



10 September 2025

BSE Limited
PJ Towers, 25th Floor,
Dalal Street,
Mumbai 400001.

National Stock Exchange of India Ltd
Exchange Plaza,
Bandra-Kurla Complex, Bandra (E),
Mumbai-400 051.

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated 8 September 2025 together with the Explanatory Statement thereto, seeking approval of the Members of Company for:

1. Appointment of Mr. Rajendra Velagapudi (DIN: 06507627) as Managing Director and Chief Executive Officer of the Company.
2. Continuation of directorship of Mr. B.V.R. Mohan Reddy (DIN: 00058215) as Non-Executive, Non-Independent Director of the Company post attaining the age of 75 years.

The Postal Ballot will be conducted by means of electronic voting (remote e-voting) in compliance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities & Exchange Board of India ("SEBI") in this regard.

In compliance with the applicable circulars, the Postal Ballot Notice is being sent to all Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited and whose email address is registered with Depositories, Company / or KFin Technology Limited ("RTA") as on the close of business hours on Friday, 5 September 2025 (cut-off date). The Postal Ballot Notice is also being uploaded on the Company's website at <https://www.cyientdlm.com/investors> and website of KFin Technology Limited ("RTA") at <https://evoting.kfintech.com>.

The Company has engaged KFin Technology Limited ("RTA") for facilitating remote e-voting to enable the Members to cast their votes electronically. The period for remote e-voting on the resolutions set out in the Postal Ballot Notice shall commence on Thursday, 11 September 2025 at 9:00 a.m. IST and end on Friday, 10 October 2025 at 5:00 p.m. IST. The results of the Postal Ballot will be announced on or before Saturday, 11 October 2025.

For **Cyient DLM Limited**

S Krithika
Company Secretary

Cyient DLM Limited

Mysore Office
Plot no.347, D1 &2, KIADB
Electronics City, Hebbal Industrial
Area, Mysore 570 016,
Karnataka, India

Registered Office
Plot No.5G, Survey No.99/1
Mamidipalli Village,
GMR Aerospace & Industrial Park,
Rajiv Gandhi International Airport
Shamshabad, Hyderabad – 500 108

www.cyientdlm.com
Company.Secretary@cyientdlm.com
T: +91 8214282222/4004500
F: +91 8214000369
CIN: L31909TG1993PLC141346



CYIENT DLM LIMITED

(CIN: L31909TG1993PLC141346)

Regd office: Plot No.5G, Survey No.99/1 ,Mamidipalli Village,GMR Aerospace & Industrial Park,
Rajiv Gandhi International Airport, Shamshabad, Hyderabad – 500 108

e-mail : company.secretary@cyientdlm.com | Ph : +91 8214282222 / +91 40 69354601

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 & 108 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and other applicable rules made thereunder, and the Circulars issued by the Ministry of Corporate Affairs, Government of India

Notice is hereby given to the Members of Cyient DLM Limited (the “Company”), pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013, (‘the Act’) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (‘the Rules’), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (‘SS-2’), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (‘MCA’) (herein after collectively referred to as “MCA Circulars”) that the resolutions as set out hereunder are proposed for approval by the Members of the Company as Ordinary and Special Resolutions, as the case may be, by means of postal ballot by voting through electronic means (‘remote e-voting’).

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons / rationale pertaining to the said resolution is annexed to this Notice of Postal Ballot for your consideration and forms a part of this Notice of Postal Ballot. An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

The Company has engaged the services of KFin Technologies Limited (hereinafter referred as “Kfin” or “Service Provider”) for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.cyientdlm.com. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	September 11, 2025
Conclusion of remote e-voting period	October 10, 2025
Cut-off date for eligibility to vote	September 05, 2025

SPECIAL BUSINESS

1. Appointment of Mr. Rajendra Velagapudi (DIN: 06507627) as Managing Director and Chief Executive Officer of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the Articles of Association of the Company and the recommendations of the Nomination & Remuneration Committee (NRC) and the Board of Directors (Board) of the Company and provisions of section 152,161, 179, 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Rules) (including any statutory modification(s) and re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Rajendra Velagapudi (DIN: 06507627) as the Managing Director (MD) and Chief Executive Officer (CEO) of the Company, for a period of two years from 01.07.2025 to 30.06.2027, liable to retire by rotation, on the terms and conditions as set out below:

