



Cyient Limited

CIN: L72200TG1991PLC013134

Regd. Office: 4th Floor, 'A' Wing, Plot No. 11, Software Units Layout, Infocity, Madhapur,
Hyderabad 500 081, Tel: 91 40 67641322 | Fax: 91 40 66624368
Website : www.cyient.com, E-mail: company.secretary@cyient.com

Dear Shareholder(s),

Sub:- Passing of Resolutions through Postal Ballot

In terms of the provisions of section 110 and other applicable provisions, if any, of the Companies Act, 2013 read Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, the Board of Directors of the Company has recommended the enclosed business to be transacted through postal ballot. The resolutions pertain to re-appointment of Independent Directors Mr. Vivek N Gour (DIN 00254383) and Ms. Matangi Gowrishankar (DIN 01518137) for the second term.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members 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 Private Limited. The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, 2 March 2022 and ends at 5.00 p.m. (IST) on Thursday, 31 March 2022. Once the vote is cast on the resolution, the Member 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.

By Order of the Board

Sd/-

N. Ravi Kumar

Dy. Company Secretary

M No. ACS 19677

Place : Hyderabad

Date : 26 February 2022

To consider and if thought fit to pass with or without modification(s), the following resolutions as a Special Resolution:

1. Re-appointment of Mr. Vivek N Gour (DIN 00254383) as an Independent Director for a second term of five consecutive years.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Leadership, Nomination & Remuneration Committee and the approval of the Board of Directors, Mr. Vivek N Gour (DIN 00254383) who holds office of Independent Director up to 24 April 2022 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose

Mr. Vivek N Gour's candidacy for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 25 April 2022 up to 24 April 2027."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) 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. Re-appointment of Ms. Matangi Gowrishankar (DIN 01518137) as an Independent Director for a second term of five consecutive years.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Leadership, Nomination & Remuneration Committee and the approval of the Board of Directors, Ms. Matangi Gowrishankar (DIN 01518137) who holds office of Independent Director up to 24 April 2022 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Ms. Matangi Gowrishankar's candidacy for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 25 April 2022 up to 24 April 2027."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) 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."

By Order of the Board

Sd/-

N. Ravi Kumar

Dy. Company Secretary

M No. ACS 19677

Place : Hyderabad

Date : 26 February 2022

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

Item No.1: Re-Appointment of Mr. Vivek N Gour (DIN 00254383) as an Independent Director for a second term of five consecutive years:

Mr. Vivek N Gour was appointed as an Independent Director of the Company pursuant to section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on 6 June 2019 to hold office up to 24 April 2022 (first term), as per the explanation to section 149(10) and 149(11) of the Act.

The Leadership, Nomination & Remuneration Committee at its Meeting held on 19 January 2022 after evaluating the performance of Mr. Vivek N Gour during the first term of three years and considering the substantial contribution made by him during his tenure as an Independent Director since his appointment, has recommended to the Board that continued association of the said Director as an Independent Director would be in the interest of the Company.

Based on the above, the Leadership, Nomination & Remuneration Committee and the Board have recommended/ approved the re-appointment of Mr. Vivek N Gour on the Board of the Company, to hold office for a second term of five consecutive years commencing from 25 April 2022 up to 24 April 2027, 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. Vivek N Gour, for his appointment to the office of Independent Director. Mr. Vivek N Gour 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. Vivek N Gour, fulfils the conditions specified in the Act for appointment as an Independent Director. In the opinion of the Board, Mr. Vivek N Gour is Independent of the Management.

Mr. Vivek N Gour 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 re-appointment of Mr. Vivek N Gour as Independent Director setting out the terms and conditions and also the details of directorships/ committee positions in other bodies corporate would be available for inspection by the Members electronically. Members seeking to inspect the same can send an e-mail to company.secretary@cyient.com.

The Board recommends the Special Resolution for re-appointment of the Mr. Vivek N Gour at Item No. 1 of this notice for your approval.

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

Brief Profile of Mr. Vivek N Gour:

An expert on audit and governance, he brings with him extensive domain knowledge of the aviation sector. Over the years, he has held directorships at several companies across India, the US, and the Middle East.

