as our

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President from March 1998 through December 2006. Mr. Narayanan joined our Indian subsidiary as Chief Technology Officer in 1994 and was elected President of such subsidiary on January 1, 1996. Prior to joining us, from 1975 to 1994, Mr. Narayanan was the regional head of Tata Consultancy Services, a large consulting and software services company located in India. Mr. Narayanan serves on the board of directors and as the Chairman of the Governance Committee of TVS Capital Funds Limited. Mr. Narayanan is the Chairman of the Board of ICT Academy of Tamil Nadu, a not for profit training and research institution established in a partnership model between the Government of India, IT Industry and the Confederation of Indian Industry. Mr. Narayanan holds a Bachelor of Science degree, a Master of Science degree and a Management degree from the Indian Institute of Science.

CLASS III DIRECTORS (TERMS TO EXPIRE AT THE 2012 ANNUAL MEETING)

The current members of the Board of Directors who are Class III Directors are as follows:

Name	Age	Served as a Director Since	Positions with Cognizant
Francisco D Souza	42	2007	Chief Executive Officer, President and Director
John N. Fox, Jr.	68	2007	Director
Thomas M. Wendel	74	2001	Director

The principal occupations and business experience, for at least the past five years, of each Class III Director are as follows:

Francisco D Souza was appointed President and Chief Executive Officer and became a member of the Board of Directors, effective January 1, 2007. Mr. D Souza served as our Chief Operating Officer from December 2003 through December 2006. Prior to that, from November 1999 to December 2003, he served as our Senior Vice President, North American Operations and Business Development. From March 1998 to November 1999, he served as our Vice President, North American Operations and Business Development and as our Director-North American Operations and Business Development from June 1997 to March 1998. From January 1996 to June 1997, Mr. D Souza was engaged as our consultant. From February 1995 to December 1995, Mr. D Souza was employed as Product Manager at Pilot Software. Between 1992 and 1995, Mr. D Souza held various marketing, business development and technology management positions as a Management Associate at The Dun & Bradstreet Corporation. While working at The Dun & Bradstreet Corporation, Mr. D Souza was part of the team that established the software development and maintenance business conducted by us. Mr. D Souza serves on the Board of Trustees of Carnegie Mellon University, the Board of Trustees of The New York Hall of Science and the Board of Directors of the U.S.-India Business Council. Mr. D Souza also is a member of the Business Roundtable. Mr. D Souza holds a Bachelor of Business Administration degree from the University of East Asia and a Master of Business Administration degree from Carnegie Mellon University.

John N. Fox was appointed to the Board of Directors in December 2007. Mr. Fox formerly served as Vice Chairman of Deloitte & Touche LLP and Global Director, Strategic Clients for Deloitte Consulting, from 1998 until 2003. Mr. Fox held various other positions with Deloitte Consulting from 1968 to 2003, and in addition to his responsibilities as Vice Chairman and Global Director, he also served on Deloitte Touche Tohmatsu s board of directors and was a member of the Governance (Executive) Committee from 1998 to 2003. Mr. Fox currently serves as a Trustee for Wabash College and Steppenwolf Theatre Company and has been a member of the board of directors of VASCO Data Security International, Inc. since April 2005. Mr. Fox received his Bachelor of Arts degree from Wabash College and his Master of Business Administration degree from the University of Michigan.

Thomas M. Wendel was elected to the Board of Directors in June 2001. In July 2000, Mr. Wendel retired as the Chairman of the Board, President and Chief Executive Officer of Bridge Information Systems, a global financial information, transaction services, and network services company. Prior to joining Bridge in 1995,

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Mr. Wendel was founding President and Chief Executive Officer of Liberty Brokerage Inc., a major US government securities brokerage firm. Mr. Wendel previously served in various positions at Paine Webber, Inc., including Chief Financial Officer, Executive Vice President and Managing Director. Prior to joining Paine Webber in 1982, Mr. Wendel was Senior Vice President and Chief Financial Officer of Pan American World Airways. Mr. Wendel holds a Bachelor of Science degree in Mathematics from Ursinus College, a Master of Arts in Economics from San Jose State College, and a Master in Business Administration from the University of Santa Clara.

Director Experience, Qualifications, Attributes and Skills

We believe that the backgrounds and qualifications of our Directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities. The Board is composed of a diverse group of leaders in their respective fields. Many of the current Directors have leadership experience at major domestic and international companies with operations inside and outside the United States, as well as experience on other companies boards, which provides an understanding of different business processes, challenges and strategies. Other Directors have experience as officers or trustees of significant academic, research and philanthropic institutions, which brings unique perspectives to the Board. Further, the Company s Directors have other experience that makes them valuable members, such as prior public policy or regulatory experience that provides insight into issues faced by companies.

The following highlights the specific experience, qualifications, attributes and skills of our individual Board members that have led the Nominating and Corporate Governance Committee to conclude that these individuals should continue to serve on our Board:

Maureen Breakiron-Evans	Global business experience as the Chief Financial Officer of Towers Perrin, Executive Vice President of VISA/Inovant, General Auditor of CIGNA Corporation and various executive positions at Transamerica Corporation. Enterprise Risk Management experience at each of the above named companies. Audit Partner at Arthur Andersen & Co. Outside board and audit committee experience as a director of ING Direct. Certified Public Accountant.
Francisco D Souza	Global business experience in various roles with our Company as well as The Dun & Bradstreet Corporation over the past eighteen years. Over twenty years experience in the technology industry. Member of the Business Roundtable, an association of chief executive officers of leading U.S. companies that develops, recommends and advocates for innovative policy solutions that help expand U.S. economic opportunity. Experience as a trustee of a charitable organization. Experience as a university trustee.
John N. Fox, Jr.	Global business experience as Vice Chairman at Deloitte & Touche LLP and Global Director at Deloitte Consulting. Over thirty-four years experience consulting and advising clients on large scale, complex transactions, including strategic initiatives, new business models, reengineered business processes, merger integration and organizational change. Experience as a college trustee. Outside board experience as a director of VASCO Data Security International, Inc.
Robert W. Howe	Global business experience as Chief Executive Officer of ADS. Outside board experience as a director of ADS, Darling Consulting Group and Lee Kennedy Company.

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John E. Klein	Over thirty-five years experience in the high technology field with global firms such as IBM, Digital Equipment and MDIS. Global business experience as President and Chief Executive Officer of Polarex, Inc., an organization providing executive support to software and services companies. Outside board experience as a director of various software and servicing companies.
Lakshmi Narayanan	Over thirty years experience in the technology field. Affiliation with a leading software and services organization. Former Chairman of the National Association of Software and Services Companies (NASSCOM). Continues to serve on the Past Chairmen s council on policy matters. Directed the course of the industry by managing large programs. Member of the Governments Competitiveness Council on manufacturing. Outside board experience as a director of TVS Capital Funds Limited, US India Business Council (USIBC), a trade and investment promotion council, and certain charitable foundations, including United Way of Chennai, a chapter of United Way Worldwide, and the Cognizant Foundation.
Robert E. Weissman	Over thirty years experience as Chief Executive Officer of several public corporations. Private equity management experience as Chairman of Shelburne Investments, a private investment company working with emerging companies in the United States and Europe. Affiliation with leading business and public policy associations (including the Business Roundtable, the Institute of Management Accountants, the Society of Manufacturing Engineers, the Institute of Electrical and Electronic Engineers, and the Committee for Economic Development). Outside board experience as a director of State Street Corporation, Pitney Bowes, Inc. and Information Services Group. Experience as a college trustee.
Thomas M. Wendel	Global business experience as Chairman, President and Chief Executive Officer of Bridge Information Systems. Founder of Liberty Brokerage, Inc. Experience as Chief Financial Officer, Executive Vice President and Managing Director of Paine Webber, Inc. and Senior Vice President and Chief Financial Officer of Pan American World Airways. Outside board experience as a director of several public and private companies.

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PROPOSAL 2:

ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION (SAY-ON-PAY)

Background

The Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, requires that our stockholders have the opportunity to cast an advisory (non-binding) vote on executive compensation commencing with the Annual Meeting, commonly referred to as a Say-on-Pay vote, as well as an advisory vote with respect to whether future Say-on-Pay votes will be held every one, two or three years, which is the subject of Proposal No. 3 in this proxy statement.

The advisory vote on executive compensation is a non-binding vote on the compensation of our named executive officers, or Named Executives, as described in the Compensation Discussion and Analysis section, the tabular disclosure regarding such compensation, and the accompanying narrative disclosure, set forth in this proxy statement. Please read the Compensation Discussion and Analysis section starting on page 39 of this proxy statement for a detailed discussion about our executive compensation programs, including information about the fiscal 2010 compensation of our Named Executives.

The advisory vote on executive compensation is not a vote on our general compensation policies, the compensation of our Board of Directors, or our compensation policies as they relate to risk management. The Dodd-Frank Act requires that we hold the advisory vote on executive compensation at least once every three years.

The Compensation Committee of our Board of Directors oversees and administers our executive compensation program, including the evaluation and approval of compensation plans, policies and programs offered to our Named Executives. The Compensation Committee has designed the executive compensation program for our Named Executives to meet the following objectives:

- Ensure executive compensation is aligned with our corporate strategies and business objectives.
- Subject a substantial portion of an executive officer s compensation to achieving both short-term and long-term performance objectives that enhances stockholder value by linking rewards to measurable corporate and individual performance.
- Reinforce the importance of meeting and exceeding identifiable and measurable goals through superior awards for superior performance.
- Provide total direct compensation that is competitive in markets in which we compete for management talent in order to attract, retain and motivate the best possible executive talent.
- Provide an incentive for long-term continued employment with our Company.
- Reinforce our desired culture and unique corporate environment by fostering a sense of ownership, urgency and overall entrepreneurial spirit.

We believe our approach to goal setting and setting of targets with payouts at multiple levels of performance results assist in mitigating excessive risk-taking that could harm our value or reward poor judgment by our executives. Several features of our programs reflect sound risk management practices. We believe we have allocated our compensation among base salary and short and long-term compensation target opportunities in such a way as to not encourage excessive risk-taking. In addition, we believe that the mix of equity award instruments used under our long-term incentive program that includes full value awards as well as the multi-year vesting of our equity awards also mitigates risk and properly accounts for the time horizon of risk. The Compensation Discussion and Analysis section starting on page 39 of this proxy statement provides a more detailed discussion of our executive compensation program and compensation philosophy.

The vote solicited by this Proposal No. 2 is advisory, and therefore is not binding on the Company, our Board of Directors or our Compensation Committee. The outcome of the vote will not require the Company, our

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Board of Directors or our Compensation Committee to take any action, and will not be construed as overruling any decision by the Company or the Board of Directors.

Furthermore, because this non-binding, advisory resolution primarily relates to the compensation of our Named Executives that has already been paid or contractually committed, there is generally no opportunity for us to revisit these decisions. However, our Board of Directors, including our Compensation Committee, values the opinions of our stockholders and, to the extent there is any significant vote against the executive officer compensation as disclosed in this proxy statement, we will consider our stockholders concerns and evaluate what actions, if any, may be appropriate to address those concerns.

Stockholders will be asked at the Annual Meeting to approve the following resolution pursuant to this Proposal No. 2:

RESOLVED, that the stockholders of Cognizant Technology Solutions Corporation approve, on an advisory basis, the compensation of the Company s Named Executives, disclosed pursuant to Item 402 of Regulation S-K in the Company s definitive proxy statement for the 2011 Annual Meeting.

Vote Required

Approval of this resolution requires the affirmative vote of a majority of the shares of Class A Common Stock voted at the Annual Meeting. Abstentions and broker non-votes will not be counted and, accordingly, will have no effect on the outcome of the vote on this proposal.

Recommendation of the Board of Directors

The Board of Directors unanimously recommends a vote FOR the approval of the advisory (non-binding) vote on executive compensation.

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PROPOSAL 3:

ADVISORY (NON-BINDING) VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION

In connection with Proposal No. 2 above seeking advisory approval of our executive compensation program, the Dodd-Frank Act also requires that we include in this proxy statement a separate advisory (non-binding) stockholder vote to advise on whether the Say-on-Pay vote should occur every one, two or three years. You have the option to vote for any one of the three options, or to abstain on the matter. For the reasons described below, our board recommends that our stockholders select a frequency of three years, or a triennial vote. We are required to solicit stockholder approval on the frequency of future Say-on-Pay proposals at least once every six years, although we may seek stockholder input more frequently.

Our Board of Directors believes that our current executive compensation programs directly link executive compensation to our financial performance and align the interests of our executive officers with those of our stockholders. Our Board of Directors believes that, of the three choices, submitting a nonbinding, advisory Say-on-Pay resolution to stockholders every three years is the most appropriate choice. Our compensation program does not change significantly from year to year and is designed to induce performance over a multi-year period. A vote held every three years would be more consistent with, and provide better input on, our long-term compensation, which constitutes a significant portion of the compensation of our named executive officers. Our board of directors believes that stockholder feedback every three years will be more useful as it will provide stockholders with a sufficient period of time to evaluate the overall compensation paid to our Named Executives, the components of that compensation and the effectiveness of that compensation. The amount of compensation and mix of components of such compensation in any one year may differ from year to year, and the three year period will provide stockholders with a more complete view of the amount and mix of that compensation. The triennial Say-on-Pay vote will also provide stockholders with the benefit of assessing over a period of years whether the components of the compensation paid to our Named Executives have achieved positive results for the Company. A three-year vote cycle also gives the Board and Compensation Committee sufficient time to thoughtfully consider the results of the advisory vote, to engage with stockholders to understand and respond to the vote results and effectively implement any appropriate changes to our executive compensation policies and procedures.

Our Board of Directors is aware of and took into account views that some have expressed in support of conducting an annual advisory vote on executive compensation. We are aware that some stockholders believe that annual advisory votes will enhance or reinforce accountability. However, we have in the past been, and will in the future continue to be, proactively engaged with our stockholders on a number of topics and in a number of forums. Thus, we view the advisory vote on executive compensation as an additional, but not exclusive, opportunity for our stockholders to communicate with us regarding their views on the Company s executive compensation programs. In addition, because our executive compensation programs have typically not changed materially from year to year and are designed to operate over the long-term and to enhance long-term performance, we are concerned that an annual advisory vote on executive compensation could lead to short-term perspective inappropriately bearing on our executive compensation programs. Finally, although we believe that holding an advisory vote on executive compensation every three years will reflect the right balance of considerations in the normal course, we will periodically reassess that view and can provide for an advisory vote on executive compensation on a more frequent basis if changes in our compensation programs or other circumstances suggest that a more frequent vote would be appropriate.

We understand that our stockholders may have different views as to what is the best approach for Cognizant Technology Solutions Corporation, and we look forward to hearing from our stockholders on this proposal.

The Board of Directors will continue to engage with stockholders on executive compensation between stockholder votes.

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You may cast your vote on your preferred voting frequency by choosing the option of three years, two years, one year, or abstain from voting when you vote in response to the resolution set forth below.

RESOLVED, that the stockholders of Cognizant Technology Solutions Corporation determine, on an advisory basis, that the frequency with which the stockholders of the Company shall have an advisory vote on executive compensation, as disclosed pursuant to the compensation disclosure rules of the SEC, is:

Choice 1 every year;

Choice 2 every two years;

Choice 3 every three years; or

Choice 4 abstain from voting.

Vote Required

The option of three years, two years or one year that receives the highest number of votes cast by stockholders will be the frequency for the advisory vote on the compensation of our Named Executives that has been selected by stockholders. However, because this vote is advisory and is not binding on our Board of Directors, the Board of Directors may decide that it is in the best interests of our stockholders and the Company to hold an advisory vote on executive compensation more or less frequently than the option approved by our stockholders. Abstentions and broker non-votes will not be counted and, accordingly, will have no effect on the outcome of the vote on this proposal.

This vote may not be construed (1) as overruling a decision by the Company or our Board of Directors or (2) to create or imply any change or addition to the fiduciary duties of the Company or our Board of Directors.

Recommendation of the Board of Directors

The Board of Directors unanimously recommends that you vote FOR the option of once every three years as the frequency with which stockholders are provided an advisory vote on executive compensation, as disclosed pursuant to Item 402 of Regulation S-K.

