



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 / 4004500

NOTICE OF POSTAL BALLOT

***(Pursuant to Section 110 of the Companies act 2013 read with rule 22 of the Companies
(Management and Administration) Rules, 2014 and the MCA circulars as defined below)***

NOTICE is hereby given to the shareholders of Cyient DLM Limited (the “company”) pursuant to section 110 and all the other applicable provisions of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) read with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022 and 11/2022 dated 28th December 2022, 19th September 2024 issued by the Ministry of Corporate Affairs (including any statutory modifications, amendments or re-enactments thereto) and pursuant to any other applicable laws and regulations, the Board of Directors of the Company has recommended the enclosed business to be transacted through postal ballot.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to this notice to receive this Postal Ballot Notice.

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.

Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by KFin Technologies Limited.

The remote e-voting period commences from **09:00 AM IST on Sunday, 17 November 2024 and ends at 05:00 PM IST on Monday, 16 December 2024**. Once the vote is cast on the resolution, the shareholder will not be allowed to change it subsequently or cast the vote again. The instructions for e-voting are provided as a part of this Postal Ballot Notice.

The Board has appointed Mr. Manish Kumar Singhania, Practicing Company Secretary Membership No. ACS 22056 (CP No. 8068) as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company (the Chairman) or any other Director authorized by the Chairman, and the results of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The results declared along with the Scrutinizer’s Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company’s website at www.cyientdlm.com and on the website of KFin Technologies Limited at www.kfintech.com.

1. APPROVAL FOR GRANT OF STOCK OPTIONS UNDER CYIENT DLM ASSOCIATE STOCK OPTION PLAN 2023 TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) OF THE COMPANY:

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (the “SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and any other circular(s)/ notification(s)/ guidance issued thereunder by the Securities and Exchange Board of India, and in accordance with the provisions of articles of association of the Company and on the basis the recommendations of Nomination and Remuneration Committee and the approval of Board of Directors in their meeting held on 21 July 2023 and the subsequent approvals received on 11 November 2024 and 12 November 2024, the consent of the members of the Company be and is hereby accorded to introduce and implement the Cyient DLM Associate Stock Option Plan 2023 (“ASOP 2023”), the salient features of which are furnished in the explanatory statement annexed hereto, authorising the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution read with Regulation 5 of SEBI SBEB & SE Regulations) to issue and grant of employee stock options not exceeding **4,22,469 (Four Lakhs twenty two thousand four hundred and sixty nine) stock options (“Options”) (within the previously approved limits of 10,56,173 options)**, in one or more tranches, from time to time, to such employees as defined under the SEBI SBEB & SE Regulations of the Subsidiary Company(ies) (both present and future), subject to their eligibility as may be determined under ASOP 2023, which upon exercise shall result in issue of fully paid-up equity shares (“Equity Shares”) of face value of Rs.10/- (Indian Rupees Ten only) each, where one Option upon exercise shall convert in to one Equity Share subject to payment/ recovery of requisite exercise price and applicable taxes, on such terms and conditions and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ASOP 2023.

“RESOLVED FURTHER THAT the Equity Shares as specified hereinabove shall be issued and allotted to the Option grantees upon exercise of Options in accordance with the terms of the grant and provisions of the ASOP 2023 and such Equity Shares shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Equity Shares reserved under the ASOP 2023 shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEB & SE Regulations and such adjusted number of Equity Shares shall be deemed to be the ceiling as originally approved.”

“RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and to the extent allowed exercise price payable by the Option grantees under the ASOP 2023 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of 10/-

(Indian Rupees ten only) each bears to the revised face value of the Equity Shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said Option grantees.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the Equity Shares allotted under the ASOP 2023 on the National Stock Exchange of India Limited and BSE Limited in due compliance with SEBI SBEB & SE Regulations and other applicable laws.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid.”

