



Cyient Limited

CIN: L72200TG1991PLC013134

Regd. Office: 4th Floor, 'A' Wing, Plot No. 11, Software Units Layout, Infocity, Madhapur,
Hyderabad 500 081, Tel: 91 40 67641322

Website : www.cyient.com, Email: company.secretary@cyient.com

Dear Shareholder(s),

Sub:- Passing of Resolutions through Postal Ballot

In terms of the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has recommended the enclosed business to be transacted through postal ballot. The resolutions pertain to the implementation of an Associate Stock Option Scheme, namely, the 'CYIENT Associate Stock Option Scheme 2021' ('Scheme'). The Scheme is proposed to be implemented through the Trust route and involves secondary acquisition of shares as provided in the SEBI (Share Based Employee Benefits) Regulations, 2014. The resolutions proposed together with explanatory statements are enclosed.

Kindly accord your assent/dissent by way of postal ballot in the form annexed herewith so as to reach the Scrutineer at the registered office of the Company by 21 February 2021 in the attached postage pre-paid self-addressed envelope.

In case of e-voting, please accord your assent/dissent by accessing the website: '<https://evoting.kfintech.com>' Please log in using your user ID, password and Income Tax PAN between 23 January 2021 and 21 February 2021. The user ID and password are printed in the enclosed postal ballot form.

By Order of the Board

Place : Hyderabad
Date : 21 January 2021

Sd/-
N. Ravi Kumar
Dy. Company Secretary
M No. ACS 19677

Shareholders Resolutions

1. Approval of offer of options under the 'CYIENT Associate Stock Option Scheme 2021' to the Associates of the Company

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ["SEBI (SBEB) Regulations"] read with Circular No. CIR/CFD/ POLICY CELL/2/2015 issued by the Securities and Exchange Board of India on 16th June 2015, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [all together referred to as "Applicable Law"], the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary from any other authorities, if any, and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and is

hereby accorded respectively to the "CYIENT Associate Stock Option Scheme 2021" ("ASOP 2021"/ "Scheme") and the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include the Leadership, Nomination & Remuneration Committee or any other Committee, which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this Resolution and SEBI (SBEB) Regulations to grant, offer and issue, in one or more tranches, to such permanent Associates of the Company whether working in or outside India and directors of the Company whether whole-time directors or otherwise excluding the Independent Directors, except (a) a promoter or a person who belongs to promoter group (b) director who holds directly or indirectly more than 10% of the issued capital of the Company, (hereinafter referred to as "Eligible Associates"), who are eligible to participate, as per the Applicable Laws and as may be decided by the Board/ Committee, under a plan titled "CYIENT Associate Stock Option Scheme 2021" (referred to as "ASOP 2021"/ Scheme") the salient features of which are detailed in the explanatory statement, such number of options which when exercisable shall give rise to the grant of equity shares of the Company not exceeding 11,00,000 (Eleven Lakhs) equity shares in aggregate at such price and on such terms and conditions as may be determined by the Board/Committee in accordance with the Applicable Law as may be prevailing from time to time."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as sub-division, consolidation of shares, rights issues, bonus issues, reorganization of capital structure of the Company and others, if there is any change in the total number of paid-up equity shares, then the above ceiling of equity shares and the exercise price payable by the Associates shall be deemed to be increased or decreased in line with such change in total paid-up equity shares and/or face value thereof."

"RESOLVED FURTHER THAT the Board and/or Leadership, Nomination & Remuneration Committee ("Committee") be and are hereby authorized, to formulate, evolve, decide upon and bring into effect the ASOP 2021, on such terms and conditions as contained in relevant explanatory statement and to make any change(s), modifications, variations, revisions in the terms and conditions of the ASOP 2021 from time to time."

"RESOLVED FURTHER THAT the ASOP 2021 be implemented through CYIENT Associate Stock Option Scheme 2021 Trust ("ASOP 2021 Trust" or "Trust") based on the guidelines formulated by the Board/ Committee provided that the total number of options that can be granted in one or more tranches under the ASOP 2021 shall not exceed 11,00,000 (Eleven lakhs), exercisable into equivalent number of equity shares of the Company to be acquired by the ASOP 2021 Trust from the secondary market, on such terms and conditions as the Board/ Committee or the ASOP 2021 Trust, as the case may be, may determine from time to time."