Stockholders are not voting to approve or disapprove the Board of Directors recommendation. Stockholders may choose among the four choices included in the resolution set forth above.

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PROPOSAL 4:

AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED (INCREASE AUTHORIZED SHARES)

Description of Proposal

The Company s Certificate of Incorporation currently authorizes the Company to issue up to 515,000,000 shares of stock, all classes, consisting of (i) 500,000,000 shares of Class A Common Stock, and (ii) 15,000,000 shares of Preferred Stock. On March 28, 2011, the Board of Directors approved, subject to stockholder approval, an amendment to the Company s Certificate of Incorporation to increase the maximum number of shares of the Company s stock authorized to 1,015,000,000 shares of stock consisting of: (x) 1,000,000,000 shares of Class A Common Stock, and (y) 15,000,000 shares of Preferred Stock.

The Board of Directors has determined that an increase in the number of shares authorized for issuance, thereby increasing the number of shares of Class A Common Stock authorized for issuance, is in the Company s best interests. The proposed increase in the number of shares of Class A Common Stock authorized for issuance will ensure that shares will be available, if needed, for issuance in connection with stock splits, acquisitions and other corporate purposes. The Board of Directors believes that the availability of the additional shares for such purposes, without delay or the necessity for a special stockholders meeting, would be beneficial to the Company. The Company does not have any immediate plans, arrangements, commitments or understandings with respect to the issuance of any of the additional shares of Class A Common Stock that would be authorized by the proposed amendment. No further action or authorization by the Company s stockholders would be necessary prior to the issuance of the additional shares of Class A Common Stock, unless required by applicable law or regulatory agencies or by the rules of any stock market on which the Company s securities may then be listed. A copy of the proposed amendment to the Certificate of Incorporation is attached hereto as *Appendix A*.

The holders of any of the additional shares of Class A Common Stock issued in the future would have the same rights and privileges as the holders of the Class A Common Stock currently authorized and outstanding. Those rights do not include preemptive rights with respect to the future issuance of any additional shares.

Outstanding Capital Stock and Shares of Capital Stock Available for Issuance

As of March 31, 2011, 304,209,565 shares of Class A Common Stock were issued and outstanding, an aggregate of 15,530,339 shares of Class A Common Stock were reserved for issuance upon the exercise of outstanding options granted, restricted stock units awarded and performance-based stock units awarded, under our existing stock plans, an aggregate of 18,205,815 shares of Class A Common Stock were reserved for issuance upon the exercise of future option grants and other awards under such plans, and an aggregate of 3,446,231 shares of Class A Common Stock were reserved for issuance under the 2004 Employee Stock Purchase Plan. No shares were reserved for issuance upon exercise of options granted outside of our existing stock plans and no shares of Preferred Stock were issued and outstanding. If the proposed amendment is approved, 500,000,000 additional shares of Class A Common Stock would be authorized but unissued.

Potential Anti-Takeover Effect and Other Provisions

The proposal to increase the number of shares of Class A Common Stock that we are authorized to issue could have a potential anti-takeover effect, even though our Board of Directors is not presenting the proposal for that reason and does not presently anticipate using the increased authorized shares for such purpose. The effect of the proposed increase in the authorized number of shares of Class A Common Stock might render more difficult or discourage a merger, tender offer, proxy contest or change in control and the removal of management, which a majority of independent stockholders might otherwise deem favorable. The authority of our Board of Directors to issue Class A Common Stock might be used to create voting impediments or to frustrate an attempt by another person or entity to effect a takeover or otherwise gain control of Cognizant because the issuance of additional shares of Class A Common Stock would dilute the voting power of the Class A Common Stock and Preferred Stock then outstanding. The additional shares of Class A Common Stock could also be issued to purchasers who

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would support our Board of Directors in opposing a takeover bid that our Board of Directors determines not to be in the best interests of Cognizant or our stockholders. We are not currently aware of any pending or proposed transaction involving a change of control. While authorization of additional shares may be deemed to have potential anti-takeover effects, this proposal is not prompted by any specific effort or perceived threat of takeover. Our Board of Directors does not currently have any plans to implement additional measures that may have an anti-takeover effect.

Various provisions of our Certificate of Incorporation, our By-laws and of Delaware corporate law may discourage, delay or prevent a change in control or takeover attempt of Cognizant by a third party that is opposed by our Board of Directors, including the following: (a) authorization of blank check preferred stock that could be issued by our Board of Directors to make it more difficult for a third party to acquire, or to discourage a third party from acquiring, a majority of our outstanding voting stock; (b) classification of our Board of Directors into three classes serving staggered three-year terms; (c) non-cumulative voting for Directors; (d) control by our Board of Directors of the size of our Board of Directors; (e) the inability of our stockholders to call special meetings of stockholders; and (f) advance notice requirements for nominations of candidates for election to our Board of Directors or for proposing matters that can be acted upon by our stockholders at stockholder meetings.

In addition, we have adopted a stockholder rights plan, which permits holders of rights to acquire our Class A Common Stock for effectively one-half of the market price if a person or entity acquires 15% or more of our Class A Common Stock, subject to certain conditions.

We also are subject to Section 203 of the Delaware General Corporation Law. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a business combination with an interested stockholder for a period of three years following the date the person became an interested stockholder, unless the business combination or the transaction in which the person became an interested stockholder is approved in a prescribed manner. Generally, a business combination includes mergers, consolidations, sales or other dispositions of assets having an aggregate value in excess of 10% of the consolidated assets of the corporation and certain transactions that would increase the interested stockholder s proportionate share ownership in the corporation. Generally, an interested stockholder is a person who owns 15% or more of a corporation s voting stock or is an affiliate or associate of the corporation and owned 15% or more of the corporation s voting stock within three years prior to the determination of interested stockholder status. The existence of this provision could prevent a takeover of Cognizant with respect to transactions not approved in advance by our Board of Directors, including takeover attempts that might result in a premium over the market price of our Class A Common Stock.

Proposed Amendment

The Stockholders are being asked to consider and vote upon a proposed amendment to the Company s Certificate of Incorporation to increase the maximum number of shares of the Company s stock authorized from 515,000,000 shares of stock, all classes, to 1,015,000,000 shares of stock consisting of: (i) 1,000,000,000 shares of Class A Common Stock, and (ii) 15,000,000 shares of Preferred Stock. Although the Company has no present intent to issue any additional shares of Class A Common Stock, the Board of Directors believes that the additional shares would provide the Company with added flexibility in connection with its future financing and stock issuance requirements, including with respect to possible future stock splits, if any.

Vote Required

The affirmative vote of a majority of the votes entitled to be cast at the Annual Meeting is required for adoption of this proposal. Abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum and will have the same effect as a vote against the outcome of the proposal.

Recommendation of the Board of Directors

The Board of Directors unanimously recommends a vote FOR the approval of the amendment to the Company s Restated Certificate of Incorporation, as amended, to increase the maximum number of authorized shares of capital stock.

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PROPOSAL 5:

AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED (REDUCE CERTAIN SUPERMAJORITY VOTING THRESHOLDS)

Description of Proposal

At the Annual Meeting, the stockholders will be asked to approve and adopt an amendment to the Certificate of Incorporation adopted by the Board of Directors to reduce certain supermajority voting thresholds. The Board of Directors is committed to ensuring effective corporate governance policies and practices, which ensure that the Company is governed with high standards of ethics, integrity and accountability and in the best interest of the stockholders. The Board of Directors, in its continuing review of corporate governance matters, has determined to reduce the supermajority vote requirements in the Certificate of Incorporation.

This proposal seeks stockholder approval of the reduction of the supermajority vote requirements of Article VII, Article VIII, Section (1), and Article XI, Section (2). Unless such approval is received, the supermajority vote requirements in Article VII, Article VIII, Section (1), and Article XI, Section (2) will remain unchanged.

The complete text of the proposed amendment to the Certificate of Incorporation is included in *Appendix B* to this proxy statement. The summary below does not contain all the information that may be necessary to you. The following summary is qualified in its entirety by reference to the text of the proposed amendment to the Certificate of Incorporation. You are urged to read the proposed amendment to the Certificate of Incorporation in its entirety.

Proposed Amendment

The proposed amendments are as follows:

Article VII of the Certificate of Incorporation By-laws

Article VII of the Certificate of Incorporation requires the affirmative vote of the holders of at least 80% of the voting power of all the then outstanding shares of the capital stock of the Company entitled to vote generally in the election of directors, voting together as a single class, to make, amend, alter, change, add to or repeal the By-laws. The proposed amendment would reduce the vote requirement from 80% of the voting power of all the then outstanding shares of capital stock of the Company to 66 $^{2}/_{3}$% of the outstanding voting power of all the then outstanding shares of capital stock of the Company to make, amend, alter, change, add to or repeal the By-laws.

As with many companies, the supermajority requirement to amend the By-laws in Article VII of the Certificate of Incorporation is designed to protect the rights of minority stockholders by assuring that fundamental changes in how the Company is governed are not made without either the approval of the Board of Directors (taking into account the interests of all stockholders) or a substantial majority of stockholders. Matters covered by the By-laws include many important governance issues. These matters require careful consideration of all stockholders, and should not be changed in ways that may disadvantage minority stockholders.

Article VIII, Section (1), of the Certificate of Incorporation Removal of Directors

Under Article VIII, Section (1), of the Certificate of Incorporation, the affirmative vote of at least 80% of the voting power of all the then outstanding shares of capital stock of the Company entitled to vote generally in the election of directors, voting together as a single class, is required to remove a director from the Board of Directors. The proposed amendment would reduce the vote requirement from 80% of the voting power of all the then outstanding shares of capital stock to 66 $^{2}/_{3}$% of the voting power of all the then outstanding shares of capital stock of the Company to remove a director from the Board of Directors.

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In deciding to recommend the reduction of supermajority vote provisions, the Board of Directors considered the arguments in favor of and against continuation of supermajority vote provisions, gave careful consideration to stockholder views concerning this matter and determined that reducing the supermajority vote provisions, in order to enhance the accountability of our Board of Directors to our stockholders, outweighs the legitimate benefits of such provisions.

Article XI, Section (2), of the Certificate of Incorporation Amendment and Restatement of Certificate of Incorporation

Under Article XI, Section (2), of the Certificate of Incorporation, the Company reserves the right to amend or repeal any provision contained in the Certificate of Incorporation in the manner prescribed by Delaware General Corporation Law; provided, however, the affirmative vote of at least 80% of the voting power of all the then outstanding shares of capital stock of the Company entitled to vote generally in the election of directors, voting together as a single class, is required to amend, alter, change, add to or repeal any provision of Article VII, Article VIII, Article IX or Article XI or to adopt any provision inconsistent therewith. The proposed amendment would reduce the vote requirement from 80% of the voting power of all the then outstanding shares of capital stock to 66 2/3% of the voting power of all the then outstanding shares of capital stock of the Company to amend, alter, change, add to or repeal Article VII, Article VIII, Article IX or Article XI.

In deciding to recommend the reduction of supermajority vote thresholds, the Board of Directors considered the arguments in favor of and against continuation of supermajority vote provisions, gave careful consideration to stockholder views concerning this matter and determined that reducing the supermajority vote provisions, in order to enhance the accountability of our Board of Directors to our stockholders, outweighs the legitimate benefits of higher thresholds.

If approved, these amendments will become effective upon the filing of the amendment to the Certificate of Incorporation with the Secretary of the State of Delaware reflecting this amendment, which the Company would file promptly after the Annual Meeting.

Vote Required

The affirmative vote of the holders of 80% of the outstanding shares of Class A Common Stock is required for adoption of this proposal. Abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum and will have the same effect as a vote against the outcome of the proposal.

Recommendation of the Board of Directors

The Board of Directors unanimously recommends a vote FOR the approval of the amendment to the Company s Restated Certificate of Incorporation, as amended, to reduce the foregoing supermajority vote thresholds from 80% of the voting power of all then outstanding shares of capital stock to 66 2/3% of the voting power of all then outstanding shares of capital stock.

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PROPOSAL 6:

AMENDMENT TO THE AMENDED AND RESTATED BY-LAWS, AS AMENDED (REDUCE THE SUPERMAJORITY VOTING THRESHOLD)

Description of Proposal

At the Annual Meeting, the stockholders will be asked to approve and adopt an amendment to the By-laws adopted by the Board of Directors to reduce the supermajority vote threshold. The Board of Directors is committed to ensuring effective corporate governance policies and practices, which ensure that the Company is governed with high standards of ethics, integrity and accountability and in the best interest of the stockholders. The Board of Directors, in its continuing review of corporate governance matters, has determined to reduce the supermajority vote threshold in certain provisions in the By-laws from 80% to 66 2/3%.

This proposal seeks stockholder approval of the reduction of the supermajority vote threshold of Article X of the By-laws. Unless such approval is received, the supermajority vote requirement in Article X of the By-laws will remain unchanged.

The complete text of the proposed amendment to the By-laws is included in *Appendix C* to this proxy statement. The summary below does not contain all the information that may be necessary to you. The following summary is qualified in its entirety by reference to the text of the proposed amendment to the By-laws. You are urged to read the proposed amendment to the By-laws in its entirety.

Proposed Amendment

The proposed amendment is as follows:

ARTICLE X

AMENDMENTS

The Board of Directors shall be authorized to make, amend, alter, change, add to or repeal the By-laws of the corporation in any manner not inconsistent with the laws of the State of Delaware. The affirmative vote of the holders of at least 66 2/3 percent in voting power of all the outstanding shares of the corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required in order for the stockholders to make, amend, alter, change, add to or repeal any provision of the By-laws of the corporation.

In deciding to recommend the reduction of supermajority vote provisions, the Board of Directors considered the arguments in favor of and against continuation of supermajority vote provisions, gave careful consideration to stockholder views concerning this matter and determined that reducing the supermajority vote provisions, in order to enhance the accountability of our Board of Directors to our stockholders, outweighs the legitimate benefits of such provisions.

Vote Required

The affirmative vote of the holders of 80% of the outstanding shares of Class A Common Stock is required for adoption of this proposal. Abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum and will have the same effect as a vote against the outcome of the proposal.

Recommendation of the Board of Directors

The Board of Directors unanimously recommends a vote FOR the approval of the amendment to the Company s Amended and Restated By-laws, as amended, to reduce the foregoing supermajority voting threshold from 80% of the voting power of all then outstanding shares of capital stock to 66 2/3% of the voting power of all then outstanding shares of capital stock.

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PROPOSAL 7:

RATIFICATION OF APPOINTMENT OF INDEPENDENT

REGISTERED PUBLIC ACCOUNTING FIRM

Our Board of Directors has, subject to stockholder approval, retained PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2011. PricewaterhouseCoopers LLP also served as our independent registered public accounting firm for 2010. Neither the accounting firm nor any of its members has any direct or indirect financial interest in or any connection with us in any capacity other than as our auditors, providing audit and non-audit related services.

Vote Required

The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm requires the affirmative vote of a majority of the shares of Class A Common Stock voted at the Annual Meeting. You may vote FOR, AGAINST, or ABSTAIN with respect to the proposal to ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm. Abstentions and broker non-votes will not be counted and, accordingly, will have no effect on the outcome of the vote on this proposal.

Recommendation of the Board of Directors

The Board of Directors unanimously recommends a vote FOR this Proposal. Unless otherwise instructed, the proxy holders named in each proxy will vote the shares represented thereby FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2011.

One or more representatives of PricewaterhouseCoopers LLP are expected to attend the Annual Meeting and to have an opportunity to make a statement and/or respond to appropriate questions from stockholders.