- I. **Basic Salary** – INR 2,00,00,000 per annum. On the basis annual performance appraisal with an authority to the Board (based on the recommendation of the NRC) to increase the same from time to time in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time. The annual or other increments will be merit based and will take into account the Company’s performance apart from individual’s performance.
- II. **Variable Pay** – The variable pay is maximum amount of INR 1,50,00,000 per annum based on performance.
- III. **Perquisites and benefits -**

Perquisites as follows will be paid and/or provided in addition to salary. Perquisites shall be valued in terms of actual expenditure incurred by the company. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy the perquisites shall be valued as per Income Tax Rules:

- **Stock Options:**

Grant of 50,000 RSUs with an exercise price determined in terms of the Cyient DLM RSU Plan 2023 or such other ESOP Plan as may be applicable at that point in time.

All stock options grants will be reviewed and approved by the NRC and will be subject to regulatory approvals, as applicable.

- **Medical Reimbursement:** Reimbursement of medical expenses actually incurred for self and family as per the rules of the company.
- **Leave Travel Concession / allowance:** As per Company policy.
- **Provident Fund, Pension Fund & Superannuation Fund:** Company's Contribution to Provident Fund, Pension Fund & Superannuation Fund as per the rules of the company.
- **Gratuity:** Gratuity is payable as per the rules of the company.
- **Car:** Use of one fully maintained company car with chauffeur and fuel reimbursement.
- **Telephone:** Reimbursement of residential telephone bills at actuals. Use of telephone for official purpose shall not be considered as perquisite. Use of one mobile phone for official purpose

IV. **Overall Remuneration**

That the total remuneration (i.e., salary, perquisites, commission, retention compensation) in any one financial year shall not exceed the limits prescribed from time to time under sections 196, 197 and other applicable provisions of the Act read with Schedule V to the said Act, as may for the time being, be in force and any amendments thereto. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the Board on the recommendation of NRC. Further, within the overall remuneration, the individual components may be changed as desired by the Director and accepted by the NRC.

V. **Minimum Remuneration**

In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of service, the payment of salary, commission, perquisites and other allowances shall be governed by Schedule V to the Act, including any statutory modifications or re-enactment thereof, as may, for the time being, be in force.

VI. **General**

- a. Mr. Rajendra Velagapudi will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects.
- b. He will act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- c. He will adhere to the Company's policies and procedures.
- d. He will maintain confidentiality of all information or knowledge in connection with the business affairs of the Company, obtained by him during the course of his tenure as the MD & CEO of the Company or at any time thereafter.

VII. Term and Termination

The appointment shall be valid for a period of two years from the date of appointment. Either Company or Mr. Rajendra Velagapudi may terminate this appointment by providing three (3) months' written notice. If in any event, he is removed from his office as MD & CEO, he shall resign from the Board failing which he may be removed by the Board as a director.

RESOLVED FURTHER THAT the terms of appointment and remuneration given herein above be altered, varied, and modified from time to time by the Board and NRC, as it may at its discretion deem fit so as not to exceed the aforesaid limits and those specified in Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof for the time being in force or any amendments made thereto as may be agreed by the Board and the concerned Director.

RESOLVED FURTHER THAT the Board of Directors (which shall include any committee thereof) (Board), Ms. S Krithika, Company Secretary and Compliance Officer, or such other officers or employees of the Company, as the Board may think fit, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. To approve the continuation of directorship of Mr. BVR Mohan Reddy (DIN: 00058215) as a Non-Executive Non-Independent Director of the Company post attaining the age of 75 years.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) made thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the continuation of Mr. B.V.R. Mohan Reddy (DIN: 00058215), as a Non-Executive, Non-Independent Director of the Company post attaining the age of 75 years till conclusion of the next Annual General Meeting of the Company to be held in 2026."