"RESOLVED FURTHER THAT the Board/ Committee be and is hereby authorized to do any act, deed, matters and things, including setting-up the Trust, providing financial assistance to the Trust for acquisition of shares from secondary market and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable in connection with formation, including financial assistance, administration, operation, etc of the Trust, if the Board/ Committee deems necessary or desirable, through which the options may be granted to the Eligible Associates."

"RESOLVED FURTHER THAT the Company and the Trust shall conform to the accounting policies prescribed from time to time under Regulation 15 of the SEBI (SBEB) Regulations."

"RESOLVED FURTHER THAT the Board/ Committee be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including but not limited to authorizing to appoint Merchant Banker(s) and such other appropriate agencies, if required and to sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose, including giving effect to this Resolution with power on behalf of the Company to settle any issues, questions, difficulties or doubts that may arise in this regard, in conformity with the provisions of the Companies Act, 2013, SEBI (SBEB) Regulations, the Memorandum and Articles of Association of the Company and other applicable laws."

2. Approval of offer of options under the 'CYIENT Associate Stock Option Scheme 2021' to the Associates of Subsidiary Companies

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ["SEBI (SBEB) Regulations"] read with Circular No. CIR/CFD/ POLICY CELL/2/2015 issued

by the Securities and Exchange Board of India on 16th June 2015, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred as "Applicable Laws"), the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary from any other authorities, if any, and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include the Leadership, Nomination & Remuneration Committee or any other Committee, which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this Resolution and SEBI (SBEB) Regulations to grant, offer and issue, in one or more tranches, to such Eligible Associates of the subsidiary company(ies) of the Company, who are eligible to participate as per the Applicable Laws and as may be decided by the Board/ Committee, under a plan titled "CYIENT Associate Stock Option Scheme 2021" (referred to as "ASOP 2021"/ Scheme") the salient features of which are detailed in explanatory statement, such number of options which could rise to the grant of equity shares of the Company, not exceeding 9,00,000 (Nine lakhs) equity shares in aggregate at such price and on such terms and conditions as may be determined by the Board/Committee in accordance with the Applicable Law as may be prevailing from time to time, through the ASOP 2021 Trust set-up for implementation of the ASOP 2021 .

3. Approval of secondary acquisition of shares through the 'CYIENT Associate Stock Option Scheme 2021 Trust for the implementation of the 'CYIENT Associate Stock Option Scheme 2021'

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ["SEBI (SBEB) Regulations"] read with Circular No. CIR/CFD/ POLICY CELL/2/2015 issued by the Securities and Exchange Board of India on 16th June 2015, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "Applicable Law"), the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary from any other authorities, if any, and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded to the 'CYIENT Associate Stock Option Scheme 2021 Trust' to acquire equity shares of the Company, in one or more tranches, from the secondary market, provided that, in a financial year, total number of equity shares acquired shall not exceed of 2% (two percent) of the paid-up equity share capital of the Company as at the end of the previous financial year or other limits as prescribed under the SEBI (SBEB) Regulations, for the purpose of implementing the ASOP 2021/Scheme, at such price and conditions that Trust deems fit and to do all such acts, deeds and things as may be incidental or ancillary in this regard."

"RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI (SBEB) Regulations, Rules made under the Companies Act, 2013, Indian Trusts Act, 1882 and all other applicable laws at all times in connection with acquisition, holding and dealing in the shares of the Company including, but not limited to, maintenance of proper books of accounts, records and documents with appropriate disclosures as prescribed."

4. Approval for provision of money by the Company for acquisition of shares by the Trust for implementing the 'CYIENT Associate Stock Option Scheme 2021'.

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [SEBI (SBEB) Regulations], the Memorandum and Articles of Association of the Company and subject further to other such approvals, permissions and sanctions as may be necessary from any other authorities, if any, and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded, authorizing the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include the Leadership, Nomination & Remuneration Committee or any other Committee, which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this Resolution and SEBI (SBEB) Regulations) to grant an interest-free loan up to Rs. 95,00,00,000 (Rupees Ninety Five Crores) or such higher amount as may be sanctioned by the Board, taking into account any potential increase in the market price of the equity shares of the Company, for

acquisition of upto 20,00,000 (twenty lakhs) equity shares of the Company, provide guarantee or security in connection with a loan or provide financial assistance, from time to time, in one or more tranches, subject to such other terms as may be determined by the Board, to Trust to purchase fully paid-up equity shares of the Company by way of secondary acquisition, for with implementation of the Scheme, by such sum of money not exceeding the ceiling as contemplated under Rule 16(1)(d) of the Companies (Share Capital and Debentures) Rules, 2014."

"RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of the Scheme, strictly in accordance with the provisions of SEBI (SBEB) Regulations."

"RESOLVED FURTHER THAT any loan provided by the Company shall be interest free, with the tenure of such loan based on the terms of the Scheme, and shall be repayable to the Company upon realization of proceeds on the permitted sale/ transfer or exercise of options and any other income of the Trust."

"RESOLVED FURTHER THAT subject to the broad terms above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, to settle any issues, questions, difficulties or doubts that may arise in this regard, including any modification in the terms of loan, without being required to seek any further consent or approval of the members and further, to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient."

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 1: Approval of offer of options under the 'CYIENT Associate Stock Option Scheme 2021' to the Associates of the Company;

Item No. 2: Approval of offer of options under the 'CYIENT Associate Stock Option Scheme 2021' to the Associates of Subsidiary Companies

Cyient Limited acknowledges that its growth may be attributed to the direction and contributions of the senior leadership and would therefore like to provide them the option to participate and share in the wealth created similar to other stakeholders i.e. clients, investors, governments and society. As a gesture aligned to this objective, an Associate Stock Option Scheme shall be implemented to:

- a) Reward eligible Associates, in due recognition of their association and loyalty with the Company;
- b) Enable eligible Associates to become co-owners, seeking alignment of their interest with that of members of the Company; and
- c) Provide a share to such eligible Associates in the value created in the Company over a period of time, as well as to give them an opportunity to reap value out of corporate growth in future.

Given the aforementioned objectives, the Company proposes to implement an Associate stock option scheme, namely the 'CYIENT Associate Stock Option Scheme 2021' ("ASOP 2021"/ "Scheme"), to grant options to Eligible Associates, which when exercisable results in equivalent equity shares of the Company. In aggregate for all eligible Associates taken together, the number of such shall not exceed 20,00,000 (Twenty Lakhs only) fully paid-up equity shares ("Shares") of face value of INR 5 (Rupees Five) each. These Shares are proposed to be procured by way of secondary acquisition through the CYIENT Associate Stock Option Scheme 2021 Trust', which shall also be instrumental in the general administration of the Scheme.

The quantum of Shares specified above is within the statutory ceiling of 2% (two percent) of the paid-up equity share capital of the Company as at the end of the previous financial year. The Trust shall purchase the aforesaid Shares from secondary market, subject to prevailing market conditions, through the stock exchange mechanism as per the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, ["SEBI (SBEB) Regulations"]. Thus, the implementation of the Scheme shall not result in any further equity dilution of the existing shareholders.

The Company shall provide necessary financial assistance by grant of a loan, of such sum of money which shall not exceed the ceiling, as contemplated under Regulation 3(8) of the SEBI (SBEB) Regulations read with Rule 16(1)(d) of the Companies (Share Capital and Debentures) Rules, 2014.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the SEBI (SBEB) Regulations, the Company seeks your approval for implementation of the Scheme and grant of options thereunder to the eligible Associates.

Subject to your approval and approval from any other authorities, if any, the Leadership, Nomination & Remuneration Committee and Board of the Directors of the Company, at their respective meetings held on 20 and 21 January 2021 respectively have approved the proposed Scheme, features of which are specified as under:

(a) Brief description of the Scheme:

The proposed Scheme seeks to reward eligible Associates by way of granting options, which when exercisable results in equivalent number of equity shares of the Company, at a discount. This is with a view to reward their association and loyalty which has resulted in corporate growth and value creation over a long period of time. The Scheme shall also be instrumental in making such eligible Associates as co-owners with appropriate vesting period, which would motivate them for ensuring higher corporate growth and creation of value for all stakeholders.

The Company shall issue options to the eligible Associates, which may be accepted by them within the grant period. Upon acceptance of the offer, the eligible Associates shall be required to satisfy the vesting conditions specified in the ASOP 2021 and make payment of the exercise price and applicable taxes within the exercise period, after which the Trust shall transfer Shares to the eligible Associates.