2. **APPROVAL FOR GRANT OF STOCK UNITS UNDER CYIENT DLM RESTRICTED STOCK UNITS PLAN 2023 TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) OF THE COMPANY:**

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (the “SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and any other circular(s)/ notification(s)/ guidance issued thereunder by the Securities and Exchange Board of India, and in accordance with the provisions of articles of association of the Company and on the basis the recommendations of Nomination and Remuneration Committee and the approval of Board of Directors in their meeting held on 21 July 2023 and the subsequent approvals received on 11 November 2024 and 12 November 2024, the consent of the members of the Company be and is hereby accorded to introduce and implement the Cyient DLM Restricted Stock Unit Plan 2023 (“RSU 2023”), the salient features of which are furnished in the explanatory statement annexed hereto, authorising the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee including the Leadership, Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution read with Regulation 5 of SEBI SBEB & SE Regulations) to create, issue and grant of employee stock units not exceeding **6,33,704 (Six Lakhs thirty three thousand seven hundred and four) stock Units (“Units”) (within the previously approved limits of 15,84, 260 units)**, in one or more tranches, from time to time, to such employees as defined under the SEBI SBEB & SE Regulations, of the Subsidiary Company(ies) (both present and future), subject to their eligibility as may be determined under RSU 2023, which upon exercise shall result in issue of fully paid-up equity shares (“Equity Shares”) of face value of Rs. 10/- (Indian Rupees ten only) each, where one Option upon exercise shall convert in to one Equity Share subject to payment/ recovery of requisite exercise price and applicable taxes, on such terms and conditions and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of RSU 2023.

“RESOLVED FURTHER THAT the Equity Shares as specified herein above shall be issued and allotted to the Unit grantees upon exercise of Units in accordance with the terms of the grant and provisions of the RSU 2023 and such Equity Shares shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Equity Shares reserved under the RSU 2023 shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEB & SE Regulations and such adjusted number of Equity Shares shall be deemed to be the ceiling as originally approved.”

“RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and to the extent allowed exercise price payable by the Option grantees under the RSU 2023 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of 10/- (Indian Rupees ten only) each bears to the revised face value of the Equity Shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said Option grantees.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the Equity Shares allotted under the RSU 2023 on the National Stock Exchange of India Limited and BSE Limited in due compliance with SEBI SBEB & SE Regulations and other applicable laws.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid.”

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

S Krithika

Company Secretary

ACS No. 37001

Place: Hyderabad

Date: 12 November 2024

NOTES

1. Statement pertaining to the resolutions setting out the material facts, as required under Section 102 of the Act, Secretarial Standard on General Meetings (“SS-2”), Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the “SEBI ESOP Regulations”) is annexed to this Notice.
2. In terms of the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by email to all those Members, whose email addresses are registered with the Company or the RTA or with the depository(ies)/depository participants and whose names appear in the register of Members/list of beneficial owners as on the Cut-off date i.e., Friday, 08 November 2024. The Notice is available on the website of the Company at www.cyientdmlm.com, website of E-voting service provider i.e., KFin Technologies Limited (“KFin” or “Kfintech”) at <https://evoting.kfintech.com> and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com). All the Members of the Company, as on the Cut-off date, shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a Member on the Cut-off date shall treat this Notice for information purpose only. In this Notice, the term Member(s) or shareholder(s) are used interchangeably.

As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.
3. The Company hereby requests all its Members to register their email address, if not yet registered, by following the instructions mentioned under Note no. 11 to enable the Company to provide all communications through email.
4. In accordance with the MCA Circulars, the relevant documents referred to in this Postal Ballot Notice will be made accessible for inspection through electronic mode. The documents will remain available from the date of dispatch of this Notice up to the last day of voting on the website of the Company at website of the company at www.cyientdmlm.com/investors
5. The Board of Directors, on 12 November, 2024 have approved the appointment of Mr. Manish Kumar Singhania, Practicing Company Secretary ACS 22056 (CP No. 8068) as the ‘Scrutiniser’ to scrutinise the Postal Ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
6. The e-voting shall commence on Sunday, 17 November 2024 at 9.00 A.M. (IST) and end on Monday, 16 December 2024 at 5.00 P.M. (IST). The e-voting module shall be disabled by KFin for voting thereafter and voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares as on the Cut-off date, i.e., Friday 08 November 2024, may cast their vote by electronic means in the manner given in Note no. 9. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
7. SEBI has mandated that any service request from Members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. Members are requested to submit the requisite forms duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the Form, to register or update:
 - a. PAN, KYC details and nomination
 - b. E-mail address to receive all communications through electronic means.

