

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 31st (Thirty First) Annual General Meeting (“AGM”) of the Shareholders of the Company will be held on Friday, June 28, 2024, at 11:00 A.M. (IST) through Video Conference (VC) or Other Audio-Visual Means (OAVM) to transact the following business:

I. ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the audited standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the reports of the Board of Directors and the Auditors thereon;
 - b. the audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the report of the Auditors thereon;
2. To appoint a director in place of Mr. Rajendra Velagapudi (DIN: 06507627), who retires by rotation and being eligible, offers himself for re-appointment as a director liable to retire by rotation.
3. To appoint a director in place of Mr. Venkat Rama Mohan Reddy Bodanapu (DIN: 00058215), who retires by rotation and being eligible, offers himself for re-appointment as a director liable to retire by rotation.
4. Reappointment of Statutory Auditors
To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and of the Board of Directors of the Company, M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. FRN 101049W/E300004) be and is hereby appointed as the Statutory Auditor of the Company commencing

from the conclusion of this Annual General Meeting till the conclusion of 36th (Thirty-sixth) Annual General Meeting to be held in the year 2029 at such remuneration plus applicable taxes and actual out of pocket expenses incurred in connection with the audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.

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 on 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, without being required to seek any further consent or approval of members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

II. SPECIAL BUSINESS

5. To ratify the remuneration payable to M/s. GA and Associates, Cost Accountants (Firm Registration No.000409), Cost Auditors of the Company, for the Financial Year ending March 31, 2024

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

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014

(including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. GA and Associates, Cost Accountants (Firm Registration Number: 000409), who were appointed on the recommendations of the Audit Committee by the Board of Directors as the Cost Auditors, to audit the cost records of the Company for the Financial Year ending March 31, 2025, amounting to ₹70,000 (Indian Rupees Seventy Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Approval of limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013

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 186 and any other applicable provisions of the Companies Act, 2013 (the "Act") and Rules made there under (including any statutory modification(s)

thereof for the time being in force and as may be enacted from time to time), consent of members be and is hereby accorded to the Board of Directors (hereinafter called the 'Board' which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to give loans to/invest in shares, debentures and all other securities etc., to give corporate guarantees, on behalf of the Company, up to a sum not exceeding ₹400,00,00,000 (Indian Rupees Four Hundred Crores only) in aggregate in Joint Ventures, subsidiaries or any other associate companies/body corporate/SPVs/JVs or other form of entity/entities which the Company may be required to form or acquire or as may be approved by the Board, from time to time, and as they may deem fit, notwithstanding the fact that the said loans/ investments/guarantees together with the loans/ investments/guarantees already made/provided may exceed 60% of its paid-up share capital free reserves and securities premium account or 100% of its free reserves and securities premium account whichever is more.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as may be appropriate and necessary in the best interest of the Company and its Shareholders for the purpose of making loans/investments/ giving guarantees, etc. on behalf of the Company, from time to time or may authorize the officials of the Company to give effect to the foregoing resolution."

By Order of the Board of Directors

For Cyient DLM Limited

S. Krithika

Company Secretary
M. No. A37001

Place: Hyderabad
Date: 23.04.2024

Registered Office

Cyient DLM Limited

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

CIN: L72200TG1991PLC013134 | Email: company.secretary@cyientdml.com | Website: www.cyientdml.com

Tel: +91 8214282222/4004500

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio-visual means (OAVM) and passing of Ordinary and Special resolutions by the companies under the Companies Act, 2013" (the "MCA Circular") has allowed the companies to conduct their AGM and EGM through VC or OAVM up to September 30, 2024. In line with the MCA Circular, the Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" (the "SEBI Circular") has relaxed the applicability of Regulation 36(1)(b) of the (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015 for Annual General Meetings (AGMs) and Regulation 44(4) of the LODR Regulations for general meetings (in electronic mode) till September 30, 2024. In compliance with the MCA Circular and SEBI Circular, and the erstwhile MCA and SEBI Circulars issued in this behalf, this AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. As the AGM will be conducted through VC/OAVM, the facility for appointment of proxy by the Members is not available for this AGM, and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The relevant details as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) and Secretarial Standard on General Meetings (SS 2) issued by The Institute of Company Secretaries of India, of Directors seeking appointments/re-appointments is annexed hereto. Refer to Annexure-A.
6. All the documents referred to in this Notice are available for inspection by the Members. Those who desire to obtain the same may write to ***company.secretary@cyientdlm.com***
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.
8. Corporate Shareholders intending to authorize their authorized representatives to attend the AGM are requested to send a certified copy of the board resolution to the company authorizing them to attend and vote on their behalf at the AGM. The scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act together with attested specimen signature(s) of the duly authorised representative(s), be sent to:
 - (i) the Company Secretary at the E-mail: ***company.secretary@cyient.com***
 - (ii) the Scrutinizer at E-mail: ***manishcs31@gmail.com***
 - (iii) a copy marked to ***evoting@kfintech.com***
9. The Register of Members and the Share Transfer Books of the company will remain closed from June 21, 2024, to June 28, 2024 (both days inclusive) in connection with the AGM and for the purpose of dividend.