"RESOLVED FURTHER THAT the Managing Director and / or Company Secretary of the Company be and are hereby severally authorized to file all necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For **CYIENT DLM LIMITED**

S Krithika

Company Secretary
A37001

Date : 08 September 2025
Place : Hyderabad

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') and other applicable provisions, as amended from time to time, setting out all material facts relating to the Resolution mentioned in this Notice of Postal Ballot, along with the reasons thereof and additional information as required under the Listing Regulations is attached hereto and forms part of this Notice of Postal ballot.
2. In compliance with the provisions of sections 108, 110 and other applicable provisions, if any, of the Act, and the Companies (Management and Administration) Rules, 2014, as amended, SS-2 and Regulation 44 of the Listing Regulations, as amended, Members have been provided with the facility to cast their vote electronically through the remote e-voting services provided by KFin Technologies Limited (Kfin)/RTA on the resolution set forth in the Notice of Postal Ballot.
3. In terms of the MCA Circulars, this Notice of Postal Ballot along with the instructions regarding remote e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or the Registrar and Transfer Agent or with the depository(ies) and whose names appear in the Register of Members / list of beneficial owners as on the Cut-off date i.e., Friday, 05 September 2025. Members who have not registered their email address and in consequence could not receive the Notice may get their email address registered with the RTA (Physical shareholders) / DP (For Electronic Holdings), by following the process prescribed in SEBI Master Circular No - SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 07, 2024, by submitting the requisite ISR forms. The forms can be downloaded from the link below: <https://ris.kfintech.com/clientservices/isc>
4. Members holding shares, as on the Cut-off date (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with KFin or the DPs, as aforesaid) can cast their votes electronically, in respect of the Resolution as set out in the Notice of Postal Ballot only through the remote e-Voting.
5. In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose email addresses are registered with the Company/ Depositories/Registrar and Transfer Agent ('RTA'). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice.
6. The Notice will also be available on the www.cyientdml.com, website of the Kfin (the RTA and the agency engaged for providing remote e-voting facility) at <https://evoting.kfintech.com/> and on the website of the Stock Exchanges where the equity shares of the Company are listed i.e., BSE Limited (www.bseindia.com) and National Stock Exchange Limited (www.nseindia.com).
7. After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and at least 1 (one) Telugu regional language newspaper, each with wide circulation in Hyderabad, where the registered office of the Company is situated and will also be uploaded on the website of the Company (www.cyientdml.com).
8. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date i.e., **Friday, 05 September 2025**. Members whose names appear in the Register of Members/ List of Beneficial Owners as on the Cut-off date shall only be considered eligible for the purpose of remote e-Voting and those Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-Voting process. Any

person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.