The said forms are available on the website of the Company at www.cyientdmlm.com and on the website of KFin at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

Members have an option to submit the said forms in-person at any of the branches of KFin, details of which are available at <https://www.kfintech.com/contact-us/> or submit e-signed form online along with requisite documents by accessing the link <https://kprism.kfintech.com/> and registering with PAN if visiting for the first time.

Members holding shares in dematerialised mode, who have not registered/updated their aforesaid details are requested to register/update the same with the respective depository participants (“DPs”).


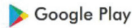


8. The Scrutiniser shall, after conclusion of the voting period, submit his report, within prescribed timelines, to the Chairman or any person so authorised by him, who shall countersign the same and declare the results thereof. Results of the voting will be declared by placing the same along with the Scrutiniser’s report on the Company’s website at www.cyientdlm.com and on the website of KFin at <https://evoting.kfintech.com/> and shall also be communicated to the stock exchanges within two working days from last date of voting, i.e., on or before Wednesday, 18 December 2024 at or about 5:00 pm and the outcome will be made available at the registered office of the Company. Subject to receipt of requisite number of votes, the resolution(s) mentioned in the Notice shall be deemed to be passed on Monday, 16 December 2024 i.e., last day of the e-voting period.
9. The details of the process and manner for remote e-voting are explained herein below:

I. Login method for remote e-voting for individual shareholders holding securities in demat mode:

Pursuant to SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023 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/registered Depository Participants (“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 facilitating not only seamless authentication but also ease and convenience of participating in e-voting process.

Login method for individual shareholders holding securities in demat mode is given below:

Type of Shareholder	Login Method
Individual shareholders holding securities in demat mode with NSDL	<p>A. User already registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser and type the following 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. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 3. 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 e-voting period. <p>B. User 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>

Type of Shareholder	Login Method
	<p>C. By visiting the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser and type the following 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. 2. 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. 3. 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 e-voting period. <p>D. NSDL Speede</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: right;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual shareholders holding securities in demat mode with CDSL	<p>A. Existing user who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. Open web browser and type: https://www.cdslindia.com/ and click on login icon and select New System Myeasi 2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. 3. 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. User not opted for Easi/Easiest:</p> <p>Option to register for Easi/Easiest is available at https://www.cdslindia.com/, 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 CDSL:</p> <ol style="list-style-type: none"> 1. The user can directly access e-voting page by providing Demat Account Number and PAN from a link in www.cdslindia.com The system will authenticate the user by sending OTP on registered Mobile and e-mail ID as recorded in the demat Account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech.

Type of Shareholder	Login Method
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> 1. Shareholders 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. 2. Once you click on e-voting option, you will be redirected to NSDL/ CDSL website after successful authentication, wherein you can see e-voting feature. 3. Click on option 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.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID or Forget Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode who need assistance 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 login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: (022) - 4886 7000 and (022) - 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact on 1800 22 55 33

II. Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders 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 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., Bajaj Housing Finance 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 Friday, 08 November 2024 will appear.

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.

- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. 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.
- xi. 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 Scrutiniser through email at manishcs31@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format “CDLM_EVENT No.”
- xii. 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 i.e. Friday, 8 November 2024, may participate in the e-voting by registering their email ID by following instructions mentioned in the note. Post registration, such Member may request for User ID and password for e-voting by sending an email to einward.ris@kfintech.com / evoting@kfintech.com through his/her registered email ID to obtain the same.

10. 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@cyientdlm.com.
11. Procedure for registering the e-mail address and obtaining the Notice and Remote e-Voting instructions by the Shareholders whose e-mail addresses are not registered with the Depositories (in case of Shareholders holding shares in Demat form) or with RTA (in case of Shareholders holding shares in physical form):
 - I. Those Members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:
 - a. Members holding shares in Demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b. Further, those members who have not registered their e-mail addresses and mobile numbers and in consequence could not be served the Notice, may temporarily get themselves registered with KFin, by clicking the link: <https://ris.kfintech.com/clientervices/mobilereg/mobileemailreg.aspx>
 - c. Members are requested to support our commitment to environmental protection by choosing to receive the Company’s communication through e-mail going forward.
 - II. With a view to help us serve better, Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company/RTA to consolidate their holdings in one folio.
 - III. Members who have registered their e-mail address, mobile numbers, postal address, and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFin, in case the shares are held in physical form.