The scanned image of the above-mentioned documents should be in the naming format "Corporate Name and Event No."

10. In case of joint holders attending the AGM, the Shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Shareholders desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Registered Office of the Company at least seven days before the date of the AGM, so that the information requested may be made available.
12. The certificates from the secretarial auditors of the Company under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, will be available for inspection by the shareholders at the AGM.
13. ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING ANNUAL REPORT:
 - a. In accordance with, the General Circular Nos. 20/2020 dated May 5, 2020, 19/2021 dated December 12, 2021, 21/2021 dated December 14, 2021, and 09/2023 dated September 25, 2023 issued by MCA and Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167, owing to the difficulties involved in dispatching physical copies of the Financial Statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
 - b. The Notice of AGM along with the Annual Report for the Financial Year 2023-2024, will also be available on the Company's website at <https://www.cyientdlm.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://bseindia.com> and <https://www.nseindia.com/> respectively, and on the website of KFin Technologies Private Limited ('KFin'/'RTA') at <https://evoting.kfintech.com/>
- c. 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:
 1. Members holding shares in Demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 2. 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/clientservices/mobileereg/mobileemailreg.aspx>
 3. 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.

14. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

Instructions for e-Voting:

- i. In terms of the provisions of Sections 108 and 109 of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this Section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through Electronic Voting System to Members holding shares as on June 21, 2024 (end of day) being the cut-off date fixed for determining voting rights of Members, entitled to participate in the e-Voting process and poll.
- ii. The remote e-Voting period commences on June 25, 2024 (09:00 AM IST) and ends on June 27, 2024 (05:00 PM IST).
- iii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- iv. The details of the process and manner for remote e-voting and e-AGM are explained herein below:
 - Step 1:**
Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.
 - Step 2:**
Access to KFintech e-voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> i. Visit URL: https://eservices.nSDL.com ii. Click on the "Beneficial Owner" icon under "Login" under the 'IDeAS' section. iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". iv. Click on the company name or e-Voting service provider and you will be redirected to the e-Voting service provider's website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> i. To register click on the link: https://eservices.nSDL.com ii. Select "Register Online for IDeAS" or click on https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-Voting website of NSDL</p> <ul style="list-style-type: none"> i. Open URL: https://www.evoting.nSDL.com/ ii. Click on the icon "Login" available under the 'Shareholder/Member' section. iii. A new screen will open. Enter your User ID (i.e. your sixteen-digit Demat Account number held with NSDL), Password/OTP, and a Verification Code as shown on the screen. iv. Post successful authentication, you will be requested to select the name of the company and the e-Voting service provider's name, i.e. KFintech. v. On successful selection, you will be redirected to the KFintech e-Voting page 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>1. Existing users who have opted for Easi/Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi. Login with your registered User ID and Password. The user will see the e-Voting Menu. The Menu will have links to ESP i.e. KFinTech e-Voting portal. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> The option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your Demat account number and PAN number. The system will authenticate the user by sending OTP on the registered mobile number & email as recorded in the Demat Account. After successful authentication, the user will be provided links for the respective ESP, i.e. KFinTech where the e-Voting is in progress.
Individual Shareholders login through their demat accounts/ Website of Depository Participant	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for the e-Voting facility. Once logged in, you will be able to see the e-Voting option. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against the company name or e-Voting service provider—KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.

Important note:

Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact the NSDL helpdesk by sending a request to evoting@nsdl.co.in or Call at: 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	<i>Please contact the CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com; or Contact at Toll-Free number 1800 22 55 33</i>

Instructions for Members for voting during the e-AGM session:

1. The e-Voting window shall be activated upon instructions of the Chairman during the e-AGM.
2. e-Voting during the AGM is integrated with the VC platform and no separate login is required for the same. The Shareholders shall be guided on the process during the e-AGM.
3. Members/shareholders, attending the e-AGM through Video Conference and who have not cast their vote on resolutions through Remote e-Voting shall be eligible to cast their vote through the e-Voting system available during the e-AGM.
4. Members who have voted through Remote e-Voting will be eligible to attend the e-AGM, however, they shall not be allowed to cast their vote again during the e-AGM.
5. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, members are encouraged to express their views/send their queries in advance mentioning their name, Demat Account Number/Folio number, and email ID. Questions/queries received by the Company till June 26, 2024 (05:00 PM IST) shall only be considered and responded to during the AGM.