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EXECUTIVE OFFICERS

The following table identifies our current executive officers:

Name	Age	Capacities in Which Served	In Current Position Since
Francisco D Souza[1]	42	Chief Executive Officer, President and Director	2007
Lakshmi Narayanan [2]	58	Vice Chairman and Director	2007
Gordon J. Coburn[3]	47	Chief Financial and Operating Officer and Treasurer	2007
Ramakrishnan Chandrasekaran[4]	53	President and Managing Director, Global Delivery	2006
Rajeev Mehta[5]	44	Chief Operating Officer, Global Client Services	2006
Steven Schwartz[6]	43	Senior Vice President, General Counsel and Secretary	2007

(1) Francisco D Souza was appointed President and Chief Executive Officer and became a member of the Board of Directors, effective January 1, 2007. Mr. D Souza served as our Chief Operating Officer from December 2003 through December 2006. Prior to that, from November 1999 to December 2003, he served as our Senior Vice President, North American Operations and Business Development. From March 1998 to November 1999, he served as our Vice President, North American Operations and Business Development and as our Director-North American Operations and Business Development from June 1997 to March 1998. From January 1996 to June 1997, Mr. D Souza was engaged as our consultant. From February 1995 to December 1995, Mr. D Souza was employed as Product Manager at Pilot Software. Between 1992 and 1995, Mr. D Souza held various marketing, business development and technology management positions as a Management Associate at The Dun & Bradstreet Corporation. While working at The Dun & Bradstreet Corporation, Mr. D Souza was part of the team that established the software development and maintenance business conducted by us. Mr. D Souza serves on the Board of Trustees of Carnegie Mellon University, the Board of Trustees of The New York Hall of Science and the Board of Directors of the U.S.-India Business Council. Mr. D Souza holds a Bachelor of Business Administration degree from the University of East Asia and a Master of Business Administration degree from Carnegie Mellon University.

(2) Lakshmi Narayanan was appointed Vice Chairman of the Board of Directors, effective January 1, 2007. Mr. Narayanan served as our Chief Executive Officer from December 2003 through December 2006 and as our President from March 1998 through December 2006. Mr. Narayanan joined our Indian subsidiary as Chief Technology Officer in 1994 and was elected President of such subsidiary on January 1, 1996. Prior to joining us, from 1975 to 1994, Mr. Narayanan was the regional head of Tata Consultancy Services, a large consulting and software services company located in India. Mr. Narayanan serves on the board of directors and as the Chairman of the Governance Committee of TVS Capital Funds Limited. Mr. Narayanan holds a Bachelor of Science degree, a Master of Science degree and a Management degree from the Indian Institute of Science.

(3) Gordon Coburn was appointed Chief Operating Officer, effective January 1, 2007. Mr. Coburn continues to serve as our Chief Financial Officer and Treasurer, positions he has held since his election in March 1998. Mr. Coburn served as our Executive Vice President from December 2003 through December 2006. From November 1999 to December 2003, he served as our Senior Vice President. He previously was our Vice President from 1996 to November 1999. Mr. Coburn served as Senior Director Group Finance & Operations for Cognizant Corporation from November 1996 to December 1997. From 1990 to October 1996, Mr. Coburn held key financial positions with The Dun & Bradstreet Corporation. Mr. Coburn serves on the board of directors of Corporate Executive Board Company and TechAmerica. He also served on the board of directors of ICT Group, Inc. until its acquisition on February 2, 2010. Mr. Coburn holds a Bachelor of Arts degree from Wesleyan University and a Master of Business Administration degree from the Amos Tuck School at Dartmouth College.

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(4) Ramakrishnan Chandrasekaran was appointed President and Managing Director, Global Delivery in August 2006. Mr. Chandrasekaran served as our Executive Vice President and Managing Director from January 2004 through July 2006. Prior to that, from November 1999 to January 2004, he served as our Senior Vice President responsible for the ISV relationships, key alliances, capacity growth, process initiatives, business development and offshore delivery. Mr. Chandrasekaran joined us as Assistant Vice President in December 1994, before getting promoted to Vice President in January 1997. Mr. Chandrasekaran has more than 20 years of experience working in the IT services industry. Prior to joining us, Mr. Chandrasekaran worked with Tata Consultancy Services. Mr. Chandrasekaran holds a Mechanical Engineering degree and Master of Business Administration degree from the Indian Institute of Management.

(5) Rajeev Mehta was appointed Chief Operating Officer, Global Client Services in August 2006 and is responsible for our sales, business development and client relationship management organizations. Mr. Mehta, who joined Cognizant in 1997, most recently served as Senior Vice President and General Manager of our Financial Services Business Unit, a position he held from June 2005 to August 2006. From November 2001 to June 2005, he served as our Vice President and General Manager of our Financial Services Business Unit. From January 1998 to November 2001, Mr. Mehta served as our Director of the U.S. Central Region. Mr. Mehta served as our Senior Manager of Business Development from January 1997 to January 1998. Prior to joining Cognizant in 1997, Mr. Mehta was involved in implementing GE Information Services offshore outsourcing program and also held consulting positions at Deloitte & Touche and Andersen Consulting. Mr. Mehta holds a Bachelor of Science degree from the University of Maryland and a Master of Business Administration degree from Carnegie Mellon University.

(6) Steven Schwartz was named Senior Vice President, General Counsel and Secretary in July 2007, having global responsibility for managing Cognizant s legal function. Mr. Schwartz, who joined Cognizant in 2001, most recently served as Vice President and General Counsel, a position he held from March 2003 to July 2007. From April 2002 to March 2003, he served as our Vice President and Chief Corporate Counsel. From October 2001 to December 2002, he served as our Chief Corporate Counsel. Mr. Schwartz also serves as our Chief Legal Officer. Mr. Schwartz serves on the board of directors of Information Technology Industry Council. Mr. Schwartz holds a Bachelor of Business Administration degree from the University of Miami, a Juris Doctor degree from Fordham University School of Law and an Master of Law (in Taxation) degree from the New York University School of Law.

None of our executive officers is related to any other executive officer or to any of our Directors. Our executive officers are elected annually by the Board of Directors and serve until their successors are duly elected and qualified.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Class A Common Stock

As of March 31, 2011, there were approximately 205 holders of record and 246,189 beneficial holders of our Class A Common Stock. The following table sets forth certain information, as of March 31, 2011, with respect to holdings of each class of our Class A Common Stock by (i) each person known by us to beneficially own more than 5% of the total number of shares of each class of Class A Common Stock outstanding as of such date, (ii) each of our Directors (which includes all nominees), (iii) each of our Named Executives, and (iv) all Directors and executive officers as a group. This information is based upon information furnished to us by each such person and/or based upon public filings with the SEC. Unless otherwise indicated, the address for the individuals below is our address. Except as otherwise noted below or except for shares of our Class A Common Stock held in brokerage accounts which may from time to time, together with other securities held in those accounts, serve as collateral for margin loans made from such accounts, none of the shares reported as beneficially owned are currently pledged as security for any outstanding loan or indebtedness.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership[1]	Percent of Class[2]
Directors (which includes all nominees) and Named Executives:		
Francisco D Souza[3]	738,310	*
Gordon J. Coburn[4]	176,599	*
Lakshmi Narayanan[5]	1,335,000	*
Ramakrishnan Chandrasekaran[6]	266,440	*
Rajeev Mehta[7]	209,419	*
Steven Schwartz[8]	7,312	*
Maureen Breakiron-Evans[9]	6,958	*
John N. Fox, Jr.[10]	27,000	*
Robert W. Howe[11]	28,592	*
John E. Klein[12]	463,700	*
Robert E. Weissman[13]	509,688	*
Thomas M. Wendel[14]	55,000	*
All Directors and executive officers as a group (12 persons)[15]	3,824,018	1.2%
5% Stockholders		
FMR LLC[16]	22,180,944	7.3%
BlackRock, Inc. [17]	17,284,946	5.7%

* Less than one percent.

(1) Except as set forth in the footnotes to this table and subject to applicable community property law, the persons named in the table have sole voting and investment power with respect to all shares of Class A Common Stock shown as beneficially owned by such stockholder.

(2) Applicable percentage of ownership is based on an aggregate of 304,209,565 shares of Class A Common Stock outstanding on March 31, 2011. Such percentage also takes into account the Class A Common Stock to which such individual or entity has the right to acquire beneficial ownership within sixty (60) days after March 31, 2011, including, but not limited to, through the exercise of options which are currently exercisable or which will become exercisable within such sixty (60)-day period; however, such Class A Common Stock will not be deemed outstanding for the purpose of computing the percentage owned by any other individual or entity. Such calculation is required by Rule 13d-3(d)(1)(i) under the Exchange Act.

(3) Includes 120,990 shares of Class A Common Stock owned of record, 612,280 shares of Class A Common Stock subject to options which were exercisable as of March 31, 2011 or 60 days after such date and 5,040 shares of Class A Common Stock subject to restricted stock units which are scheduled to vest within 60 days of March 31, 2011. Excludes 418,718 shares of Class A Common Stock underlying options, performance stock units and restricted stock units, which become exercisable or vest over time after such period.

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(4) Includes 14,239 shares of Class A Common Stock owned of record, 160,000 shares of Class A Common Stock subject to options which were exercisable as of March 31, 2011 or 60 days after such date and 2,360 shares of Class A Common Stock subject to restricted stock units which are scheduled to vest within 60 days of March 31, 2011. Excludes 221,926 shares of Class A Common Stock underlying options, performance stock units and restricted stock units, which become exercisable or vest over time after such period.

(5) Represents 1,335,000 shares of Class A Common Stock underlying options which were exercisable as of March 31, 2011 or 60 days after such date. Excludes 15,000 shares of Class A Common Stock underlying options which become exercisable over time after such period.

(6) Includes 50,840 shares of Class A Common Stock owned of record, 214,000 shares of Class A Common Stock subject to options which were exercisable as of March 31, 2011 or 60 days after such date and 1,600 shares of Class A Common Stock subject to restricted stock units which are scheduled to vest within 60 days of March 31, 2011. Excludes 154,099 shares of Class A Common Stock underlying options, performance stock units and restricted stock units, which become exercisable or vest over time after such period.

(7) Includes 32,419 shares of Class A Common Stock owned of record, 175,000 shares of Class A Common Stock subject to options which were exercisable as of March 31, 2011 or 60 days after such date and 2,000 shares of Class A Common Stock subject to restricted stock units which are scheduled to vest within 60 days of March 31, 2011. Excludes 192,623 shares of Class A Common Stock underlying options, performance stock units and restricted stock units, which become exercisable or vest over time after such period.

(8) Includes 6,832 shares of Class A Common Stock owned of record, and 480 shares of Class A Common Stock subject to restricted stock units which are scheduled to vest within 60 days of March 31, 2011. Excludes 68,591 shares of Class A Common Stock underlying options, performance stock units and restricted stock units, which become exercisable or vest over time after such period.

(9) Represents 5,000 shares of Class A Common Stock underlying options which were exercisable as of March 31, 2011 or 60 days after such date and 1,958 shares of Class A Common Stock subject to restricted stock units which are vested as of March 31, 2011. Excludes 18,917 shares of Class A Common Stock underlying options and restricted stock units, which become exercisable or vest over time after such period.

(10) Represents 27,000 shares of Class A Common Stock underlying options which were exercisable as of March 31, 2011 or 60 days after such date. Excludes 15,000 shares of Class A Common Stock underlying options which become exercisable over time after such period.

(11) Includes 13,592 shares of Class A Common Stock owned of record and 15,000 shares of Class A Common Stock subject to options which were exercisable as of March 31, 2011 or 60 days after such date. Excludes 15,000 shares of Class A Common Stock underlying options which become exercisable over time after such period.

(12) Includes 428,700 shares of Class A Common Stock owned of record and 35,000 shares of Class A Common Stock subject to options which were exercisable as of March 31, 2011 or 60 days after such date. Excludes 15,000 shares of Class A Common Stock underlying options which become exercisable over time after such period.

(13) Includes 434,688 shares of Class A Common Stock owned of record and 75,000 shares of Class A Common Stock subject to options which were exercisable as of March 31, 2011 or 60 days after such date. Excludes 15,000 shares of Class A Common Stock underlying options which become exercisable over time after such period.

(14) Includes 50,000 shares of Class A Common Stock owned of record and 5,000 shares of Class A Common Stock subject to options which were exercisable as of March 31, 2011 or 60 days after such date. Excludes 15,000 shares of Class A Common Stock underlying options which become exercisable over time after such period.

(15) Includes an aggregate of 1,152,300 shares of Class A Common Stock owned of record and 2,658,280 shares of Class A Common Stock underlying options granted to our Directors and executive officers which are exercisable as of March 31, 2011 or within 60 days after such date, 13,438 shares of Class A Common Stock subject to restricted stock units which are scheduled to vest within 60 days of March 31, 2011.

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Excludes 1,164,874 shares of Class A Common Stock underlying options, performance stock units and restricted stock units, which become exercisable or vest over time after such period.

(16) As disclosed on a Schedule 13G filed with the SEC on February 14, 2011, assuming no changes in beneficial ownership since such filing. According to such Schedule 13G, FMR LLC may be deemed to beneficially own 22,180,944 shares of Class A Common Stock as a result of acting as investment advisor to various investment companies. FMR LLC reports that it has sole power to vote or direct the vote of 110,082 shares and sole power to dispose or direct the disposition of 22,180,944 shares. As disclosed on such Schedule 13G, Fidelity Management & Research Company (Fidelity), 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 22,065,292 shares of our Class A Common Stock as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940. Edward C. Johnson 3d and FMR LLC, through its control of Fidelity, and the funds each has sole power to dispose of the 22,065,292 shares owned by the Funds. Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. Neither FMR LLC nor Edward C. Johnson 3d, Chairman of FMR LLC, has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds Boards of Trustees. Strategic Advisers, Inc., 82 Devonshire Street, Boston, MA 02109, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, provides investment advisory services to individuals. As such, FMR LLC s beneficial ownership includes 4,017 shares of our Class A Common Stock, beneficially owned through Strategic Advisers, Inc. Pyramis Global Advisors Trust Company (PGATC), 900 Salem Street, Smithfield, Rhode Island, 02917, an indirect wholly-owned subsidiary of FMR LLC and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 111,635 shares of our Class A Common Stock as a result of its serving as investment manager of institutional accounts owning such shares. Edward C. Johnson 3d and FMR LLC, through its control of Pyramis Global Advisors Trust Company, each has sole dispositive power over 111,635 shares and sole power to vote or to direct the voting of 105,335 shares of our Class A Common Stock owned by the institutional accounts managed by PGATC as reported above.

(17) As reflected in a Schedule 13G/A dated February 3, 2011 filed on behalf of BlackRock, Inc. with an address of 40 East 52nd Street, New York, NY 10022.

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

Transactions with Related Persons

During 2010 there were no transactions or series of transactions between the Company and its directors, executive officers or 5% stockholders other than such matters disclosed herein under the captions Executive Compensation and Election of Directors Compensation of Directors.

Review of Related Person Transactions

The Audit Committee of the Company is responsible for reviewing and approving all transactions between us and any related person. Related persons can include any of our directors or executive officers, certain of our stockholders, and any of their immediate family members. This obligation is set forth in our Audit Committee Charter. In evaluating related person transactions, the members of the Audit Committee apply the same standards

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of good faith and fiduciary duty they apply to their general responsibilities as a committee of the Board of the Directors and as individual directors. The Audit Committee will approve a related person transaction when, in its good faith judgment, the transaction is in the best interest of the Company. To identify related person transactions, each year, we require each of our directors, director nominees and executive officers to complete a disclosure questionnaire identifying any transactions with us in which the officer or director or their family members have an interest.

In addition, our Code of Ethics describes our expectation that all directors, officers and employees who may have a potential or apparent conflict of interest to, in the case of employees, notify our Chief Compliance Officer or General Counsel, or in the case of executive officers and directors, notify our General Counsel or Board of Directors. A copy of our Code of Ethics is posted in the About Us section of the Company page of our website under the Corporate Governance tab located at www.cognizant.com.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our Directors, executive officers and stockholders who beneficially own more than 10% of any class of our equity securities registered pursuant to Section 12 of the Exchange Act (collectively, the Reporting Persons) to file initial statements of beneficial ownership of securities and statements of changes in beneficial ownership of securities with respect to our equity securities with the SEC. All Reporting Persons are required by SEC regulation to furnish us with copies of all reports that such Reporting Persons file with the SEC pursuant to Section 16(a). Based solely on our review of the copies of such forms received by us and upon written representations of the Reporting Persons received by us, we believe that there has been compliance with all Section 16(a) filing requirements applicable to such Reporting Persons.