The Leadership, Nomination and Remuneration Committee or any other empowered committee of the Board of Directors of the Company, as constituted or reconstituted, shall act as the Compensation Committee ("Committee") for the superintendence of the Scheme; whereas the Trust shall undertake the general administration of the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme.

(b) Total number of Options to be granted:

20,00,000 (Twenty Lakhs only) Options (resulting in shares of the Company having face value of INR 5 (Rupees Five) each fully paid-up) would be available/ offered under the Scheme, which shall be acquired by the Trust by way of secondary acquisition.

As per the SEBI (SBEB) Regulations, in case of any corporate action(s) such as sub division, consolidation of Shares, rights issues, bonus issues, reorganization of capital structure of the Company and others, the Committee shall adjust the number of Shares available for offer and purchase price payable by the eligible Associates in such a manner that the total value of Shares available for offer remain the same after any such corporate action(s).

(c) Identification of classes of Associates entitled to participate in the Scheme:

The following classes of Associates ("Associates"), subject to their selection as per eligibility criteria, shall be entitled to participate in the Scheme:

- i) a permanent Associate of the Company whether working in India or out of India as on the grant date;
- ii) a permanent Associate of the subsidiary or step-down subsidiary of the Company.

However, the following personnel shall not be eligible:

- an Associate who is a promoter or belongs to the promoter group;
- a Director who, either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company;
- all those who are on cessation/suspension immediately prior to the grant date; and
- any other person(s) as determined by the Committee from time to time.

(d) Requirements of vesting and period of vesting:

There would be a minimum vesting period of one year from the date of grant. The vesting schedule shall be specified

in the grant letter to be issued to the Associate along with other conditions for vesting (including performance related conditions) to be decided by the Leadership, Nomination and Remuneration Committee.

(e) Maximum period within which the units shall be vested:

There shall be a minimum period of one year between the grant of stock options and vesting. The maximum period within which the vested options shall be exercised is 60 months from the date of grant.

(f) Appraisal process for determining the eligibility of Associates under the Scheme:

Associates who are employed by the Company and/or subsidiaries, as on grant date are eligible under the Scheme. The Leadership, Nomination & Remuneration Committee shall determine eligibility of an associate to participate in the Scheme as also on the number of options to be granted to such an Associate, which shall be based *inter alia* on the performance, role and impact of the associates concerned.

(g) Mandatory lock-in period under the Scheme:

After allotment of the shares upon exercise, there shall be no lock in period.

(h) Exercise period and process of exercise:

The exercise period will be in sync, consonance and alignment with the period of vesting as mentioned in clause (e) above. The process of exercise and actual dates of exercise period are a matter of detail and are procedural and administrative in nature. The exercise period shall be for not less than seven working days.

The exercise period and process of exercise shall be alluded to in the grant letter to be issued to the associates. Further, the options shall be deemed exercised when the Company receives:

- Written or electronic notice of the exercise from the associate entitled to exercise the options; and
- Subject to the terms of agreement with the associates, full payment towards the grant

Appropriate taxes to be deducted as per the provisions of the Income Tax Act, 1961.

(i) Exercise price or pricing formula:

The exercise price per Share shall be at face value i.e., Rs 5/- per share.

(j) Maximum number of Options to be offered per Associate and in aggregate:

The entitlement per Associate under one offer and in aggregate under the Scheme in a year shall not exceed 50,000 (Fifty Thousand) options resulting in 50,000 shares of the company.

(k) Maximum quantum of benefits to be provided per Associate under the Scheme:

The Scheme does not contemplate any benefit other than allowing eligible Associate to receive equity Shares of the Company upon exercise of options. In this context, the maximum benefit shall be the maximum number of Shares that can be offered as stated above.

(l) Whether the Scheme is to be implemented and administered directly by the Company or through a trust:

The Scheme shall be implemented and administered through the 'CYIENT Associate Stock Option Scheme 2021 Trust' (Trust).

(m) Source of acquisition of shares for the implementation of the Scheme:

The Scheme contemplates purchase of Shares through the Trust from secondary acquisition. The Trust shall purchase the Shares from the stock exchange, in accordance with provisions of the SEBI (SBEB) Regulations.