Mr. Vivek N Gour has over three decades of experience across multiple roles, the last as the Managing Director and CEO of the Air Works Group, India's largest private-sector MRO company. He was the Chief Financial Officer at Genpact, where he oversaw the company's listing on the NYSE, and prior to that, he held many leadership positions at GE Capital India and GECIS (which later became Genpact).

Mr. Vivek N Gour holds a bachelor's degree in commerce from the University of Mumbai, an MBA from the Faculty of Management Studies, University of Delhi, and is an alumnus of Harvard Business School's OPM program. He is a Founding Member of the Heart to Heart Foundation that provides financial support for treatment and surgeries to underprivileged children suffering from congenital heart disorders.

Additional information in respect of Mr. Vivek N Gour, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure to this Notice.

Item No.2: Re-Appointment of Ms. Matangi Gowrishankar (DIN 01518137) as an Independent Director for a second term of five consecutive years:

Ms. Matangi Gowrishankar was appointed as an Independent Director of the Company pursuant to section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on 6 June 2019 to hold office up to 24 April 2022 (first term), as per the explanation to section 149(10) and 149(11) of the Act.

The Leadership, Nomination & Remuneration Committee at its Meeting held on 19 January 2022 after evaluating the performance of Ms. Matangi Gowrishankar during the first term of three years and considering the substantial contribution made by her during her tenure as an Independent Director since her appointment, has recommended to the Board that continued association of the said Director as an Independent Director would be in the interest of the Company.

Based on the above, the Leadership, Nomination & Remuneration Committee and the Board have recommended/ approved the re-appointment of Ms. Matangi Gowrishankar on the Board of the Company, to hold office for a second term of five consecutive years commencing from 25 April 2022 up to 24 April 2027, 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 Ms. Matangi Gowrishankar, for her appointment to the office of Independent Director. Ms. Matangi Gowrishankar 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 Ms. Matangi Gowrishankar, fulfils the conditions specified in the Act for appointment as an Independent Director. In the opinion of the Board, Ms. Matangi Gowrishankar is Independent of the Management.

Ms. Matangi Gowrishankar 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 re-appointment of Ms. Matangi Gowrishankar as Independent Director setting out the terms and conditions and also the details of directorships/ committee positions in other bodies corporate would be available for inspection by the Members electronically. Members seeking to inspect the same can send an e-mail to company.secretary@cyient.com.

The Board recommends the Special Resolution for re-appointment of the Ms. Matangi Gowrishankar at Item No. 2 of this notice for your approval.

None of the Directors, Key Managerial Personnel and their relatives except Ms. Matangi Gowrishankar herself and her relatives may be deemed to be concerned or interested in the resolution.

Brief Profile of Ms. Matangi Gowrishankar:

A career business and human resources professional, she is now a strategic advisor and executive coach with expertise in talent management, leadership and organization development, diversity and inclusion, and organization transformation. She also serves as an Independent Director across diverse industries, including several other boards.

Ms. Matangi Gowrishankar has over three decades of experience in senior leadership roles in business and HR across India and overseas, including 14 years at BP plc, where her last role was Global Head of Capability Development and Director of the Global Leadership Academy. She has worked across multiple industries and has been associated with several Indian and global organizations, including Standard Chartered Bank, Reebok India, GE, Zensar Technologies, Cummins, and Castrol India. Ms. Gowrishankar is a certified coach and facilitator and is associated with many organizations and programs, including the Strategic Human Resources Program at Harvard Business School and the Senior Executive Program at Cornell University.

Ms. Matangi Gowrishankar holds a BA in sociology and a post-graduate degree in personnel management and industrial relations from XLRI, Jamshedpur. She is passionate about building high-performance teams and is actively involved in coaching and mentoring senior leaders across several organizations.

Additional information in respect of Ms. Matangi Gowrishankar, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure to this Notice.