EXPLANATORY STATEMENT FOR THE RESOLUTIONS PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

Item No. 1: APPROVAL FOR GRANT OF OPTIONS UNDER CYIENT DLM ASSOCIATE STOCK OPTION PLAN 2023 TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES)

The Company believes that Equity based compensation schemes are an effective tool to reward the associates working with the Company and its Subsidiary Company(ies) (present and future, if any). The Company had obtained shareholder’s approval for grant of options under Cyient DLM ASOP 2023 on 09 September 2023 to the employees of the Company. The Company intends to extend the scheme to its subsidiary Company(ies) (present and future, if any) without any change to the originally approved scheme or any increase to the size of the pool.

Cyient DLM Ltd being a multinational company, hires senior leadership in the Subsidiary Company(ies) who serve the group but are hired in the geographies in which they work from. The intent of the ASOP scheme is to reward associates across the globe who contribute to the company.

There are no changes to the structure and size of the Cyient DLM ASOP Scheme 2023 approved by the shareholders on 09 September 2023.

Out of the total approved limits of 10,56,173 options, a maximum of 4,22,469 options (40% of the total pool) is proposed to be allocated to the employees of the Subsidiary Company(ies) (present and future).

As per provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), the Company seeks your approval for:

Grant of Options to the eligible employees (Applicable for both present and future employees) of the subsidiary Company(ies) (both present and future) of the company; and accordingly, the Nomination and Remuneration Committee and the Board of Directors the Company (“Board”) approved on 11 November 2024 and 12 November 2024 respectively the extension of Cyient DLM ASOP 2023 to subsidiary companies (both present and future) of the company, subject to the members approval.

All the disclosures forming part of the notice of postal ballot dated 21 July 2024, as required under SEBI (SBEB & SE) Regulations will continue to be applicable. However, the Specific disclosures as required under the SEBI (SBEB & SE) Regulations are provided below:

S.No	Particulars	Description
a)	Brief description of the ASOP 2023	In order to attract and retain qualified, talented and competent personnel in the Company, your company has instituted ASOP 2023 in accordance with the SEBI SBEB & SE Regulations and reserved an appropriate number of shares thereunder to allot equity shares against the stock options to be granted to the associates in India and abroad.
b)	The total number of options to be offered and granted under ASOP 2023	10,56,173 options for the employees of the company in India and abroad
c)	Identification of classes of employees entitled to participate and be beneficiaries in ASOP 2023	All employees as defined under the said regulations shall be entitled to participate in the ASOP 2023.

