CYIENT

30 May 2023

The BSE Limited
PJ Towers, 25th Floor,
Dalal Street

The National Stock Exchange of India Ltd
Exchange Plaza,
Bandra-Kurla Complex, Bandra (□ □ □ □

Dear Sir/ Madam,

Sub: Notice of the 32nd Annual General Meeting and Annual Report for Financial Year 2022-23

This is to inform you that the 32nd Annual General Meeting ('AGM') of the shareholders of the Company will be held on Wednesday, 21 June 2023, at 4.00 p.m. (IST) through Video Conferencing ('VC') facility or other audio-visual means ('OAVM').

Pursuant to Section 108 of the Companies Act, 2013 and Regulations 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are enclosing the annual report of the company of financial year 2022-23.

The aforesaid documents are available on the website of the Company at https://www.cyient.com, and are being sent to all the memebers of the company whose email IDs are registered with the Company/Depositories.

Thanking you

For Cyient limited

Ravi Kumar Nukala

Digitally signed by Ravi Kumar Nukala
Date: 2023.05.30 23:51:47 +05'30'

Ravi Kumar Nukala

Dy. Company Secretary

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

CIN: L72200TG1991PLC013134
www.cyient.com
Company.secretary@cyient.com
T +91 40 6764 1000
F +91 40 2311 0352

NOTICE OF THE A AL MEETING

43) **AGM**

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I. ORDI Y BUSINESS

1.

a. the au d financia he financial year ended 31 March 2023 together with the

b. the audited co lid pany for the financial year ended 31 March 2023, together

2. To confirm equity shares for the f

3. To a

IV. Other Benefits:

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V. Overall Remuneration:

That the total remuneration (i.e., salary, perquisites, commission and allowances) in any one financial year shall not

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read with Schedule V to the nies Act, 2013 or any statutory modification(s) and re-enactment thereof. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the board of directors on the recommendation of Leadership, Nomination &

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desired by Mr. Krishna Bodanapu and accepted by the Leadership, Nomination & Remuneration committee;

VI. Minimum Remuneration:

In the event of los

Special resolution:

RESOLVED THAT 314 - -

-3124) **Act** -

the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) **SEBI Listing Regulations** - -

31 3134-

3133) **ASOP 2023** **Scheme** -

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Board -

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this resolution read with Regulation 5 of SEBI SBEB & SE Regulations) to create, issue and grant not exceeding 12,00,000

) **Options** - - -

defined under the SEBI S equisitions, subject to their eligibility as may be determined under ASOP 2023 (of

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exceed in aggregate 12,00,000 (Twelve Lakhs) fully paid-up equity shares ("**Equity Shares** ₹60)

Rupees Five only) each, where one Option upon exercise shall convert in to one Equity Share subject to payment/

and as

NOTES:

1. 213 -3124) **Act**
/Refer Annexure-A.

2. The relevant details as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 3126)) -3126) 3
- 0 . / **Annexure -B.**

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5. Corporate shareholders intending to authorize their authorized representatives to attend the AGM are requested to send a certified copy of the board resolution to the company authorizing them to attend and vote on their behalf at the AGM. The) 0 -
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7. ₹210 / /- 311 ₹60 24 3133/ 3133/

8. ₹270 - / /- 431 ₹60 42 3134-
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23 3134/ 41
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9. Members holding shares in physical form may write to the company/company's R&T agents for any change in their addres

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lding securities in demat mode are requested to update their bank details with their depository participants. Members holding securities in physical form may send a request updating their bank details to the company's Registrar and
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11. **Deduction of tax at source (TDS) on dividend:**

i. - . -2 72-) **IT Act**
-3131- 2 3131
shareholders. The Company shall therefore be required to deduct tax at source at the time of payment of dividend.

ii. In order to enable us to determine the appropriate TDS rate, members are requested to submit the documents in
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For resident shareholders: 2 5 21
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this, shareholders are requested to claim the dividend from the company within the stipulated timeline.

13. In case of joint holders attending the AGM, the shareholder whose name appears as the first holder in the order of names as

14. Shareholders desirous of obtaining any information concerning the accounts and op company are requested to send their queries to the registered office of the company at least seven days before the date of the AGM, so that the information requested may be made available.