Notes:

1. The explanatory statement pursuant to sections 102 and 110 of the Act stating all material facts and the reasons for the proposals set out in resolution no. 1 and 2 is annexed herewith.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, 25 February 2022 (cut-off date).
3. The Company has appointed, Mr. S Chidambaram, Practising Company Secretary, Hyderabad as the Scrutineer to scrutinise the entire e-voting process, in a fair and transparent manner.
4. The Scrutineer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before 2 April 2022 and will also be displayed on the website of the Company besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
5. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.cyient.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited ('KFin'/'RTA') at <https://evoting.kfintech.com>.
6. In case of any query relating to e-voting, Members may refer 'Help and Frequency Asked Questions' ('FAQs') section available on KFin website <https://evoting.kfintech.com>. For any grievances related to remote e-voting please contact Mr. Mohsin Uddin, Senior Manager, KFin Technologies Private Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telangana e-mail : einward.ris@kfintech.com, 1800-309-4001 (toll free number).

Procedure for registering the e-mail address and obtaining the Notice and Remote E-voting instructions by the shareholders whose e-mail addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case of shareholders holding shares in physical form) :

- i. Those Members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below :
 - a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.

- b. Members holding shares in physical form may register their e-mail address and mobile number with KFin by sending e-mail to einward.ris@kfintech.com along with signed scanned copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy and copy of share certificate for receiving the Notice and the e-voting instructions or register their e-mail address with KFin by clicking on <https://ris.kfintech.com/clientservices/postalballot/>.
- ii. Further, those members who have not registered their e-mail addresses and mobile nos. 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/postalballot/>. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward.
- iii. 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.
- iv. Members who have registered their e-mail address, mobile nos., 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.

1. Instructions for e-voting :

A. Voting through electronic means

- a) In compliance with the provisions of section 108 and other applicable provisions of the Act, if any, the Companies (Management and Administration) Rules, 2014 as amended, SS-2 and Regulation 44 of the SEBI LODR, the Members are provided with the facility to cast their vote electronically on all resolutions set forth in this Notice from a place other than the venue of the Meeting ('remote e-voting') through the e-voting platform provided by KFin. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- b) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on the cut-off date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the despatch of the Notice may approach KFin for issuance of the User ID and Password for exercising their right to vote by electronic means.
- c) The details of the process and manner for remote e-voting are given below:
 - i. Initial password is provided in the body of the e-mail.
 - ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
 - iv. After entering the details appropriately, click on LOGIN.
 - v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the EVENT i.e. Cyient Limited
 - viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
 - ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

- x. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc., to the Scrutineer through e-mail at schid285@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Cyient_EVENT No.'
- xi. Members can cast their vote online from Wednesday, 2 March 2022 (9.00 a.m. IST) till Thursday, 31 March 2022 (5.00 p.m. IST). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be disabled.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on toll free number 1800-309-4001.

B. Procedure to login through websites of Depositories

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

a. National Securities Depository Limited ('NSDL')

1. User already registered for IDeAS facility

- i. URL: <https://eservices.nsdl.com>
- ii. Click on the "Beneficial Owner" icon under 'IDeAS' section.
- iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting"
- iv. Click on company name or e-voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-voting period.

2. User not registered for IDeAS e-Services

- i. To register click on link : <https://eservices.nsdl.com>
- ii. Select "Register Online for IDeAS"
- iii. Proceed with completing the required fields.

3. User not registered for IDeAS e-Services

- i. To register click on link : <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- ii. Proceed with completing the required fields.

4. By visiting the e-Voting website of NSDL

- i. URL: <https://www.evoting.nsdl.com/>
- ii. Click on the icon "Login" which is available under 'Shareholder/Member' section.
- iii. Enter User ID (i.e. 16-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 redirected to NSDL Depository site wherein you can see e-voting page.

Click on company name or e-Voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

b. Central Depository Services (India) Limited ('CDSL')

1. Existing user who have opted for Easi/Easiest

- i. URL: <https://web.cdslindia.com/myeasi/home/login> or URL: www.cdslindia.com
- ii. Click on New System Myeasi
- iii. Login with user id and password.
- iv. Option will be made available to reach e-Voting page without any further authentication.
- v. Click on e-voting service provider name to cast your vote

2. User not registered for Easi/Easiest

- i. Option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- ii. Proceed with completing the required fields.

