



10 August 2023

BSE Limited
PJ Towers, 25th Floor,
Dalal Street,
Mumbai 400001.
Scrip Code: 543933

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

Sub: Postal Ballot Notice

Ref: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Further to the outcome of meeting of the Board of Directors of the Company dated 21 July 2023, please find enclosed copy of the postal ballot notice dated 21 July 2023 ("Postal Ballot Notice") to seek approval of the shareholders.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), this Notice is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company as maintained by the Depositories as on Friday, August 04, 2023 ("Cut-off date"), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of KFin Technologies Limited (KFIN) for the purpose of providing e-voting facility to all its shareholders. The remote e-voting will commence from Friday, 11 August 2023 (9:00 a.m. IST) and shall end on Saturday, 09 September 2023 (5:00 p.m. IST). The results of the postal ballot will be announced on or before Sunday, 10 September 2023.

In accordance with the provisions of the MCA Circulars, the Company has arranged for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register their e-mail address by following the procedure set out in the notes to the Postal Ballot Notice.

The above information will be made available on the website of the Company at www.cyientdlm.com

This is for your information and records.

For **Cyient DLM Limited**

S. Krithika

Company Secretary & Compliance Officer

Cyient DLM Limited

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

Regd Off:
3rd Floor Plot No.11
Software units Layout,
Infocity, Madhapur, Hyderabad,
Telangana 500 081, India

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CIN: U31909TG1993PLC141346



CYIENT DLM LIMITED

(CIN: L31909TG1993PLC141346)

Regd office: 3rd Floor, Plot No. 11, Software Units Layout, Infocity, Madhapur
Hyderabad - 500 081, Telangana, India

e-mail : company.secretary@cyientdlm.com | Ph : +91 82140 00500

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, 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.

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 Friday 11 August 2023 and ends at 05:00 PM IST on Saturday 09 September 2023**. 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 Singhanian, Practicing Company Secretary Membership No. ACS 22056 (CP No. 8086) as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

The Board of Directors of the Company recommends approval of the shareholders for the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reason for the Resolutions is annexed hereto.

1. **Appointment of Mr. Muralidhar Yadama (DIN: 00034952) as Non-Executive Independent Director**

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 Sections 149, 152 and 161 read with Schedule IV of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (collectively referred to as the “Companies Act”), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable law and pursuant to the provisions of the Articles of Association of the Company, Mr. Muralidhar Yadama (DIN:00034952), who has provided consent to act as Non-Executive Independent Director of the Company, and submitted a declaration that he meets the criteria for appointment as an Independent Director under Section 149(6) of the Companies Act and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from member, signifying their intention to propose Mr. Muralidhar Yadama (DIN:00034952), for the office of director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of 3 consecutive years commencing from 21 July 2023 to 20 July 2026 and shall be paid in terms of the appointment letter dated 21 July 2023 issued to Mr. Muralidhar Yadama (DIN:00034952), as may be determined by the Board / Nomination and Remuneration committee (NRC) from time to time”.

“RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

2. **Approval of Cyient DLM Associate Stock Option Plan 2023**

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 “SEBISBEB & 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 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 create, issue and grant not exceeding 10,56,173 (Ten lakhs fifty six thousand one hundred seventy three) stock options (“Options”), in one or more tranches, from time to time, to such employees as defined under the SEBI SBEB & SE Regulations, subject to their eligibility as may be determined under ASOP 2023 which upon exercise shall not exceed in aggregate fully paid-up equity shares (“Equity Shares”) of face value of 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.”

3. **Approval of Cyient DLM Restricted Stock Unit Plan 2023**

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 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 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 not exceeding 15,84,260 stock units (Fifteen lakhs eighty four thousand two hundred sixty) (“Units”), in one or more tranches, from time to time, to such employees as defined under the SEBI SBEB & SE Regulations, subject to their eligibility as may be determined under RSU 2023 which upon exercise shall not exceed in aggregate fully paid-up equity shares (“Equity Shares”) of face value of 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 hereinabove 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: 21 July 2023

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

Item no. 1: Appointment of Mr. Muralidhar Yadama (DIN: 00034952) as Non-Executive Independent Director

The Nomination & Remuneration Committee at its Meeting held on 21 July 2023 has recommended to the Board appointment of Mr. Muralidhar Yadama as Non-Executive Independent Director for a term of 3 years commencing from 21 July 2023 to 20 July 2026.

Based on the above, the Board has approved the appointment of Mr. Muralidhar Yadama, as additional director in the designation of Non- Executive Independent Director, to hold office for a term of three consecutive years commencing from 21 July 2023 to 20 July 2026, without being liable to retire by rotation.