9. Members who wish to inspect the documents referred to in the notice or explanatory statement or any query in relation to the Resolutions proposed, may send an e-mail to company.secretary@cyientdlm.com from their registered email address mentioning their name, folio number/DP Id & Client Id until the last date of remote e-voting period of this postal ballot i.e. 10 October 2025, and the aforesaid documents will also be available for inspection at www.cyientdlm.com.
10. The remote e-voting period will commence from Thursday, 11 September 2025 (9.00 a.m. IST) and will end on Friday, 10 October 2025 (5.00 p.m. IST). During this period, Members of the Company, as on Friday, 05 September 2025, may cast their vote electronically. The remote e-voting module shall be disabled by Kfin for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
11. A Member need not use all his / her / its votes, nor does he / she / it need to cast all his / her / its votes in the same manner.
12. Resolution passed by the Members through Postal Ballot shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. Friday, 10 October 2025, subject to receipt of the requisite number of votes in favour of the resolution. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the Members.
13. Pursuant to Rule 22(5) of Companies (Management & Administration) Rules, 2014, the Board of Directors of the Company has appointed Mr. Manish Kumar Singhania, Practising Company Secretary Membership No. ACS 22056 (CP No. 8068) as the scrutinizer ("Scrutinizer") for conducting the postal ballot (remote e-voting process) in a fair and transparent manner and required consent for such appointment has been received.
14. The Scrutinizer will submit the report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the remote e-voting, and the result of the remote e-voting by Postal Ballot will be announced within 48 hours from the conclusion of remote e-voting and will also be displayed at the Registered Office of the Company after communication to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and National Stock Exchange Limited (www.nseindia.com), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations and additionally be uploaded on the Company's website www.cyientdlm.com and on the website of Kfin at <https://evoting.kfintech.com>. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
15. Any query in relation to the resolution proposed to be passed by this Postal Ballot may be addressed to email: company.secretary@cyientdlm.com and at mohsin.mohd@kfintech.com / einward.ris@kfintech.com for any query / grievance with respect to E-voting.
16. Instructions for Voting through electronic means: Access to NSDL remote e-voting system
Pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login method
Login method for Individual shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility.</p> <ol style="list-style-type: none"> Open web browser by typing the URL: https://eservices. nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see remote e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on options available against Company name or e-voting service provider – Kfintech and you will be re- directed to e-voting service provider website for casting your vote during the remote e-voting period. <p>B. Users not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> Visit the e-voting website of NSDL. Open web browser by typing the URL: https://www.evoting. nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the “Login” icon, available under the “Shareholder/Member” section. A new screen will open. Enter your User ID (i. e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against Company name or e-voting service provider – Kfintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Type of shareholders	Login method
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Existing users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> URL to login to Easi/Easiest: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on login icon and select New System Myeasi Members can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. After successful login on Easi/Easiest, the user will also be able to see the e-voting menu. The menu will have links of ESPs. Click on KFintech to cast your vote. <p>B. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi/ Easiest is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration and proceed with completing the required fields.</p> <p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> The user can directly access e-voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile no. and e-mail id as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of ESP i.e. KFintech

Type of shareholders	Login method
Individual Shareholders (holding securities in demat mode) logging in through their depository participants	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against the Company name or e-voting service provider-KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Members facing any technical issue –NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in logging in can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request At helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

1. Login method for remote e-voting for Members other than individuals holding securities in demat mode and members holding securities in physical mode:

- i. Initial password will be provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e., User ID and Password mentioned in your e-mail. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin for remote e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the correct details, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. Upon successful login, the system will prompt you to select the EVENT i.e., Cyient DLM Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date viz., Friday, 05 September 2025 will appear.
- ix. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click "FOR"/"AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR" and/or "AGAINST" taken together should not exceed your total shareholding as on the Cut-off date. You may also choose the option "ABSTAIN", in which case, the shares held will not be counted under either head.
- x. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- xi. Cast your votes by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xii. Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at manishcs31@gmail.com and may also upload the same in the remote e-voting module in their login. The scanned image of the above documents should be in the naming format "Cyient DLM Limited".
- xiii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the "download" section of <https://evoting.kfintech.com> or call KFin on toll free No. 1800 309 4001.

In case of a Member who hold shares and who had not registered their email ID, as on the cut-off date viz., Friday, 05 September 2025, may participate in the e-voting by registering their email ID by following instructions mentioned above. Post registration, such Member may request for User ID and password for remote e-voting by sending an email to einward.ris@kfintech.com / evoting@kfintech.com through his/ her registered email ID to obtain the same.

Members may also reach out to Mohd. Mohsin Uddin - Senior Manager, Kfin at mohsin.mohd@kfintech.com / einward.ris@kfintech.com or S Krithika , Company Secretary at company.secretary@cyientdml.com

By Order of the Board
For **Cyient DLM Limited**

S Krithika

Company Secretary
ACS No. 37001

Date: 08 September 2025
Place: Hyderabad

Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013:

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 (“Act”) read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the SS-2, as amended, the following Explanatory Statement setting out all material facts relating to the businesses mentioned set out of the accompanying Notice dated 22 July 2025 should be taken as forming part of this Notice.

