

10 September 2025

BSE Limited  
PJ Towers, 25<sup>th</sup> Floor,  
Dalal Street  
Mumbai 400001.  
Scrip Code: 532175

National Stock Exchange of India Ltd  
Exchange Plaza,  
Bandra-Kurla Complex, Bandra (E)  
Mumbai-400 051.  
Scrip Code: CYIENT

Dear Sir/ Madam,

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - **Notice of Postal Ballot**

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated 8 September 2025 together with the Explanatory Statement thereto, seeking approval of the Members of Company for:

1. Appointment of Mr. P.R. Ramesh (DIN 01915274) as Non-Executive, Independent Director of the Company
2. Appointment of Prof. Madan Pillutla (DIN: 09280818) as Non-Executive, Independent Director of the Company
3. Continuation of directorship of Mr. B.V.R. Mohan Reddy (DIN: 00058215) as Non-Executive, Non-Independent Director of the Company post attaining the age of 75 years.

The Postal Ballot will be conducted by means of electronic voting (remote evoting) in compliance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities & Exchange Board of India ("SEBI") in this regard.

In compliance with the applicable circulars, the Postal Ballot Notice is being sent to all Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited and whose email address is registered with Depositories, Company / or KFin Technology Limited ("RTA") as on the close of business hours on Friday, 5 September 2025 (cut-off date). The Postal Ballot Notice is also being uploaded on the Company's website at <https://www.cyient.com/investors> and website of KFin Technology Limited ("RTA") at <https://evoting.kfintech.com>.

The Company has engaged KFin Technology Limited ("RTA") for facilitating remote e-voting to enable the Members to cast their votes electronically. The period for remote e-voting on the resolutions set out in the Postal Ballot Notice shall commence on Thursday, 11 September 2025 at 9:00 a.m. IST and end on Friday, 10 October 2025 at 5:00 p.m. IST. The results of the Postal Ballot will be announced on or before Saturday, 11 October 2025.

Thanking you,  
For Cyient Limited

Ravi Kumar Nukala  
Dy. Company Secretary

Cyient Ltd. 4<sup>th</sup> Floor, A Wing, 11 Software  
Units Layout, Madhapur  
Hyderabad -500 081  
India

CIN: L72200TG1991PLC013134  
[www.cyient.com](http://www.cyient.com)  
[Company.secretary@cyient.com](mailto:Company.secretary@cyient.com)  
T +91 40 6764 1000  
F +91 40 2311 0352

# CYIENT LIMITED

(CIN:L72200TG1991PLC013134)

Regd. office: 4<sup>th</sup> Floor, 'A' Wing, Plot No. 11, Software Units Layout, Infocity, Madhapur

Hyderabad - 500081, 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'), Regulation 44 of 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 Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") (herein after collectively referred to as "MCA Circulars") that the resolutions as set out hereunder are proposed for approval by the Members of the Company as Special Resolutions, 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 resolutions are annexed to this Notice of Postal Ballot for your consideration and forms a part of this Notice of Postal Ballot.

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](http://www.cyient.com). The remote e-voting facility will be available during the following period:

<b>Commencement of remote e-voting period</b>	11 September 2025
<b>Conclusion of remote e-voting period</b>	10 October 2025
<b>Cut-off date for eligibility to vote</b>	05 September 2025

### SPECIAL BUSINESS

#### Item No.1

**Appointment of Mr. Prathivadibhayankara Rajagopalan Ramesh (DIN 01915274) as Non-Executive, Independent Director of the Company**

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, 150, 152, 160 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"), Regulations 16 and 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. Prathivadibhayankara Rajagopalan Ramesh (DIN 01915274), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 18 August 2025 and 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, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of 3 consecutive years commencing from 18 August 2025 to 17 August 2028 and that he shall not be liable to retire by rotation and shall be paid in terms of the appointment letter issued to Mr. Ramesh, as may be determined by the Board / Leadership, Nomination and Remuneration Committee (LNR) 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.”

#### **Item No.2**

##### **Appointment of Prof. Pillutla Madan Mohan (DIN: 09280818) as Non-Executive, Independent Director of the Company**

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, 150, 152, 160 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”), Regulations 16 and 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, Prof. Pillutla Madan Mohan (DIN: 09280818), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 18 August 2025 and 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, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of 3 consecutive years commencing from 18 August 2025 to 17 August 2028 and that he shall not be liable to retire by rotation and shall be paid in terms of the appointment letter issued to Prof. Madan Pillutla, as may be determined by the Board / Leadership, Nomination and Remuneration Committee (LNR) 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.”

