

CERTIFIED COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY (1/2025-26) HELD ON THURSDAY, 23 APRIL 2026 AT 1030 HOURS (IST) AT PLOT NO. 2, IT PARK, NANAKRAMGUDA, GACHIBOWLI, HYDERABAD -500032

Proposal for buyback of the equity shares of the Company

“RESOLVED THAT in accordance with Article 23 of the Articles of Association of the Company and the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (**Act**), the Companies (Share Capital and Debentures) Rules, 2014, as amended (**Share Capital Rules**), the Companies (Management and Administration) Rules, 2014, as amended (**Management Rules**) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**LODR Regulations**), including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (**Buyback Regulations**), and subject to the approval of the members of the Company by way of special resolution and subject to such other approvals, permissions and sanctions, as may be necessary, including exemptive relief from the U.S. Securities and Exchange Commission (**SEC**) on certain aspects of laws applicable to the Buyback, and subject to any modifications and conditions, if any, as may be prescribed by government, regulatory, statutory or relevant authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which expression includes any committee duly constituted by the Board to exercise its powers, and/or the powers conferred by this resolution and/or persons authorised by the Board or its committee), and subject to obtaining no objection certificates/consent from the lenders of the Company, if applicable, the Board hereby approves the buyback by the Company of up to 64,00,000 fully paid-up equity shares of face value of INR 5 (Indian Rupees Five) each (**Equity Shares**), from all the shareholders of the Company, except promoters and members of the promoter group (the term **“Promoter”/“Promoter Group”** will be such person as defined in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended), as on the record date, to be determined by the Board (**Record Date**), on a proportionate basis, at a price of INR 1,125 (Indian Rupees One Thousand One Hundred Twenty Five) per Equity Share (**Buyback Price**) and for an amount of INR 720,00,00,000 (Indian Rupees Seven Hundred Twenty Crores) (**Buyback Offer Size**), representing 20.31% and 14.09% of the aggregate of the total paid-up share capital and free reserves of the Company based on the latest audited financial statements of the Company as at 31 March 2026 on standalone and consolidated basis, respectively (being the latest audited financial statements available as on the date of the Board Meeting recommending the proposal for the Buyback) (**Buyback**).

RESOLVED FURTHER THAT 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders, who hold shares whose market value, on the basis of closing price of shares, on the recognised stock exchange in which highest trading volume in respect of such shares, as on Record Date is not more than INR 2,00,000 (Indian Rupees Two lakhs), as per the Buyback Regulations (**Small Shareholders**), whichever is higher, shall be reserved for the Small Shareholders, as prescribed under Regulation 6 of the Buyback

Regulations and in case the shares tendered are less than the reservation, the same shall be adjusted in the general category, in accordance with Buyback Regulations.

RESOLVED FURTHER THAT the Buyback Offer Size does not include any expenses or transaction costs incurred or to be incurred for the Buyback, such as, brokerage, filing fees, advisory fees, intermediaries' fees, publication expenses, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc. and other incidental and related expenses (**Transaction Costs**).

RESOLVED FURTHER THAT the Buyback period shall commence from the date of declaration of results of the postal ballot for special resolution and shall continue until the last date on which the payment of consideration for the Equity Shares bought back by the Company is made (**Buyback Period**), in accordance with, and consonance, with the provisions contained in the Buyback Regulations, the Act, Share Capital Rules, the Management Rules and the LODR Regulations and other applicable law, if any.

RESOLVED FURTHER THAT the Buyback Committee-2026 (*as defined herein below*) may, till 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Offer Size, in terms of Regulation 5(via) of the Buyback Regulations.

RESOLVED FURTHER THAT all of the equity shareholders (excluding Promoters, members of Promoter Group) of the Company as on Record Date will be eligible to participate in the Buyback.

RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buyback and Delisting" notified by Securities and Exchange Board of India (**SEBI**) vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/615 dated August 13, 2021 and SEBI circular SEBI/HO/CFD/POD-2/P/CIR/2023/35 dated March 8, 2023, and such other circulars or notifications, as may be applicable, including any amendments thereof as amended (**SEBI Circulars**), and the Company shall approach BSE Limited (**BSE**) and/or National Stock Exchange of India Limited (**NSE**) (collectively referred to as "**Indian Stock Exchanges**") for facilitating the same and that the BSE shall act as the designated stock exchange.

