General information about company 543933 Scrip code NSE Symbol **CYIENTDLM** MSEI Symbol **NOTLISTED ISIN** INE055S01018 CYIENT DLM LIMITED Name of the entity Date of start of financial year 01-04-2023 Date of end of financial year 31-03-2024 Reporting Quarter Yearly Date of Report 31-03-2024 Applicable Risk management committee Market Capitalisation as per immediate previous Financial Year Top 1000 listed entities **Annexure I** Annexure I to be submitted by listed entity on quarterly basis **I. Composition of Board of Directors** Disclosure of notes on composition of board of directors explanatory Whether the listed entity has a Regular Chairperson No Whether Chairperson is related to MD or CEO Title (Mr Category 2 of Category 3 of Date of Name of the Director PAN DIN Category 1 of directors / Ms) directors directors Birth 02-06-**Executive Director** Mr Rajendra Velagapudi ABCPV2603B 06507627 Not Applicable MD 1963 28-08-Ganesh Venkat Krishna Non-Executive - Non ACXPB3546M 00605187 Mr Chairperson Bodanapu **Independent Director** 1976 12-10-Venkat Rama Mohan Non-Executive - Non ACEPB4226B 00058215 Not Applicable Mr Reddy Bodanapu **Independent Director** 1950 30-11-Non-Executive -00480422 Vanitha Datla ACGPD0278B Not Applicable Mrs **Independent Director** 1967 Non-Executive -12-09-5 Mr Jehangir Ardeshir AAWPA5180F 02344835 Not Applicable Independent Director 1957 07-04-Non-Executive -6 AHFPM0360B 09280818 Mr Pillutla Madan Mohan Not Applicable **Independent Director** 1966 16-04-Non-Executive -Muralidhar Yadama 00034952 AAAPY9365L Not Applicable Mr Independent Director 1972 02-10-Non-Executive -Ajay Kumar AELPA7132C 01975789 Not Applicable Mr **Independent Director** 1962 I. Composition of Board of Directors Disqualification of Directors under section 164 of the Companies Act, 2013 Whether the director is disqualified? Start Date of disqualification End Date of disqualification Details of disqualification Current status No Active No Active 3 No Active No Active 5 No Active 6 No Active No Active 8 No Active **I. Composition of Board of Directors** No of post No of Chairperson Number of Independent No of memberships in Audit/ Directorship Directorship Whether in Audit/ Stakeholder in listed in listed special Stakeholder Committee Tenure entities entities resolution Committee(s) held in Notes for Notes for **Initial Date** including including of Reason Date of passed? Date of Reincluding this listed passing director this listed this listed for of providing [Refer Reg. special appointment cessation listed entity entities providing entity (Refer entity [with Cessation appointment (in 17(1A) of resolution (Refer including PAN DIN months) Regulation reference to Regulation this listed Listing 17A of proviso to 26(1) of entity (Refer Regulations] Listing regulation Listing Regulation Regulations) 17A(1) & Regulations) 26(1) of 17A(2)] Listing Regulations) 02-01-25-04-0 0 0 NA 1 2017 2023 04-02-2 2 0 3 0 NA 2015 27-12-3 2 NA 2 0 0 2022 13-12-13-12-2 2 2 2 NA 15 2022 2022 13-12-13-12-5 NA 2 2 2 2 15 2022 2022 27-12-27-12-6 1 0 NA 15 1 1 2022 2022 21-07-21-07-9 0 0 NA 1 1 2023 2023 15-11-15-11-8 2 2 0 NA 5 2 2023 2023 **Audit Committee Details** Whether the Audit Committee has a Regular Chairperson Yes Name of Committee Date of DIN Category 2 of Date of Category 1 of directors Sr Remarks Number members directors Appointment Cessation Non-Executive - Independent Chairperson 02344835 Jehangir Ardeshir 27-12-2022 Director Non-Executive - Independent 00480422 Member 27-12-2022 Vanitha Datla Director Non-Executive - Independent 00034952 Member Muralidhar Yadama 16-10-2023 Director Ganesh Venkat Krishna Non-Executive - Non 00605187 27-12-2022 Member Bodanapu **Independent Director Nomination and remuneration committee** Whether the Nomination and remuneration committee has a Regular Chairperson Yes DIN Name of Committee Category 2 of Date of Date of Category 1 of directors Remarks Number members directors Appointment Cessation Non-Executive -09280818 Pillutla Madan Mohan Chairperson 27-12-2022 **Independent Director** Non-Executive -00480422 Vanitha Datla Member 27-12-2022 **Independent Director** Non-Executive -01975789 Ajay Kumar Member 23-01-2024 **Independent Director** Non-Executive - Non Venkat Rama Mohan 00058215 Member 27-12-2022 **Independent Director** Reddy Bodanapu **Stakeholders Relationship Committee** Whether the Stakeholders Relationship Committee has a Regular Chairperson Yes DIN Name of Committee Category 2 of Date of Date of Category 1 of directors Remarks members directors **Appointment** Number Cessation Non-Executive -00480422 Vanitha Datla 27-12-2022 Chairperson **Independent Director** Non-Executive -01975789 Ajay Kumar Member 23-01-2024 Independent Director Venkat Rama Mohan Non-Executive - Non 00058215 Member 27-12-2022 Reddy Bodanapu **Independent Director** Ganesh Venkat Krishna Non-Executive - Non 00605187 Member 27-12-2022 **Independent Director** Bodanapu **Risk Management Committee** Whether the Risk