

**CYIENT LIMITED****(CIN: L72200TG1991PLC013134)**

Regd office: 4<sup>th</sup> Floor, 'A' Wing, Plot No. 11, Software Units Layout, Infocity, Madhapur  
Hyderabad - 500 081, Telangana, India e-mail : company.secretary@cyient.com

**NOTICE OF POSTAL BALLOT**

**(Pursuant to Section 110 of the Companies act 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA circulars as defined below)**

NOTICE is hereby given to the shareholders of Cyient Limited (the "company") pursuant to section 110 and all the other applicable provisions of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) read with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022 and 09/2023 dated 25 September 2023 issued by the Ministry of Corporate Affairs (including any statutory modifications, amendments or re-enactments thereto) and pursuant to any other applicable laws and regulations, that the Board of Directors of the Company has recommended the enclosed business to be transacted through postal ballot.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to this notice to receive this Postal Ballot Notice.

Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by KFin Technologies Limited. The remote e-voting period commences from 09:00 AM IST on Sunday, 19 November 2023 and ends at 05:00 PM IST on Monday, 18 December 2023. Once the vote is cast on the resolution, the shareholder will not be allowed to change it subsequently or cast the vote again. The instructions for e-voting are provided as a part of this Postal Ballot Notice.

The Board has appointed Mr. Manish Kumar Singhania, Practising Company Secretary Membership No. ACS 22056 (CP No. 8086) as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

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

**1. Appointment of Mr. Nitin Prasad (DIN: 05261866) as Non-Executive Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (collectively referred to as the "Companies Act"), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable law and pursuant to the provisions of the Articles of Association of the Company, Mr. Nitin Prasad (DIN: 05261866), who has provided consent to act as Non-Executive Independent Director of the Company, and submitted a declaration that he meets the criteria for appointment as an Independent Director under Section 149(6) of the Companies Act and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member, signifying the intention to propose Mr. Nitin Prasad, for the office of director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of 3 consecutive years commencing from 22 September 2023 to 21 September 2026 to and shall be paid in terms of the appointment letter dated 22 September 2023 issued to Mr. Nitin Prasad, as may be determined by the Board / Leadership, Nomination and Remuneration committee (LNRNC) from time to time".

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

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

**Sudheendhra Putty**  
Company Secretary  
FCS No. 5689

Place: Hyderabad  
Date: 19 October 2023

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

## **Item no. 1: Appointment of Mr. Nitin Prasad (DIN: 05261866) as an Independent Director**

Based on the recommendation of the LNR Committee, the board of directors of the company appointed (as Additional Director) Mr. Nitin Prasad as Non-Executive Independent Director for a term of 3 consecutive years commencing from 22 September 2023 until 21 September 2026, without being liable to retire by rotation.

The Company has received a notice in writing pursuant to section 160 of the Companies Act, 2013 from a Member proposing the candidacy of Mr. Nitin Prasad, for his appointment to the office of Independent Director. Mr. Nitin Prasad 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. Nitin Prasad, fulfils the conditions specified in the Act for appointment as an Independent Director.

In the opinion of the Board, Mr. Nitin Prasad is Independent of the Management.

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

A copy of the draft letter for the appointment of Mr. Nitin Prasad as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the company during normal business hours on any working day and also on the company website [www.cyient.com](http://www.cyient.com). Members seeking to inspect the same can send an e-mail to [company.secretary@cyient.com](mailto:company.secretary@cyient.com)

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

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

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

Brief Resume:

Mr. Nitin Prasad (Nitin) has over 25 years of experience spanning industries from Semiconductors to Energy/ Clean Energy and geographies from USA, Singapore to India. Nitin has won numerous awards and recognitions including Economic Times Most Promising Business Leaders of Asia, Fortune 40 under 40, Economic Times- Spencer Stuart 40 under 40 etc. Nitin has delivered business turnarounds, building and scaling of new business verticals, development of energy transition/ climate change strategy and influencing policy change in India.

As Chairman of Shell Companies in India, Nitin has oversight over all of Shell's companies and investments into India. He has spearheaded Shell India's response to the energy transition and climate change, driving the strategy to build Shell India into a material, highly profitable multi-billion dollar low carbon business while addressing legacy issues, transition and physical risks. He has led the business development through organic growth, acquisitions and strategic partnerships for new climate resilient sectors. Nitin has also built Shell's Open Innovation platforms in India incl. conceptualizing and launching India's leading energy and mobility incubator - Shell E4.

Nitin is a sustainability champion and well recognized thought leader on climate change and is frequently invited to engage the relevant Ministries, members of parliament, IPCC, COPs and was the Co-Chair of ESG Action Council for the B20 in India. He has published Shell's 2050 scenarios for India (in partnership with TERI); published a guide to how India can exceed its 2030 emissions ambition launched at the T20 culmination event; released numerous policy papers on the new sunrise sectors (Hydrogen, Offshore Wind, Carbon Markets etc.); authored several articles; been extensively featured in numerous climate and energy conferences and been frequently referenced or quoted in the media.