OTHER INSTRUCTIONS:

- a. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user ID and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be open from June 25, 2024 (09:00 AM IST) and end on June 26, 2024 (05:00 PM IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- b. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user ID and password provided in the mail received from Kfintech. On successful login, select the 'Post Your Question' option which will be open from June 25, 2024 (09:00 AM IST) and end on June 26, 2024 (05:00 PM IST).
- c. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-Voting User Manual available at the Download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. Md. Mohsin at evoting@kfintech.com or call Kfintech's Toll-Free number 1-800-309-4001 for any further clarifications.
- d. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on June 21, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-Voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio Number/DP ID Client ID, the member may send an SMS: MYEPWD<space> e-Voting Event Number+Folio Number or DP ID Client ID to 9212993399
 1. Example for NSDL
 2. MYEPWD<SPACE>IN12345612345678
 3. Example for CDSL
 4. MYEPWD<SPACE>1402345612345678
 5. Example for Physical
 6. MYEPWD<SPACE>XXXX1234567890

- ii. If the e-mail address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click on "Forgot Password" and enter Folio Number or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at the Toll-Free number 1-800-309-4001 or write to them at evoting@kfintech.com
- f. **Scrutinizer:** The Company has appointed Mr. Manish Kumar Singhania of MKS & Associates, Practicing Company Secretaries having their address at Flat No. 402, 4th Floor, Mahadev Residency, Hill Top Colony, Erramanzil, Hyderabad, Telangana-500 082, India, as the Scrutinizer to conduct the voting process (e-Voting and poll) in a fair and transparent manner.
- g. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), not later than 48 hours from the conclusion of the AGM. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4 - Re-appointment of Statutory Auditors

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), however, the same is strictly not required as per Section 102 of the Act.

The Members at the twenty-sixth Annual General Meeting ("AGM") of the Company held on July 17, 2019,

had approved the appointment of M/s. S.R. Batliboi & Associates LLP (Firm Registration No. 101049W/E300004, as Statutory Auditors of the Company, to hold office for a period of five years from the conclusion of that AGM till the conclusion of the thirty- first AGM.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on April 23, 2024, proposed the re-appointment of M/s. S.R. Batliboi & Associates LLP (Firm Registration No. 101049W/E300004), as the Statutory Auditors of the Company, for a term of five consecutive years from the conclusion of thirty-first AGM till the conclusion of thirty-sixth AGM of the Company to be held in the year 2029, at a remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors.

S.R. Batliboi & Associates LLP have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

M/s. S.R. Batliboi & Associates LLP (Firm Registration No. 101049W/E300004), is a limited liability partnership firm of Chartered Accountants, registered with the Institute of Chartered Accountants of India. It has registered office at 22 Camac Street, 3rd Floor, Block C, Kolkata - 700016. The audit firm is part of S.R. Batliboi & Associates network of audit firms. It is primarily engaged in providing audit and assurance services to its clients.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 4 of the Notice.

Item No. 5 – To ratify the remuneration of Cost Auditors

In terms of Section 148 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, the Company is required to maintain Cost Audit records and to have the same audited by a Cost Auditor.

Further, Rule 14 of the Companies (Audit and Auditors) Rules 2014, requires that the remuneration payable to the Cost Auditor as recommended by the Audit Committee be ratified by the Shareholders. Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on April 23, 2024, had re-appointed M/s. GA and Associates, Cost Accountants (Firm Registration Number: 000409), for conducting the Cost Audit for the Financial Year 2024-25 on a remuneration of ₹70,000 (Indian Rupees Seventy Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit.

The Company has received a certificate from the Cost Auditors confirming their independence and arm's length relationship with the Company and their willingness to act as Cost Auditors of the Company.

Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditor by passing an Ordinary Resolution as set out in Item No. 5 of the Notice.

None of the Directors or Key Managerial Personnel is concerned or interested financially or otherwise in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Shareholders.