15. The certificates from the secretarial auditor

f Corporate Affairs ("**MCA** /25031 31 28031 31 31 31 24 31 31 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies -31 24 . 2 - /31031 31 6 2020 in relati

Type of shareholders	Login Method
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	1. Existing user who have opted for Easi / Easiest / 00 / / 0 0 0 / / / / / / . / / / . / / . / 3/ **User not registered for Easi/Easiest** / 00 / / 0 0 0 II. Proceed with completing the required fields. / 2 4/ **Alternatively, by directly accessing the e-Voting website of CDSL** / / / / / III. System will authenticate user by sending OTP on registered Mobile & Email / / - - / **KFintech** . /
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Important note:

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Login type	Helpdesk details
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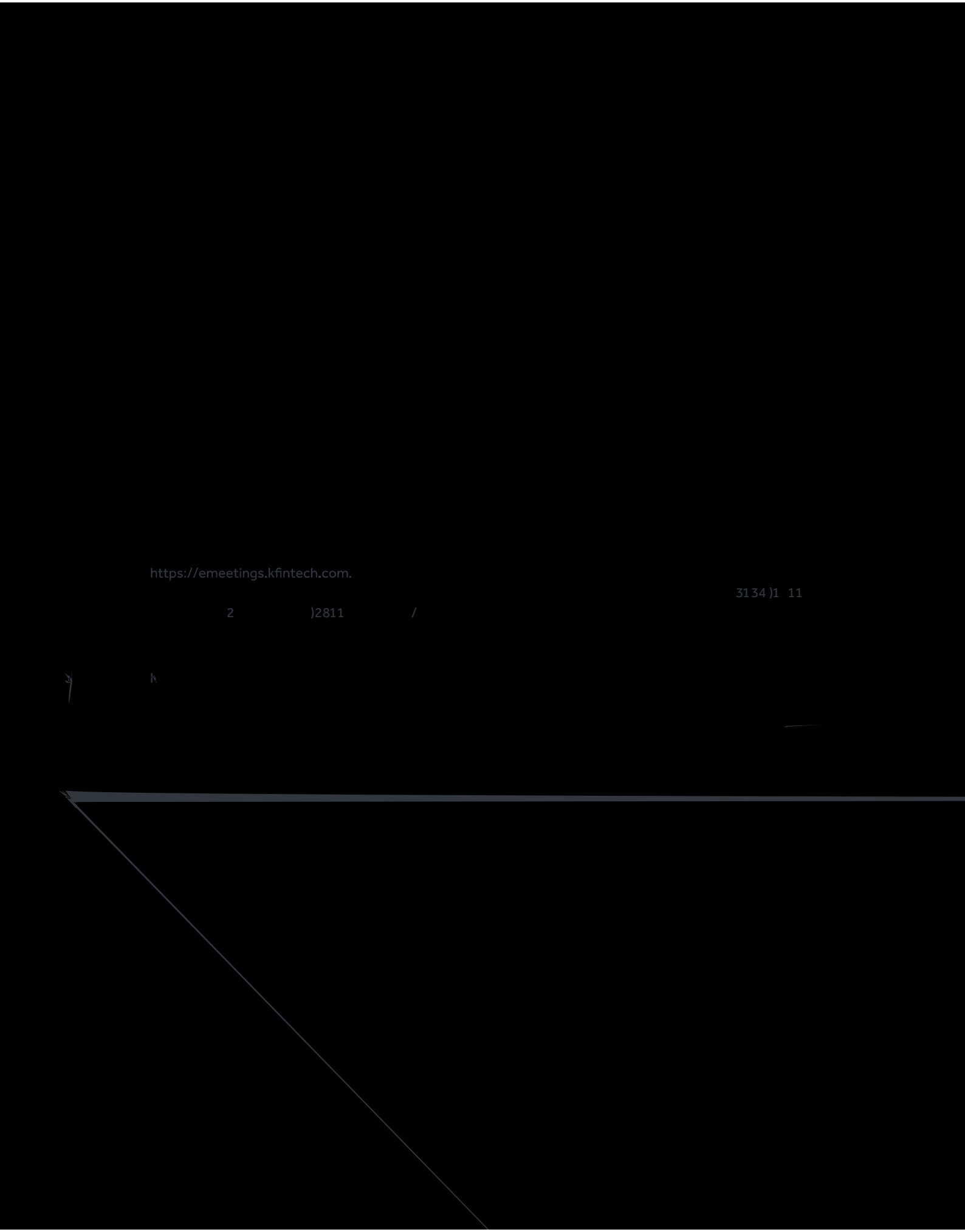
	Please contact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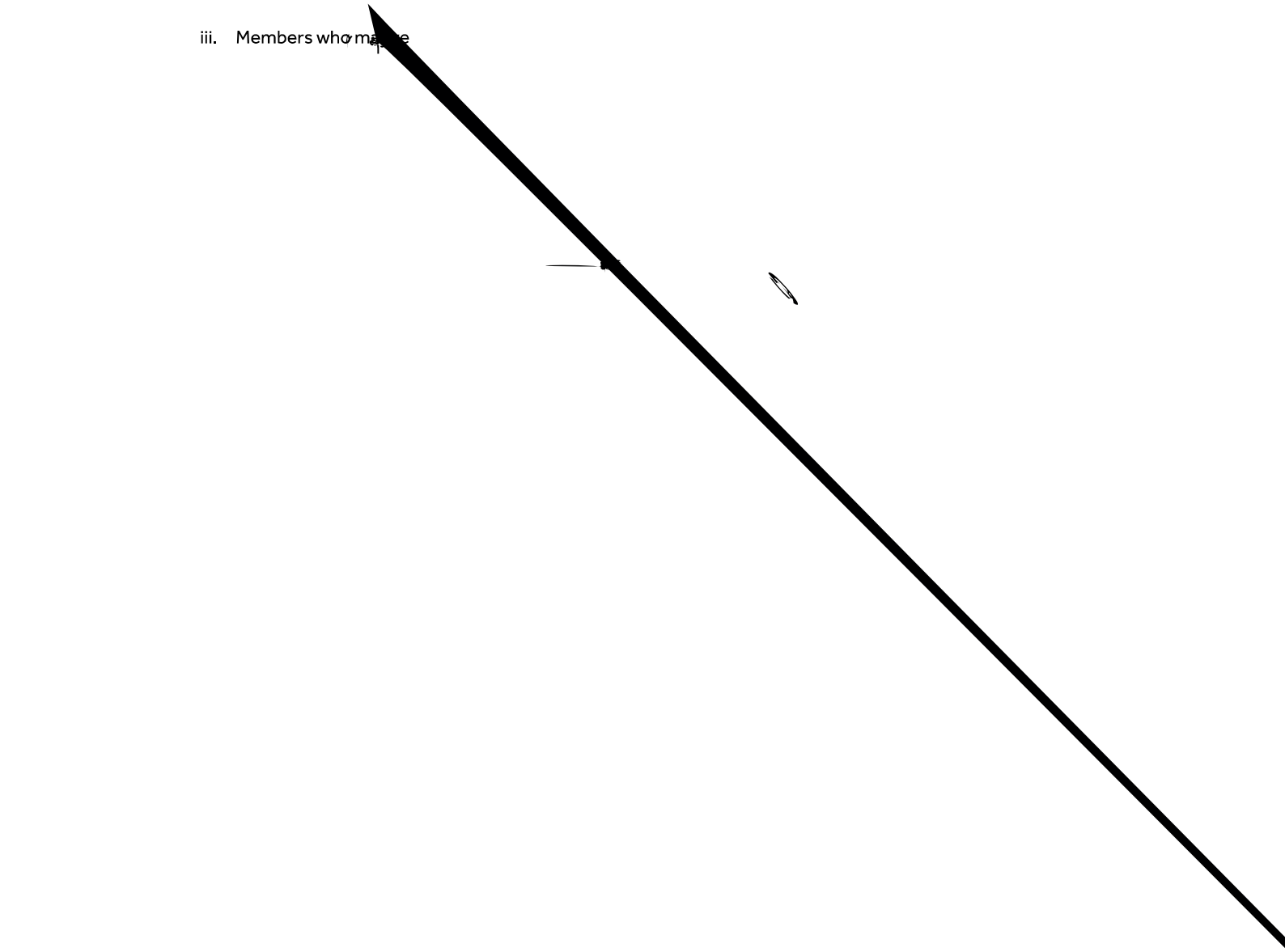
iii. Members who make