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Executive Summary

In spite of the continued economic slowdown in 2010, the Company experienced industry leading performance for 2010 with year-over-year revenue growth of 40.1%. Our business segments had year-over-year revenue growth ranging from 36.8% to 50.4%, and we continued to expand our service offering enabling us to provide better support to our customers, including strengthening our offerings in consulting, infrastructure management and business and knowledge process outsourcing. We increased penetration at existing customers, including strategic customers and we benefited from the continued expansion of the market for global delivery of IT services and business process outsourcing. The Compensation Committee took into account the Company s strong performance relative to the industry during 2010 by making certain restricted and performance stock unit grants as described in more detail below. The Company viewed these grants as necessary to properly align the pay to our executives with the Company s strong performance. The Compensation Committee based its determinations regarding increases in base salaries for 2010 and target bonus amounts for 2010 on the Company s strong performance during 2009, a review of industry benchmarks, the improving market environment and growth of our Company and responsibilities of our Named Executives.

Overview of Compensation Program and Philosophy

The following Compensation Discussion and Analysis describes the material elements of compensation for our Named Executives who are identified in the 2010 Summary Compensation Table below. The Named Executives are the individuals who serve as our President and Chief Executive Officer; Chief Financial and Operating Officer; Chief Operating Officer, Global Client Services; President and Managing Director, Global Delivery; and Senior Vice President and General Counsel.

The Compensation Committee of our Board of Directors oversees and administers our executive compensation program, including the evaluation and approval of compensation plans, policies and programs offered to our Named Executives. The Compensation Committee operates under a written charter adopted by our Board of Directors and is comprised entirely of independent, non-employee directors as determined in accordance with various NASDAQ Stock Market, SEC and Internal Revenue Code rules. The Compensation Committee has the authority to engage its own independent advisor to assist in carrying out its responsibilities under its charter.

The Compensation Committee has designed the executive compensation program for our Named Executives to meet the following objectives:

- Ensure executive compensation is aligned with our corporate strategies and business objectives.
- Subject a substantial portion of an executive officer s compensation to achieving both short-term and long-term performance objectives that enhances stockholder value by linking rewards to measurable corporate and individual performance.
- Reinforce the importance of meeting and exceeding identifiable and measurable goals through superior awards for superior performance.
- Provide total direct compensation that is competitive in markets in which we compete for management talent in order to attract, retain and motivate the best possible executive talent.
- Provide an incentive for long-term continued employment with our Company.
- Reinforce our desired culture and unique corporate environment by fostering a sense of ownership, urgency and overall entrepreneurial spirit.

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We believe our approach to goal setting and setting of targets with payouts at multiple levels of performance results assist in mitigating excessive risk-taking that could harm our value or reward poor judgment by our executives. Several features of our programs reflect sound risk management practices. We believe we have allocated our compensation among base salary and short and long-term compensation target opportunities in such a way as to not encourage excessive risk-taking. In addition, we believe that the mix of equity award instruments used under our long-term incentive program that includes full value awards as well as the multi-year vesting of our equity awards also mitigates risk and properly accounts for the time horizon of risk.

Determination of Competitive Compensation and Engagement of Compensation Consultant

To achieve its objectives for our executive compensation program, the Compensation Committee evaluates our executive compensation program with the goal of setting compensation at levels the Committee believes are competitive with those of other growth technology-related companies that compete with us for executive talent and has periodically engaged an independent consultant to provide additional assurance that the Company s executive compensation programs are reasonable and consistent with its objectives. The consultant reports directly to the Compensation Committee, periodically participates in committee meetings and advises the Compensation Committee with respect to compensation trends and best practices, plan design, and the reasonableness of individual compensation awards. Although the Compensation Committee reviews the compensation practices of our peer companies as described below, the Compensation Committee does not adhere to strict formulas or survey data to determine the mix of compensation elements. Instead, as described below, the Compensation Committee considers various factors in exercising its discretion to determine compensation, including the experience, responsibilities and performance of each Named Executive as well as the Company s overall financial performance. This flexibility is particularly important in designing compensation arrangements to attract and retain executives in a highly-competitive, rapidly changing market.

The Compensation Committee engaged Towers Watson (formerly Watson Wyatt) in late 2008 to review all elements of executive compensation and provide recommendations to ensure that our executive compensation program continues to enable us to attract and retain qualified executives through competitive compensation packages which will result in the attainment of our short-term and long-term strategic objectives. The 2008 study was based on updated benchmark data from a benchmark study completed by Towers Watson in 2007 of our executive compensation against a group of similarly sized technology-related firms based on revenue and headcount with which we compete for executive talent. The Compensation Committee asked Towers Watson to update the benchmark data to take into account the compensation data in 2008 proxy filings for purposes of making equity grants and for setting 2009 compensation. The December 2008 stock option and restricted stock units grants to Messrs. D Souza, Coburn, Chandrasekaran, Mehta and Schwartz described below under Long-Term Incentives Stock-Based Awards were based in part on the recommendations of this Towers Watson study. In reviewing the recommendations of the Towers Watson study, the Compensation Committee determined it appropriate to establish a target compensation value that should be delivered to each Named Executive through long-term equity awards based on the factors discussed below in the section entitled Long-Term Incentives Stock-Based Awards.

Again, in late 2009, the Compensation Committee engaged Towers Watson to review all elements of executive compensation based on updated benchmark data. The Compensation Committee asked Towers Watson to update the benchmark data to take into account the compensation data in 2009 proxy filings for purposes of making equity grants, for setting 2010 compensation and for determining 2010 bonuses. The December 2009 restricted stock units and performance stock unit grants to Messrs. D Souza, Coburn, Chandrasekaran, Mehta and Schwartz described below under Long-Term Incentives Stock-Based Awards were based in part on the recommendations of this Towers Watson study. Towers Watson benchmarked our executive compensation against a group of similarly sized technology-related firms based on revenue and headcount, including: Alliance Data Systems Corp., Autodesk Inc., CACI International Inc., Ciber Inc., Fiserv Inc., Micro Systems Inc., MPS Group Inc., Network Appliance Inc., SRA International Inc., Affiliated Computer Systems Inc., Automatic Data Processing Inc., DST Systems Inc., Hewitt Associates Inc., Sykes Enterprises Inc., and Unisys Inc.

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In late 2010, the individual consultant whom the Compensation Committee engaged left Towers Watson to join Pay Governance, LLC. Thus, in late 2010, the Compensation Committee engaged Pay Governance, LLC to review all elements of executive compensation, benchmark such compensation in relation to other comparable companies with which we compete for executive talent and provide recommendations to ensure that our executive compensation program continues to enable us to attract and retain qualified executives through competitive compensation packages which will result in the attainment of our short-term and long-term strategic objectives. The Compensation Committee asked Pay Governance, LLC to provide the benchmark data for purposes of making equity grants and for setting 2011 compensation. The November 2010 restricted stock units and performance stock unit grants to Messrs. D Souza, Coburn, Chandrasekaran, Mehta and Schwartz described below under Long-Term Incentives Stock-Based Awards were based in part on the recommendations of this Pay Governance, LLC study. Pay Governance, LLC benchmarked our executive compensation against a group of similarly sized technology-related firms based on revenue, headcount and market capitalization, including: Accenture Plc, Automatic Data Processing, Inc., CA, Inc., Computer Sciences Corporation, Convergys Corporation, Fidelity National Information Services, Inc., Fiserv, Inc., MasterCard, Inc., NetApp, Inc., SAIC, Inc., Symantec Corporation, Visa, Inc., and Yahoo! Inc.

Components of Compensation

Our executive compensation program utilizes three primary components to achieve the foregoing objectives. These three components comprise an executive s total direct compensation: base salary, non-equity incentive awards for annual financial performance, and periodic stock-based awards. Prior to 2007, equity compensation was granted primarily in the form of stock options which derived their value from appreciation of the market price of our Class A Common Stock. Grants of performance-based stock units were introduced in 2007 and grants of restricted stock units were introduced in 2008.

Base Salary

The Compensation Committee reviews the base salaries of our Named Executives on an annual basis. The primary objective of the base salary component of an executive s total direct compensation is to provide financial stability and certainty through market competitive salary levels, recognizing experience, knowledge, skills, relative value and sustained contribution to our company. We make periodic adjustments to base salary based on individual performance and contributions, market trends, competitive position and our financial situation. Consideration is also given to relative responsibility, seniority, experience and performance of each individual Named Executive. No specific weight was assigned to any of the above criteria relative to the Named Executives compensation. The Compensation Committee does not attempt to set compensation components to meet specific benchmarks because the Compensation Committee believes that excessive reliance on benchmarking is detrimental to stockholder interests because it can result in compensation that is unrelated to the value delivered by the Named Executives. In addition, base salaries are also set to the location of our executives, such as with Mr. Chandrasekaran based in India and Messrs. D Souza, Coburn, Mehta and Schwartz based in the United States.

Based on this analysis, the base salaries of our Named Executives were increased effective January 1, 2010 as set forth in the table below.

	Previous Base Salary	Salary Increase	New Base Salary
Francisco D Souza	$ 518,400	$ 20,700	$ 539,100
Gordon Coburn	$ 466,560	$ 18,640	$ 485,200
Ramakrishnan Chandrasekaran	$ 162,000	$ 6,500	$ 168,500[1]
Rajeev Mehta	$ 372,000	$ 14,900	$ 386,900
Steven Schwartz	$ 340,000	$ 13,600	$ 353,600

(1) Base salary rate is inclusive of the Company s matching contribution to the India Provident Fund. Such amount is included in the target in determining bonuses under the executive officer bonus program. The

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salary of Mr. Chandrasekaran will be converted into and paid in Indian rupees at the USD/INR exchange rate as in effect on December 31, 2008 of 48.58. The Compensation Committee determined to fix the foregoing exchange rate in order to eliminate the effect of currency fluctuation on the executives compensation. Mr. Chandrasekaran s annual base salary of $168,500 is inclusive of the Company s cost to provide Mr. Chandrasekaran with a Company vehicle.

The Compensation Committee believes base salaries are generally still at or below the 50th percentile for companies of similar size, value and complexity to our Company today. As a result, on a longer-term basis, the Compensation Committee expects to continue to advance its objective of moving away from large equity awards which were more typical during the initial phases of our Company s growth and bringing base salary closer to market comparables for base salary levels in effect for officers at companies with which we compete for executive management.

Annual Non-Equity Incentive

We have designed our annual non-equity incentive program to stimulate and support a high-performance environment by tying such incentive compensation to the attainment of organizational financial goals and by recognizing superior performance. The annual cash incentive bonuses are intended to compensate individuals for the achievement of these goals. The Compensation Committee determines actual cash incentive bonuses after the end of the fiscal year based upon the Company s performance.

The Compensation Committee believes that each Named Executive s annual cash incentive bonus should be based upon the achievement of financial goals, which are tied to metrics that are valued by our stockholders. The Company and its Compensation Committee believe that our stockholders value and measure the performance of the Named Executives based principally on the growth of revenue, earnings and cash flow, and thus incentive targets based upon revenue, earnings and Days Sales Outstanding (DSO) are the most appropriate. Over the past several years, one of our principal goals has been to grow revenue at an industry-leading pace, while maintaining operating margin and DSO. The annual cash incentive bonus target has been set in an effort to achieve this operating performance. We set annual incentive target levels for our Named Executives based on a percentage of their salary. For 2010, the applicable percentages were as follows:

Name	2010 Target Bonus Award	Percentage of Salary Payable at Target Award Level
Francisco D Souza	$ 431,280	80%
Gordon Coburn	388,160	80%
Ramakrishnan Chandrasekaran	134,800	80%
Rajeev Mehta	309,520	80%
Steven Schwartz	282,880	80%

The Compensation Committee determined the revenue (subject to certain adjustments), earnings (operating income before charges for stock-based compensation costs incurred by us (or any of our subsidiaries)) and DSO targets for the 2010 fiscal year that would be used for each of the Named Executives, and it also set a minimum and maximum threshold for each component of the annual incentive target as shown in the table below.

	Threshold	Target (dollars in thousands)	Maximum
Revenue	$ 3,738,250	$ 3,935,000	$ 4,131,750
Earnings	$ 739,179	$ 778,083	$ 816,987
Days sales outstanding	81	70	60
Payout as a percent of target	50%	100%	200%

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In addition, the Compensation Committee determined that the weighting of the components of the annual cash incentive bonus target would be:

Achievement of revenue target 50%

Achievement of earnings target 40%

Achievement of DSO target 10%

Due to the high growth objectives set for the revenue and earnings components, there was substantial uncertainty at the time the Compensation Committee established the performance goals for 2010 as to the likelihood of the Company s attainment of the targeted levels of performance.

The maximum amount a Named Executive can earn under the annual cash incentive bonus plan is 200% of the target bonus amount, and for performance below the threshold level, no bonus will be paid for a particular component. Based on the 2010 corporate performance against the metrics described above, the Compensation Committee approved the following annual bonus payments to the Named Executives:

Name	2010 Bonus Award	Award as Percentage of Target Award Opportunity
Francisco D Souza	$ 816,968	189.4%
Gordon Coburn	$ 735,286	189.4%
Ramakrishnan Chandrasekaran	$ 255,350	189.4%
Rajeev Mehta	$ 586,319	189.4%
Steven Schwartz	$ 535,856	189.4%

Long-Term Incentives Stock-Based Awards

We provide long-term incentive compensation through stock-based awards. Prior to 2008, we made such awards in the form of stock options and/or performance-based stock units that vest over multiple years. During 2008, based upon a Towers Watson s study, our Compensation Committee modified its strategy on the use of stock-based compensation to include the use of restricted stock units. Our Compensation Committee continued such strategy during 2009 and 2010 with the awards of restricted stock units and performance-based stock units to our Named Executives. We believe that such restricted stock units and performance-based stock units are a valuable component of our long-term incentive program for several reasons, including ongoing concerns over the dilutive effect of option grants on our outstanding shares, our desire to make a portion of our Named Executives compensation less subject to market volatility, and to create a retention mechanism which creates the incentive to maximize stockholder value.

The Compensation Committee currently plans to use a combination of stock options, performance-based stock units, and restricted stock units in future years. We believe that stock-based grants provide our executive officers with a strong incentive to manage the Company from the perspective of an owner with an equity stake in the long-term success of the business, create an ownership culture and help to align the interests of our executives and our stockholders. In addition, the vesting feature of our equity grants should further our goal of executive retention, because this feature provides an incentive to our executive officers to remain in our employ during the vesting period.

In considering the grants for the 2010 fiscal year, the Compensation Committee first established a target compensation value that it wanted to deliver to the Named Executives through long-term equity awards. In doing so, the Compensation Committee took into account various factors, including the number of stock options, restricted stock units and performance-based stock units that each of our executive officers had previously been awarded, the gains realized in connection with prior option grants and the number of vested and unvested options held by that individual, the expected value of outstanding performance-based stock units, the base salary of the executive officer and the heavy weight placed on equity in the mix of total compensation, and the perceived

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retention value of the total compensation package in light of the competitive environment. The Compensation Committee also took into account the size of comparable awards made to individuals in similar positions within the industry, the scope, responsibility and business impact of the officer s position, the individual s potential for increased responsibility and promotion over the performance unit term, and the individual s personal experience and performance in recent periods. Once the target value was established, the Compensation Committee determined the number of restricted stock units and performance-based stock units by reference to the current value of the Company s Class A Common Stock.

Based on the foregoing considerations, in November 2010, the Compensation Committee approved the award of the following restricted stock units:

Name	Date of Grant	Number of Restricted Stock Units
Francisco D Souza	November 30, 2010	60,480
Gordon Coburn	November 30, 2010	28,320
Ramakrishnan Chandrasekaran	November 30, 2010	19,200
Rajeev Mehta	November 30, 2010	24,000
Steven Schwartz	November 30, 2010	5,760

Such restricted stock units were granted pursuant to the terms and conditions of the Company s 2009 Incentive Plan and the related Stock Unit Award Agreements.

The November 2010 restricted stock units, referred to herein as the November 2010 Stock Units, vest in quarterly installments over three years, with 1/12 of the November 2010 Stock Units vesting on each on February 28, May 30, August 30 and November 30 of each 2011, 2012 and 2013.