The Company has received a notice in writing pursuant to section 160 of the Companies Act, 2013 from a Member proposing the candidacy of Mr. Muralidhar Yadama, for his appointment to the office of Independent Director. Mr. Muralidhar Yadama has given a declaration to the Board that he meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In terms of proviso to sub-section (5) of section 152, the Board of Directors is of the opinion that Mr. Muralidhar Yadama, fulfils the conditions specified in the Act for appointment as an Independent Director.

In the opinion of the Board, Mr. Muralidhar Yadama is Independent of the Management.

Mr. Muralidhar Yadama, is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013, as amended from time to time.

A copy of the draft letter for the appointment of Mr. Muralidhar Yadama as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the company during normal business hours on any working day and also on the company website www.cyientdlm.com. Members seeking to inspect the same can send an e-mail to company.secretary@cyientdlm.com.

The Board recommends the Special Resolution for appointment of Mr. Muralidhar Yadama at Item No. 1 of this notice for your approval.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Muralidhar Yadama himself and his relatives may be deemed to be concerned or interested in the resolution.

Additional information of director seeking appointment (pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India).

Brief Resume

Mr. Murali Yadama has been involved in creating and operating successful companies in the building material industry. Mr. Murali Yadama is Managing Director of MYK Laticrete and Founder & Director of MYK Arment.

Mr. Murali Yadama brings his technical expertise in ceramic and cement engineering and his extensive domestic experience in construction materials industry to bring best-in-class solutions to the construction industry. Mr. Murali Yadama has been successful in introducing these products/concepts to the Indian construction industry, which still prefers to use traditional and inefficient systems.

Mr. Murali Yadama holds Bachelor of Engineering degree in Ceramic & Cement Technology

Directors Identification Number	00034952
Nationality	Indian
Date of Birth (Age in years)	16-04-1972/ 51 years
Original date of appointment	21 July 2023
Qualification	Bachelor of Engineering in Ceramic & Cement Technology
IICA Registration number	IDDB-DI-202004-024337
Experience and expertise in specific functional area	Manufacturing; Strategy and Governance
Shareholding in the Company	Nil
Key Terms of appointment and remuneration	As per the resolution at item 1 of the notice and as per the letter for the appointment. The same is available at the website of the Company.
Board Meetings attended/ held from the date of appointment until date of postal ballot	1
Relationship with other Directors or KMPs	Nil
Names of listed entities in which the person holds the directorship;	Nil
Names of listed entities in which the person holds the membership of Committees of the board	NA
Details of resignations, if any, from the Boards of other listed companies, in the last 3 years	Nil

Item no. 2: Approval of Cyient DLM Associate Stock Option Plan 2023

In order to attract and retain qualified, talented and competent personnel in the Company, Cyient DLM intends to set up and implement an employee stock option plan namely Cyient DLM Associate Stock Option Plan 2023 (**ASOP 2023**) seeking to cover eligible employees of the Company. The Nomination & Remuneration Committee of the Board of Directors of the Company shall administer the scheme and grant Options to employees on the basis of eligibility criteria and also determine the quantum of distribution of Options which could vary from employee to employee or any class thereof under ASOP 2023.

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:

- a. Introduction and implementation of the ASOP 2023;
- b. Grant of Options to the eligible employees (Applicable for both present and future employees) of the Company; and accordingly, the Committee and the Board of Directors the Company (“Board”) at their respective meetings held 21 July 2023 respectively have approved the ASOP 2023, subject to the members approval.

Specific disclosures as required under the SEBI (SBEB & SE) Regulations are as follows:

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.

d. Requirements of vesting and period of vesting under ASOP

Vesting of options will be as per the schedule given below:

Period	% options vested
12 months	30
24 months	30
36 months	40

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

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

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

There is no secondary acquisition contemplated under 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.

A draft copy of ASOP 2023 is available for inspection at the Company's Registered Office / Corporate 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. 3: Approval of Cyient DLM Restricted Stock Unit Plan 2023

In order to attract and retain qualified, talented and competent personnel in the Company, Cyient DLM intends to set up and implement an employee stock option plan namely Cyient DLM Restricted Stock Unit Plan 2023 (**RSU 2023**) seeking to cover eligible employees of the Company. The Nomination & Remuneration Committee of the Board of Directors of the Company shall administer the scheme and grant Units to employees on the basis of eligibility criteria and also determine the quantum of distribution of Units which could vary from employee to employee or any class thereof under RSU 2023.

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:

- a. Introduction and implementation of the RSU 2023;
- b. Grant of Units to the eligible employees (Applicable for both present and future employees) of the Company; and accordingly, the Committee and the Board of Directors the Company ("Board") at their respective meetings held 21 July 2023 respectively have approved the RSU 2023, subject to the members approval.

