



Dear Mr. Jehangir Ardeshir,
302B, Paradise Apartments, Lane E (Off North Main Road),
Koregaon Park, Pune,
Maharashtra- 411001

Dear Mr. Mr. Jehangir Ardeshir,

Sub.: Letter of Appointment as Independent Director

Appointment

I have pleasure in informing you that the Board of Directors of the Company at their meeting held on 13th December, 2022 appointed you as additional director. The appointment would be regularized by the shareholders of the company, at the forthcoming General Meeting. Your appointment is classified as an independent director and will be for the period of three years from the date of first appointment. The appointment will be subject to the provisions of the applicable laws.

Time commitment

Overall, we anticipate a time commitment of about ten days for every financial year (2 days for each quarterly board meeting and 2 days for any other meeting called by the company). In addition, you may be required to devote appropriate preparation time ahead of each meeting. By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role. The agreement of the Chairman may be sought before accepting additional commitments that might impact on the time you are able to devote to your role as an Independent Director of the company.

Role and responsibilities

Independent Directors would have the same general legal responsibilities to the company as any other Director. The Board as a whole is collectively responsible for the success of the company. The Board:

- provides entrepreneurial leadership of the company within a framework of prudent and effective controls which enable risk to be assessed and managed
- sets the company's strategic aims, ensures that the necessary financial and human resources are in place for the company to meet its objectives, and reviews management performance
- sets the company's values and standards and ensures that its obligations to its shareholders and others are understood and met.

Cyient DLM Limited

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

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

www.cyientdlm.com
info.dlm@cyient.com
CIN: U31909TG1993PLC141346
T: +91 8214282222/4004500
F: +91 8214000369



All Directors must take decisions objectively in the interests of the company. In addition to these requirements of all Directors, the role of the Independent Director has the following key elements:

Strategy – Independent Directors could constructively challenge and help develop proposals on strategy

Performance – Independent Directors may scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance

Risk – Independent Directors should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible

People – Independent Directors are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in appointing, and where necessary removing, Executive Directors and in succession planning

Fiduciary Responsibility

It is kindly expected that you act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its associates, the shareholders, the community and for the protection of environment.

You may please exercise your duties with due and reasonable care, skill and diligence and exercise independent judgment.

You may not involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company in terms of provisions of the Companies Act, 2013, SEBI (LODR) Regulations and other applicable laws.

Kindly do not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners, or associates. Any undue gain thus made, shall be repaid to the company.

Code of Conduct

As an Independent Director, you agree to abide by and be subject to the Code of Conduct for the Board and senior management. The meaning and definition of independent director, as stipulated in the listing regulations is enclosed as Annexure hereto. You are requested to familiarize yourself and ensure that the independence is not jeopardized.

Cyient DLM Limited

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

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

www.cyientdmlm.com
info.dlm@cyient.com
CIN: U31909TG1993PLC141346
T: +91 8214282222/4004500
F: +91 8214000369



Remuneration

In terms of the resolution passed by the members of the Company and subject to the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, you would be eligible to receive commission on an annual basis as recommended by the Leadership, Nomination & Remuneration Committee and approved by the Board. The commission is payable on the basis of attendance at the meetings of the board and contributions made to it. Besides, all expenses pertaining to the meeting will also be reimbursed. The remuneration is currently set at Rs. 12 lakhs per fiscal year and would be subject to deduction of taxes as applicable under Indian law.

You may kindly note that Indian law prohibits issue/grant of stock options to independent directors.

Conflicts of interests

It is accepted and acknowledged that you have business interests other than those of the company and have declared any conflicts that are apparent at present. In the event that you become aware of any potential conflicts of interest, these may be disclosed to the Chairman and Company Secretary as soon as apparent. The Board of the Company have determined you to be independent according to SEBI (Listing Obligations & Disclosure Requirements) Rules, 2015 read with Section 149 and Schedule IV of the Companies Act, 2013.

Confidentiality

All information acquired during your appointment is confidential to the company and may not be released, either during your appointment or following termination (by whatever means), to third parties without prior clearance from the Chairman in writing.

Your kind attention is also drawn to the requirements under applicable regulations as to the disclosure of price-sensitive information. Consequently, you may please avoid making any statements that might risk a breach of these requirements without prior clearance from the Chairman.

The information received by you as a director of the company in respect of the company may please be kept highly confidential and not be shared with any person.

Review process

The performance of individual Directors and the whole Board and its committees is evaluated annually. If, in the interim, there are any matters that cause you concern about your role you may kindly discuss them with the Chairman as soon as is appropriate.

Cyient DLM Limited

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

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

www.cyientdmlm.com
info.dlm@cyient.com
CIN: U31909TG1993PLC141346
T: +91 8214282222/4004500
F: +91 8214000369



Insurance

The company has directors' and officers' liability insurance and it is intended to maintain such cover for the full term of your appointment. The current indemnity limit is USD 20 million in the aggregate.

Committees

This letter refers to your appointment as an Independent Director of the company. In the event that you are also asked to serve and share your expertise on one or more of the Board committees, this would extend to your tenure on such committees also.

A handwritten signature in blue ink, appearing to read "Krishna Bodanapu", with a stylized flourish at the end.

Date: 27th December 2022

Place: Hyderabad

Krishna Bodanapu
Non-Executive Chairman



Annexure I

Independent director means a non-executive director, other than a nominee director of the listed entity:

(i) Who, in the opinion of the board of directors, is a person of integrity and possesses relevant expertise and experience;

(ii) Who is or was not a promoter of the listed entity or its holding, subsidiary or associate company;

(iii) Who is not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;

(iv) Who, apart from receiving director's remuneration, has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

(v) None of whose relatives has or had pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year;

(vi) Who, neither himself, nor whose relative(s) —

(A) holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

(B) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —

(1) a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or

(2) any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;



(C) Holds together with his relatives two per cent or more of the total voting power of the listed entity; or

(D) is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the listed entity;

(E) is a material supplier, service provider or customer or a lessor or lessee of the listed entity;

(vii) Who is not less than 21 years of age

Cyient DLM Limited

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

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

www.cyientdmlm.com
info.dlm@cyient.com
CIN: U31909TG1993PLC141346
T: +91 8214282222/4004500
F: +91 8214000369