Nitin was the chair of multiple CII committees and part of the advisory, executive councils of several industry or cross sector bodies. He has also co-founded multiple cross-sector, industry wide coalitions - Industry Net Zero (over 60 members, active in COPs), Build Ahead (construction decarbonization) and Carbon Capture Utilization and Storage (CCUS). Nitin is a strong advocate of collaborations and partnerships being key to solving climate change and other global systemic challenges.

Nitin did his schooling from the Doon School, India and Frankfurt, Germany; got his engineering degree from Georgia Institute of Technology, USA and did his MBA from INSEAD, France.

## Information for Shareholders

<b>Director Identification Number</b>	05261866
<b>Nationality</b>	Indian
<b>Date of Birth (Age in years)</b>	10/01/1977 (46 years)
<b>Original date of appointment</b>	22 September 2023
<b>Qualification</b>	Schooling from the Doon School, India and Frankfurt, Germany; Engineering degree from Georgia Institute of Technology, USA and Masters in Business Administration from INSEAD, France
<b>IICA Registration number</b>	IDDB-DI-202309-052019
<b>Experience and expertise in specific functional area</b>	Over 25 years' experience spanning industries from Semiconductors to Energy / Clean Energy and geographies from USA to Singapore and India
<b>Shareholding in the Company</b>	Nil
<b>Key Terms of appointment and remuneration</b>	As per the resolution at item 1 of the notice and as per the letter of appointment. The remuneration will be in line with other independent directors.
<b>Board Meetings attended/ held from the date of appointment until date of postal ballot</b>	Held - 1 Attended - 1
<b>Relationship with other Directors or KMPs</b>	No <i>inter-se</i> relationship with other directors or KMPs
<b>Names of listed entities in which the person holds the directorship</b>	NIL
<b>Names of listed entities in which the person holds the membership of Committees of the board</b>	NIL
<b>Details of resignations, if any, from the Boards of other listed companies, in the last 3 years</b>	NIL
<b>Skills and capabilities required for the role and the manner in which the director meets the requirements</b>	The director brings in expertise and experience in building and driving strategy, business development through organic growth, M&A and strategic partnerships in relevant sectors. Further, he brings in a perspective on ESG and sustainability aspects, all of which are relevant to the company

## NOTES:

1. The Explanatory Statement containing the reasons for the proposed resolution and setting out material facts, pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, is annexed hereto.
2. In compliance with the MCA Circulars, the Company is sending this Notice to the Members in electronic form only. Accordingly, the communication of assent or dissent of the Members would take place through remote e-voting system only. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.
3. This Notice is being sent to the equity shareholders ('Members') whose names appear in the List of Beneficial Owners received from National Securities Depository Limited/ Central Depository Services (India) Limited ('Depositories') as at the close of business hours on Friday, 10 November 2023 ('cut-off date'). **Members as on the cut-off date would be entitled to vote by way of Remote E-voting** and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only. This Notice is being sent electronically to all Members whose e-mail addresses are registered with KFin Technologies Limited (Kfin)/RTA or the Depositories.
4. A copy of this Notice is also available on the Company's website at [www.cyient.com](http://www.cyient.com), website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
5. Members who have not registered their email address and in consequence could not receive the Notice may get their email address registered with the RTA (Physical shareholders) / DP (For Electronic Holdings), by following the process as per SEBI guidelines (Circular No - SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655) dated November 03, 2021, by submitting the requisite ISR forms. The forms can be downloaded from the link below: <https://ris.kfintech.com/clientservices/isc>.
6. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1(one) English newspaper and at least 1 (one) telugu Regional language newspaper, each with wide circulation in Hyderabad, where the registered office of the Company is situated and will also be uploaded on the website of the Company ([www.cyient.com](http://www.cyient.com))
7. Kindly note that the Communication of the assent/dissent to the Resolution proposed in the Notice of Postal Ballot would take place only through Remote E-voting.
8. The Members shall exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means i.e. through e-voting services provided by [kfintech](http://kfintech.com). **The voting will commence on 19 November 2023 to 18 December 2023** for the Members exercising their vote through electronic voting. The Remote E-voting module shall be disabled for voting thereafter.
9. The Board has appointed Mr. Manish Kumar Singhania Practicing Company Secretary Membership No. ACS 22056, (CP No. 8086), as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
10. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company website [www.cyient.com](http://www.cyient.com), on the website of Kfin tech <https://evoting.kfintech.com>, and communicated to the stock exchanges and RTA.
11. Documents if any referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers, shall be open for inspection by the Members at the Registered Office of the Company between 10:00 a.m. and 2:00 p.m. on all working days except Saturdays, Sundays, and national holidays, until the end of the voting period.