(n) Amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc:

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in

connection with a loan to the Trust by such sum of money not exceeding the ceiling as contemplated under Rule 16(1)(d) of the Companies (Share Capital and Debentures) Rules, 2014. The loan amount may be disbursed in one or more tranches.

The loan shall be interest free with the term of the loan based on the term of the Scheme, unless repaid earlier.

The loan shall be repayable to, and recoverable by, the Company from time to time, subject to realization of proceeds by the Trust upon exercise of options by Associates, sale/ transfer of Shares.

The Trust shall utilise the loan amount disbursed from time to time strictly for the purchase of Shares to be utilized for the purpose of the Scheme.

(o) Maximum percentage of Secondary Acquisition that can be made by the Trust for the purchase of the Shares:

The Scheme envisages that the total number of shares to be purchased by way of secondary acquisition shall not exceed 2% (two percent) of the paid-up equity share capital of the Company as at the end of the previous financial year, which is the statutory ceiling prescribed under the SEBI (SBEB) Regulations.

(p) The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct:

In case of termination due to misconduct all the options (both vested and unvested) shall lapse.

(q) The specified time period within which the associate shall exercise the vested options in the event of proposed termination of employment or resignation of associate:

All the vested options shall be exercised within a period of six months from the date of termination of employment or resignation of associate.

(r) Accounting and Disclosure Policies:

The Company shall follow 'IND AS 102- Accounting for Share Based Payment and/or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in compliance of Regulation 15 of the SEBI (SBEB) Regulations.

(s) Method of Options valuation:

The Company shall adopt 'fair value method' for valuation of options granted.

(t) Declaration:

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI Regulations.

None of the Directors, Promoters or Key Managerial Personnel of the Company or their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Scheme.

A copy of the Scheme is available for inspection during official hours on all working days till the conclusion of voting.

The Board of Directors recommends the passing of the proposed Special Resolutions nos. 1 and 2 as contained in the Notice by Members of the Company.

Item No. 3:

Approval of secondary acquisition of shares through the Trust route for the implementation of the 'CYIENT Associate Stock Option Scheme 2021'

The Company intends to implement the 'CYIENT Associate Stock Option Scheme 2021' ("ASOP 2021"/ "Scheme") with a view to reward eligible Associates in recognition of their association/ loyalty and their role in corporate growth.

The Scheme seeks to reserve a total of 20,00,000 (Twenty Lakh only) fully paid-up equity shares ("Shares") of the Company of face value of Rs.5 (Rupees Five) each to be purchased through secondary acquisition by the 'CYIENT Associate Stock Option Scheme 2021 Trust' ("Trust") to be set up by the Company, which is within the statutory ceiling of 2% (two percent) of the paid-up equity share capital of the Company as at the end of the previous financial year as per the Securities and

Exchange Board of India (Share Based Associate Benefits) Regulations, 2014 ("SEBI (SBEB) Regulations").

The Trust shall acquire these Shares, in one or more tranches and from time to time, from the Stock Exchanges.

The Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purpose of secondary acquisition and for the purpose of the Scheme. The Trustees of the Trust shall ensure compliance of all the relevant provisions made under the SEBI (SBEB) Regulations read with the Companies Act, 2013 at all times, in connection with acquisition and dealing in the Shares of the Company including, but not limited to, maintenance of proper books of accounts, records and documents along with appropriate disclosures as prescribed.

Subject to your approval and approval of any other authorities, if any, the Board of the Directors of the Company, has on 21 January 2021 approved this proposal for use of Shares from secondary acquisition for the purposes of the Scheme.

Consent of the members is being sought by way of a Special Resolution pursuant to Regulation 6(3) of the SEBI (SBEB) Regulations.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned in the Resolution, except to the extent they may be lawfully offered Shares under the Scheme.

The Board of Directors recommends the passing of the proposed Special Resolution no. 3 as contained in the Notice by Members of the Company.

Item No. 4:

Approval for provision of money by the Company for acquisition of its own shares by the Trust for the benefit of Associates under the 'CYIENT Associate Stock Option Scheme 2021'.