Also, based on the foregoing considerations, in November 2010, the Compensation Committee approved the award of the following performance-based stock units, also referred to herein as the Performance Units:

Name	Date of Grant	Number of Performance Units
Francisco D Souza	November 30, 2010	90,720
Gordon J. Coburn	November 30, 2010	42,480
Ramakrishnan Chandrasekaran	November 30, 2010	28,800
Rajeev Mehta	November 30, 2010	36,000
Steven Schwartz	November 30, 2010	8,640

The Performance Units are subject to attainment of certain performance milestones as well as certain continued service requirements. All or a portion of the Performance Units shall vest based upon the level of achievement of the revenue milestones, also referred to herein as the Performance Milestones, set forth below as follows (revenue numbers in thousands):

(a) 0% of the Performance Units which are awarded shall vest upon the Company s achievement of 2011 revenue of less than $5,460,000.

(b) 50% of the Performance Units which are awarded shall vest upon the Company s achievement of 2011 revenue of $5,460,000.

(c) 100% of the Performance Units which are awarded shall vest upon the Company s achievement of 2011 revenue of $5,687,500.

(d) 200% of the Performance Units which are awarded shall vest upon the Company s achievement of 2011 revenue of $6,142,500.

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Whether and to what extent the Performance Milestone has been achieved shall be determined by the Compensation Committee in its sole and absolute discretion based upon the audited financials for the 2011 fiscal year. The number of Performance Units that will vest for performance between the applicable threshold targets will be determined using straight-line interpolation, rounded down to the preceding whole number (e.g., 101.74 rounded down to 101).

In addition, of the Performance Units which vest based upon attainment of the Performance Milestone, $^{1}/_{3^{rd}}$ (or 33.33%) of such Performance Units shall be issued on the eighteen-month anniversary of the date of grant; provided that the Named Executive remains in the Company s service through such anniversary date, and the remaining $^{2}/_{3^{rds}}$ (or 66.67%) of the Performance Units which vest based upon attainment of the Performance Milestone shall be issued on the thirty-six month anniversary of the date of grant; provided that the Named Executive remains in the Company s service through such anniversary date, each such date referred to herein as the Issue Date. For the avoidance of doubt, a Named Executive shall only be entitled to have Performance Units issued to him if the applicable Performance Milestone is achieved based on the schedule set forth above and the Named Executive remains in the service of the Company through the applicable Issue Date. The number of Performance Units which shall vest and be issued on the Issue Date which occurs on the eighteen-month anniversary of the date of grant shall be rounded down to the preceding whole number (e.g., 101.74 rounded down to 101), and the number of Performance Units which shall vest and be issued on the Issue Date which occurs on the three-year anniversary of the date of grant shall equal the aggregate number of Performance Units that vested based upon attainment of the Performance Milestone minus the whole number of Performance Units that vested upon attainment of the Performance Milestone that were issued on the previous Issue Date. In no event shall any fractional shares be issued.

Supplemental Retirement Programs

We do not have any non-qualified deferred compensation programs, pension plans or supplemental executive retirement plans for our executive officers, except for Mr. Coburn. We established a non-qualified deferred compensation program for Mr. Coburn in order to provide him with the equivalent economic value of the retirement plan in which he participated while the Company was majority-owned by IMS Health. Accordingly, Mr. Coburn is entitled to an annual Company contribution equal to 6% of his base salary and earned annual performance bonus.

Broad-Based Programs

Our U.S.-based executive officers are eligible to participate in our broad-based medical, dental and vision insurance, life and accidental death insurance, and 401(k) savings plan, supplemental retirement plan and our employee stock purchase plan on the same basis as all other regular employees. Under the 401(k) savings plan, we match employee contributions at the rate of 50% for each dollar contributed during each pay period, up to the first 6% of eligible compensation contributed during each pay period. The matching contributions immediately vest. The 401(k) savings plan and other generally available benefit programs allow us to remain competitive for employee talent.

In addition, our U.S.-based executive officers who are subject to contribution restrictions under our 401(k) savings plan due to statutory limits that apply to highly-compensated employees are eligible to participate in The Cognizant Technology Solutions Supplemental Retirement Plan, referred to herein as the CSRP, on the same basis as all other regular U.S.-based employees. The CSRP is a non-qualified savings plan in which the employee s contributions are made on a post-tax basis to an individually owned, portable and flexible retirement plan held with a life insurance company. The CSRP works alongside established qualified retirement plans such as our 401(k) savings plan or can be the basis for a long term stand-alone retirement savings plan. We provide a fully vested incentive match following the same formula as our 401(k) savings plan. Because the CSRP is not subject the same IRS non-discrimination rules as our 401(k) savings plan, employees that face limitation on their 401(k) contributions due to these rules can avail themselves of the CSRP without foregoing the Company match.

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There is no limit to the amount an employee may contribute to the CSRP and it can be used in concert with other retirement strategies that may be available outside of our Company.

Our India-based executive officers are eligible to participate in our broad-based medical, dental and vision insurance, life and accidental death insurance, as well as in the India Provident Fund and India Gratuity Plan, which are statutory benefit programs, on the same basis as all other regular Indian-based employees. Under the India Provident Fund, we make a matching contribution equal to 12% of the employee s basic salary, which is a component of the employee s total salary. This contribution immediately vests. The India Gratuity Plan provides for a lump-sum payment, based on number of years of service, to an employee upon termination of employment from the Company.

We believe that the availability of the aforementioned broad-based benefit programs generally enhances employee morale and loyalty.

Perquisites

We seek to maintain an egalitarian culture in our facilities and operations. The Company s philosophy is to provide a minimal amount of personal benefits perquisites to its executives and generally only when such benefits have a business purpose.

We incur expenses to ensure that our employees, including our executive officers, are accessible to us and our customers at all times and to promote our commitment to provide our employees and executives with the necessary resources and items of technology to allow them to operate around the clock in a virtual office environment. However, we do not view these expenses as executive perquisites because they are essential to the efficient performance of their duties and are comparable to the benefits provided to a broad-based group of our employees. In addition, if an immediate family member accompanies an executive to attend a business function at which such family member is generally expected to attend, the Company reimburses the executive for the related travel expenses. Each of the Named Executives receives a perquisite in the form of an annual physical exam.

Equity Grant Practices

The Compensation Committee or the Board of Directors approves the stock-based equity awards, such as stock options, restricted stock units and performance-based stock units, at its regularly scheduled meetings or by written consent. These awards approved during a regularly scheduled meeting become effective on the date of the meeting or as of a future date, as specified by the Compensation Committee or the Board of Directors in its approval. These awards approved by unanimous written consent become effective as of the date the Company is in receipt of all signed consents or as of a future date, as specified by the Compensation Committee or the Board of Directors in the written consent. In addition, our Board of Directors has authorized an executive committee of Company management, comprised of Messrs. Narayanan, D Souza and Coburn to grant stock-based equity awards to newly hired and existing employees. Stock options granted by the executive committee of Company management shall be granted in accordance with the Company s policy governing the issuance of stock options which is detailed below. The grant of restricted stock units and performance-based stock units are not covered by the policy governing the issuance of stock options.

The Compensation Committee and the Board of Directors do not engage in any market timing of the stock-based equity awards made to the executive officers or other award recipients. There is no established practice of timing our awards in advance of the release of favorable financial results or adjusting the award date in connection with the release of unfavorable financial developments affecting our business. It is our intent that all stock option grants, whether made by the Compensation Committee or a committee of our executive officers to whom the Board delegates authority to make option grants in accordance with the policy (the Executive

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Committee), have an exercise price per share equal to the fair market value of our Class A Common Stock based on the closing market price per share on the grant date.

The Company has a written policy governing the grant of stock options. The policy applies equally to grants of stock options to executives and other employees. The policy provides, among other things, that:

- Stock option grants may be made by the Executive Committee, the Board of Directors or the Compensation Committee, provided the Executive Committee shall not grant options to any of its members or to any employee subject to Section 16 reporting as defined by the SEC that are not members of the Executive Committee;

- The exercise price of each stock option shall not be less than 100 percent of the fair market value of our Class A Common Stock on the date of grant based on the closing market price per share on such date;

- Stock options granted by the Executive Committee must be within the guidelines set forth in the policy and may only be granted on the fourteenth (14th) day of a calendar month or, if the fourteenth (14th) day is a day that the Class A Common Stock is not publicly traded, then on the last preceding trading date. The grants are reported to the Board at its next regularly scheduled meeting;

- Except for grants to non-employee members of the Board (which shall only be issued with a grant date coincident with the date of the Company s Annual Meeting of Stockholders or, with respect to the initial grant made to a non-employee Board member who is first elected or appointed to the Board other than at the Annual Meeting, the date of his or her initial election or appointment to the Board), no stock options shall be granted on a date that falls within one of the Company s earnings black-out periods (period beginning fifteen days prior to the end of each fiscal quarter (i.e., March 31, June 30, September 30 and December 31) and ending with and including the second full trading day following the quarterly announcement of the earnings of the Company for such quarter);

- No stock options shall be granted by the Executive Committee to one individual that collectively exceed 10,000 shares (subject to certain adjustments provided for under the policy) during any rolling twelve month period without approval by the Board or the Compensation Committee;

- No stock option grant by the Executive Committee shall have a term in excess of ten years; a vesting schedule other than twenty-five (25) percent per year over a four-year period measured from the grant date; or contain terms other than those specified in the applicable plan document; and

- All option grants to employees subject to Section 16 reporting as defined by the SEC shall be made by the Compensation Committee comprised solely of two or more outside directors as determined under Internal Revenue Code Section 162(m) and the applicable Treasury Regulations (or by the Board so long as (i) any member of the Board that does not so qualify as such an outside director recuses himself or herself, and (ii) any such grant is made by two or more members of the Board who do qualify as such outside directors).

Ongoing and Post-Employment Compensation

The Company recognizes that a change of control can create uncertainty for its employees that may result in loss or distraction of executives during a critical period. As a result, we have entered into a Severance and Noncompetition Agreement (collectively, the Severance and Noncompetition Agreements) with each of the Named Executives under which certain payments and benefits would be provided should the executive officer s employment terminate under certain circumstances, including in connection with a change in control. Under these agreements, other than in the case of a termination for cause, the Named Executive will receive his then-current base salary for the one-year period commencing on the effective date of such termination and his full bonus for the year in which the termination occurs (assuming achievement of 100% of applicable performance targets), payable, in each case, in the same amounts and at the same time intervals as the base salary and bonus

would otherwise have been paid prior to such termination. In addition, such agreements provide that all options

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held by the Named Executive will vest in full immediately upon a change of control. Pursuant to such agreements, each Named Executive has agreed not to engage in any competitive business in any capacity for one year following termination of employment and not to solicit any of our employees to leave our employ within the one-year period following termination of employment. Our executive officers are also bound by confidentiality covenants that protect our confidential information and business. We believe that the Severance and Noncompetition Agreements continue to achieve two important goals crucial to our long-term financial success, namely, the long-term retention of our senior executives and their commitment to the attainment of our strategic objectives. These agreements will allow our participating executive officers to continue to focus their attention on our business operations and strategic plans without undue concern over their own financial situations during periods when substantial disruptions and distractions might otherwise prevail. We believe that these severance packages are also fair and reasonable in light of the years of service our executive officers have rendered us (average tenure of over 10 years), the level of dedication and commitment they have rendered us over that period, the contribution they have made to our growth and financial success and the value we expect to receive from retaining their services, including during challenging transition periods following a change in control.

None of the Named Executives are entitled to any tax gross-up payments with respect to the tax liability they incur with respect to such severance benefits, including the absence of any tax gross-up with respect to any payment deemed to be parachute payment under Internal Revenue Code Section 280G.

The material terms of the Named Executive s compensation are described below in the section of the proxy statement entitled Potential Payments upon Termination or Change in Control starting on page 56.

Tax Considerations

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to publicly held companies for compensation exceeding $1.0 million paid to certain of the corporation s executive officers, to the extent that compensation exceeds $1.0 million per covered officer in any fiscal year. The limitation applies only to compensation which is not considered to be qualified performance-based compensation for purposes of Section 162(m) of the Internal Revenue Code. The Compensation Committee believes it is important to maintain incentive compensation at the requisite level to attract and retain the executive officers essential to the Company s financial success, even if all or part of that compensation may not be qualified performance-based compensation , and therefore subject to the $1.0 million limitation on deductible compensation under Section 162(m). Accordingly, the Compensation Committee may provide one or more executive officers with the opportunity to earn incentive compensation, whether through cash bonus programs tied to the Company s financial performance or future equity awards other than in the form of stock options, which may be in excess of the amount deductible by reason of Section 162(m) or other provisions of the Internal Revenue Code. In establishing such cash and equity incentive compensation programs for the Company s executive officers, the Compensation Committee believes that the potential deductibility of the compensation payable under those programs should be only one of a number of relevant factors taken into consideration, and not the sole governing factor.

Role of Executive Officers in Determining Executive Compensation

Our President and Chief Executive Officer, aided by our Chief Financial and Operating Officer, provided statistical data and made recommendations to the Compensation Committee to assist it in determining 2010 compensation levels. In addition, our President and Chief Executive Officer provided the Compensation Committee with a review of the performance of the other executive officers and made recommendations to the Compensation Committee with respect to the compensation packages for those officers for the 2010 fiscal year. While the Compensation Committee utilized this information and valued management s observations with regard to compensation, the ultimate decisions regarding executive compensation were made by the Compensation Committee.

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COMPENSATION COMMITTEE REPORT

The information contained in this report shall not be deemed to be soliciting material or filed with the SEC or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended, the Exchange Act, except to the extent that Cognizant Technology Solutions Corporation specifically incorporates it by reference into a document filed under the Securities Act of 1933, as amended or the Exchange Act.

The Compensation Committee is responsible for evaluating and approving the compensation for the executive officers. Management has primary responsibility for our Company s financial statements and reporting process, including the disclosure of executive compensation. The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis set forth above. The Compensation Committee is satisfied that the Compensation Discussion and Analysis fairly represents the objectives and actions of the Compensation Committee. The Compensation Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement for filing with the Securities and Exchange Commission.

By the Compensation Committee of the Board of

Directors of Cognizant Technology Solutions Corporation

John N. Fox, Jr.

John E. Klein

Robert E. Weissman

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EXECUTIVE COMPENSATION TABLES

2010 Summary Compensation Table

The following 2010 Summary Compensation Table provides certain summary information concerning the compensation earned for services rendered in all capacities to us and our subsidiaries for the year ended December 31, 2010 by our Chief Executive Officer, Chief Financial Officer and each of our three other most highly compensated executive officers whose total compensation for the 2010 year was in excess of $100,000 and who were serving as executive officers at the end of the 2010 fiscal year (collectively, the Named Executives). No other executive officers who would have otherwise been includable in such table on the basis of total compensation for the 2010 fiscal year have been excluded by reason of their termination of employment or change in executive status during that year.

Name and Principal Position (a)	Year (b)	Salary ($) (c)	Bonus ($) (d)	Stock Awards[1] [2] ($) (e)	Option Awards[1] ($) (f)	Non-Equity Incentive Plan Compensation[3] ($) (g)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($) (h)	All Other Compensation ($) (i)	Total ($) (j)
Francisco D Souza	2010	$ 539,100	$	$ 9,824,976	$	$ 816,968	$	$ 1,500[6]	$ 11,182,544
President and Chief Executive	2009	$ 518,400	$	$ 4,514,000	$	$ 590,216	$	$ 1,500[6]	$ 5,624,116
Officer	2008	$ 518,400	$	$ 2,866,843	$ 2,860,800	$ 260,387	$	$ 6,900[6]	$ 6,513,330
Gordon J. Coburn	2010	$ 485,200	$	$ 4,600,584	$	$ 735,286	$ 72,951 [4]	$ 80,579[7]	$ 5,974,600
Chief Financial and Operating	2009	$ 466,560	$	$ 2,527,840	$	$ 531,195	$ 103,122 [4]	$ 67,215[7]	$ 3,695,932
Officer and Treasurer	2008	$ 466,560	$	$ 1,803,139	$ 1,549,600	$ 234,348	$ (102,531)[4]	$ 48,954[7]	$ 4,000,070
Ramakrishnan Chandrasekaran	2010	$ 164,714	$	$ 3,119,040	$	$ 255,350	$ 4,136 [5]	$ 3,786[8]	$ 3,547,026
President and Managing	2009	$ 158,418	$	$ 1,805,600	$	$ 184,443	$ 4,220 [5]	$ 3,582[8]	$ 2,156,263
Director, Global Delivery	2008	$ 158,443	$	$ 867,555	$ 846,560	$ 81,371	$ (5,078)[5]	$ 3,557[8]	$ 1,952,408
Rajeev Mehta	2010	$ 386,900	$	$ 3,898,800	$	$ 586,319	$	$ 1,500[6]	$ 4,873,519
Chief Operating Officer, Global	2009	$ 372,000	$	$ 2,257,000	$	$ 423,535	$	$ 1,500[6]	$ 3,054,035
Client Services	2008	$ 372,000	$	$ 1,642,815	$ 1,311,200	$ 186,852	$	$ 6,900[6]	$ 3,519,767
Steven Schwartz	2010	$ 353,600	$	$ 935,712	$	$ 535,856	$	$ 1,500[6]	$ 1,826,668
Senior Vice President and	2009	$ 340,000	$	$ 902,800	$	$ 304,151	$	$ 1,500[6]	$ 1,548,451
General Counsel									

(1) Represents the aggregate grant date fair value, computed in accordance with U.S. GAAP authoritative literature guidelines, with respect to the share-based awards granted in each respective year. The reported dollar amounts do not take into account any estimated forfeitures related to service-based vesting conditions. A description of the terms of the restricted stock units and performance-based stock units granted during 2010 is disclosed under Compensation Discussion and Analysis Long-Term Incentives Stock-Based Awards on page 43 of this proxy statement.