RESOLVED FURTHER THAT in terms of Regulation 4 of the Buyback Regulations, the Company shall implement the Buyback out of its free reserves and securities premium account of the Company or such other source as may be permitted by the Buyback Regulations or the Act, and the Buyback shall be undertaken through the tender offer route through the Indian Stock Exchanges, on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT it is hereby recorded that with the Buyback Offer Price and the Buyback Offer Size as approved above, the resultant equity shares being bought back shall be up to 64,00,000 fully paid-up equity shares representing 5.76 % of the existing fully paid-up equity share capital.

RESOLVED FURTHER THAT the amount required by the Company for the Buyback is intended to be met out of the Company's current surplus and/or cash balances and/or cash available from internal accruals

(and not from borrowed funds whether secured or unsecured of any form or nature) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT the Buyback of Equity Shares from non-resident members of the Company, including foreign corporate bodies (including erstwhile Overseas Corporate Bodies), Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors, members of foreign nationality, shall further be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, the Depository Receipts Scheme, 2014, as applicable, and shall be subject to such approvals, if and to the extent necessary or required, from the concerned authorities including approvals from the Reserve Bank of India (**RBI**) under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any, and such other approvals shall be required to be taken by such non-resident members.

RESOLVED FURTHER THAT a committee, called the "Buyback Committee-2026", comprising of Mr. Sunil Bhumralkar, Independent Director, Mr. P R Ramesh, Independent Director, Prof. Madan Pillutla, Independent Director, Mr. Shrinivas Kulkarni, Chief Financial Officer and Mr. Sudheendhra Putty, Company Secretary and Compliance Officer of the Company, be and is hereby constituted and the Buyback Committee-2026 is hereby authorized to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buyback, including, but not limited to, the following:

- i. To seek all regulatory approvals, including exemptive relief from SEC;
- ii. To take all necessary actions for preparation and amendments of notice to the general meeting or the postal ballot notice, as applicable, issue of the public announcement, letter of offer or such other documents in relation to the Buyback and filing / publishing / submitting the revised public announcement and any other public notices or other documents in relation to the Buyback, as required by relevant authorities;
- iii. To negotiate and enter into agreement(s) including escrow agreements in accordance with the Buyback Regulations;
- iv. To take all necessary actions with respect to opening, operating and closure of necessary accounts including bank accounts, trading account, depository account, escrow account, special escrow account with a bank, issuing bank guarantee, availing banking credit facility from bank/s (non-fund based limits and/or fund based limits), or depositing acceptable securities with appropriate margin with the merchant bankers, authorising persons to operate such accounts;
- v. To decide and announce the Record Date and entitlement ratio for the purpose of Buyback;
- vi. To file the public announcement, the certificates for declaration of solvency, letter of offer and other related documents;
- vii. To deal with Indian Stock Exchanges (including their clearing corporations) where the Equity Shares of the Company are listed, and to sign, execute and deliver such documents as may be necessary or desirable in connection with implementation of the Buyback using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buyback and Delisting" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular

SEBI/HO/CFD/DCR/III/CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 including any further amendments thereof;

- viii. To give any information, explanation, declarations and confirmations in relation to the public announcement or the letter of offer, advertisements or any other document in relation to the Buyback, as may be required by the relevant authorities including SEBI and U.S. Securities and Exchange Commission (“SEC”);
- ix. To decide on the time-table from the opening of the offer till the extinguishment of the shares;
- x. To change, the ‘designated stock exchange’ for the implementation of the Buyback and finalizing the terms of designated stock exchange;
- xi. To change/appoint merchant bankers, brokers, lawyers, depository participants, escrow agents, bankers, advisors, registrars, scrutinizers, consultants, representatives, intermediaries, agencies, printers, advertisement agency, as may be required, for the implementation of the Buyback and such other intermediaries/agencies/persons including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- xii. For preparing, approving, executing and filing of various documents as may be necessary or desirable in connection with or incidental to the Buyback including affidavit for declaration of solvency, public announcement, final Letter of Offer, extinguishment of Equity Shares and certificate of extinguishment and post-completion advertisement, including addendum or corrigendum, if any, which are required to be filed/done in connection with the Buyback with SEBI, Indian Stock Exchange, Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited, together referred as (**Depositories**) and the relevant authorities, on behalf of the Board;
- xiii. For making all necessary applications, providing all necessary information and documents to, and representing the Company before third parties, including, statutory auditors, in relation to the Buyback;
- xiv. To obtain all necessary consents, certificates and reports from statutory auditors and other third parties including the lenders as required under applicable laws;
- xv. To carry out management discussion and analysis on the likely impact of the Buyback on the Company’s earnings, public holdings, holdings of NRIs/FIIs, promoters holdings and any change in management structure;
- xvi. To withdraw, postpone or to decide not to proceed with the Buyback prior to publishing the public announcement for the Buyback;
- xvii. To address any queries that may arise in relation to the implementation of the Buyback;
- xviii. To sign and execute the documents as may be necessary with regard to the Buyback;
- xix. To finalize the terms of the Buyback such as Buyback Price, Buyback Offer Size, finalizing the date of opening and closing of the Buyback;
- xx. To verify offer/acceptances received, finalize the basis of acceptance, issue rejection letters, if any, make payment to the shareholders for the consideration for shares bought back pursuant to the Buyback, determine and make payment of taxes in connection with the Buyback;