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Item 10 & 11:

sures as required under the SEBI SBEB & SE Regulations are as follows:

a) Brief description of the ASOP 2023:

c) Identification of classes of employees entitled to participate and be beneficiaries in the ASOP 2023:

All employees as defined under the said regulations shall be entitled to participate in the ASOP 2023.

d) Requirements of vesting and period of vesting under ASOP 2023:

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35	44/44
47	44/45

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e) Maximum period within which the options shall be vested:

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f) Exercise price or pricing formula:

The exercise price per option shall be the latest available closing price of an equity share of the Company on the stock exchange on which the equity shares are listed, on the date immediately prior to the date of the meeting of the Committee at which the options are granted. As the equity shares of the Company are listed on more than one stock exchange, the

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g) Exercise period/ and process of exercise:

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h) The appraisal process for determining the eligibility of employees for the ASOP 2023:

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i) Maximum number of options to be offered and issued per employee and in aggregate, if any .

n) **Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the ASOP 2023:**

There is no secondary acquisition contemplated under the ASOP 2023.

o) **Accounting Disclosures:**

The company shall conform to the accounting policies

Annexure-B

Additional information on directors recommended for appointment / reappointment as required under regulation 36 of the Sebi Listing Regulations and applicable secretarial standards:

RAMESH ABHISHEK

Brief Resume:

Ramesh Abhishek serves as an Independent Director at Cyient. An IAS officer with decades

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Qualifications	
Nature of expertise in specific functional areas;	Public Administration & Governance
Date of first appointment on the Board of the Company	23 3131
a beneficial owner	
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KRISHNA BODANAPU

Brief Resume:

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Qualifications	/ /-
Nature of expertise in specific functional areas;	-
Date of first appointment on the Board of the Company	35 3125
a beneficial owner	1,913,260 Equity Shares of INR 5
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Brief Resume:

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brings a strong focus on pr g/digital strategies

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R&D Council Chair, and is a OM

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Qualifications	Grad
Nature of expertise in specific functional areas;	Engineerin