(2) For performance-based stock units granted in 2010, if the maximum level of performance is achieved, the grant date fair value will be approximately $11,790,000 for Mr. D Souza, $5,520,700 for Mr. Coburn, $3,742,850 for Mr. Chandrasekaran, $4,678,560 for Mr. Mehta and $1,122,850 for Mr. Schwartz. None of the Named Executives forfeited any option awards during the 2010, 2009, or 2008 fiscal years. For information regarding assumptions underlying the valuation of stock-based awards, see Note 12 of the Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010.

(3) Amounts shown in this column represent cash incentive bonuses earned for each respective fiscal year and paid in the first quarter of the following year under our officer annual non-equity incentive bonus program.

(4) Amount represents investment earnings or losses on Mr. Coburn s nonqualified deferred compensation account. The earnings or losses correspond to the actual market earnings on a select group of investment funds utilized to track the notional investment return on the account balance for the respective fiscal year. The Company has not made any determination as to which portion of such earnings may be considered above market for purposes of column (h) of this table and has elected to report the entire amount of such earnings or losses.

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(5) Amount represents the change in the value during the respective year of the post-employment benefit payable under the India Gratuity Plan to Mr. Chandrasekaran. The exchange rates used to determine this benefit obligation were 44.70, 46.40 and 48.58 Indian rupees to the U.S. dollar as of December 31, 2010, 2009 and 2008, respectively.

(6) Represents a 401(k) savings plan matching contribution.

(7) For 2010, includes a 401(k) savings plan matching contribution in the amount of $1,500, a Cognizant Supplemental Retirement Plan, or CSRP, matching contribution in the amount of $5,850 and a contribution in the amount of $73,229, which the Company is required to make to a non-qualified deferred compensation account. For 2009, includes a 401(k) savings plan matching contribution in the amount of $1,500, a Cognizant Supplemental Retirement Plan, or CSRP, matching contribution in the amount of $5,850 and a contribution in the amount of $59,865, which the Company is required to make to a non-qualified deferred compensation account. For 2008, includes a 401(k) savings plan matching contribution in the amount of $6,900 and a contribution in the amount of $42,054, which the Company is required to make to a non-qualified deferred compensation account.

(8) Represents an India Provident Fund matching contribution.

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2010 Grants of Plan-Based Awards Table

The following table provides certain summary information concerning each grant of an award made to a Named Executive in the 2010 fiscal year under a compensation plan.

		Potential Future Payouts Under Non-Equity Incentive Plan Awards[1]			Estimated Future Payouts Under Equity Incentive Plan Awards[2]			All Other Stock Awards: Number of Shares of Stock or Units[3]	All Other Option Awards: Number of Securities Under-lying Options	Exercise or Base Price of Option Awards	Grant Date Fair Value of Equity Awards[4]
Name	Grant Date	Thres-hold ($)	Target ($)	Maximum ($)	Thres-hold (#)	Target (#)	Maximum (#)	(#)	(#)	($/SH)	($)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Francisco D Souza		$ 215,640	$ 431,280	$ 862,560							
	03/15/10					90,720	181,440			$	
	11/30/10				45,360					$	$5,894,986
	11/30/10							60,480		$	$3,929,990
Gordon J. Coburn		$ 194,080	$ 388,160	$ 776,320							
	03/15/10				21,240		84,960			$	
	11/30/10					42,480				$	$2,760,350
	11/30/10							28,320		$	$1,840,234
Ramakrishnan Chandrasekaran		$ 67,400	$ 134,800	$ 269,600							
	03/15/10				14,400		57,600			$	
	11/30/10					28,800				$	$1,871,424
	11/30/10							19,200		$	$1,247,616
Rajeev Mehta		$ 154,760	$ 309,520	$ 619,040							
	03/15/10				18,000		72,000			$	
	11/30/10					36,000				$	$2,339,280
	11/30/10							24,000		$	$1,559,520
Steven Schwartz		$ 141,440	$ 282,880	$ 565,760							
	03/15/10				4,320		17,280			$	
	11/30/10					8,640				$	$561,427
	11/30/10							5,760		$	$374,285

(1) Represents the range of performance bonuses that can be earned by the Named Executive if the minimum threshold, target and maximum performance targets are achieved. The bonus is prorated if performance levels are achieved between the threshold and target levels or between the target and maximum levels. Performance below the minimum threshold results in no bonus payout to the Named Executive. The methodology and performance criteria applied in determining these potential bonus amounts are discussed under Compensation Discussion and Analysis Annual Non-Equity Incentive on page 42 of this proxy statement. The actual cash bonus paid to each Named Executive for his 2010 performance is reported as Non-Equity Incentive Plan Compensation above in the 2010 Summary Compensation Table. In each case, the Named Executive received a bonus in excess of his threshold amount based on 2010 performance.

(2) A description of the terms of the performance-based stock units is disclosed under Compensation Discussion and Analysis Long-Term Incentives Stock-Based Awards on page 43 of this proxy statement.

(3) A description of the terms of the restricted stock units is disclosed under Compensation Discussion and Analysis Long-Term Incentives Stock-Based Awards on page 43 of this proxy statement.

(4) Represents the grant date fair value computed in accordance with U.S. GAAP authoritative literature guidelines related to restricted stock units and performance-based stock units. For information regarding assumptions underlying the valuation of stock-based awards, see Note 12 of the Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010.

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Outstanding Equity Awards at Fiscal Year-End 2010 Table

The following table provides certain summary information concerning outstanding equity awards held by the Named Executives as of December 31, 2010.

	Option Awards[1]					Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexer-cisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Stock That Have Not Vested[2] (#)	Market Value of Shares or Units of Stock That Have Not Vested[3] ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units of Other Rights That Have Not Vested[3] ($)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Francisco D Souza	242,280			$ 5.06	02/04/13				
	250,000			$ 33.71	08/06/16				
	120,000	120,000		$ 18.21	12/08/18				
						30,264[4]	$ 2,218,049		
						5,930[2]	$ 434,610		
						43,334[2]	$ 3,175,949		
						33,334[2]	$ 2,443,049		
						90,000[5]	$ 6,596,100		
						60,480[2]	$ 4,432,579		
								90,720[6]	$ 6,648,869
Gordon J. Coburn	160,000			$ 33.71	08/06/16				
	22,500	65,000		$ 18.21	12/08/18				
						21,617[4]	$ 1,584,310		
						4,112[2]	$ 301,368		
						26,667[2]	$ 1,954,424		
						18,667[2]	$ 1,368,104		
						50,400[5]	$ 3,693,816		
						28,320[2]	$ 2,075,573		
								42,480[6]	$ 3,113,359
Ramakrishnan Chandrasekaran	90,000			$ 2.88	02/03/12				
	30,000			$ 11.44	03/03/14				
	50,000			$ 33.71	08/06/16				
	44,000	44,000		$ 18.21	12/08/18				
						13,835[4]	$ 1,013,967		
						2,632[2]	$ 192,899		
						20,000[2]	$ 1,465,800		
						13,334[2]	$ 977,249		
						36,000[5]	$ 2,638,440		
						19,200[2]	$ 1,407,168		
								28,800[6]	$ 2,110,752
Rajeev Mehta	120,000			$ 40.33	12/13/16				
	55,000	55,000		$ 18.21	12/08/18				
						17,294[4]	$ 1,267,477		
						3,289[2]	$ 241,051		
						25,000[2]	$ 1,832,250		
						16,667[2]	$ 1,221,524		
						45,000[5]	$ 3,298,050		

					24,000(2)	$ 1,758,960		
							36,000(6)	$ 2,638,440
Steven Schwartz	25,000		$ 40.33	12/13/16				
		20,000	$ 18.21	12/08/18				
					6,917(4)	$ 506,947		
					1,316(2)	$ 96,450		
					13,334(2)	$ 977,249		
					6,667(2)	$ 488,624		
					18,000(5)	$ 1,319,220		
					5,760(2)	$ 422,150		
							8,640(6)	$ 633,226

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(1) Each stock option grant included in this table has a term of 10 years measured from the grant date and vests ratably, 25% per year, during the first four years of service with the Company measured from such grant date. Each unvested option will vest in full on an accelerated basis upon certain changes in control of the Company.

(2) Awards shown are time-based restricted stock units that were granted on September 4, 2008, December 9, 2008, December 1, 2009 and November 30, 2010 and vest on specified dates if the individual is then employed by the Company:

Mr. D Souza: Approximately 5,930 shares are scheduled to vest on September 4, 2011; approximately 10,833 are scheduled to vest on each March 9, June 9, September 9 and December 9 of 2011; approximately 4,167 shares are scheduled to vest on each March 1, June 1, September 1 and December 1 of each 2011 and 2012; and approximately 5,040 shares are scheduled to vest on each February 28, May 30, August 30 and November 30 of each 2011, 2012 and 2013.

Mr. Coburn: Approximately 4,112 shares are scheduled to vest on September 4, 2011; approximately 6,667 are scheduled to vest on each March 9, June 9, September 9 and December 9 of 2011; approximately 2,333 shares are scheduled to vest on each March 1, June 1, September 1 and December 1 of each 2011 and 2012; and approximately 2,360 shares are scheduled to vest on each February 28, May 30, August 30 and November 30 of each 2011, 2012 and 2013.

Mr. Chandrasekaran: Approximately 2,632 shares are scheduled to vest on September 4, 2011; approximately 5,000 are scheduled to vest on each March 9, June 9, September 9 and December 9 of 2011; approximately 1,667 shares are scheduled to vest on each March 1, June 1, September 1 and December 1 of each 2011 and 2012; and approximately 1,600 shares are scheduled to vest on each February 28, May 30, August 30 and November 30 of each 2011, 2012 and 2013.

Mr. Mehta: Approximately 3,289 shares are scheduled to vest on September 4, 2011; approximately 6,250 are scheduled to vest on each March 9, June 9, September 9 and December 9 of 2011; approximately 2,083 shares are scheduled to vest on each March 1, June 1, September 1 and December 1 of each 2011 and 2012; and approximately 2,000 shares are scheduled to vest on each February 28, May 30, August 30 and November 30 of each 2011, 2012 and 2013.

Mr. Schwartz: Approximately 1,316 shares are scheduled to vest on each September 4, 2011; approximately 3,333 are scheduled to vest on each March 9, June 9, September 9 and December 9 of 2011; approximately 833 shares are scheduled to vest on each March 1, June 1, September 1 and December 1 of each 2011 and 2012; and approximately 480 shares are scheduled to vest on each February 28, May 30, August 30 and November 30 of each 2011, 2012 and 2013.

(3) Market value was determined based on a closing price of a share of our Class A Common Stock of $73.29 as of December 31, 2010.

(4) For awards granted in 2007, the performance-based stock units target levels for 2010 were achieved at 117.77% based on the performance measures set forth below and continued employment through December 2010.

		Calendar Year Annual
Measurement Date	**Number of Shares**	**Net Sales Growth (%)**
December 31, 2010	150% of Award Outstanding	45%
	100% of Award Outstanding	32.5%
	50% of Award Outstanding	20%
	0	less than 20%

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(5) For awards granted in 2009, the performance-based units target levels for 2010 were achieved at 180% based on the performance measures set forth below and continued employment through each of the vesting dates.

Measurement Date	Number of Shares	Calendar Year Revenue in 000
December 31, 2010	180% of Award Outstanding	4,070,000
	150% of Award Outstanding	3,989,000
	100% of Award Outstanding	3,826,000
	50% of Award Outstanding	3,663,000
	0	Less than 3,663,000

1/3rd of the award will vest on June 1, 2011 provided the Named Executive is employed by the Company and the remaining 2/3 rd of the award will vest on December 1, 2012 provided the Named Executive is employed by the Company.

(6) For awards granted in 2010, the performance-based units target levels will vest upon the achievement of the performance measures set forth below and continued employment through each of the vesting dates.

Measurement Date	Number of Shares	Calendar Year Revenue in 000
December 31, 2011	200% of 1/2 of Award Outstanding	6,142,500
	100% of 1/2 of Award Outstanding	5,687,500
	50% of 1/2 of Award Outstanding	5,460,000
	0	less than 5,460,000

Upon achieving performance criteria, 1/3rd of the award will vest on May 30, 2012 provided the Named Executive is employed by the Company and the remaining 2/3 rd of the award will vest on November 30, 2013 provided the Named Executive is employed by the Company.

2010 Option Exercises and Stock Vested Table

The following Option Exercises and Stock Vested table provides additional information about the value realized by the Named Executives on option award exercises and stock award vesting during the year ended December 31, 2010.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting (#)(1)	Value Realized on Vesting ($)
(a)	(b)	(c)	(d)	(e)
Francisco D Souza	242,280	$ 13,900,645	65,929	$ 3,830,667
Gordon J. Coburn	100,000	$ 3,108,843	40,111	$ 2,333,962
Ramakrishnan Chandrasekaran	190,000	$ 7,291,183	29,297	$ 1,703,200
Rajeev Mehta	149,500	$ 7,185,165	36,622	$ 2,129,262
Steven Schwartz	281,000	$ 14,817,032	17,982	$ 1,045,409

(1) The number of shares shown in the table reflects the gross number of shares received by each Named Executive upon vesting of the stock awards. The Company reduced the number of shares issued to each Named Executive by automatically withholding a number of shares with a fair market value as of the issuance date sufficient to satisfy required tax withholdings. Each Named Executive actually received the

following net number of shares of company stock following such share withholding: Mr. D Souza, 36,764; Mr. Coburn, 23,213; Mr. Chandrasekaran, 20,242; Mr. Mehta, 24,364; and Mr. Schwartz, 9,974.

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Potential Payments upon Termination or Change in Control

No Named Executive has an employment agreement that provides a specific term of employment. Accordingly, the employment of each Named Executive may be terminated at any time at the discretion of our Board of Directors.

We have entered into a Severance and Noncompetition Agreement with each of the Named Executives, which provide certain benefits upon the termination of their employment under certain prescribed circumstances. In addition, we entered into a stock option agreement pursuant to the 1999 Incentive Plan with Mr. D Souza (the Stock Option Agreement), that also provide certain benefits upon the termination of his employment under certain prescribed circumstances. In December 2008, we entered into amendments to the Severance and Noncompetition Agreements with each of the Named Executives, which modified the Severance and Noncompetition Agreements to comply with the requirements of Section 409A of the Internal Revenue Code of 1986, as amended and the regulations promulgated thereunder. Those agreements are summarized as follows:

Severance and Noncompetition Agreements with Francisco D Souza, Gordon Coburn, Rajeev Mehta, Ramakrishnan Chandrasekaran and Steven Schwartz. Under the Severance and Noncompetition Agreement, if we terminate a Named Executive s employment without cause (a qualifying termination), we will pay such individual his then-current base salary for the one-year period commencing on the effective date of such termination and a bonus payment in an amount equal to the actual bonus which would have been earned for the year in which the termination occurs, payable, in each case, in the same amounts and at the same time intervals as the base salary and bonus would otherwise have been paid in the absence of such termination.