- xxi. To extinguish the share certificates and filing of certificates of extinguishment in connection with the Buyback on behalf of the Board, within the time limit specified under the Buyback Regulations;
- xxii. To make and file 'Compliance Certificate' as required under the Buyback Regulations;
- xxiii. To make any modifications in relation to Investor Service Centres;
- xxiv. To file 'Return of Buyback' with Registrar of Companies, SEBI and other statutory authorities;
- xxv. To maintain 'Register of Securities bought back';
- xxvi. To take appropriate action for the removal of difficulties if any and to decide on all matters in connection with or incidental to, the implementation of the Buyback;
- xxvii. To authorize the merchant bankers, Registrar or other agencies appointed for the purpose of buyback to carry out any of the above activities;
- xxviii. To sign, execute and deliver such documents as may be necessary or desirable in connection with or incidental to the Buyback including, but not limited to, certified copies of all resolutions passed by the Board in connection with the Buyback;
- xxix. To delegate all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the relevant authorities or advisors; and
- xxx. To do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper.

RESOLVED FURTHER THAT the quorum for any meeting of the Buyback Committee-2026 for implementing the Buyback shall be any two members (including at least one director of the Company) and the Buyback Committee-2026 may regulate its own proceedings and meet as often as required to discharge its functions, and may transact on the above matters including by way of circular resolutions, if required and as permitted under applicable law.

RESOLVED FURTHER THAT Mr. Shrinivas Kulkarni, Chief Financial Officer, Mr. PNSV Narasimhan, President – Corporate Affairs, Mr. Sudheendhra Putty, Company Secretary and Compliance Officer, and Mr. Ravikumar Nukala, Dy. Company Secretary of the Company and such other persons as may be authorised by the Buyback Committee-2026 (**Authorised Persons**) be and are hereby severally authorized to represent the Company before the Ministry of Corporate Affairs, the SEBI, the SEC, the Indian Stock Exchanges or any other authorities or any agencies connected with the Buyback and to sign and submit all forms, letters, documents or other papers, including certified copies of all resolutions passed by the Board, as may be required, and to do all such acts, deeds, matters and things, including filing of forms, payment of fees and charges, and undertaking all such incidental or ancillary actions as may be necessary, expedient or proper to give effect to this resolution and for the implementation of the Buyback.

RESOLVED FURTHER THAT the Buyback Committee-2026 and the Authorised Persons be and is hereby severally authorized to do all such acts, deeds and carry out documentation as also to make applications to the appropriate authorities for requisite approvals and to initiate all necessary actions for preparation and issue of various documents, opening of accounts including issuing public announcement, extinguishment of share certificates and 'Certificate of Extinguishment' required to be filed in connection with the Buyback on behalf of the Board and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI,

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Government of India, SEC, Indian Stock Exchanges, Registrar of Companies, Depositories and/or other authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and subject to applicable law and approval of the Buyback by the members, the Buyback Committee-2026 shall have the power and authority to accept and make any alteration(s), modification(s) to the terms and conditions, delegate all or any of the authorities conferred upon it to any officer(s) and/or representatives of the Company, in order to give effect to the aforesaid resolutions and to revoke and substitute such delegation / sub-delegation of authority from time to time as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Board or otherwise to the end and intent that the Board shall be deemed to have given its approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT nothing contained hereinabove shall confer any right on the part of any member to offer, or any obligation on the part of the Company or the Board to Buyback any shares and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback if so permissible by law.

Declaration of Solvency:

RESOLVED THAT in terms of Section 68(6) of the Act read with Regulation 8(i)(b) of the Buyback Regulations, as amended, the Board hereby adopts the Statement of Assets and Liabilities as at March 31, 2026 on standalone and consolidated basis as per draft placed before the Board and authorizes Mr. Venkat Rama Mohan Reddy Bodanapu , Non-Executive Director & Founder Chairman and Mr. Bodanapu Ganesh Venkat Krishna, Managing Director to sign the same.

