

CYIENT LIMITED

(CIN: L72200TG1991PLC013134)

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 & 108 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management And Administration) Rules, 2014 and other applicable rules made thereunder, and the Circulars issued by the Ministry of Corporate Affairs, Government of India]

Notice is hereby given to the Members of Cyient Limited (the “**Company**”), pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013, (‘the **Act**’) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (‘the **Rules**’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘**Listing Regulations**’), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (‘**SS-2**’), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (‘**MCA**’) for holding general meetings / conducting postal ballot process through e-voting vide General Circulars No. 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 December 28, 2022 and 9/2023 dated 25th September, 2023 and any other relevant circulars issued by the MCA, Government of India (collectively the ‘**MCA Circulars**’), that the resolution as set out hereunder is proposed for approval by the Members of the Company as Ordinary Resolution, as the case may be, by means of postal ballot by voting through electronic means (‘**remote e-voting**’).

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons / rationale pertaining to the said resolution is annexed to this Notice of Postal Ballot for your consideration and forms a part of this Notice of Postal Ballot.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of KFin Technologies Limited. (hereinafter referred as “**Kfin**” or “**Service Provider**”) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.cyient.com. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	9.00 am (IST), Wednesday 16 April 2025
Conclusion of remote e-voting period	5.00 pm (IST), Thursday, 15 May 2025
Cut-off date for eligibility to vote	Friday, 11 April 2025

SPECIAL BUSINESS

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

Appointment of Mr. Sukamal Banerjee Mirnal (DIN: 10535670) as Executive Director and Chief Executive Officer of the Company.

“**RESOLVED THAT** pursuant to the Articles of Association of the Company and the recommendations of the Leadership, Nomination & Remuneration Committee (**LNRC**) and the Board of Directors (**Board**) of the Company and provisions of section 152, 161, 179, 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (**Act**), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (**Rules**) (including any statutory modification(s) and re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI Listing Regulations**), Mr. Sukamal Banerjee Mirnal (DIN: 10535670) who was appointed as an additional director be and is hereby appointed as a director and approval of the Members of the Company be and is hereby granted for his appointment as Executive Director and Chief Executive Officer of the Company, for a period of five years from 19.02.2025 to 18.02.2030, liable to retire by rotation, subject to approval of Central Government, as applicable, on the terms and conditions as set out below:

- I. Basic Salary** – In the scale of 530,000 USD equivalent to INR 4,50,50,000 per annum to 710,000 USD equivalent to INR 6,03,50,000 for the period w.e.f. 19.02.2025 to 18.02.2030. The base salary will remain 530,000 USD for the first 3 years and basis annual performance appraisal with an authority to the Board (based on the recommendation of the LNRC) to increase the same from time to time within the aforesaid range provided it remains in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time. The annual or other increments will be merit based and will take into account the Company’s performance apart from individual’s performance.

- II. Commission** – Up to 1 % of Profit after Tax (PAT) of the Company on standalone financials. The commission computation is linked to the achievements against agreed goals and strategic priorities as per the company's variable pay policy.

III. Retention compensation:

- Year 1: USD 529,413 (45 Mn INR)
- Year 2 :USD 529,413 (45 Mn INR)
- Year 3 :USD 353,000 (30 Mn INR)
- Year 4 :USD 353,000 (30 Mn INR)
- Year 5 :USD 353,000 (30 Mn INR)

These are paid based on satisfactory performance of expected duties and including adherence to compliances. Each tranche of retention compensation will trigger a 2-year claw back clause in case of voluntary termination of contract. The retention compensation for years 3 – 5 will be additionally contingent upon performance in years 1 and 2 including adherence to compliances.

IV. Perquisites and benefits

In addition to the basic salary and Retention compensation, he shall be entitled to:

- a) Benefits available to Cyient Inc. employees of INR 401k(company matches 50% of employee contribution upto a maximum of 2% of Basic salary), coverage under medical, dental and vision insurance, term life insurance, as per rules and policy of the Company and subject to applicable tax laws, provided that such perquisites and benefits shall not exceed 25,000 USD per annum.

Associate Stock Options at a perquisite value as per applicable laws.

- i) Joining options grant of 200,000 with an exercise price determined in terms of the ESOP Plan 2023 or such other ESOP Plan as may be applicable at that point in time, with a 3-year vesting in equal tranches.
- ii) Annually, a grant of 40,000 options with an exercise price determined in terms of ESOP Plan 2023 or such other ESOP Plan as may be applicable at that point in time, with a 3 year vesting in equal tranches. These grants are based on performance and are scaled to achievement. Any shortfall in the achievement of first year can be trued up in the second year on achievement of targets as appropriate.
- iii) Long term incentive (LTI) in the form of stock options granted annually at face value, vesting in 3 annual vests, based on performance. The

on-target performance will lead to grant of options with a value of 1% of EBIT.

