



Date: 11th June, 2026

Axis Capital Limited
1st Floor, Axis House, C-2 Wadia International Centre,
P.B. Marg, Worli, Mumbai- 400025

Subject: Proposed Buyback of Equity Shares of Cyient Limited

Dear Sirs/ Madam,

Cyient Limited (**Company**) has announced the buyback (**Buyback**) of up to 64,00,000 fully paid-up equity shares (**Buyback Shares**) of the face value INR 5 (Indian Rupees Five) each at a maximum price of INR 1125 (Indian Rupees One Thousand One Hundred Twenty Five) per Equity Share (**Buyback Price**) payable in cash, for an aggregate amount of INR 720,00,00,000 (Indian Rupees Seven Hundred Twenty Crores) (**Buyback Size**) from the existing equity shareholders of the Company as on the record date, as will be determined by the Company, and on a proportionate basis through the tender offer route in accordance with the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (as amended) (**Buyback Regulations**) and in accordance with Section 68, 69 and 70 of the Companies Act, 2013 ("**Act**"). The Buyback Size represents 20.31% and 14.09% of the aggregate of the Company's paid-up capital and free reserves, based on the latest audited standalone and consolidated financial statements of the Company, respectively, as at March 31, 2026, being the date of the last audited balance sheet of the Company prior to the resolution passed by board of directors of the Company on April 23, 2026 approving the Buyback.

The maximum amount which the Company would deploy for the Buyback is INR 720,00,00,000 (Indian Rupees Seven Hundred Twenty Crores).

[The funds for the Buyback will be sourced from cash balances available with the Company and/or liquidation of financial instruments held by the Company and from the sources as stated below.] (Rs. M)

Source of funds	Amount Invested	Amount available
Cash & Bank Balances	NA	9,408
Total	NA	9,408

A copy of proof of above sources is enclosed with this certificate.

The Company has confirmed that the above sources of funds shall not be pledged, hypothecated or encumbered and shall be earmarked for the purpose of Buyback, up to the date of transfer of funds to the special escrow account.





G P ASSOCIATES
Chartered Accountants
Hyderabad | Vijayawada | Guntur

603, 6th Floor, Cyber Heights,
Behind NTR Trust Bhavan, Road No.2,
Banjara Hills, Hyderabad - 34.
Phone : 040-23540822/844/866
e-Mail : hyderabad@gpassociates.in
Web : http://www.gpassociates.in

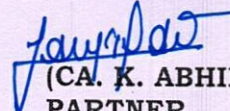
In view of the above sources of funds as on March 31, 2026 and total maximum obligation of the Company under the Buyback in accordance with the Buyback Regulations, we certify that:

- the Company has firm and adequate financial arrangements for fulfilling the obligations under the Regulations and the Act.
- the above financial arrangements are free from liens, encumbrance or disability for making payment pursuant to the Buyback to the shareholders of the Company
- all necessary approvals to utilize these financial arrangements are in place
- these financial arrangements are adequately liquid to meet the financial requirements of the proposed Buyback in a timely manner

Place: Hyderabad
Date: 11.06.2026



For G P ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO. 006734S


(CA. K. ABHINAV)
PARTNER
M. No. 242972
UDIN: 26242972YWYGYF2431

To,

The Board of Directors,
Cyient Limited
4TH FLOOR, 'A' Wing, Plot No.11,
Software Units Layout Infocity, Madhapur,
Hyderabad, Telangana, India - 500081

Cc: **Axis Capital Limited**
Axis House, Level 1,
C-2 Wadia International Centre,
P.B. Marg, Worli,
Mumbai - 400 025, India

Dear Sir,

Subject: Proposed Buyback of Equity Shares

1. In connection with the proposal of Cyient Limited (**the "Company"**) to buy back up to 64,00,000 fully paid-up equity shares (Buyback Shares) of the face value INR 5 (Indian Rupees Five) each at a maximum price of INR 1125 (Indian Rupees One Thousand One Hundred Twenty Five) per Equity Share (**Buyback Price**) payable in cash, for an aggregate amount of INR 720,00,00,000 (Indian Rupees Seven Hundred Twenty Crores) (**Buyback Size**) from the existing equity shareholders of the Company as on the Record Date and on a proportionate basis through the tender offer route in accordance with the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (as amended) (Buyback Regulations) and in accordance with Section 68, 69 and 70 of the Companies Act, 2013 ("**Act**"), this letter is issued at the request of the Company to confirm that the Balance Sheet and the Profit & Loss Account as at, 31 March 2024, 31 March 2025 and 31 March 2026, on a standalone and consolidated basis ("**Financial Statements**") are prepared in accordance with the Act and the rules made thereunder and in accordance with Indian Accounting Standards prescribed under Section 133 of the Act.
2. This letter has been prepared and issued to the Company and Axis Capital Limited (in its capacity as Merchant Banker) with reference to and for the purposes of the proposed Buyback including disclosing in the public announcement Letter of Offer and submission to various regulatory bodies such as SEBI, Stock Exchanges, RBI, etc., as required under the Regulations or the Act and rules thereunder, and should not be used, referred or distributed for any purpose without our prior written consent.
3. The salient financial information of the Company as extracted from the audited standalone financial statements of the Company for the last 3 (three) financial



years ended March 31, 2024, March 31, 2025 and March 31, 2026 are set out below.