RESOLVED FURTHER THAT as required under the provisions of Section 68(6) of the Act and Regulation 8(i)(b) of the Buyback Regulations as amended, the draft of the declaration of solvency along with its annexures thereof be and is hereby approved for filing with the appropriate authorities after having it verified by an affidavit and Mr. Venkat Rama Mohan Reddy Bodanapu, Non-Executive Director & Founder Chairman and Mr. Bodanapu Ganesh Venkat Krishna, Managing Director, be and are hereby authorized to sign the same on behalf of the Board.

RESOLVED FURTHER THAT the Board hereby takes on record the draft of the report issued by S.R. Batliboi & Associates LLP, Chartered Accountants, (ICAI Firm Registration Number 101049W/E300004), statutory auditors of the Company.

RESOLVED FURTHER THAT the Board confirms that it has made full enquiry into the affairs and prospects of the Company and has formed the opinion:

- i. That immediately following the date of the board meeting held on 23 April 2026 and the date of the members' resolution for approving the Buyback, there will be no grounds on which the Company can be found unable to pay its debts;

- ii. That as regards the Company's prospects for the year immediately following the date of the board meeting held on 23 April 2026 as well as for the year immediately following the date of passing of the members' resolution and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the board meeting and also from the date of passing of the members' resolution;
- iii. In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act and the Insolvency and Bankruptcy Code, 2016, as amended.

Shareholders' Approval for the Buyback:

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable laws, if any, the approval of the shareholders, holding shares as on the cut-off date, by way of a special resolution through postal ballot be sought and the draft of the notice for the postal ballot (**Postal Ballot Notice**), and the accompanying explanatory statement as circulated to the Board be and is hereby approved.

RESOLVED FURTHER THAT Mr. Shrinivas Kulkarni, Chief Financial Officer, Mr. Sudheendhra Putty, Company Secretary and Compliance Officer and Mr. Ravikumar Nukala, Dy. Company Secretary, be and are hereby severally authorized to: (i) make necessary alterations, finalise, sign and issue the Postal Ballot Notice and the accompanying explanatory statement (ii) appoint an agency for providing the electronic platform for e-voting to the members of the Company entitled to vote, on such terms and conditions as they may deem fit suitable terms (iii) carry out all incidental activities including fixing a cut-off date in connection with obtaining approval of the shareholders by a special resolution, including dating of the Postal Ballot Notice and (iv) do all such acts, deeds and things as may be necessary to give effect to this resolution and in connection with the Buyback.

Appointment of scrutinizer:

RESOLVED FURTHER THAT Mr. Manish Kumar Singhania, Practicing Company Secretary Membership No. ACS 22056 (CP No. 8068) be and is hereby appointed as the scrutinizer ("**Scrutinizer**") to conduct the polling process for the business stated in the Postal Ballot Notice, in a fair and transparent manner, at such remuneration as may be mutually agreed upon.

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company be and are hereby jointly and/or severally authorized to finalise the scrutinizer and receive all documents from such scrutinizer including scrutinizer's register, report, to countersign the scrutinizer's report, declare results of postal ballot and submit/intimate the said results along with the scrutinizer's report to the Indian Stock Exchanges and such other authorities as may be required under applicable law, and to do all such acts, deeds and things as may be necessary in this regard.

Objectives of the Buyback:

RESOLVED FURTHER THAT the Buyback is being proposed for the following objectives:

- i. The Buyback will help the Company to return surplus cash to its equity shareholders in proportion to their shareholding, thereby enhancing the overall return to shareholders;
- ii. The Buyback, proposed through the tender offer route as prescribed under Buyback Regulations, would involve allocation of number of equity shares to the small shareholder as per their entitlement or 15% of the number of equity shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholder” as per Regulation 2(i)(n) of the Buyback Regulations;
- iii. The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders’ value; and
- iv. The Buyback gives an option to the equity shareholders, to liquidate their equity shareholding in the Company or increase their percentage shareholding by abstaining from participating in the Buyback offer without any additional investment.

Appointment of Compliance Officer and Investors Service Centre:

RESOLVED FURTHER THAT Mr. Sudheendra Putty, Company Secretary and Compliance Officer of the Company, be and is hereby appointed as the Compliance Officer for the Buyback, and KFin Technologies Limited, Registrar and Share Transfer Agent (**RTA**) of the Company, be and is hereby designated as the Investors Service Centre, as required under Regulation 24(iii) of the Buyback Regulations.