Under the Severance and Noncompetition Agreement, cause is generally defined to include: (i) willful malfeasance or willful misconduct by the Named Executive in connection with his employment, (ii) continuing failure to perform such duties as are requested by the Board of Directors, (iii) failure by the Named Executive to observe material policies of the Company applicable to him or (iv) the commission by the employee of (x) any felony or (y) any misdemeanor involving moral turpitude.

The Severance and Noncompetition Agreement also provides that in the event of a change in control, all of the Named Executive s options to purchase Class A Common Stock of the Company then held by him will immediately vest in full without regard to the vesting provisions thereof and will immediately be exercisable for the full number of shares of Class A Common Stock subject to such options.

Pursuant to the Severance and Noncompetition Agreement, a change in control (as defined in the 2009 Incentive Plan) is generally defined as one of the following: (i) any person (other than (A) the Company, (B) any trustee or other fiduciary holding securities under an employee benefit plan of the Company, (C) any subsidiaries of the Company, or (D) any company owned, directly or indirectly, by the stockholders of the Company in substantially the same proportions as their ownership of stock of the Company), becomes the beneficial owner, directly or indirectly, of securities of the Company representing 35% or more of the combined voting power of the Company s then-outstanding securities; (ii) during any period of 24 months, individuals who at the beginning of such period constitute the Board, and any new director (other than (A) a director nominated by a person who has entered into an agreement with the Company to effect a certain transactions, (B) a director nominated by any person (including the Company) who publicly announces an intention to take or to consider taking actions (including, but not limited to, an actual or threatened proxy contest), which if consummated would constitute a change in control or (C) a director nominated by any person who is the beneficial owner, directly or indirectly, of securities of the Company representing 10% or more of the combined voting power of the Company s securities) whose election by the Board or nomination for election by the Company s stockholders is or was approved by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved cease for any reason to constitute at least a majority thereof; (iii) the stockholders of the Company approve any transaction or series of transactions under which the Company is merged or consolidated with any other company, other than a merger or

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consolidation (A) which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity) more than 66 2/3% of the combined voting power of the voting securities of the Company or such surviving entity outstanding immediately after such merger or consolidation and (B) after which no person holds 35% or more of the combined voting power of the then-outstanding securities of the Company or such surviving entity; or (iv) the stockholders of the Company approve a plan of complete liquidation of the Company or an agreement for the sale or disposition by the Company of all or substantially all of the Company s assets.

Stock Option Agreement with Francisco D Souza for grants issued in 2003. Except to the extent provided in any employment agreement or severance agreement between the Named Executive and the Company, the provisions of the Stock Option Agreement will apply to such individual s stock options upon a termination of his employment with the Company. Under the Stock Option Agreement for grants issued to Mr. D Souza in 2003, if we terminate his employment for cause, all his options that are vested and exercisable may be exercised in whole or in part at any time prior to the earlier of the expiration date and the date 90 days after the termination date. The definition of cause under such Stock Option Agreement is substantially the same as the definition described above for the Severance and Noncompetition Agreement. Under the Stock Option Agreement, the expiration date is ten years after the grant date.

If Mr. D Souza s employment is terminated by reason of death or disability, all his options already vested will be exercisable in whole or in part at any time prior to the earlier of the expiration date and the date one year after the termination date. The Stock Option Agreement with Mr. D Souza defined disability as the inability to engage in any substantial gainful activity by reason of a medically determinable physical or mental impairment, which constitutes a permanent and total disability, as defined in Section 22(e) (3) of the Internal Revenue Code of 1986, as amended (or any successor section thereto).

If Mr. D Souza s employment is terminated due to retirement, all options will be exercisable in whole or in part at any time prior to the earlier of the expiration date and the date three years after the employment termination date. The Stock Option Agreement with Mr. D Souza defined retirement as such individual s termination after reaching 55 years of age.

If Mr. D Souza s employment is terminated for any reason other than for cause, death, disability or retirement, then all his options that are unvested will be cancelled and options that are vested and exercisable may be exercised in whole or in part at any time prior to the earlier of the expiration date and the date 12 months after the termination date.

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Calculation of Potential Payments upon Termination or Change in Control

The following table shows potential payments to our Named Executives under their existing employment agreements for various scenarios involving a change in control or termination of employment of each of our Named Executives, assuming a December 31, 2010 termination date and, where applicable, using the closing price of our Class A Common Stock of $73.29 (as reported on the NASDAQ Stock Market as of December 31, 2010).

Name	Trigger	Salary and Bonus	Value of Option Acceleration	Total Value
Francisco D Souza	Qualifying Termination[1]	$ 970,380		$ 970,380
	Change in Control[2]		$ 6,609,600	$ 6,609,600
	Death or Disability			
	Retirement			
	Termination for Other Reasons			
Gordon J. Coburn	Qualifying Termination[1]	$ 873,360		$ 873,360
	Change in Control[2]		$ 3,580,200	$ 3,580,200
	Death or Disability			
	Retirement			
	Termination for Other Reasons			
Ramakrishnan Chandrasekaran	Qualifying Termination[1]	$ 303,300		$ 303,300
	Change in Control[2]		$ 2,423,520	$ 2,423,520
	Death or Disability			
	Retirement			
	Termination for Other Reasons			
Rajeev Mehta	Qualifying Termination[1]	$ 696,420		$ 696,420
	Change in Control[2]		$ 3,029,400	$ 3,029,400
	Death or Disability			
	Retirement			
	Termination for Other Reasons			
Steven Schwartz	Qualifying Termination[1]	$ 636,480		$ 636,480
	Change in Control[2]		$ 1,101,600	$ 1,101,600
	Death or Disability			
	Retirement			
	Termination for Other Reasons			

While we believe that the amounts shown above and the assumptions upon which they are based provide reasonable estimates of the amounts that would have been due to the Named Executives in the event that any of the circumstances described above had occurred on December 31, 2010, the actual amounts due to the Named Executives upon a triggering event will depend upon the actual circumstances and the then applicable provisions of the Severance and Noncompetition Agreements, Stock Option Agreement, the 1999 Incentive Plan and the 2009 Incentive Plan.

(1) Represents one year s additional salary based on the salary earned by such Named Executive in 2010 and bonus payout at 100% of the 2010 target.

(2) Represents the aggregate intrinsic value of the accelerated vesting of the Named Executive s unvested stock options. The amounts shown are based solely on the intrinsic value of the accelerated stock options in connection with a change in control without a qualifying termination or termination upon death or disability. Intrinsic value is calculated by multiplying (i) the amount by which the fair market value of our Class A Common Stock on December 31, 2010 of $73.29 exceeds the applicable exercise price by (ii) the assumed number of number of option shares vesting on an accelerated basis on December 31, 2010.

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In addition to the foregoing amounts indicated in the above table, Mr. Chandrasekaran will be entitled to the post-employment lump sum payment provided under the Indian Gratuity Plan, as described in the section below entitled 2010 Pension Benefits Table. Mr. Coburn will also be entitled to the balance of his non-qualified deferred compensation account, as described in the section below entitled 2010 Non-Qualified Deferred Compensation Table , which appears on page 59 of this proxy statement.

2010 Pension Benefits Table

The following table sets forth, for the India Gratuity Plan, the number of years of service credited to the Named Executive under the plan, the value of the benefit payable to the Named Executive if his employment was terminated as of December 31, 2010, and the dollar amount of any payments and benefits paid to the Named Executive during our last completed fiscal year.

Name	Plan Name	Number of Years Credited Service (#)	Value of Accumulated Benefit ($)	Payments During Last Fiscal Year ($)
(a)	(b)	(c)	(d)	(f)
Francisco D Souza	N/A			
Gordon J. Coburn	N/A			
Ramakrishnan Chandrasekaran	India Gratuity Plan	16.1	$ 43,168	
Rajeev Mehta	N/A			
Steven Schwartz	N/A			

Under the India Gratuity Plan, Mr. Chandrasekaran will become entitled to a lump sum payment upon his termination of employment with the Company. The actual dollar amount of such payment will be determined by multiplying the number of years of service with the Company by a defined percentage of the Named Executive s final monthly rate of salary.

2010 Non-Qualified Deferred Compensation Table

The following table sets forth information with respect to the non-qualified deferred compensation arrangements in effect for the Named Executives.

Name	Executive Contributions in Last FY ($)	Registrant Contributions in Last FY ($)	Aggregate Earnings in Last FY ($)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last FYE ($)
(a)	(b)	(c)	(d)	(e)	(f)
Francisco D Souza					
Gordon J. Coburn		$ 73,229[1]	$ 72,951[2]		$ 479,705[3]
Ramakrishnan Chandrasekaran					
Rajeev Mehta					
Steven Schwartz					

(1) This amount is included in the All Other Compensation column of the 2010 Summary Compensation Table on page 50 of this proxy statement.

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(2) This amount is included in Change in Pension Value and Nonqualified Deferred Compensation Earnings column of the 2010 Summary Compensation Table on page 50 of this proxy statement. The amount corresponds to the actual market earnings on a select group of investment funds utilized to track the notional investment return of the account balance for the 2010 fiscal year. The investment funds so utilized and actual 2010 earning attributable to each fund were as follows:

Investment Fund		Earnings Attributable to such Fund
Mass Mutual Select Focused Value	$	51,453
Mass Mutual Select Mid Cap Growth Equity II A		21,498
Total	$	72,951

(3) Includes the amounts reported in columns (c) and (d) of this table plus such amounts previously reported in the Company s Summary Compensation Table in previous years if such compensation was required to be disclosed.

The Company has established this non-qualified deferred compensation arrangement for Mr. Coburn to serve as the economic equivalent of the retirement plan in which he participated while the Company was majority owned by IMS Health. Pursuant to such arrangement, the Company will credit Mr. Coburn s deferred compensation account with an annual contribution in a dollar amount equal to 6% of his base salary and earned bonus for the year. Mr. Coburn can select from the 16 investment funds sponsored by Mass Mutual available to the plan to serve as the measures of the investment return on his account for each year. Mr. Coburn may change his investment elections up to six times per year. The account balance will become due and payable upon the occurrence of any of the following distributable events: (i) retirement at 55 years of age payable six months following retirement in either a lump sum or 10 annual installments as elected by Mr. Coburn per plan provisions; (ii) termination of employment payable in a lump sum six months following termination of employment; (iii) death or disability immediate lump sum payment; and (iv) unforeseen emergency, as defined by IRC 409A payable in a lump sum.

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Equity Compensation Plan Information

The following table provides information as of December 31, 2010 with respect to the shares of our Class A Common Stock that may be issued under our existing equity compensation plans. We previously had four equity compensation plans, each of which was approved by our stockholders: (1) Amended and Restated 1999 Incentive Compensation Plan, which we refer to as the 1999 Incentive Plan; (2) Amended and Restated Non-Employee Directors Stock Option Plan, which we refer to as the Director Plan; (3) the Amended and Restated Key Employees Stock Option Plan; and (4) Amended and Restated 2004 Employee Stock Purchase Plan, which we refer to as the 2004 Employee Stock Purchase Plan. The 1999 Incentive Plan, the Director Plan and the Key Employees Stock Option Plan were succeeded by the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan, which we refer to as the 2009 Incentive Plan, which was approved by our stockholders. Awards granted under the previous plans are still valid, however no additional awards may be granted from these previous plans. For additional information on our equity compensation plans, please see Note 12 of the Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options	Weighted Average Exercise Price of Outstanding Options	Number of Securities Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans that have been approved by security holders stock options[1]	12,867,658 [2]	$ 21.23	24,109,992 [3]
Equity compensation plans that have been approved by security holders performance stock units[4]	1,104,987	N/A	
Equity compensation plans that have been approved by security holders restricted stock units[5]	1,394,027	N/A	
Equity compensation plans not approved by security holders		N/A	
Total	15,366,672		24,109,992

(1) Consists of the 1999 Incentive Plan, the Director Plan, the Key Employees Stock Option Plan, the 2004 Employee Stock Purchase Plan and the 2009 Incentive Plan.

(2) Excludes purchase rights outstanding under the 2004 Employee Stock Purchase Plan. Under such plan, employees may purchase whole shares of stock at a price per share equal to 90% of the lower of the fair market value per share on the first day of the purchase period or the fair market value per share on the last day of the purchase period.

(3) Includes 20,482,127 shares of Class A common stock available for future issuance under the 2009 Incentive Plan and 3,627,865 shares of Class A Common Stock available for future issuance under the 2004 Employee Stock Purchase Plan.

(4) Consists of 439,712 shares and 665,275 shares that are issuable to holders of performance stock units granted pursuant to the 1999 Incentive Plan and the 2009 Incentive Plan, respectively, upon the achievement of certain performance and vesting criteria.

(5) Consists of 280,722 shares and 1,113,305 shares that are issuable to holders of restricted stock units granted pursuant to the 1999 Incentive Plan and the 2009 Incentive Plan, respectively.

As of March 31, 2011, there were a total of 11,990,279 stock options, 1,173,652 performance stock units, and 2,366,408 restricted stock units outstanding and 18,205,815 shares of Class A Common Stock available for future issuances under our 2009 Incentive Plan. The weighted average exercise price and weighted average term of the stock options outstanding as of March 31, 2011, were $21.80 and 4.3 years, respectively. In addition, as of March 31, 2011, there were 304,209,565 shares of Class A Common Stock issued and outstanding and 3,446,231 shares of Class A Common Stock available for future issuances under our 2004 Employee Stock Purchase Plan.

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COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Compensation Committee is comprised of Messrs. Fox, Klein and Weissman. No member of the Compensation Committee is a current or former officer or employee of the Company or any of its subsidiaries.

None of our executive officers serve as members of the board of directors or compensation committee of any entity which has one or more of its executive officers serving as a member of our Board of Directors or Compensation Committee.

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REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The Audit Committee has furnished the following report:

To the Board of Directors of Cognizant Technology Solutions Corporation:

The Audit Committee of the Board of Directors is currently composed of four members and acts under a written charter first adopted and approved on May 17, 2000. The current Audit Committee charter is available in the About Us section of the Company page of the Company s website located at www.cognizant.com. The members of the Audit Committee are independent Directors, as defined in its charter and the rules of the NASDAQ Stock Market LLC. The Audit Committee held nine meetings during 2010.

Management is responsible for the preparation of the Company s financial statements and for maintaining an adequate system of disclosure controls and procedures and internal control over financial reporting for that purpose. The Company s independent registered public accounting firm is responsible for performing an independent integrated audit of the Company s annual financial statements and the effectiveness of the Company s internal control over financial reporting. The Audit Committee is responsible for providing independent, objective oversight of these processes.

The Audit Committee has reviewed the Company s audited financial statements for the fiscal year ended December 31, 2010 and has discussed these financial statements with management and the Company s independent registered public accounting firm. The Audit Committee has also received from, and discussed with, the Company s independent registered public accounting firm various communications that such independent registered public accounting firm is required to provide to the Audit Committee, including the matters required to be discussed by Statement on Auditing Standard (SAS) 61 (*Communication with Audit Committees*), as amended (AICPA, Professional Standards, Vol. 1, AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T. SAS 61 requires the Company s independent registered public accounting firm to discuss with the Audit Committee, among other things, the following:

- methods used to account for significant unusual transactions;
- the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus;
- the process used by management in formulating particularly sensitive accounting estimates and the basis for the conclusions of the Company s independent registered public accounting firm regarding the reasonableness of those estimates; and
- disagreements with management over the application of accounting principles, the basis for management s accounting estimates and the disclosures in the financial statements.

The Company s independent registered public accounting firm also provided the Audit Committee with a formal written statement required by PCAOB Rule 3526 (*Communications with Audit Committees Concerning Independence*) describing all relationships between the independent registered public accounting firm and the Company, including the disclosures required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm s communications with the Audit Committee concerning independence. In addition, the Audit Committee discussed with the independent registered public accounting firm its independence from Cognizant Technology Solutions Corporation. The Audit Committee also considered whether the independent registered public accounting firm s provision of certain other non-audit related services to the Company is compatible with maintaining such firm s independence.

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Based on its discussions with management and the independent registered public accounting firm, and its review of the representations and information provided by management and the independent registered public accounting firm, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company s Annual Report on Form 10-K for the year ended December 31, 2010.