- iv) Performance in ii) and iii) above refer to achievement against earnings growth, profitability and EPS targets for each year. The threshold for the growth targets is 5% YOY growth. The grants get triggered at a threshold of 90% with allocation linear to achievement between 90% and 105% and over achievement beyond 105% to be scaled at 1:5. Achievement below 90% will lead to zero grants. The LTI covers 5 years FY26-FY30 with an option for cumulative achievement for first 2 years FY26-FY27.
- v) All stock options grants will be reviewed and approved by the LNRC and will be subject to regulatory approvals, as applicable.

V. Overall Remuneration

That the total remuneration (i.e., salary, perquisites, commission, retention compensation) in any one financial year shall not exceed the limits prescribed from time to time under sections 196, 197 and other applicable provisions of the Act read with Schedule V to the said Act, as may for the time being, be in force and any amendments thereto. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the Board on the recommendation of LNRC. Further, within the overall remuneration, the individual components may be changed as desired by the Director and accepted by the LNRC.

VI. Minimum Remuneration

In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of service, the payment of salary, commission, perquisites and other allowances shall be governed by Schedule V to the Act, including any statutory modifications or re-enactment thereof, as may, for the time being, be in force.

VII. General

- a) Mr. Sukamal Banerjee will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects.
- b) He will act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- c) He will adhere to the Company's policies and procedures.
- d) He will maintain confidentiality of all information or knowledge in connection with the business affairs of

the Company, obtained by him during the course of his tenure as the Executive Director and CEO of the Company or at any time thereafter.

VIII. Term and Termination

The appointment shall be valid for a period of five years from the date of appointment. Either Company or Mr. Banerjee may terminate this appointment by providing three (3) months' written notice. If in any event, he is removed from his office as an Executive Director, he shall resign from the Board failing which he may be removed by the Board as a director.

RESOLVED FURTHER THAT the terms of appointment and remuneration given herein above be altered, varied, and modified from time to time by the Board and LNRC, as it may at its discretion deem fit so as not to exceed the aforesaid limits and those specified in Schedule V of the Companies Act, 2013 or any modification or re-enactment

thereof for the time being in force or any amendments made thereto as may be agreed by the Board and the concerned Director.

RESOLVED FURTHER THAT the Board of Directors (which shall include any committee thereof) (**Board**), Mr. Sudheendhra Putty, Company Secretary and Compliance Officer and Mr. N. Ravi Kumar, Dy. Company, or such other officers or employees of the Company, as the Board may think fit, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For **CYIENT LIMITED**

Sudheendhra Putty
Company Secretary
FCS 5689

Date: 11 April 2025
Place: Hyderabad

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') and other applicable provisions, as amended from time to time, setting out all material facts relating to the Resolution mentioned in this Notice of Postal Ballot, along with the reasons thereof, is annexed hereto and forms part of this Notice of Postal ballot.
2. In compliance with the provisions of sections 108, 110 and other applicable provisions, if any, of the Act, and the Companies (Management and Administration) Rules, 2014, as amended, SS-2 and Regulation 44 of the Listing Regulations, as amended, Members have been provided with the facility to cast their vote electronically through the remote e-voting services provided by KFin Technologies Limited (**Kfin**)/RTA on the resolution set forth in the Notice of Postal Ballot.
3. In terms of the MCA Circulars, this Notice of Postal Ballot along with the instructions regarding remote e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or the Registrar and Transfer Agent or with the depository(ies) and whose names appear in the Register of Members / list of beneficial owners as on the Cut-off date i.e., Friday, 11 April 2025. 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 prescribed in SEBI Master Circular No - SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, by submitting the requisite ISR forms.
4. The forms can be downloaded from the link below:
<https://ris.kfintech.com/clientservices/isc>
5. Members holding shares either in physical form or dematerialized form, as on the Cut-off date (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with KFin or the DPs, as aforesaid) can cast their votes electronically, in respect of the Resolution as set out in the Notice of Postal Ballot only through the remote e-Voting.
6. In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose email addresses are registered with the Company/ Depositories/Registrar and Transfer Agent ('RTA'). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice.
7. The Notice will also be available on the www.cyient.com, website of the Kfin (the RTA and the agency engaged for providing remote e-voting facility) at <https://evoting.kfintech.com/> and on the website of the Stock Exchanges where the equity shares of the Company are listed i.e., BSE Limited (www.bseindia.com) and National Stock Exchange Limited (www.nseindia.com).
8. After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper 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)

8. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date i.e., Friday, 11 April 2025. Members whose names appear in the Register of Members/ List of Beneficial Owners as on the Cut-off date shall only be considered eligible for the purpose of remote e-Voting and those Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-Voting process. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
9. Members who wish to inspect the documents referred to in the notice or explanatory statement or any query in relation to the Resolutions proposed, may send an e-mail to company.secretary@cyient.com from their registered email address mentioning their name, folio number/DP Id & Client Id until the last date of remote e-voting period of this postal ballot i.e. 15 May 2025, and will also be available aforesaid documents for inspection at www.cyient.com.
10. The remote e-voting period will commence from Wednesday, 16 April 2025 (9.00 a.m. IST) and will end on Thursday, 15 May 2025 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on Friday, 11 April 2025, may cast their vote electronically. The remote e-voting module shall be disabled by Kfn for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
11. A Member need not use all his / her / its votes, nor does he / she / it need to cast all his / her / its votes in the same manner.
12. Resolution passed by the Members through Postal Ballot shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. Thursday, 15 May 2025, subject to receipt of the requisite number of votes in favour of the resolution. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the Members.
13. Pursuant to Rule 22(5) of Companies (Management & Administration) Rules, 2014, the Board of Directors of the Company has appointed Mr. Manish Kumar Singhania, Practising Company Secretary Membership No. ACS 22056 (CP No. 8068) as the scrutinizer (**"Scrutinizer"**) for conducting the postal ballot (remote e-voting process) in a fair and transparent manner and required consent for such appointment has been received.
14. The Scrutinizer will submit the report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the remote e-voting, and the result of the remote e-voting by Postal Ballot will be announced within 48 hours from the conclusion of remote e-voting and will also be displayed at the Registered Office of the Company after communication to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and National Stock Exchange Limited (www.nseindia.com), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations and additionally be uploaded on the Company's website www.cyient.com and on the website of Kfn at <https://evoting.kfntech.com>. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
15. Any query in relation to the resolution proposed to be passed by this Postal Ballot may be addressed to email: company.secretary@cyient.com and at mohsin.mohd@kfntech.com / einward.ris@kfntech.com for any query / grievance with respect to E-voting.
16. Instructions for Voting through electronic means:
Access to NSDL remote 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. Members 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
Login method for Individual shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility.</p> <ol style="list-style-type: none"> Open web browser by typing the URL: https://eservices.nsdl.com/ 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. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see remote e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on options available against Company name or e-voting service provider – Kfintech and you will be re- directed to e-voting service provider website for casting your vote during the remote e-voting period. <p>B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p>
	<p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> Visit the e-voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsdl.com/ 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. 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. 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.
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Existing users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> URL to login to Easi/Easiest: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on login icon and select New System Myeasi Members can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. 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 Kfintech to cast your vote. <p>B. Users who have not opted for Easi/Easiest: Option to register for Easi/ Easiest is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration and proceed with completing the required fields.</p> <p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> The user can directly access e-voting page by providing demat account number and PAN No. from a link in www.cdslindia.com 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. 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

Type of shareholders	Login method
Individual Shareholders (holding securities in demat mode) logging in through their depository participants	<ul style="list-style-type: none"> i. Members 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. 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. 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.

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.

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

Members facing any technical issue –NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in logging in 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 22-23058542-43.

17. Login method for remote e-voting for Members other than individuals holding securities in demat mode and members holding securities in physical mode:

- i. Initial password will be 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 remote e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the correct details, 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. Upon 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 viz., Friday, 11 April 2025 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”, in which case, the shares held will not be counted under either head.

- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. 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.
- xi. 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 manishcs31@gmail.com and may also upload the same in the remote e-voting module in their login. The scanned image of the above documents should be in the naming format “Cyient Limited”.

- 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 No. 1800 309 4001.

In case of a Member who hold shares and who had not registered their email ID, as on the cut-off date viz., Friday, 11 April 2025, may participate in the e-voting by registering their email ID by following instructions mentioned above. Post registration, such Member may request for User ID and password for remote e-voting by sending an email to einward.ris@kfintech.com / evoting@kfintech.com through his/her registered email ID to obtain the same.

- xiii. Members may also reach out to Mohd. Mohsin Uddin - Senior Manager, Kfin at mohsin.mohd@kfintech.com / einward.ris@kfintech.com or Ravi Kumar Nukala, Dy. Company Secretary at company.secretary@cyient.com

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

Sudheendhra Putty
Company Secretary
FCS No. 5689

Date: 11 April 2025

Place: Hyderabad

Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013:

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 (“**Act**”) read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and the SS-2, as amended, the following Explanatory Statement setting out all material facts relating to the businesses mentioned set out of the accompanying Notice dated 11 April 2025 should be taken as forming part of this Notice.