Appointment of the Manager to the Buyback:

RESOLVED FURTHER THAT the Board hereby takes on record the engagement letter dated 23 April 2026, setting out the terms as mutually agreed between the Company and Axis Capital Limited, and the appointment of Axis Capital Limited as the merchant banker to the Buyback or manager to the Buyback (**Manager**) in accordance with the Act, as amended and Buyback Regulations, be and hereby are ratified and approved.

Appointment of the Registrar to the Buyback:

RESOLVED FURTHER THAT in compliance with the Buyback Regulations, the approval of Board be and is hereby accorded for appointment of KFin Technologies Limited, having its registered office at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500 032, as the Registrar to the Buyback and for other services related to the Buyback at such fees and other terms and conditions as mutually agreed with them.

Appointment of the Legal Counsel for the Buyback:

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RESOLVED FURTHER THAT the Board hereby takes on record the draft engagement letter setting out the terms as mutually agreed between the Company and Trilegal and the appointment of Trilegal as legal counsel in relation to the Buyback be and hereby ratified and approved.

Appointment of the Legal Counsel for U.S. law matters in connection with the Buyback:

RESOLVED FURTHER THAT the Board hereby takes on record the draft engagement letter setting out the terms as mutually agreed between the Company and Hogan Lovells US LLP and the appointment of Hogan Lovells US LLP as legal counsel for U.S. law matters in relation to the Buyback be and hereby ratified and approved.

Appointment of the Escrow Agent:

RESOLVED FURTHER THAT Axis Bank Limited be and is hereby appointed as the escrow agent for the Buyback, to inter alia carry out the activities as escrow agent under the Buyback Regulations (**Escrow Agent**), on terms and conditions as may be mutually decided.

RESOLVED FURTHER THAT an escrow account in the name and style of “**Cyient Limited – Buyback Escrow Account** ” be opened with **Axis Bank Limited** and a Special Account in the name and style of “**Cyient Limited –Buyback Special Account** ” be opened with **Axis Bank Limited (“Escrow Agent”)** at 6-3-879/B, First Floor, G Pulla Building, Greenlands, Begumpet Road, Hyderabad – 500016 for the purpose of the Buyback; and the Company shall in accordance with the provisions of the Buyback Regulations, as and by way of security, for the performance of its obligations under the Buyback Regulations, enter into an escrow arrangement, and any other such required agreements with the Escrow Agent, and the Manager; and before the opening of such Buyback, deposit in the Escrow Account requisite amount in accordance with Regulation 9(xi) of the Buyback Regulations, and the Manager be and is hereby authorized to operate the Escrow Account in accordance with the Buyback Regulations.

RESOLVED FURTHER THAT Axis Capital Limited is authorized to operate the Escrow Accounts and instruct the Escrow Agent to make the payment of the amount lying to the credit of the Escrow Account in accordance with the Buyback Regulations and/or the directions of SEBI.

RESOLVED FURTHER THAT any one of the following Officer(s) of the Company:

Sl.No.	Name	Designation
1	Shrinivas Kulkarni	Chief Financial Officer
2	Sudheendhra Putty	Company Secretary and Compliance Officer
3	Gokul Tapadia	AVP – Finance
4	Sri Ramana Rao	AVP – Finance
5	Ravi Kumar Nukala	Dy. Company Secretary

be and are hereby jointly and/or severally authorized to finalise and make necessary changes as may be required and sign and issue the Public Announcement, Letter of Offer and Post Buy-back Announcement and addendum/corrigendum thereto, all relevant forms, documents, applications, consents, undertakings, declarations, confirmation certifications, and such other documents and to do all such acts,

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deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buyback.

RESOLVED FURTHER THAT any one of the following Officer(s) of the Company:

Sl.No.	Name	Designation
1	Shrinivas Kulkarni	Chief Financial Officer
2	Sudheendhra Putty	Company Secretary and Compliance Officer
3	Gokul Tapadia	AVP – Finance
4	Sri Ramana Rao	AVP – Finance
5	Ravi Kumar Nukala	Dy. Company Secretary

be and are authorized jointly and severally to execute/perform the acts, deeds, documents, letters and things in the name and on behalf of the Company, as may be required, to execute the escrow agreement and deposit therein the escrow amount as required under the Buyback Regulations.