Item No. 1:

The Board of Directors of the Company (“Board”) at its meeting held on Tuesday, 01 July 2025, on the recommendation of Nomination & Remuneration Committee (“NRC”), approved the appointment of Mr. Rajendra Velagapudi as Managing Director and Chief Executive Officer (CEO) subject to approval of the members, w.e.f. 01 July 2025, for a period of 2 years, liable to retire by rotation, on the remuneration and terms and conditions, as specified in the resolution provided in the Notice of Postal Ballot.

Pursuant to the applicable provisions of the Act read with Listing Regulations, such appointment and payment of remuneration as approved by the Board is subject to the approval by a resolution at the general meeting of the Company or within a period of three months from the date of appointment, whichever is earlier. The approval of the members is sought for his appointment and payment of remuneration.

In addition to holding office of the Managing Director of the Company, he will also hold office of the Chief Executive Officer of the Company.

Parameters for the remuneration sought to be paid:

It is hereby informed to the shareholders that, following recent structural changes in the Company’s leadership, Mr. Rajendra Velagapudi has assumed the combined responsibilities of Managing Director and Chief Executive Officer. The Board of Directors, recognizing the increased scope and complexity of duties associated with these positions, has undertaken a comprehensive review of the remuneration structure applicable to such roles.

Accordingly, in view of Mr. Rajendra’s expanded responsibilities and in the interest of aligning executive compensation with industry standards and Company objectives, the Board recommends a revision of his remuneration. The proposed remuneration structure aims to adequately reflect the additional functions, strategic leadership, and accountability entrusted to Mr. Rajendra, thereby ensuring continued excellence in the stewardship of the Company.

Variable Pay and Perquisites

- Achievement against earnings growth, profitability and EPS targets for each year.
- The threshold for the growth targets will include the following parameters - YoY growth (revenue), Order Book, Margins, Customer satisfaction and Associate satisfaction.

Information pursuant to Regulations 26 and 36 of the Listing Regulations and SS-2, in respect of Director seeking appointment / re-appointment.

Name	Rajendra Velagapudi
DIN	06507627
Date of Birth	02 June 1963
Age	62 Years
A brief resume of the director	As mentioned under point B
Expertise in specific functional area	As mentioned under point B
Date of first appointment on the Board of the Company	25 April 2017
Disclosure of relationships between directors inter-se	Not related to any Director / Key Managerial Personnel
Names of listed entities in which the Director also holds the directorship	Nil
Names of listed entities in which the Director holds membership of Committees of the board	Nil
Listed entities from which the person has resigned in the past three years	Nil
Shareholding of the Director	2864 equity shares of 10 each
Terms and Conditions of Appointment	Appointment as Managing Director and Chief Executive Officer, liable to retire by rotation, on the terms and conditions as specified in the resolution proposed in this Notice.
Remuneration sought to be paid	As per the resolution provided above
Remuneration last drawn	Nil. Please refer explanatory statement
The number of meetings of the Board attended during the year	03/03
Directorships, Membership/ Chairmanship of Committees of other Boards (other than listed Companies)	Nil
Skills and capabilities required for the role and the manner in which the independent director meets such requirements	Not Applicable

Mr. Rajendra Velagapudi is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Point B

Brief Profile of Director seeking appointment in pursuance of SEBI (LODR) Regulations, 2015

Rajendra has 38 years of rich engineering and manufacturing experience. He started his career at Simpson & Co., Bajaj Tempo, and Bharat Earth Movers Limited before joining Cyient in 1999. He is currently the MD & CEO of Cyient DLM, where he is responsible for the profitable growth of electronics and mechanical manufacturing units globally.

He has been associated with DLM from 2017 and has been instrumental in the growth of DLM.

Prior to joining DLM, Rajendra has helped build a world-class engineering solutions team at Cyient Limited (Parent Company) and nurtured partnerships with customers. In his earlier roles as President & Chief Business Officer and Operations Head of Engineering Services, he was responsible for empowering associates to collaborate, innovate, improve efficiencies, and create value for stakeholders by maximizing competitiveness. He has championed several quality and benchmarking initiatives to improve sales performance and delivery.

Rajendra holds a bachelor's degree in mechanical engineering and two master's degrees in engineering and design from the Madras Institute of Technology, Chennai, and Cranfield University, UK.