S.No	Particulars	Description								
d)	Requirements of vesting and period of vesting under ASOP Vesting of options will be as per the schedule	<table border="1" data-bbox="516 310 1010 470"> <thead> <tr> <th data-bbox="516 310 717 352">Period</th> <th data-bbox="717 310 1010 352">% options vested</th> </tr> </thead> <tbody> <tr> <td data-bbox="516 352 717 394">12 months</td> <td data-bbox="717 352 1010 394">30</td> </tr> <tr> <td data-bbox="516 394 717 436">24 months</td> <td data-bbox="717 394 1010 436">30</td> </tr> <tr> <td data-bbox="516 436 717 470">36 months</td> <td data-bbox="717 436 1010 470">40</td> </tr> </tbody> </table> <p data-bbox="516 495 1468 709">The options may vest subject to the terms and conditions as may be stipulated by the Committee, which may include satisfactory performance of the Employee/Directors and their continued employment with the company, as the case may be, unless such employment is discontinued on account of death, permanent/total disability or on retirement. In case of unvested options at the time of exit of an employee, such unvested options will be added back to the ASOP 2023 pool and be available for future grants</p>	Period	% options vested	12 months	30	24 months	30	36 months	40
Period	% options vested									
12 months	30									
24 months	30									
36 months	40									
e)	Maximum period within which the options shall be vested	The maximum period within which the options shall be vested is 84 months from the date of grant.								
f)	Exercise price or pricing formula	The exercise price per option shall be the latest available closing price of an equity share of the Company on the stock exchange on which the equity shares are listed, on the date immediately prior to the date of the meeting of the Committee at which the options are granted. As the equity shares of the Company are listed on more than one stock exchange, the latest available closing price on the stock exchange with higher trading volume on the said date shall be considered								
g)	Exercise period/ and process of exercise	There shall be a minimum gap of one year between the date of grant of options and the date of vesting of options. Options can be exercised by making an application for issue of shares against the options vested within a maximum period of 7 years from the date of grant. Payment of exercise price has to be by normal banking channels. The detailed process for exercise will be provided to eligible employees								
h)	The appraisal process for determining the eligibility of employees for the ASOP 2023	The options to be granted to eligible associates shall be determined by the committee based on an appraisal process consisting, inter alia, of the employee's Grade, Performance, Impact of the role, tenure and potential of the person								
i)	Maximum number of options to be offered and issued per employee and in aggregate, if any under ASOP 2023	Maximum grants in aggregate in any year to an individual is capped at 500,000 options.								
j)	Maximum quantum of benefits to be provided per employee	Maximum grants in aggregate in any year to an individual is capped at 500,000 options								
k)	Implementation or administration of the ASOP 2023	The ASOP 2023 will be implemented and administered directly by the company.								
l)	Source of issue of shares under the ASOP 2023	The shares to be issued on exercise of options under ASOP 2023 involves issue of new shares by the company								

S.No	Particulars	Description
m)	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.:	No loan will be provided for implementation of the ASOP 2023.
n)	Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the ASOP 2023	Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the ASOP 2023
o)	Accounting Disclosures	The company shall conform to the accounting policies specified in regulation 15 of SEBI SBEB & SE Regulations
p)	the method used to value the options under ASOP 2023	The company adopts the Fair Value method for valuing the stock options.
q)	Declaration	Not Applicable as the company adopts the Fair Value method for valuing the stock options.
r)	Period of Lock - in	There shall be no lock-in period after vesting of options.
s)	Terms & conditions for buyback, in any, of specified securities covered under ASOP 2023	Buybacks if any will be exercised, subject to necessary approvals.

ASOP 2023 is available for inspection at the Company's Registered Office during official hours on all working days (excluding Saturdays, Sundays and Public Holidays) till the date of passing of this resolution.

None of the Directors, Key Managerial Personnel of the Company including their relatives is concerned or interested in the resolutions, except to the extent of their entitlements determined lawfully, if any, under ASOP 2023.

Item No. 2: APPROVAL FOR GRANT OF OPTIONS UNDER CYIENT DLM RESTRICTED STOCK PLAN 2023 TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) OF THE COMPANY

The Company believes that Equity based compensation schemes are an effective tool to reward the associates working with the Company and its Subsidiary Company(ies) (present and future, if any). The Company had obtained shareholder's approval for grant of units under Cyient DLM RSU 2023 on 09 September 2023 to the employees of the Company. The Company intends to extend the scheme to its subsidiary Company(ies) (present and future, if any) without any change to the originally approved scheme or any increase to the size of the pool.

Cyient DLM Ltd being a multinational company, hires senior leadership in the Subsidiary Company(ies) who serve the group but are hired in the geographies in which they work from. The intent of the ASOP scheme is to reward associates across the globe who contribute to the company.

There are no changes to the structure and size of the Cyient DLM RSU Scheme 2023 approved by the shareholders on 09 September 2023.

Out of the total approved limits of 15,84,260 units, a maximum of 6,33,704 units (40% of the total pool) is proposed to be allocated to the employees of the Subsidiary Company(ies) (present and future).

As per provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), the Company seeks your approval for:

Grant of units to the eligible employees (Applicable for both present and future employees) of the subsidiary companies (both present and future) of the company; and accordingly, the Nomination and Remuneration Committee and the Board of Directors the Company (“Board”) approved on 11 November 2024 and 12 November 2024 respectively the extension of Cyient DLM RSU 2023 to Subsidiary companies (both present and future) of the company, subject to the members approval.