By the Audit Committee of the Board of Directors of
Cognizant Technology Solutions Corporation

Maureen Breakiron-Evans

Robert W. Howe

John E. Klein

Thomas M. Wendel

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INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES AND OTHER MATTERS

The following table summarizes the fees of PricewaterhouseCoopers LLP, our independent registered public accounting firm, billed to us for each of the last two fiscal years for audit services and billed to us in each of the last two fiscal years for other services:

Fee Category	2010	2009
Audit Fees	$ 2,346,900	$ 2,224,100
Audit-Related Fees	118,400	322,300
Tax Fees	417,000	638,300
All Other Fees	3,900	3,900
Total Fees	$ 2,886,200	$ 3,188,600

For 2010, $2,274,451 of the total fees was billed as of December 31, 2010. For 2009, $2,497,682 of the total fees was billed as of December 31, 2009.

Audit Fees

Audit fees consist of fees for the audit of our consolidated financial statements and the effectiveness of our internal control over financial reporting under Section 404 of the Sarbanes Oxley Act, the review of the interim financial statements included in our quarterly reports on Form 10-Q and other professional services provided in connection with statutory and regulatory filings or engagements.

Audit-Related Fees

Audit-related fees consist of fees for assurance and related services that are reasonably related to the performance of the audit and the review of our financial statements and which are not reported under Audit Fees. These services relate to employee benefit audits, attest services that are not required by statute or regulation and consultations concerning financial accounting and reporting standards.

Tax Fees

Tax fees consist of fees for tax compliance, tax advice and tax planning services. Tax compliance services, which relate to preparation of original tax returns and value-added tax registrations, accounted for $125,521 of the total tax fees paid for 2010 and $102,125 of the total tax fees paid for 2009. Tax advice and tax planning services relate to preparation of transfer pricing studies and consultations on various domestic and international tax matters.

All Other Fees

For 2010 and 2009, the amount relates to software license fees.

Audit Committee Pre-Approval Policy and Procedures

The Audit Committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to be performed by our independent registered public accounting firm. This policy generally provides that we will not engage our independent registered public accounting firm to render audit or non-audit services unless the service is specifically approved in advance by the Audit Committee or the engagement is entered into pursuant to one of the pre-approval procedures described below.

From time to time, the Audit Committee may pre-approve specified types of services that are expected to be provided to us by our independent registered public accounting firm during the next 12 months. Any such

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pre-approval is detailed as to the particular service or type of services to be provided and is also generally subject to a maximum dollar amount.

The Audit Committee has also delegated to Thomas M. Wendel the authority to approve any audit or non-audit services to be provided to us by our independent registered public accounting firm. Any approval of services by a member of the Audit Committee pursuant to this delegated authority is reported on at the next meeting of the Audit Committee. During 2010 and 2009, no services were provided to us by PricewaterhouseCoopers LLP other than in accordance with the pre-approval policies and procedures described above.

STOCKHOLDERS PROPOSALS

Stockholders who intend to have a proposal considered for inclusion in our proxy materials for presentation at our 2012 Annual Meeting of Stockholders pursuant to Rule 14a-8 under the Exchange Act must submit the proposal to our Secretary at our offices at Glenpointe Centre West, 500 Frank W. Burr Blvd., Teaneck, New Jersey 07666, in writing not later than December 15, 2011.

Stockholders intending to present a proposal at the 2012 Annual Meeting of Stockholders, but not to include the proposal in our proxy statement, or to nominate a person for election as a director, must comply with the requirements set forth in our Amended and Restated By-laws. Our Amended and Restated By-laws require, among other things, that our Secretary receive written notice from the stockholder of record of their intent to present such proposal or nomination no more than 120 days and no less than 90 days prior to the anniversary of the preceding year s annual meeting. Therefore, the Company must receive notice of such a proposal or nomination for the 2012 Annual Meeting of Stockholders no earlier than February 2, 2012 and no later than March 3, 2012. The notice must contain the information required by the Amended and Restated By-laws, a copy of which is available upon request to our Secretary.

We reserve the right to reject, rule out of order, or take other appropriate action with respect to any proposal that does not comply with these or other applicable requirements.

OTHER MATTERS

Our Board of Directors is not aware of any matter to be presented for action at the Annual Meeting other than the matters referred to above and does not intend to bring any other matters before the Annual Meeting. However, if other matters should come before the Annual Meeting, it is intended that holders of the proxies will vote thereon in their discretion.

SOLICITATION OF PROXIES

The accompanying proxy is solicited by and on behalf of our Board of Directors, whose Notice of Annual Meeting is attached to this proxy statement, and the entire cost of such solicitation will be borne by us. In addition to the use of mail, proxies may be solicited by personal interview, telephone and telegram by our Directors, officers and other employees who will not be specially compensated for these services. We have engaged Morrow & Co., LLC, 470 West Ave, Stamford, CT 06902, to assist us with the solicitation of proxies. We expect to pay Morrow & Co., LLC a fee of $6,000 plus reimbursement for out-of-pocket expenses for its services. We will also request that brokers, nominees, custodians and other fiduciaries forward soliciting materials to the beneficial owners of shares held of record by such brokers, nominees, custodians and other fiduciaries. We will reimburse such persons for their reasonable expenses in connection therewith.

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Certain information contained in this proxy statement relating to the occupations and security holdings of our Directors and officers is based upon information received from the individual Directors and officers.

If you have any questions regarding any of the matters contained in this proxy statement you may contact Morrow & Co., LLC, 470 West Avenue, Stamford, CT 06902. Morrow & Co., LLC may also be reached by telephone at 1-800-607-0088.

COGNIZANT S ANNUAL REPORT ON FORM 10-K

A copy of Cognizant s Annual Report on Form 10-K for the fiscal year ended December 31, 2010, including financial statements and schedules thereto but not including exhibits, as filed with the SEC, will be sent to any stockholder of record on April 8, 2011 without charge upon written request addressed to:

Cognizant Technology Solutions Corporation

Attention: Secretary

Glenpointe Centre West

500 Frank W. Burr Blvd.

Teaneck, New Jersey 07666

A reasonable fee will be charged for copies of exhibits. You also may access this proxy statement and our Annual Report on Form 10-K at www.proxyvote.com. You also may access our Annual Report on Form 10-K for the year ended December 31, 2010 at www.cognizant.com.

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON, WE URGE YOU TO VOTE YOUR SHARES VIA THE TOLL-FREE TELEPHONE NUMBER OR OVER THE INTERNET, AS DESCRIBED IN THE ENCLOSED MATERIALS. IF YOU RECEIVED A COPY OF THE PROXY CARD BY MAIL, YOU MAY SIGN, DATE AND MAIL THE PROXY CARD IN THE ENCLOSED RETURN ENVELOPE. PROMPTLY VOTING YOUR SHARES WILL ENSURE THE PRESENCE OF A QUORUM AT THE ANNUAL MEETING AND WILL SAVE US THE EXPENSE OF FURTHER SOLICITATION.

By Order of the Board of Directors
Steven Schwartz,

Secretary

Teaneck, New Jersey

April 13, 2011

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APPENDIX A

AMENDMENT TO CERTIFICATE OF INCORPORATION (TO INCREASE THE MAXIMUM NUMBER OF AUTHORIZED SHARES OF CAPITAL STOCK)

CERTIFICATE OF AMENDMENT

TO

RESTATED CERTIFICATE OF INCORPORATION

OF

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

The undersigned, for purposes of amending the Restated Certificate of Incorporation, as amended (the Certificate) of Cognizant Technology Solutions Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The name of the Corporation is Cognizant Technology Solutions Corporation (the Corporation).

SECOND: The Certificate was filed with the Office of the Secretary of State of the State of Delaware on February 7, 2003 and was amended on May 26, 2004 and on June 13, 2006.

THIRD: That Article IV, Section A of the Certificate is hereby amended to read, in its entirety, as follows:

The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 1,015,000,000 shares, consisting of (i) 1,000,000,000 shares of Class A Common Stock, $0.01 par value per share (Common Stock) and (ii) 15,000,000 shares of Preferred Stock, $0.10 par value per share (Preferred Stock).

SIXTH: Except as expressly amended herein, all other provisions of the Certificate shall remain in full force and effect.

SEVENTH: That the foregoing amendments were duly adopted by the Board of Directors and by the stockholders of the Corporation in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

* * * * * * *

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IN WITNESS WHEREOF, the undersigned, being a duly authorized officer of the Corporation, does hereby execute this Certificate of Amendment to the Restated Certificate of Incorporation this day of , 2011.

By: _____

Name: Francisco D Souza

Title: President and Chief Executive Officer

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APPENDIX B

AMENDMENT TO CERTIFICATE OF INCORPORATION (TO REDUCE CERTAIN SUPERMAJORITY VOTING THRESHOLDS)

CERTIFICATE OF AMENDMENT

TO

RESTATED CERTIFICATE OF INCORPORATION

OF

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

The undersigned, for purposes of amending the Restated Certificate of Incorporation, as amended (the Certificate) of Cognizant Technology Solutions Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The name of the Corporation is Cognizant Technology Solutions Corporation (the Corporation).

SECOND: The Certificate was filed with the Office of the Secretary of State of the State of Delaware on February 7, 2003 and was amended on May 26, 2004, on June 13, 2006 and on [ ], 2011.

THIRD: That Article VII of the Certificate is hereby amended to read, in its entirety, as follows:

The Board of Directors shall be authorized to make, amend, alter, change, add to or repeal the By-Laws of the corporation in any manner not inconsistent with the laws of the State of Delaware. The affirmative vote of the holders of at least 66 2/3 percent in voting power of all outstanding shares of the corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required in order for the stockholders to make, amend, alter, change, add to or repeal any provision of the By-Laws of the corporation.

FOURTH: That the last sentence of Article VIII, Section (1) of the Certificate is hereby amended to read, in its entirety, as follows:

Directors may be removed only by the affirmative vote of at least 66 2/3 percent in voting power of all outstanding shares of the corporation entitled to vote generally in the election of directors, voting as a single class.

FIFTH: That Article XI, Section (2) of the Certificate is hereby amended to read, in its entirety, as follows:

Notwithstanding anything else contained in this Restated Certificate of Incorporation or the By-laws of the corporation to the contrary, the affirmative vote of the holders of at least 66 2/3 percent in voting power of all the outstanding shares of the corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required in order for the stockholders to amend, alter, change, add to or repeal any provision of Article VII, Article VIII, Article IX or this Article XI or to adopt any provision inconsistent herewith.

SIXTH: Except as expressly amended herein, all other provisions of the Certificate shall remain in full force and effect.

SEVENTH: That the foregoing amendments were duly adopted by the Board of Directors and by the stockholders of the Corporation in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

* * * * * * *

IN WITNESS WHEREOF, the undersigned, being a duly authorized officer of the Corporation, does hereby execute this Certificate of Amendment to the Restated Certificate of Incorporation this day of , 2011.

By: _____

Name: Francisco D Souza

Title: President and Chief Executive Officer

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APPENDIX C

AMENDMENT TO AMENDED AND RESTATED BY-LAWS

(AS AMENDED APRIL 18, 2008)

OF

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

This Amendment (the Amendment) to the Amended and Restated By-Laws, as amended on April 18, 2008 (the Amended and Restated By-Laws), of Cognizant Technology Solutions Corporation (the Corporation) shall be effective as of [ ], 2011.

1. Article X of the Amended and Restated By-Laws, is hereby amended and restated in its entirety as follows:

ARTICLE X

AMENDMENTS

The Board of Directors shall be authorized to make, amend, alter, change, add to or repeal the By-laws of the corporation in any manner not inconsistent with the laws of the State of Delaware. The affirmative vote of the holders of at least 66 $^{2}/_{3}$ percent in voting power of all the outstanding shares of the corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required in order for the stockholders to make, amend, alter, change, add to or repeal any provision of the By-laws of the corporation.

2. Except as amended herein, the Amended and Restated By-Laws remain in full force and effect.

The foregoing has been duly adopted by the Corporation s Board of Directors and stockholders pursuant to Article X of the Amended and Restated By-Laws and the Amended and Restated Certificate of Incorporation of the Corporation.

Respectfully submitted,

Steven Schwartz

Secretary of Cognizant Technology Solutions Corporation

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COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

GLENPOINTE CENTRE WEST

500 FRANK W. BURR BLVD.

TEANECK, NJ 07666

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by Cognizant Technology Solutions Corporation in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M34420-P06898 KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

The Board of Directors recommends that you vote FOR the following proposals:

1. Election of Directors

Nominees:	For	Against	Abstain
1a. Robert W. Howe	¨	¨	¨
1b. Robert E. Weissman	¨	¨	¨

	For	Against	Abstain
2. APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K.	¨	¨	¨

	1 Year	2 Years	3 Years	Abstain
The Board of Directors recommends you vote FOR every three (3) years with respect to the following proposal:				
3. ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	¨	¨	¨	¨

The Board of Directors recommends you vote FOR the following proposals:	For	Against	Abstain
4. TO AMEND OUR RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED (THE CERTIFICATE OF INCORPORATION) TO INCREASE THE MAXIMUM NUMBER OF AUTHORIZED SHARES OF OUR CAPITAL STOCK, ALL CLASSES, FROM 515,000,000 SHARES, CONSISTING OF (I) 500,000,000 SHARES OF CLASS A COMMON STOCK, PAR VALUE $0.01 PER SHARE (CLASS A COMMON STOCK), AND (II) 15,000,000 SHARES OF PREFERRED STOCK, PAR VALUE $0.10 PER SHARE (PREFERRED STOCK), TO 1,015,000,000 SHARES, CONSISTING OF (X) 1,000,000,000 SHARES OF CLASS A COMMON STOCK, AND (Y) 15,000,000 SHARES OF PREFERRED STOCK.	¨	¨	¨
5. TO AMEND OUR CERTIFICATE OF INCORPORATION TO REDUCE CERTAIN SUPERMAJORITY VOTING THRESHOLDS FROM 80% OF THE VOTING POWER OF ALL THEN OUTSTANDING SHARES OF CAPITAL STOCK TO 66 2/3% OF THE VOTING POWER OF ALL THEN OUTSTANDING SHARES OF CAPITAL STOCK.	¨	¨	¨
6. TO AMEND OUR AMENDED AND RESTATED BY-LAWS, AS AMENDED, TO REDUCE CERTAIN SUPERMAJORITY VOTING THRESHOLDS FROM 80% OF THE VOTING POWER OF ALL THEN OUTSTANDING SHARES OF CAPITAL STOCK TO 66 2/3% OF THE VOTING POWER OF ALL THEN OUTSTANDING SHARES OF CAPITAL STOCK.	¨	¨	¨
7. TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011.	¨	¨	¨

NOTE: TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR ADJOURNMENTS THEREOF.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	Date

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

M34421-P06898

ANNUAL MEETING OF STOCKHOLDERS OF

COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

CLASS A COMMON STOCK

JUNE 2, 2011

Please date, sign and mail your proxy card in the envelope provided as soon as possible. Please detach and mail in the envelope provided.

Steven E. Schwartz, Senior Vice President, General Counsel and Secretary of the Company, and Gordon J. Coburn, Chief Financial and Operating Officer and Treasurer of the Company, be, and each or them hereby is, designated as proxy to vote at the Annual Meeting of Stockholders all proxies received by the Board upon (i) the election of directors, (ii) the proposal to approve the compensation of our named executive officers, (iii) the proposal to approve (on an advisory basis) the frequency of the advisory vote on executive compensation, (iv) the proposal to amend our Certificate of Incorporation to increase the maximum number of authorized shares of our capital stock, all classes, from 515,000,000 shares, consisting of (a) 500,000,000 shares of Class A Common Stock and (b) 15,000,000 shares of Preferred Stock to 1,015,000,000 shares, consisting of (x) 1,000,000,000 shares of Class A Common Stock, and (y) 15,000,000 shares of Preferred Stock, (v) the proposal to amend our Certificate of Incorporation to reduce certain supermajority voting thresholds, (vi) the proposal to amend our Amended and Restated By-laws, as amended, to reduce certain supermajority voting thresholds, (vii) the ratification of the appointment of our independent registered public accounting firm, and (viii) such other business as may properly come before the meeting or any adjournment or adjournments thereof.

Continued and to be signed on reverse side