Management Committee has a Regular Chairperson Yes DIN Name of Committee Category 2 of Date of Date of Category 1 of directors Remarks Number members directors Cessation Appointment Non-Executive - Independent Chairperson 02344835 Jehangir Ardeshir 27-12-2022 Director Non-Executive - Independent 00480422 Member Vanitha Datla 27-12-2022 Director Non-Executive - Independent 00034952 Muralidhar Yadama Member 16-10-2023 Director Non-Executive - Non Ganesh Venkat Krishna 00605187 27-12-2022 Member Bodanapu Independent Director **Corporate Social Responsibility Committee** Whether the Corporate Social Responsibility Committee has a Regular Chairperson Yes DIN Name of Committee Category 2 of Date of Date of Remarks Category 1 of directors Number directors members Appointment Cessation Non-Executive -00034952 Muralidhar Yadama Chairperson 23-01-2024 **Independent Director** Non-Executive -09280818 27-12-2022 Pillutla Madan Mohan Member Independent Director Venkat Rama Mohan Non-Executive - Non 00058215 27-12-2022 Reddy Bodanapu **Independent Director** 06507627 Rajendra Velagapudi **Executive Director** Member 27-12-2022 **Other Committee** Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks **Annexure 1** Annexure 1 III. Meeting of Board of Directors Disclosure of notes on meeting of board of directors explanatory Number of Date(s) of Date(s) of No. of Whether Directors present* Maximum gap Notes for Total Number meeting (if meeting (if Independent between any two requirement of (All directors not of Directors any) in the any) in the Directors including consecutive (in providing Quorum met as on date of previous current attending the Independent number of days) Date (Yes/No) the meeting meeting* quarter quarter Director) 16-10-2023 Yes 6 3 23-01-2024 98 Yes 8 7 4 23-02-2024 5 3 30 Yes 8 8 **Annexure 1 IV. Meeting of Committees** Disclosure of notes on meeting of committees explanatory Date(s) of No. of Total meeting Maximum Number of members No. of Number of (Enter dates Directors gap Whether attending Independent **Directors** Reson for Present (All of Previous between Name of requirement the Name of in the Directors not of Quorum meeting quarter and other **Directors** any two providing attending Committee Committee Current consecutive committee including (other met the date as on date (in number Independent quarter in (Yes/No) than meeting* of the chronological of days) Board of Director) meeting Directors) order) Audit 2 16-10-2023 Yes 0 Committee Audit 23-01-2024 98 3 0 Yes Committee Nomination and 23-01-2024 Yes 0 remuneration committee **Annexure 1** V. Related Party Transactions If status is Nodetails of non-Compliance status Subject (Yes/No/NA) compliance may be given here. Whether prior approval of audit committee obtained Yes NA Whether shareholder approval obtained for material RPT Whether details of RPT entered into pursuant to omnibus approval NA have been reviewed by Audit Committee **Annexure 1 VI.** Affirmations Compliance status Subject (Yes/No) The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Yes Regulations, 2015 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure Yes requirements) Regulations, 2015 a. Audit Committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure Yes requirements) Regulations, 2015. b. Nomination & remuneration committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure Yes requirements) Regulations, 2015. c. Stakeholders relationship committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure Yes requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) The committee members have been made aware of their powers, role and responsibilities as specified in SEBI Yes (Listing obligations and disclosure requirements) Regulations, 2015. The meetings of the board of directors and the above committees have been conducted in the manner as specified Yes in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Yes **Annexure 1** Sr Subject Compliance status Name of signatory S Krithika Designation Company Secretary and Compliance Officer Annexure II Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) I. Disclosure on website in terms of Listing Regulations If status is Noldetails of Compliance non-Web address Sr Item status compliance (Yes/No/NA) may be given here. Details of business Yes https://www.cyientdlm.com/ Terms and conditions of appointment of https://www.cyientdlm.com/investors/corporate-governance/ Yes independent directors Composition of https://www.cyientdlm.com/hubfs/dlm/investor/corporatevarious committees Yes governance/Composition%20of%20Committees%20of%20the%20Board.pdf of board of directors Code of conduct of board of directors https://www.cyientdlm.com/hubfs/dlm/investor/corporate-governance/Cyientand senior Yes DLM-Code_of_Conduct_for_Board_and_Senior_Management.pdf management personnel Details of establishment of https://www.cyientdlm.com/hubfs/dlm/investor/corporatevigil mechanism/ Yes governance/Cyient_DLM-Whistle_Blower_Policy.pdf Whistle Blower