Item No. 1:

The Board of Directors of the Company (“**Board**”) at its meeting held on Wednesday, 19 February 2025, on the recommendation of Leadership, Nomination & Remuneration Committee (“**LNRC**”), approved the appointment of Mr. Sukamal Banerjee Mirnal as an additional director and subject to approval of the members and Central Government and other statutory authorities, wherever necessary, also as an Executive Director and Chief Financial Officer of the Company, w.e.f. 19 February 2025, for a period of 5 years, liable to retire by rotation, on the remuneration and terms and conditions, as specified in the resolution provided in the Notice of Postal Ballot.

Pursuant to the applicable provisions of the Act read with Listing Regulations, such appointment and payment of remuneration as approved by the Board is subject to the approval by a resolution at the general meeting of the Company or within a period of three months from the date of appointment, whichever is earlier. The approval of the members is sought for his appointment and payment of remuneration. All references to PAT and EBIT for calculating commission and incentive shall pertain solely to the Digital, Engineering, and Technology (DET) segment, and will always remain subject to the statutory limits prescribed by law.

Further the said appointment will be subject to the approval of the Central Government in accordance with Part I of Schedule V of the Act. Since Mr. Sukamal Banerjee Mirnal is presently based in the United States and will remain to operate from there. He will therefore, be a non-resident director, whole time, consequent to which an approval from the Central Government will be required for his appointment. In addition to holding office of the executive director of the Company, he will also hold office of the Chief Executive Officer of the Company.

A. Information pursuant to Regulations 26 and 36 of the Listing Regulations and SS-2, in respect of Director seeking appointment / re-appointment.

Name of the Executive Director	Mr. Sukamal Banerjee Mirnal (DIN: 10535670)
Qualification	As mentioned under point B
Date of birth	30 December 1969
Age	54 years
Date of Appointment	19 February 2025
A brief resume of the director	As mentioned under point B
Expertise in specific functional area	As mentioned under point B
Terms and conditions of appointment	Appointment as an Executive Director and Chief Executive Officer, liable to retire by rotation, on the terms and conditions as specified in the resolution proposed in this Notice.

Name of the Executive Director	Mr. Sukamal Banerjee Mirnal (DIN: 10535670)
Remuneration proposed to be paid	As mentioned in the resolution proposed in this Notice.
Details of remuneration last drawn (in Rs.)	NA
Shareholding of Director	NIL
Number of Board meetings attended during the year	1
Directorships held in other listed companies	NIL
Listed entities from which the person has resigned in the past three years	NIL
Chairmanship/ Membership of the Committees of the Board of Directors of other listed companies	NIL
Disclosure of relationships between directors inter-se	Not related to any Director / Key Managerial Personnel
Skills and capabilities required for the role and the manner in which the independent director meets such requirements	Not Applicable

Mr. Sukamal Banerjee Mirnal is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

B. Brief Profile of Director seeking appointment in pursuance of SEBI (LODR) Regulations, 2015

Mr. Sukamal Banerjee Mirnal (DIN: 10535670)

Mr. Sukamal Banerjee Mirnal is an accomplished professional and an acknowledged leader in the engineering sector. Mr. Banerjee has established and grown business lines and created market-leading business partnerships for global accounts that have an engineering and technology focus. These include areas like Digital, Industry 4.0 and AI/ML across sectors ranging from Communications, Semiconductor, Energy and Transportation, which are core areas for the Company. He brings thought leadership in transitioning industries across technological changes and building global capabilities across geographies. He holds a Bachelors' Degree in Mechanical Engineering and MBA in Finance & Strategy. Prior to joining Cyient Limited, he spent a majority of his career in HCLTech finally in the role of Corporate Vice President responsible for the engineering business. Most recently, Sukamal was the CEO & Member of the Board of Xoriant, a leading digital engineering company. He comes with an experience of Digital, Industry 4.0 and AI/ML across sectors ranging from Communications, Semiconductor, Energy and Transportation out of which he has been in a leadership role for many years. His immense knowledge and being subject matter expert and his industry experience make him ideal candidate for this role.

The Board of Directors recommends the Ordinary Resolution as set out at Item No.1 of the Notice for approval of Members.

None of the Directors/Key Managerial Personnel (KMP) of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Sukamal Banerjee Mirnal. The Board recommends his appointment and payment of remuneration for approval of the Members of the Company.