The Company intends to implement the 'CYIENT Associate Stock Option Scheme 2021' ("ASOP 2021"/ "Scheme") with a view to reward and share the value created over a period of time in the Company with its eligible associates. The Scheme envisages use of not exceeding 20,00,000 (twenty lakhs) fully paid-up equity shares ("Shares") of the Company of face value of INR 5 (Rupees Five) each to be purchased by way of secondary acquisition by the 'CYIENT Associate Stock Option Scheme 2021 Trust'. As per the extant Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ["SEBI (SBEB) Regulations"], any scheme envisaging purchase of Shares by way of secondary acquisition mandatorily requires a trust route.

Accordingly, the Board of Directors of the Company, vide its Resolution passed at the meeting held on 21 January 2021 has accorded its approval to set up the 'CYIENT Associate Stock Option Scheme 2021 Trust' ("Trust") with a view to implement the Scheme through the Trust. This Trust shall require loan/ financial assistance for acquisition of Shares for implementation of the Scheme. The loan may be disbursed in one or more tranches, from time to time, as per the requirement placed by the Trust. The total outstanding disbursement of loan at any time shall not exceed by such sum of money as contemplated under Regulation 3(8) of the SEBI (SBEB) Regulations read with Rule 16(1)(d) of the Companies (Share Capital and Debentures) Rules, 2014 ("Rules").

Necessary details in this regard are provided as under:

a) The class of Associates for whose benefit the Scheme is being implemented and money is being provided for purchase of Shares:

The following classes of Associates ("Associates"), subject to their selection as per eligibility criteria, shall be entitled to participate in the Scheme:

- i) a permanent Associate of the Company whether working in India or out of India as on the offer date;**
- ii) permanent Associate of the subsidiary or step-down subsidiary as on the date of offer.**

However, the following personnel shall not be eligible:

- an Associate who is a promoter or belongs to the promoter group;

- a Director who, either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 5% of the outstanding equity shares of the Company;
- all those who are on cessation/suspension immediately prior to the offer date; and
- any other person(s) as determined by the Committee from time to time.

b) The particulars of the Trustee or associates in whose favour such Shares are to be registered:

It is contemplated that one or more of the designated Trustees shall acquire and hold the Shares of the Company in due compliance of the relevant provisions of Rules and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. The Trustees shall transfer the Shares in favour of the eligible Associates after an Associate satisfies vesting conditions under the Scheme and upon realisation of exercise price and applicable taxes.

c) The particulars of Trust and name, address, occupation and nationality of Trustees and their relationship with the Promoters, Directors or Key Managerial Personnel, if any:

The Trust to be set up shall be in the nature of an irrevocable Trust with the name 'CYIENT ASOP 2021 Trust' having its principal office at Plot No.11, Software Units Layout, Infocity, Madhapur, Hyderabad – 500081, Hyderabad.

Particulars of the Trustees who shall be appointed upon establishment of the Trust:

Name	Address	Occupation	Nationality
KP Corporate Solutions Limited	S.No.256/254, Bungalow No. 2, Green Park Society, Behind Anand Park, Baner, Pune - 411007	ESOP Management Consultant, Corporate Trustee and Corporate Compliance Services	Indian

The Trustees are neither Promoters, Directors nor Key Managerial Personnel of the Company, nor are they related to the Promoters, Directors or Key Managerial Personnel in their personal capacity.

d) Any interest of Key Managerial Personnel, Directors or Promoters in such Scheme or Trust and effect thereof:

The Promoters are not eligible to be covered under the Scheme. However, Key Managerial Personnel will be covered under the Scheme in due compliance with the relevant Rules read with SEBI (SBEB) Regulations.

Any Key Managerial Personnel, Director or Promoter or their respective relatives shall not have any interest in the Trust.

e) The detailed particulars of benefits which will accrue to the Associates from the implementation of the Scheme:

The eligible Associates shall be granted options, which when exercisable shall result in equivalent Shares of the Company. The shares shall be acquired by the Company, through the Trust, and granted to the Associate at face value as on offer date or purchase date. After acceptance of offer and upon satisfaction of vesting conditions, payment of exercise price with applicable taxes, the Trust/ Trustees shall transfer the corresponding number of Shares to the eligible Associates. The eligible Associates would get the benefit on sale of Shares, depending on the sale price of such Shares.

f) The details about who would exercise and how the voting rights in respect of the Shares to be purchased/ acquired under the Scheme would be exercised:

The Trustees shall not vote in respect of Shares held in the Trust as per the extant SEBI (SBEB) Regulations. In this circumstance, the voting rights can be exercised by an eligible Associate only when the Shares are transferred by the Trust to them.