3. By visiting the e-Voting website of CDSL

- i. URL: www.cdslindia.com
- ii. Provide demat Account Number and PAN No.
- iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the demat Account.
- iv. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. Once logged in, you will be able to see e-voting option. Click on e-voting option and you will be re-directed to NSDL/CDSL Depository site after successful authentication. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.

Important note

Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

| Members facing any technical issue - NSDL | Members facing any technical issue - CDSL |
|--|---|
| Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 | 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 022-23058542-43. |

Annexure

Details of Directors seeking appointment and re-appointment - Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meeting

| | | |
|---|--|---|
| Name of the Director | Vivek N Gour | Matangi Gowrishankar |
| Director Identification Number(DIN) | 00254383 | 01518137 |
| Director Registration with IICA | IDDB-DI-201912-002440 | IDDB-DI-202001-006087 |
| Nationality | Indian | Indian |
| Date of Birth/Age | 10 November 1962 ; 59 years | 27 February 1958; 64 years |
| Qualification | B.Com, MBA | B.A (Sociology) Post Graduation Honours Diploma In Industrial Relations and Welfare |
| Experience and Expertise | Governance & Audit, e-commerce, IT enabled services and aviation | Human Resources |
| Date of first Appointment on the Board of the Company | 25 April 2019 | 25 April 2019 |
| Shareholding in the Company | 5,000 (Five thousand only); open market purchase | NIL |
| List of Directorship held in other Listed Companies | 1) Affle (India)Limited 2) Indiamart Intermesh Limited | 1) Greenlam Industries Limited 2) Gabriel India Limited |
| Membership(M)/Chairmanship(C) in Committees of other listed Companies as on date | 1) Indiamart Intermesh Limited - Audit (C) Stakeholder Relationship (C) 2) Affle (India) Limited - Audit (C) | 1) Greenlam Industries Limited - Audit (M) Stakeholder Relationship (M) Risk Management (M) 2) Gabriel India Limited - Corporate Social Responsibility (M) |

| | | |
|---|--|---|
| Board Meetings attended/ held from the date of first appointment until date of postal ballot | 17/17 | 16/17 |
| Committee positions in the Company | 1) Audit Committee (C) 2) Risk Management Committee (C) 3) Strategy Committee (M) | 1) Leadership, Nomination & Remuneration Committee (C) 2) Environment, Social & Governance Committee (M) |
| Relationships between Director <i>inter-se</i> | There is no <i>inter-se</i> relationship among the directors | There is no <i>inter-se</i> relationship among the directors |
| Details of resignations, if any, from the Boards of other listed companies, in the last 3 years | NIL | Resigned from the Board of Cox & Kings Financial Service Limited on 12 June 2019. |
| Skills and capabilities required for the role and the manner in which the director meets such requirements | <p>The skills and responsibilities required for the role, <i>inter alia</i>, include reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, monitoring effectiveness of governance</p> <p>Further, it includes:</p> <p>Ensuring the integrity of the accounting and financial reporting systems, including the independent audit,</p> <p>Ensuring appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.</p> <p>His professional training and experience (as listed above) make him eminently appropriate for appointment.</p> | <p>The skills and responsibilities required for the role, <i>inter alia</i>, include reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, monitoring effectiveness of governance</p> <p>Further, it includes:</p> <p>selecting, compensating, monitoring and, when necessary, replacing key managerial personnel and overseeing succession planning</p> <p>Aligning key managerial personnel and remuneration of board of directors with the longer term interests of the company and interests of shareholders.</p> <p>Ensuring a transparent nomination process to the board of directors with the diversity of thought, experience, knowledge, perspective and gender in the board of directors and monitoring board evaluation framework</p> <p>Her professional training and experience (as listed above) make her eminently appropriate for appointment.</p> |
| Terms and Conditions including remuneration | <p>Re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 25 April 2022 up to 24 April 2027.</p> <p>The remuneration shall be in accordance with the resolution passed by the shareholders of the company on 30 October 2014 (not exceeding one percent of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act).</p> | <p>Re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 25 April 2022 up to 24 April 2027.</p> <p>The remuneration shall be in accordance with the resolution passed by the shareholders of the company on 30 October 2014 (not exceeding one percent of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act).</p> |