policy Criteria of making payments to non-Yes https://www.cyientdlm.com/investors/corporate-governance/ executive directors Policy on dealing https://www.cyientdlm.com/hubfs/dlm/investor/corporatewith related party Yes governance/Cyient_DLM-Related_Party_Transactions_Policy.pdf transactions Policy for determining NA **material** subsidiaries Details of familiarization https://www.cyientdlm.com/hubfs/dlm/investor/corporateprogrammes Yes governance/Cyient_DLMimparted to Policy_on_training_of_Directors_and_familiarizatio_of_IDs.pdf independent directors Email address for grievance redressal Yes https://www.cyientdlm.com/contact-us and other relevant details Contact information of the designated officials of the listed entity who are Yes https://www.cyientdlm.com/contact-us responsible for assisting and handling investor grievances Yes Financial results https://www.cyientdlm.com/investors\keyfinancials Shareholding Yes https://www.cyientdlm.com/investors/statutory-filings pattern Details of agreements entered into with the media NAcompanies and/or their associates **Annexure II** Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) I. Disclosure on website in terms of Listing Regulations If status is No Compliance details of non-Sr Item status Web address compliance (Yes/No/NA) may be given here. Schedule of analyst or institutional investor meet and presentations made by the 15.1 listed entity to analysts or Yes https://www.cyientdlm.com/investors/statutory-filings institutional investors simultaneously with submission to stock exchange Audio or video recordings and 15.2 Yes transcripts of post https://www.cyientdlm.com/investors/statutory-filings earnings/quarterly calls New name and the old name of NA 16 the listed entity Advertisements as per 17 https://www.cyientdlm.com/investors/statutory-filings Yes regulation 47 (1) Credit rating or revision in NA credit rating obtained Separate audited financial statements of each subsidiary NA of the listed entity in respect of a relevant financial year 20 Yes Secretarial Compliance Report https://www.cyientdlm.com/investors/statutory-filings https://www.cyientdlm.com/hubfs/dlm/investor/corporate-Materiality Policy as per 21 Yes governance/Cyient%20DLM%20-Regulation 30 (4) %20Policy%20to%20determine%20materiality-V2_2023.pdf Disclosure of contact details of KMP who are authorized for the purpose of determining Yes https://www.cyientdlm.com/investors/corporate-governance/ materiality as required under regulation 30(5) Disclosures under regulation 23 NA 30(8) Statements of deviation(s) or 24 variations(s) as specified in Yes https://www.cyientdlm.com/investors/statutory-filings regulation 32 Dividend Distribution policy https://www.cyientdlm.com/hubfs/dlm/investor/corporate-Yes as per Regulation 43A(1) governance/Cyient_DLM-Dividend_Distribution_Policy.pdf Annual return as provided 26 under section 92 of the Yes https://www.cyientdlm.com/investors/statutory-filings Companies Act, 2013 Confirmation that the above disclosures are in a separate 27 Yes https://www.cyientdlm.com/investors section as specified in regulation 46(2) Compliance with regulation 46(3) with respect to accuracy Yes https://www.cyientdlm.com/investors of disclosures on the website and timely updating Annexure II **II. Annual Affirmations** If status is Noldetails of non-Compliance status Sr Particulars **Regulation Number** compliance may be given (Yes/No/NA) here. Independent director(s) have been appointed in terms 16(1)(b) & 25(6) Yes of specified criteria of independence and/or eligibility 17(1), 17(1A) & **Board** composition 17(1C), 17(1D) & Yes 17(1E) Meeting of Board of directors 17(2) Yes Quorum of Board meeting Yes 17(2A) **Review of Compliance Reports** 17(3) Yes Plans for orderly succession for appointments 17(4) Yes Code of Conduct Yes 17(5) Fees/compensation 17(6) Yes Yes Minimum Information 17(7) **Compliance Certificate** 17(8) Yes **Annexure II II. Annual Affirmations** If status is Noldetails of non-Regulation Compliance status Particulars Number (Yes/No/NA) compliance may be given here. 17(9) 11 Risk Assessment & Management Yes Performance Evaluation of Independent Directors 17(10) Yes 13 Recommendation of Board 17(11) Yes Maximum number of Directorships 17A Yes 15 Composition of Audit Committee 18(1) Yes Meeting of Audit Committee 18(2) Yes Role of Audit Committee and information to be 18(3) Yes reviewed by the audit committee Composition of nomination & remuneration 19(1) & (2) Yes committee Quorum of Nomination and Remuneration 19(2A) Yes Committee meeting Meeting of Nomination and Remuneration 19(3A) Yes Committee Annexure II **II. Annual Affirmations** If status is Nodetails of non-compliance Compliance status Sr Particulars Regulation Number (Yes/No/NA) may be given here. Role of Nomination and Remuneration 19(4) Yes Committee Composition of Stakeholder Relationship 20(1), 20(2) & Yes Committee 20(2A) Meeting of Stakeholders Relationship 20(3A) Yes Committee Role of Stakeholders Relationship 