None of the directors or key managerial personnel of the Company or their relatives are interested or concerned in the Trust/ resolution, except to the extent of their entitlements, if any, under the Scheme.

Consent of the members is being sought by way of a Special Resolution pursuant to Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 read with Regulation 3(8) of the SEBI (SBEB) Regulations.

The Board of Directors recommends the passing of the proposed Special Resolution No.4 as contained in the Notice by Members of the Company.

By Order of the Board of Directors

Sd/-

N. Ravi Kumar

Dy. Company Secretary

M No. ACS 19677

Place : Hyderabad

Date : 21 January 2021

Notes:

1. The Notice is being sent by Registered Post/Courier (or electronically, by email, to those shareholders who have registered their email addresses with the Company) to all Shareholders, whose names appear in the Company's Register of Members as at the close of business hours on 15 January 2021.
2. Documents pertaining to the Resolution are open for inspection at the Registered Office of the Company between 10.00 a.m. and 2.00 p.m. on any working day till the last date of voting i.e., 21 February 2021.
3. Please see the instructions for voting by postal ballot (including e-voting) which have been printed herein.
4. In case of e-voting on the website: '<https://evoting.kfintech.com>', voting will commence on and from 09.00 a.m. on 23 January 2021 and end at 5.00 p.m. on 21 February 2021.

INSTRUCTIONS FOR VOTING

Voting in Physical form:

1. A shareholder desiring to exercise vote by Postal Ballot may complete the postal ballot form (no other form or photocopy thereof is permitted) and send it to the Scrutineer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, the envelope containing the postal ballot form, if sent by courier or any other mode at the expense of the shareholder, will also be accepted.
2. Duly completed postal ballot forms should reach not later than 5.00 p.m. on 21 February 2021. All postal ballot forms received thereafter will be treated as if the reply from the shareholder has not been received.
3. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column.
4. This form is to be completed and signed by the shareholder (as per signature registered with the Company). In case of joint holding, this form should be completed and signed by the first-named shareholder and in his/her absence, by the next named shareholder. There will be only one postal ballot form for each folio irrespective of the number of joint holder(s).
5. In case the form is signed by the Power of Attorney holder for and on behalf of the shareholder, it must be accompanied by the Power of Attorney. In case of shares held by companies, trusts, societies and bodies corporate, the duly completed postal ballot form should be accompanied by a certified true copy of the Board/Governing Body Resolution.
6. Unsigned postal ballot forms will be summarily rejected.
7. A shareholder need not use all his votes nor he need to cast all his votes in the same manner.
8. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed envelope since all such envelopes will be sent to the Scrutineer and any extraneous paper found in such envelope would be destroyed by the Scrutineer.

9. The attached self-addressed envelope is only for the limited purpose of this postal ballot process and the same should not be used by the shareholder for sending any other correspondence to the Company.
10. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutineer not later than the date specified at instruction No. 2 above.

Voting in Electronic form:

In compliance with the provisions of section 108 of the Act, the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by KFintech Private Limited, in respect of all resolutions set forth in this Notice. Mr. S. Chidambaram, (Membership No .FCS 3935) has been appointed as the Scrutineer to scrutinize the e-voting process in a fair and transparent manner.

The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to '<https://evoting.kfintech.com>' ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For shareholders holding shares in Demat Form:- a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary c) For shareholders holding shares in Physical Form:- Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form/via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the letters and numbers in the exact way as they are displayed for security reasons

- iii) Please contact the toll free No. 1-800-34-54-001 for any further clarifications.
- iv) Shareholders can cast their vote online from 23 January 2021 (09.00 AM) to 21 February 2021 (5.00 PM). During this period, shareholders of the company holding shares either in dematerialized or physical form as on the cut-off date of 15 January 2021, may cast their vote electronically.
- v) After entering these details appropriately, click on "LOGIN".
- vi) Shareholders holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0- 9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through KFintech Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- ix) If you are holding shares in Demat form and had logged on to "<https://evoting.kfintech.com>" and cast your vote earlier for any company, then your exiting login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total

number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'

- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate/FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutineer through e-mail to schid285@gmail.com with copy to evoting@kfintech.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."

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