Item No. 6 – Approval of limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013

The Board of Directors of the Company have been permitted to make investments in the securities of other bodies corporate to the extent of 60% of its paid-up Share Capital and free reserves and securities premium account or 100 % of its free reserves and securities premium account, whichever is higher, in terms of Section 186 of the Companies Act, 2013, from time to time, for business purposes.

Pursuant to Rule 11(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 in relation to any acquisition by a holding company by way of subscription, purchase, or otherwise of the Securities of its wholly owned subsidiary company, the requirement of passing a special resolution under Section 186(3) of the Companies Act, 2013 shall not apply.

Section 186 provides that where the aggregate of investments made exceeds the prescribed limits, prior approval of the Members by way of a Special Resolution is required. Considering the increasing business operations and future growth plans of the Company which would require making investments in the securities of other bodies corporate, including subsidiaries, joint ventures, and associates, over a period of time, exceeding the higher of 60% of its paid-up Share Capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, it is necessary to empower the Board to acquire by way of subscription, purchase or otherwise the securities of body corporate(s) in India or abroad, for an amount of ₹400,00,00,000 (Indian Rupees Four Hundred Crores only).

The Board recommends passing of the Resolution set out in Item No. 6 as a Special Resolution.

None of the Directors or Key Managerial Personnel is concerned or interested financially or otherwise in this Resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Shareholders.

Additional information on Directors recommended for appointment/ reappointment as required under Regulation 36 of the SEBI Listing Regulations and applicable secretarial standards:



RAJENDRA VELAGAPUDI

Rajendra Velagapudi - Brief Resume

Rajendra Velagapudi holds a bachelor's degree in technology (Mechanical) from the Faculty of Engineering, Nagarjuna University, a master's degree in engineering in Automobile Engineering from Anna University, Madras and a degree of Master of Science in Design of Rotating Mechanics from School of Mechanical Engineering, Cranfield University.

Prior to joining our Company, he worked with Ford Truck Manufacturing Division, Simpsons Co. Ltd. for a period of two years, Bajaj Tempo Limited, and Bharat Earth Movers Limited for a period of over eight years.

DIN	: 06507627
Nationality	: Indian
Date of birth/Age	: June 2, 1963 / 61 Years
Educational Qualifications	: Bachelor's degree in technology (Mechanical) - Faculty of Engineering, Nagarjuna University Master's Degree - Engineering in Automobile Engineering from Anna University, Madras Degree of Master of Science in Design of Rotating Mechanics from the School of Mechanical Engineering, Cranfield University
Experience	: As mentioned in the brief resume
Nature of expertise in specific functional areas;	: Operations and Technology
Date of first appointment on the Board of the Company	: April 25, 2017
Disclosure of relationships between directors inter-se	: Nil
Names of listed entities in which the Director also holds the directorship	: Nil
Names of listed entities in which the Director holds membership of Committees of the board	: Nil
Listed entities from which the person has resigned in the past three years	: NIL
Shareholding in the Company	: 1460 equity shares of ₹10 each
Terms and Conditions of Appointment	: Director who retires by rotation and being eligible, offers himself for re-appointment as a director liable to retire by rotation
The number of meetings of the Board attended during the year	: 09
Directorships of other Boards (other than listed Companies)	: Nil
Membership/ Chairmanship of Committees of other Boards (other than listed Companies)	: Nil



**VENKAT RAMA MOHAN
REDDY BODANAPU**

B.V.R Mohan Reddy - Brief Resume

As Founder Chairman of Cyient Limited, B.V.R. Mohan Reddy contributes to the organization's global brand and purpose. Mohan acts as a sounding board, mentor, and critic in the spirit of enabling sustainable growth, especially in matters related to strategy, values, policy, CSR, and Government relations. Mohan promotes the highest standards of integrity and corporate governance, particularly at the Board level.

Mohan founded Cyient Limited (earlier, Infotech Enterprises) in 1991, with the vision of providing engineering services to global markets. He established the "Engineered in India" brand and led Cyient to contribute more than \$5 billion in cumulative exports to several international customers, including many Fortune 100 companies.

Mohan served as Chairman of NASSCOM in 2015-16, has been a member of its Executive Council since 2003, and continues to shape the industry agenda. He served as the Chairman of CII, Southern Region, in 2008-2009 and currently serves as the National Education Council Chairman. Mohan is also the Founding Director of T-Hub, the largest start-up incubation centre in India.