### 12. Instructions for Voting through electronic means:

#### Access to NSDL e-voting system

Pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login method
<b>Login method for Individual shareholders holding securities in demat mode with NSDL</b>	<p><b>A. Users registered for NSDL IDeAS facility.</b></p> <ul style="list-style-type: none"> <li>i. Open web browser by typing the URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.</li> <li>ii. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page.</li> <li>iii. Click on options available against Company name or e-voting service provider – <b>Kfintech</b> and you will be re- directed to e-voting service provider website for casting your vote during the remote e-voting period</li> </ul>
	<p><b>B. Users not registered for IDeAS e-Services:</b></p> <p>Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></p> <p>Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a> and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote</p>
	<p><b>C. By visiting the e-voting website of NSDL:</b></p> <ul style="list-style-type: none"> <li>i. Visit the e-voting website of NSDL. Open web browser by typing the URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the "Login" icon, available under the "Shareholder/Member" section.</li> <li>ii. A new screen will open. Enter your User ID (i. e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</li> <li>iii. Click on options available against Company name or e-voting service provider – Kfintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</li> </ul>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<p><b>A. Existing users who have opted for Easi/Easiest:</b></p> <ul style="list-style-type: none"> <li>i. URL to login to Easi/Easiest: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and select New System Myeasi</li> <li>ii. Shareholders can login through their user ID and password. Option will be made available to reach e-votingpage without any further authentication.</li> <li>iii. After successful login on Easi/Easiest, the user will also be able to see the e-voting menu. The menu will have links of ESPs. Click on <b>KFintech</b> to cast your vote.</li> </ul>
	<p><b>B. Users who have not opted for Easi/Easiest:</b></p> <p>Option to register for Easi/ Easiest is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> and proceed with completing the required fields.</p>
	<p><b>C. By visiting the e-voting website of CDSL:</b></p> <ul style="list-style-type: none"> <li>i. The user can directly access e-voting page by providing demat account number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile no. and e-mail id as recorded in the demat account.</li> <li>ii. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of ESP i.e. Kfintech</li> </ul>

Type of shareholders	Login method
<b>Individual Shareholders (holding securities in demat mode) logging in through their depository participants</b>	<ul style="list-style-type: none"> <li>i. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option.</li> <li>ii. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</li> <li>iii. Click on options available against the Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</li> </ul>
<b>Important note:</b> 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.	
<b>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.</b>	
<b>Members facing any technical issue – NSDL</b>	<b>Members facing any technical issue – CDSL</b>
Members facing any technical issue in logging in can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 22-23058542-43.

#### 11. Instructions for remote e-voting by Physical Shareholders:

- a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- b) Enter the login credentials provided in the email and click on Login.
- c) Password change menu appears when you login for the first time with default password. You will be required to mandatorily change the default password.
- d) The new password should 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.,).
- e) Update your contact details like mobile number, email address, etc. if prompted. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- f) Login again with the new credentials.
- g) On successful login, the system will prompt you to select the-"EVENT" i.e. "**Cyient Limited**"

On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned above. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- h) Members holding multiple folios / demat accounts may choose to vote differently for each folio / demat account.
- i) Members may then cast their vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, members can login multiple times and vote until they confirm the voting on the resolution by clicking "SUBMIT".
- j) 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. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at 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 'MUK\_EVENT No'
- k) In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at <https://evoting.kfintech.com/public/Faq.aspx> or call KFin on 1800 309 4001 (toll free).
- l) **Those members who have not yet registered their email addresses are requested to get their email addresses registered with KFin, by following the procedure mentioned below:**
- i. Visit the link below.  
**<https://ris.kfintech.com/clientservices/postalballot/>**
  - ii. Select the company name i.e. **Cyient Limited**
  - iii. Select the Holding type from the drop down i.e. - NSDL / CDSL / Physical
  - iv. Enter DPID – Client ID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and PAN.
  - v. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
  - vi. In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
  - vii. Enter the email address and mobile number.
  - viii. System will validate DP ID – Client ID/ Physical Folio No. and PAN / Share certificate No., as the case may be, and send the OTP at the registered Mobile number as well as email address for validation.
  - ix. Enter the OTPs received by SMS and email to complete the validation process. OTPs validity will be for 5 minutes only.
  - x. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
  - xi. Alternatively, members may send an email request addressed to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFin to register their email address and to provide them the Notice and the e-voting instructions along with the User ID and Password.
  - xii. Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.

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

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

**Sudheendhra Putty**  
Company Secretary  
FCS No. 5689

Place: Hyderabad  
Date: 19 October 2023