Specific disclosures as required under the SEBI (SBEB & SE) Regulations are as follows:

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

Vesting of units will be as per the schedule given below:

Period	% units vested
12 months	30
24 months	30
36 months	40

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

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.

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

There 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.

A draft copy of RSU 2023 is available for inspection at the Company's Registered Office / Corporate 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 is interested in the resolutions, except to the extent of their entitlements determined lawfully, if any, under RSU 2023.

NOTES:

1. The Explanatory Statement containing the reasons for the proposed resolutions and setting out material facts, pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, is annexed hereto.
2. In compliance with the MCA Circulars, the Company is sending this Notice to the Members in electronic form only. Accordingly, the communication of assent or dissent of the Members would take place through remote e-voting system only. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.

3. This Notice is being sent to the equity shareholders ('Members') whose names appear in the List of Beneficial Owners received from National Securities Depository Limited/ Central Depository Services (India) Limited ('Depositories') as at the close of business hours on **Friday 04 August 2023 ('cut-off date')**. **Members as on the cut-off date would be entitled to vote by way of Remote E-voting** and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only. This Notice is being sent electronically to all Members whose e-mail addresses are registered with KFin Technologies Limited (Kfin)/RTA or the Depositories.
4. A copy of this Notice is also available on the Company's website at www.cyientdlm.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
5. 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 as per SEBI guidelines (Circular No - SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655) dated November 03, 2021, by submitting the requisite ISR forms. The forms can be downloaded from the link below: <https://ris.kfintech.com/clientservices/isc>
6. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1(one) English newspaper and at least 1 (one) telugu Regional language newspaper, each with wide circulation in Mumbai, where the registered office of the Company is situated and will also be uploaded on the website of the Company (www.cyientdlm.com)
7. Kindly note that the Communication of the assent/dissent to the Resolutions proposed in the Notice of Postal Ballot would take place only through Remote E-voting.
8. The Members shall exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. **The voting will commence on Friday, 11 August 2023 09:00 AM IST and ends on Saturday, 09 September 2023 at 05:00 PM IST** for the Members exercising their vote through electronic voting. The Remote E-voting module shall be disabled for voting thereafter.
9. The Board has appointed Mr. Manish Kumar Singhania, Practicing Company Secretary Membership No. ACS 22056 (CP No. 8086) Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner
10. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company website www.cyientdlm.com on the website of Kfin tech <https://evoting.kfintech.com> and communicated to the stock exchanges and RTA.
11. Documents if any referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers, shall be open for inspection by the Members at the Registered Office of the Company between 10:00 a.m. and 2:00 p.m. on all working days except Saturdays, Sundays, and national holidays, until the end of the voting period.
12. **Instructions for Voting through electronic means:**

Access to 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. Shareholders 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
<p>Login method for Individual shareholders holding securities in demat mode with NSDL</p>	<p>A. Users registered for NSDL IDeAS facility.</p> <ul style="list-style-type: none"> i. Open web browser by typing the URL: https://eservices.nsd.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. ii. 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. iii. 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.nsd.com</p> <p>Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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> <ul style="list-style-type: none"> i. Visit the e-voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsd.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. ii. 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. iii. 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> <ul style="list-style-type: none"> i. 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 ii. Shareholders can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. iii. 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> <ul style="list-style-type: none"> i. 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. ii. 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
Individual Shareholders (holding securities in demat mode) logging in through their depository participants	<ul style="list-style-type: none"> i. 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. ii. 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. iii. 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.
<p>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.</p>	
<p>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.</p>	
Members facing any technical issue – NSDL	Members facing any technical issue – CDSL
<p>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</p>	<p>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.</p>

13. **Those members who have not yet registered their email addresses are requested to get their email addresses registered with KFin, by following the procedure mentioned below:**

i. Visit the link below.

<https://ris.kfintech.com/clientservices/postalballot/>

ii. Select the company name i.e. **Cyient DLM Limited**

iii. Select the Holding type from the drop down i.e. - NSDL / CDSL / Physical

iv. Enter DPID – Client ID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and PAN.

v. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.

vi. In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.

vii. Enter the email address and mobile number.

viii. System will validate DP ID – Client ID/ Physical Folio No. and PAN / Share certificate No., as the case may be, and send the OTP at the registered Mobile number as well as email address for validation.

ix. Enter the OTPs received by SMS and email to complete the validation process. OTPs validity will be for 5 minutes only.

x. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.

xi. Alternatively, members may send an email request addressed to einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFin to register their email address and to provide them the Notice and the e-voting instructions along with the User ID and Password.

xii. Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.

In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll-free number 1800 309 4001.

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

S Krithika

Company Secretary
ACS No. 37001

Place: Hyderabad

Date: 21 July 2023