Rajendra is the member of Governing/Advisory Body of:

- VR Siddhartha Engineering College, Vijayawada
- Dhanekula Institute of Engineering & Technology, Vijayawada
- SR University, Warangal

The Board of Directors recommends the **Ordinary Resolution** as set out at Item No.1 of the Notice for approval of Members.

None of the Directors/Key Managerial Personnel (KMP) of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Rajendra Velagapudi. The Board recommends his appointment and payment of remuneration for approval of the Members of the Company.

Item No. 2:

In accordance with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the members by way of a special resolution is required for the continuation of directorship of any Non-Executive Director who has attained the age of 75 years.

Mr. B.V.R. Mohan Reddy, Non-Executive, Non-Independent Director of the Company, will be attaining the age of 75 years on 12 October 2025. Mr. B.V.R. Mohan Reddy was appointed as director, who is liable to retire by rotation, at the 31st Annual General Meeting held on 28 June 2024 and the approval is sought for continuation as a Non-Executive, Non-Independent Director of the Company till conclusion of the next Annual General Meeting of the Company to be held in 2026. The Nomination and Remuneration Committee as well as the Board of Directors have recommended the continuation of his directorship, considering his immense experience, vision, and continuing valuable contributions to the Company's growth and governance.

Mr. B.V.R. Mohan Reddy is not disqualified for continuing as a Director in terms of Section 164 of the Companies Act, 2013 and he has given his consent to continue as Non-Executive Non-Independent Director post attaining the age of 75 years.

In Compliance with the provisions of Regulation 17(1A) of SEBI LODR, the resolution for the approval for continuation of Mr. B.V.R. Mohan Reddy as Non-Executive Non-Independent Director post attaining the age of 75 years is being placed before the members for their approval.

Justification for Continuation of Mr. B.V.R. Mohan Reddy

Established Cyient (formerly Infotech Enterprises) in 1991, firmly placing India on the global map for engineering, research, and development (ER&D) services. As the Founder of Cyient, he has over three decades of experience in building the company from scratch into a global engineering services leader. His continued presence provides strategic continuity and vision for Cyient DLM.

Mr. Reddy brings unparalleled expertise in technology, engineering services, and manufacturing. At a time when Cyient DLM is scaling in electronics manufacturing and digital transformation, his insights remain highly relevant. He plays a critical role in mentoring the next generation of leaders, ensuring smooth succession planning. His presence reinforces strong corporate governance, having been a key figure in setting Cyient's values and ethics.

Mr. Reddy is the Founding Director of T-Hub, India's largest startup incubation center, and has taken up several leadership positions to promote higher education. He serves as Chairman of the Board of Governors of IIT-Hyderabad and IIT-Roorkee, and as a member of various educational and industry bodies globally.

Recipient of numerous awards, including:

- The Padma Shri (2017), India's fourth-highest civilian award, for his contribution to trade and industry.
- The Distinguished Leadership Award from the American Society of Mechanical Engineers (ASME).
- Lifetime Achievement Awards from The Institute of Company Secretaries of India, Dataquest, Golden Peacock (Institute of Directors, London, 2024), HYSEA, Outlook Business, Hyderabad Management Association and other industry bodies.

Mr. Reddy has Served as Chairman of NASSCOM (2015-16), Chairman of CII – Southern Region and CII Education Council, and contributed actively to promoting technical education and mentoring young entrepreneurs.

Mr. Reddy's vision, industry stewardship, commitment to innovation and governance have made Cyient a globally respected organization and have greatly benefitted stakeholders, clients, employees, and society at large.

Accordingly, the Board recommends passing of the proposed special resolution by the shareholders for continuation of directorship of Mr. B.V.R. Mohan Reddy as a Non-Executive Director of the Company till conclusion of the next Annual General Meeting to be held in 2026, notwithstanding that he will have attained the age of 75 years.

Except Mr. B.V.R Mohan Reddy (self), Mr. Krishna Bodanapu (son), to the extent of their shareholding, if any in the Company, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.