RESOLVED FURTHER THAT Mr. Shrinivas Kulkarni, Chief Financial Officer, Mr. Sudheendhra Putty, Company Secretary and Compliance Officer and Mr. Ravi Kumar Nukala, Dy. Company Secretary of the Company be and are hereby jointly and/or severally authorized to open, operate and close the demat account for implementation of the Buyback or perform such other acts, deed, matter or things as may be necessary in this regard.

RESOLVED FURTHER THAT the Board hereby confirms that:

- i. All the Equity Shares for Buyback are fully paid-up;
- ii. Subject to applicable law, the Company shall not issue any shares or other specified securities including by way of bonus issue till the expiry of the Buyback Period, except in discharge of subsisting obligations through stock option schemes;
- iii. In accordance with Section 68(8) of the Act and the Buyback Regulations, as amended, the Company shall not raise further capital for one year from the expiry of the Buyback Period, except to discharge existing obligations. This includes any issuance of the same class of shares or other securities, including under Section 62(1)(a), within six months of the Buyback, except as bonus shares or to meet subsisting obligations such as stock option schemes;
- iv. The Company shall not buyback locked-in Equity Shares and non-transferable equity shares till the pendency of the lock-in or till the Equity Shares become transferable;
- v. The Company shall not buyback its equity shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- vi. There are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend or repayment of any term loans or interest payable thereon to any financial institution or banking company, as the case may be;
- vii. That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;

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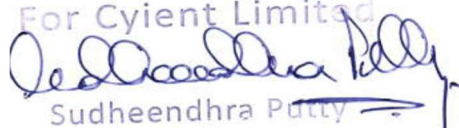
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- viii. That funds borrowed from Banks and Financial Institutions, if any, will not be used for the Buyback;
- ix. The aggregate amount of the Buyback i.e. INR 720,00,00,000 (Indian Rupees Seven Hundred Twenty Crores,) does not exceed 25% of the total paid-up capital and free reserves of the Company as per the audited standalone and the consolidated financial statements of the Company as on 31 March 2026;
- x. The number of equity shares proposed to be purchased under the Buyback i.e. 64,00,000 (Sixty Four Lakhs), does not exceed 25% of the total number of equity shares in the existing paid-up equity share capital as on 31 March 2026;
- xi. The Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback Period, subject to applicable laws;
- xii. The Buyback will not be in contravention of Regulation 4(vii) of Buyback Regulations, i.e. the Company has not made the offer of Buyback within a period of one year reckoned from the date of expiry of buyback period of the preceding offer of buyback;
- xiii. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act, as on date;
- xiv. The Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the Buyback Regulations;
- xv. The Company will not directly or indirectly purchase its own Equity Shares or other specified securities:
 - a. Through any subsidiary company including its own subsidiary companies; or
 - b. Through any investment company or group of investment companies.
- xvi. Consideration of the Equity Shares bought back by the Company will be paid only by way of cash;
- xvii. The Buyback will not result in delisting of the Equity Shares from Indian Stock Exchanges;
- xviii. As on date, the ratio of the aggregate of secured and unsecured debts owed by the Company is not and shall not be more than twice the paid-up share capital and free reserves based on lower of the audited standalone or consolidated financial statements of the Company as on 31 March 2026;
- xix. The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the LODR Regulations;
- xx. The Buyback offer shall not be withdrawn once the public announcement is made;
- xxi. In terms of Regulation 24(i)(e) of the Buyback Regulations, the Promoters and members of Promoter Group, and their associates shall not deal in the Equity Shares of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters and members of Promoter Group) from the date of this resolution till the closing of the Buyback offer;
- xxii. The Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares

purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;

- xxiii. The Company shall ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed (if applicable) in the manner prescribed under the Buyback Regulations and the Act within the specified timelines;
- xxiv. The Company does not have any outstanding debt from lenders, except for certain working capital loans and accordingly, the Company will obtain the consents of such lenders wherever applicable in terms of the loan covenants in accordance with Regulation 5(i)(c) read with Schedule I (xii) of the Buyback Regulations; and
- xxv. No promoter or promoter group shareholder will, pursuant to the Buyback, breach the limits prescribed under Regulation 3 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 requiring an open offer.

RESOLVED FURTHER THAT any of the Directors or Mr. Sudheendhra Putty Company Secretary and Compliance Officer or Mr. Ravi Kumar Nukala, Deputy Company Secretary be and are hereby severally authorised to sign the certified true copy/extracts of the above resolution and be forwarded to the concerned persons or authorities, as may be required.”

For Cyient Limited

Sudheendhra Putty
Company Secretary