Particulars	(₹ in /Mn)		
	FY 26	FY 25	FY 24
	(Audited)	(Audited)	(Audited)
	Ind AS	Ind AS	Ind AS
Revenue from Operations	23,633	24,136	24,614
Other Income	1,389	805	751
Total Income	25,022	24,941	25,365
Total Expense (Excluding Interest, Depreciation and Exceptional Items)	17,913	18,437	17,647
Finance Costs	104	170	220
Depreciation & Amortization	806	891	948
Exceptional Items	(3,309)	7,831	-
Profit Before Tax	2,890	13,274	6,550
Provision for Tax (including Deferred Tax)	1,344	2,028	1,577
Profit After Tax	1,546	11,246	4,973
Equity Share Capital	556	555	555
Other Equity	35,341	37,114	28,788
Net Worth	35,897	37,669	29,343
Total Debt*	451	930	1,344

* Total Debt = Lease liabilities, there were no external borrowings in Standalone.



Financial Ratios on standalone basis are as under:

Particulars	FY 26	FY 25	FY 24
	(Audited)	(Audited)	(Audited)
	Ind AS	Ind AS	Ind AS
Basic Earnings Per Share (EPS) (in ₹)	14.01	102.20	45.33
Diluted Earnings Per Share (EPS) (in ₹)	13.93	101.39	44.94
Debt Equity Ratio	0.01	0.02	0.05
Book Value (₹ per share)	323.03	339.24	264.61
Return on Net worth (in %)	4.31	29.85	16.95

Note: :

- 1) Basic EPS = PAT / Weighted Average Number of equity shares outstanding
 - 2) Diluted EPS = PAT / Weighted Average Number of equity shares outstanding including Stock Options outstanding
 - 3) Debt Equity Ratio = Total Debt as defined above / Net Worth
 - 4) Book Value per Share = (Equity Share Capital + Reserves & Surplus) / Total Number of Outstanding Shares
 - 5) Return on Net Worth = Profit After Tax (PAT) / Net Worth
4. The salient financial information of the Company as extracted from the audited consolidated financial statements of the Company for the last 3 (three) financial years ended March 31, 2024, March 31, 2025 and March 31, 2026 are set out below.

(₹ in [Mn])

Particulars	FY 26	FY 25	FY 24
	(Audited)	(Audited)	(Audited)
	Ind AS	Ind AS	Ind As
Revenue from Operations	72,682	73,604	71,472
Other Income	1,772	966	659
Total Income	74,454	74,570	72,131





G P ASSOCIATES
Chartered Accountants
Hyderabad | Vijayawada | Guntur

603, 6th Floor, Cyber Heights,
Behind NTR Trust Bhavan, Road No.2,
Banjara Hills, Hyderabad - 34.
Phone : 040-23540822/844/866
e-Mail : hydeabad@gpassociates.in
Web : <http://www.gpassociates.in>

Total Expense (Excluding Finance Costs, Depreciation and Exceptional Items)	63,578	62,171	58,444
Finance Costs	608	928	1,160
Depreciation & Amortization	2,782	2,672	2,667
Exceptional Items	928	-	676
Share of loss of an associate and a joint venture	(113)	(49)	-
Profit Before Tax	6,445	8,750	9,184
Provision for Tax (including Deferred Tax)	1,815	2,267	2,156
Profit After Tax	4,630	6,483	7,028
Equity Share Capital	556	555	555
Other Equity	61,077	57,049	45,014
Net Worth	61,633	57,604	45,569
Total Debt*	4,314	5,143	7,898

* Total Debt = Current Borrowings + Non-Current Borrowings + Lease



Financial Ratios on consolidated basis are as under:

Particulars	FY 26	FY 25	FY 24
	(Audited) Ind AS	(Audited) Ind AS	(Audited) Ind AS
Basic Earnings Per Share (EPS) (in ₹)	38.78	55.95	62.24
Diluted Earnings Per Share (EPS) (in ₹)	38.54	55.51	61.71
Debt Equity Ratio	0.07	0.09	0.17
Book Value (₹ per share)	554.62	518.77	411.15
Return on Net worth (in %)	7.51	11.25	15.42

*un-annualised

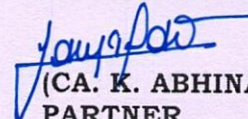
Note:

- 1) Basic EPS = PAT / Weighted Average Number of equity shares outstanding
- 2) Diluted EPS = PAT / Weighted Average Number of equity shares outstanding including Stock Options outstanding
- 3) Debt Equity Ratio = Total Debt as defined above / Net Worth
- 4) Book Value per Share = (Equity Share Capital + Reserves & Surplus) / Total Number of Outstanding Shares
- 5) Return on Net Worth = Profit After Tax (PAT) / Net Worth

Place: Hyderabad
Date: 11.06.2026



For G P ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO. 006734S


(CA. K. ABHINAV)
PARTNER
M. No. 242972
UDIN: 26242972ERMZQV1213