#### **Item No.3**

##### **To approve the continuation of directorship of Mr. B.V.R. Mohan Reddy (DIN: 00058215) as a Non-Executive Non-Independent Director of the Company post attaining the age of 75 years.**

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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) made thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the continuation of Mr. B.V.R. Mohan Reddy (DIN: 00058215), as a Non-Executive, Non-Independent Director of the Company post attaining the age of 75 years till conclusion of the next Annual General Meeting of the Company to be held in 2026.”

“RESOLVED FURTHER THAT the Managing Director and / or Company Secretary of the Company be and are hereby severally authorized to file all necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things and take all such steps as may be considered 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 No. 5689

Date: 08 September 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 and additional information as required under the Listing Regulations is attached 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, 05 September 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. The forms can be downloaded from the link below: <https://ris.kfintech.com/clientservices/isc>
4. Members holding shares, 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.
5. 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.
6. The Notice will also be available on the [www.cyient.com](http://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](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).
7. After sending the notice of Postal Ballot through email, an advertisement shall be published in 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)).
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, 05 September 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](mailto: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. 10 October 2025, and the aforesaid documents will also be available for inspection at [www.cyient.com](http://www.cyient.com).
10. The remote e-voting period will commence from Thursday, 11 September 2025 (9.00 a.m. IST) and will end on Friday, 10 October 2025 (5.00 p.m. IST). During this period, Members of the Company, as on Friday, 05 September 2025, may cast their vote electronically. The remote e-voting module shall be disabled by Kfin 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. Friday, 10 October 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](http://www.bseindia.com)) and National Stock Exchange Limited ([www.nseindia.com](http://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](http://www.cyient.com) and on the website of Kfin at <https://evoting.kfintech.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](mailto:company.secretary@cyient.com) and at [mohsin.mohd@kfintech.com](mailto:mohsin.mohd@kfintech.com) / [einward.ris@kfintech.com](mailto:einward.ris@kfintech.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"> <li>i. Open web browser by typing the URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.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 remote 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 – Kfintech and you will be re- directed to e-voting service provider website for casting your vote during the remote e-voting period.</li> </ol>
	<p>B. Users not registered for IDeAS e-Services:</p> <p>Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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>

Type of shareholders	Login method
	<p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> <li>Visit the e-voting website of NSDL. Open web browser by typing the URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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>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>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> </ol>
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"> <li>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>Members can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication.</li> <li>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.</li> </ol>
	<p>B. Users who have not opted for Easi/Easiest: 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>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> <li>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>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> </ol>

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

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 <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.

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

- 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, 05 September 2025 will appear.
- ix. 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.
- x. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- xi. 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.
- xii. 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](mailto: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".
- xiii. 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, 05 September 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](mailto:einward.ris@kfintech.com) / [evoting@kfintech.com](mailto:evoting@kfintech.com) through his/ her registered email ID to obtain the same.

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

By Order of the Board  
For Cyient Limited

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

Date: 08 September 2025  
Place: Hyderabad

# 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 08 September 2025 should be taken as forming part of this Notice.

## Item No. 1

Appointment of Mr. Prathivadibhayankara Rajagopalan Ramesh (DIN 01915274) as Independent Director of the Company

Based on the recommendation of the LNR Committee, the board of directors on 18 August 2025 appointed Mr. Ramesh as an Additional Director in the capacity of Non-Executive Independent Director for a term of 3 consecutive years commencing from 18 August 2025 until 17 August 2028, subject to the approval of the members through a Special Resolution without being liable to retire by rotation.

Mr. Ramesh is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. He has given consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act.

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. Ramesh for his appointment to the office of Independent Director. Mr. Ramesh 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 the opinion of the Board, Mr. Ramesh fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other applicable laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management.

A copy of the draft letter for the appointment of Mr. Ramesh 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 profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Ramesh as an Independent Director of the Company, as a Special Resolution as set out above.

None of the Directors, Key Managerial Personnel (KMP) and their relatives except Mr. Ramesh and his relatives to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out herein.

The Board recommends the special resolution as set out in this notice for the approval of members. The Board believes that his experience and expertise in the accounts, audit, risk management and governance spheres will be beneficial to the Company.

*Additional information of director recommended for appointment/reappointment as required under Regulation 36 of the SEBI Listing Regulations and applicable Secretarial Standards issued by the Institute of Company Secretaries of India.*

## **Brief Resume:**

Mr. Ramesh, a Commerce Graduate from Osmania University, Hyderabad, and a Fellow Member of the Institute of Chartered Accountants of India (ICAI), has over 40 years of experience in the profession. He has served as the Chairman of Deloitte India and also as a member of Deloitte Global Board and Deloitte Asia Pacific Board.