Mohan has taken up several leadership positions to promote higher education. At present, he is the Chairman of the Board of Governors of IIT Hyderabad and IIT Roorkee. He is a member of the Leadership Advisory Board (LAB) at the University of Michigan College of Engineering, USA, and a member of the Court of Governors of Administrative Staff College of India (ASCI). Mohan received the Padma Shri, India's fourth-highest civilian award, in 2017 for his contribution to trade and industry. He is the recipient of the Distinguished Leadership Award of the American Society of Mechanical Engineers (CIE Division). He was conferred Lifetime Achievement Awards by the Hyderabad Management Association (HMA), Hyderabad Software Enterprises Association (HySEA), and the Centre for Organization Development (COD), recognizing his industry leadership, corporate excellence, and institution-building. A recipient of the Distinguished Alumnus Award from IIT Kanpur, Mohan is also a fellow of the Institution of Engineers (India).

Mohan holds postgraduate degrees in engineering from IIT Kanpur and the University of Michigan, USA. He is the recipient of honorary doctorates from JNTU Hyderabad, JNTU Kakinada, Andhra University, and KL University.

DIN	: 00058215																		
Nationality	: Indian																		
Date of birth/Age	: October 12, 1950 / 73 Years																		
Educational Qualifications	: Master of Science – Industrial & Operations Engineering - The University of Michigan, Ann Arbor, Michigan, USA. Master of Technology – Mechanical Engineering - IIT, Kanpur Bachelor of Technology - Mechanical Engineering - College of Engineering, Andhra University																		
Experience	: As mentioned in the brief resume																		
Nature of expertise in specific functional areas;	: Innovation and Entrepreneurship																		
Date of first appointment on the Board of the Company	: December 27, 2022																		
Disclosure of relationships between directors inter-se	: Mr. Krishna Bodanapu is the son of Mr. B.V.R. Mohan Reddy.																		
Names of listed entities in which the Director also holds the directorship	: <table border="1"> <thead> <tr> <th>Name of the Listed Entity</th> <th>Category</th> </tr> </thead> <tbody> <tr> <td>CYIENT LIMITED</td> <td>Founder Chairman, Non-Executive Director</td> </tr> </tbody> </table>	Name of the Listed Entity	Category	CYIENT LIMITED	Founder Chairman, Non-Executive Director														
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Names of listed entities in which the Director holds membership of Committees of the board	: <table border="1"> <thead> <tr> <th>Name of the Listed Entity</th> <th>Category</th> </tr> </thead> <tbody> <tr> <td>CYIENT LIMITED</td> <td>Member, Stakeholder Relationship Committee</td> </tr> </tbody> </table>	Name of the Listed Entity	Category	CYIENT LIMITED	Member, Stakeholder Relationship Committee														
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Listed entities from which the person has resigned in the past three years	: NIL																		
Shareholding in the Company	: NIL																		
Terms and Conditions of Appointment	: Director who retires by rotation and being eligible, offers himself for re-appointment as a director liable to retire by rotation																		
The number of meetings of the Board attended during the year	: 09																		
Directorships of other Boards (other than listed Companies)	: <table border="1"> <thead> <tr> <th>Name of the Entity</th> <th>Category</th> </tr> </thead> <tbody> <tr> <td>Vizag IT Park Limited</td> <td>Director</td> </tr> <tr> <td>T-Hub Foundation</td> <td>Director</td> </tr> <tr> <td>Saranam Ventures Private Limited</td> <td>Director</td> </tr> <tr> <td>Infocad Enterprises Private Limited</td> <td>Director</td> </tr> <tr> <td>Cyient Urban Micro Skill Centre Foundation</td> <td>Director</td> </tr> <tr> <td>Kritsnam Technologies Private Limited</td> <td>Director</td> </tr> <tr> <td>IIT Kanpur Development Foundation</td> <td>Director</td> </tr> <tr> <td>Scient Development Foundation</td> <td>Director</td> </tr> </tbody> </table>	Name of the Entity	Category	Vizag IT Park Limited	Director	T-Hub Foundation	Director	Saranam Ventures Private Limited	Director	Infocad Enterprises Private Limited	Director	Cyient Urban Micro Skill Centre Foundation	Director	Kritsnam Technologies Private Limited	Director	IIT Kanpur Development Foundation	Director	Scient Development Foundation	Director
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Membership/ Chairmanship of Committees of other Boards (other than listed Companies)	: <table border="1"> <thead> <tr> <th>Name of the Entity</th> <th>Particulars</th> </tr> </thead> <tbody> <tr> <td>T-Hub Foundation</td> <td>Member- Nomination and Remuneration Committee</td> </tr> </tbody> </table>	Name of the Entity	Particulars	T-Hub Foundation	Member- Nomination and Remuneration Committee														
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