All the disclosures forming part of the notice of postal ballot dated 21 July 2024, as required under SEBI (SBEB & SE) Regulations will continue to be applicable. However, the Specific disclosures as required under the SEBI (SBEB & SE) Regulations are provided below:

S.No.	Particulars	Description								
a)	Brief description of the RSU 2023	In order to attract and retain qualified, talented and competent personnel at the management level in the Company, your company has instituted RSU 2023 in accordance with the SEBI SBEB & SE Regulations and reserved an appropriate number of shares thereunder to allot equity shares against the stock Units to be granted to the associates in India and abroad.								
b)	The total number of Units to be offered and granted under RSU 2023	15,84,260 units for the employees of the company in India and abroad.								
c)	Identification of classes of employees entitled to participate and be beneficiaries in RSU 2023	All employees as defined under the said regulations shall be entitled to participate in the RSU 2023.								
d)	Requirements of vesting and period of vesting under ASOP	<p>Vesting of units will be as per the schedule given below:</p> <table border="1" data-bbox="613 1234 1107 1394"> <thead> <tr> <th>Period</th> <th>% units vested</th> </tr> </thead> <tbody> <tr> <td>12 months</td> <td>30</td> </tr> <tr> <td>24 months</td> <td>30</td> </tr> <tr> <td>36 months</td> <td>40</td> </tr> </tbody> </table> <p>The units may vest subject to the terms and conditions as may be stipulated by the Committee, which may include satisfactory performance of the Employee/Directors and their continued employment with the company, as the case may be, unless such employment is discontinued on account of death, permanent/total disability or on retirement. In case of unvested units at the time of exit of an employee, such unvested units will be added back to the RSU 2023 pool and be available for future grants</p>	Period	% units vested	12 months	30	24 months	30	36 months	40
Period	% units vested									
12 months	30									
24 months	30									
36 months	40									
e)	Maximum period within which the units shall be vested	The maximum period within which the units shall be vested is 84 months from the date of grant.								
f)	Exercise price or pricing formula	The Exercise Price shall be the face value of the equity share.								

S.No.	Particulars	Description
g)	Exercise period/ and process of exercise	There shall be a minimum gap of one year between the date of grant of units and the date of vesting of units. Units can be exercised by making an application for issue of shares against the units vested within a maximum period of 7 years from the date of grant. Payment of exercise price has to be by normal banking channels. The detailed process for exercise will be provided to eligible employees.
h)	The appraisal process for determining the eligibility of employees for the RSU 2023	The units to be granted to eligible associates shall be determined by the committee based on an appraisal process consisting, inter alia, of the employee's Grade, Performance, Impact of the role, tenure and potential of the person
i)	Maximum number of units to be offered and issued per employee and in aggregate, if any under RSU 2023	Maximum grants in aggregate in any year to an individual is capped at 500,000 units.
j)	Maximum quantum of benefits to be provided per employee	Maximum grants in aggregate in any year to an individual is capped at 500,000 units.
k)	Implementation or administration of the RSU 2023	The RSU 2023 will be implemented and administered directly by the company.
l)	Source of issue of shares under the RSU 2023	The shares to be issued on exercise of units under RSU 2023 involves issue of new shares by the company
m)	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	No loan will be provided for implementation of the RSU 2023
n)	Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the RSU 2023	There is no secondary acquisition contemplated under the RSU 2023.
o)	Accounting Disclosures	The company shall conform to the accounting policies specified in regulation 15 of SEBI SBEB & SE Regulations
p)	the method used to value the units under RSU 2023	The company adopts the Fair Value method for valuing the stock units.
q)	Declaration	Not Applicable as the company adopts the Fair Value method for valuing the stock units
r)	Period of Lock - in	here shall be no lock-in period after vesting of units.
s)	Terms & conditions for buyback, in any, of specified securities covered under RSU 2023	Buybacks if any will be exercised, subject to necessary approvals.

RSU 2023 is available for inspection at the Company's Registered Office during official hours on all working days (excluding Saturdays, Sundays and Public Holidays) till the date of passing of this resolution.

None of the Directors, Key Managerial Personnel of the Company including their relatives are concerned or interested in the resolutions, except to the extent of their entitlements determined lawfully, if any, under RSU 2023.