Mr. Ramesh has been associated with various regulatory & industry bodies and the ICAI. He was a member of Securities and Exchange Board of India (SEBI) High Powered Advisory Committee dealing with settlements of enforcement actions, the SEBI Committee on Disclosures and Accounting Standards (SCODA), Insurance Regulatory and Development Authority (IRDA) - Standing Committee on Accounting Issues and the Committee for Reforming the Regulatory Environment for doing Business in India set up by the Ministry of Corporate Affairs, Government of India.



He is an empaneled expert on IFRS with the International Monetary Fund and currently the Chairman of the Insolvency Research Foundation and a member of the Committee on Corporate Governance and the Committee of Regulatory Affairs in CII.

<b>Director Identification Number</b>	01915274		
<b>Nationality</b>	Indian		
<b>Date of Birth (Age in years)</b>	17 January 1955; 70 years		
<b>Original date of appointment</b>	18 August 2025		
<b>Qualification</b>	Fellow Member of the Institute of Chartered Accountants of India (ICAI).		
<b>Experience and expertise in specific functional area</b>	Audit and accounts, risk management, governance, strategic matters etc.		
<b>Shareholding in the Company</b>	Nil		
<b>Key Terms of appointment and remuneration</b>	As per the resolution in 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>	Board Meeting (Circular Resolution) : 1 Board Meeting attended: NA		
<b>Relationship with other Directors or KMPs</b>	No inter-serelationship with other directors or KMPs		
<b>Names of listed entities in which the person holds the directorship</b>	ITC Hotels Limited	Larsen and Toubro Limited	Crompton Greaves Consumer Electricals Limited
	Nestle India Limited	Tejas Networks Limited	Housing Development Finance Corporation Limited
	Cipla Limited	-	-
<b>Names of listed entities in which the person holds membership of Committees of the board</b>	ITC Hotels Limited – Audit Committee – Chairman Larsen and Toubro Limited – Audit Committee - Chairman Crompton Greaves Consumer Electricals Limited – Audit Committee – Member Nestle India Limited – Audit Committee – Chairman Tejas Networks Limited – Audit Committee – Member Cipla Limited – Audit Committee - Chairman		
<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>	Financial Management, Accounts, Audit, Risk Management and Corporate Governance. Based on the qualifications, experience and expertise as listed above, Mr. Ramesh is eminently suited to meet the requirements		

## Item No.2

Appointment of Prof. Madan Pillutla (DIN: 09280818) as Independent Director of the Company

Based on the recommendation of the LNR Committee, the board of directors on 18 August 2025 appointed Prof. Madan Pillutla as an Additional Director in the capacity of Non-Executive Independent Director for a term of 3 consecutive years commencing from 18 August 2025 until 17 August 2028, subject to the approval of the members through a Special Resolution without being liable to retire by rotation.

Prof. Madan Pillutla is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. He has given consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidacy of Prof. Madan Pillutla for his appointment to the office of Independent Director. He 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 the opinion of the Board, Prof. Madan Pillutla fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management.

A copy of the draft letter for the appointment of Prof. Madan Pillutla 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 profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Prof. Madan Pillutla as an Independent Director of the Company, as a Special Resolution as set out above.

None of the Directors, Key Managerial Personnel (KMP) and their relatives except Prof. Madan Pillutla and his relatives to whom the resolution relates, are interested in or concerned, financially or otherwise, in passing the proposed resolution as set out herein.

The Board recommends the special resolution as set out in this notice for the approval of members. The Board believes that his experience and expertise in the technology and management spheres will be beneficial to the Company.

*Additional information of director recommended for appointment/reappointment as required under Regulation 36 of the SEBI Listing Regulations and applicable Secretarial Standards issued by the Institute of Company Secretaries of India.*

#### **Brief Resume:**

Prof. Madan Pillutla was on the faculty of the London Business School for twenty-two years. He served in many leadership positions during his time there, including as the Deputy Dean of Faculty, a Member of the Management Board, the school's Executive Committee, and the school's Governing Body.

Prof. Madan Pillutla currently is the Dean & Professor of Organizational Behavior at the Indian School of Business. Prof. Pillutla's research has appeared in the best academic journals in the field. He has been on the editorial boards of many of these journals, including the Administrative Science Quarterly, the Academy of Management Journal, and the Academy of Management Review.

Prof. Madan Pillutla has won numerous teaching awards at LBS, where he introduced the popular Negotiations elective and directed successful executive education programs such as the Essentials of Leadership and Negotiation & Influence programs.