20(4) Yes Committee Composition and role of risk management 21(1),(2),(3),(4) Yes committee 26 | Meeting of Risk Management Committee 21(3A) NA Quorum of Risk Management Committee 21(3B) NA meeting Gap between the meetings of the Risk 21(3C) NA Management Committee 22 Yes 29 | Vigil Mechanism 23(1), (1A), (5), Yes Policy for related party Transaction (6), & (8)**Annexure II II. Annual Affirmations** If status is Noldetails of non-Regulation Compliance status Sr Particulars Number (Yes/No/NA) compliance may be given here. Prior or Omnibus approval of Audit Committee for all 23(2), (3) Yes related party transactions Approval for material related party transactions 23(4) NA Disclosure of related party transactions on consolidated 23(9) NA basis Composition of Board of Directors of unlisted material 24(1) NA Subsidiary Other Corporate Governance requirements with respect to 24(2),(3),(4), NA subsidiary of listed entity (5) & (6)25(1) Alternate Director to Independent Director NA Maximum Tenure 25(2) Yes Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate 25(2A) NA mechanism Meeting of independent directors 25(3) & (4) Yes Yes 40 | Familiarization of independent directors 25(7) **Annexure II II. Annual Affirmations** If status is Noldetails of non-Regulation Compliance status Sr Particulars compliance may be given Number (Yes/No/NA) here. 41 Declaration from Independent Director 25(8) & (9) Yes Directors and Officers insurance 25(10) Yes Confirmation with respect to appointment of Independent 25(11) NA Directors who resigned from the listed entity 26(1) Yes 44 | Memberships in Committees Affirmation with compliance to code of conduct from members of Board of Directors and Senior management 26(3) Yes personnel Yes 46 Disclosure of Shareholding by Non-Executive Directors 26(4) Policy with respect to Obligations of directors and senior 26(2) & 26(5) Yes management Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of 26(6) Yes the listed entity 26A(1) & Vacancies in respect Key Managerial Personnel NA 26A(2)Any other information to be provided - Add Notes Annexure II S Krithika Name of signatory Designation Company Secretary and Compliance Officer **Annexure II III. Affirmations Compliance status** Sr Particulars (Yes/No/NA) The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements NA with respect to subsidiary of Listed Entity have been complied Any other information to be provided **Annexure II** S Krithika Name of signatory Company Secretary and Compliance Officer Designation Additional Half yearly Disclosure Applicability of disclosure Applicable Reason for Non Applicability Textual Information(1) I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below (A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to Balance Aggregate amount advanced during six **Entity** outstanding at the months end of six months 0 Promoter or any other entity controlled by them 0 Promoter Group or any other entity controlled by Directors (including relatives) or any other entity controlled by them KMPs or any other entity controlled by them (B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By Balance outstanding at Aggregate amount the end of six of issuance during Type (guarantee, comfort letter etc.) Entity months(taking into six months account any invocation) Promoter or any other entity controlled by them 0 Promoter Group or any other entity controlled by Directors (including relatives) or any other entity KMPs or any other entity controlled by them (C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by Aggregate value of Balance outstanding at security provided **Entity** Type of security (cash, shares etc.) the end of six months during six months Promoter or any other entity controlled by them

Promoter Group or any other entity controlled by 0 them Directors (including relatives) or any other entity

0

0

Yes

Compliance Status

controlled by them

II. Affirmations

Affirmations

Name

Place

Date

Designation

Sr.

Name of signatory

Place

Date

Designation of person

(D) Additional Information

KMPs or any other entity controlled by them

them are in the economic interest of the company.

breaches or loss of data or documents during the quarter

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or

indirectly by the listed entity to promoter(s), promoter group, director(s) (including their

relatives), key managerial personnel (including their relatives) or any entity controlled by

Shrinivas Kulkarni

Details of Cyber security incidence

Date of the event

Signatory Details

Company Secretary and Compliance Officer

CFO

Hyderabad

16-04-2024

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or

Number of cyber security incidence or breaches or loss of data event occurred during the quarter

S Krithika

Hyderabad

16-04-2024

securities in connection with any loan(s) (or other form of debt) given directly or

0

Textual Information(2)

Company Remarks

Textual Information(3)

No

Brief details of

the event