Prof. Madan Pillutla holds an undergraduate degree in Mechanical Engineering from BITS, Pilani, and a postgraduate degree in Personnel Management from XLRI, Jamshedpur. He has received distinguished alum awards from both of these institutions. He also has a postgraduate degree from the University of Illinois and a Ph.D. from the University of British Columbia.

<b>Director Identification Number</b>	09280818
<b>Nationality</b>	Indian
<b>Date of Birth (Age in years)</b>	07 April 1966; 59 Years
<b>Original date of appointment</b>	18 August 2025
<b>Qualification</b>	Degree in Mechanical Engineering from BITS, Pilani, and a postgraduate degree in Personnel Management from XLRI, Jamshedpur
<b>Experience and expertise in specific functional area</b>	Leadership and People Management
<b>Shareholding in the Company</b>	Nil
<b>Key Terms of appointment and remuneration</b>	As per the resolution in 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>	Board Meeting (Circular Resolution) : 1 Board Meeting attended: NA
<b>Relationship with other Directors or KMPs</b>	No inter-serelationship 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 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>	Cyient DLM Limited
<b>Skills and capabilities required for the role and the manner in which the director meets the requirements</b>	Leadership and People Management. Based on the qualifications, experience and expertise as listed above, Professor Madan Pillutla is eminently suited to meet the requirements.

**Item No. 3:**

In accordance with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the members by way of a special resolution is required for the continuation of directorship of any Non-Executive Director who has attained the age of 75 years.

Mr. B.V.R Mohan Reddy, Non-Executive, Non-Independent Director of the Company, will be attaining the age of 75 years on 12 October 2025. Mr. B.V.R. Mohan Reddy was appointed as director, who is liable to retire by rotation, at the 33<sup>rd</sup> Annual General Meeting held on 1 July 2024 and the approval is sought for continuation as a Non-Executive, Non-Independent Director of the Company till conclusion of the next Annual General Meeting of the Company to be held in 2026. The LNR Committee as well as the Board of Directors have recommended the continuation of his directorship, considering his immense experience, vision, and continuing valuable contributions to the Company's growth and governance.

Mr. B.V.R Mohan Reddy is not disqualified for continuing as a Director in terms of Section 164 of the Companies Act, 2013. In compliance with the provisions of Regulation 17(1A) of SEBI LODR, the resolution for the approval for continuation of Mr. B.V.R Mohan Reddy as Non-Executive Non-Independent Director post attaining the age of 75 years is being placed before the members for their approval.

**Justification for Continuation of Mr. B.V.R. Mohan Reddy**

Established Cyient (formerly Infotech Enterprises) in 1991, firmly placing India on the global map for engineering, research, and development (ER&D) services. As the Founder of Cyient, he has over three decades of experience in building the company from scratch into a global engineering services leader.

Mr. Reddy brings unparalleled expertise in technology, engineering services, and manufacturing. At a time when Cyient is scaling in electronics manufacturing and digital transformation, his insights remain highly relevant. He plays a critical role in mentoring the next generation of leaders, ensuring smooth succession planning. His presence reinforces strong corporate governance, having been a key figure in setting Cyient's values and ethics.

Mr. Reddy is the Founding Director of T-Hub, India's largest startup incubation center, and has taken up several leadership positions to promote higher education. He serves as Chairman of the Board of Governors of IIT-Hyderabad and IIT-Roorkee, and as a member of various educational and industry bodies globally.

Recipient of numerous awards, including:

- The Padma Shri (2017), India's fourth-highest civilian award, for his contribution to trade and industry.
- The Distinguished Leadership Award from the American Society of Mechanical Engineers (ASME).
- Lifetime Achievement Awards from The Institute of Company Secretaries of India, Dataquest, Golden Peacock (Institute of Directors, London, 2024), HYSEA, Outlook Business, Hyderabad Management Association and other industry bodies.

Mr. Reddy has Served as Chairman of NASSCOM (2015-16), Chairman of CII – Southern Region and CII Education Council, and contributed actively to promoting technical education and mentoring young entrepreneurs.

Mr. Reddy's vision, industry stewardship, commitment to innovation and governance have made Cyient a globally respected organization and have greatly benefitted stakeholders, clients, employees, and society at large.

Accordingly, the Board recommends passing of the proposed special resolution by the shareholders for continuation of directorship of Mr. B.V.R. Mohan Reddy as a Non-Executive Director of the Company till conclusion of the next Annual General Meeting to be held in 2026, notwithstanding that he will have attained the age of 75 years.

Except Mr. B.V.R. Mohan Reddy (self), Mr. Krishna Bodanapu (son), to the extent of their shareholding, in the Company, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.