

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd (Thirty Second) Annual General Meeting ("AGM") of the Shareholders of the Company will be held on Thursday 03 July, 2025 at 11:00 AM (IST) through Video Conference (VC) or Other Audio- Visual Means (OAVM) to transact the following business:

I. ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. The audited standalone financial statements of the company for the financial year ended 31 March, 2025 together with the reports of the board of directors and the auditors thereon;
 - b. The audited consolidated financial statements of the company for the financial year ended 31 March, 2025 together with the report of the auditors thereon;
2. To appoint a director in place of Mr. Krishna Bodanapu (DIN: 00605187) who retires by rotation and being eligible, offers himself for re-appointment as a director liable to retire by rotation.

II. SPECIAL BUSINESS

3. **To ratify the remuneration payable to M/s. GA and Associates, Cost Accountants (Firm Registration No.000409), Cost Auditors of the Company, for the Financial Year ending 31 March, 2026**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. GA and Associates, Cost Accountants (Firm Registration Number: 000409), who were appointed on the recommendations of the Audit Committee by the Board of Directors as the Cost Auditors, to audit the cost records of the Company for the Financial Year ending 31 March, 2026, amounting to ₹70,000 (Indian Rupees Seventy Thousand only)

plus applicable taxes and reimbursement of out- of-pocket expenses at actuals, if any, incurred in connection with the audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. Appointment of Secretarial Auditors

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 24A(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015; section 204 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and of the Board of Directors of the Company, M/s. MKS & Associates, a peer reviewed Sole Proprietorship firm of Practicing Company Secretaries, Hyderabad (Sole Proprietorship concern No. S2017TL460500) be and are hereby appointed as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from the conclusion of this 32nd (Thirty Second) Annual General Meeting till the conclusion of 37th (Thirty-seventh) Annual General Meeting to be held in the year 2030 at such remuneration plus applicable taxes and actual out of pocket expenses incurred in connection with the audit as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.



RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with

any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

By Order of the Board of Directors
For Cyient DLM Limited

S. Krithika
Company Secretary
M. No. A37001

Place: Hyderabad
Date: 22 April, 2025

Registered Office

Cyient DLM Limited

Plot No. 5G, Survey No.99/1, Mamidipalli Village, GMR Aerospace & Industrial Park,
Rajiv Gandhi International Airport, Shamshabad, Hyderabad – 500 108
CIN: L31909TG1993PLC141346
Email: company.secretary@cyientdml.com | Website: www.cyientdml.com

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2024 dated 19 September, 2024 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio-visual means (OAVM) and passing of Ordinary and Special resolutions by the companies under the Companies Act, 2013" (the "MCA Circular") has allowed the companies to conduct their AGM and EGM through VC or OAVM up to September 30, 2025. In line with the MCA Circular, the Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 Dated: 3 October, 2024 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" (the "SEBI Circular") has relaxed the applicability of Regulation 36(1)(b) of the (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015 for Annual General Meetings (AGMs) and Regulation 44(4) of the LODR Regulations for general meetings (in electronic mode) till 30 September, 2025. In compliance with the MCA Circular and SEBI Circular, and the erstwhile MCA and SEBI Circulars issued in this behalf, this AGM of the Company is being held through VC/ OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. As the AGM will be conducted through VC/OAVM, the facility for appointment of proxy by the Members is not available for this AGM, and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed as **Annexure – A**.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The relevant details as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) and Secretarial Standard on General Meetings (SS 2) issued by The Institute of Company Secretaries of India, of Director seeking appointments/ re-appointments is annexed hereto. Refer to **Annexure – B**.
6. All the documents referred to in this Notice are available for inspection by the Members. Those who desire to obtain the same may write to company.secretary@cyientdlm.com
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.
8. 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 scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act together with attested specimen signature(s) of the duly authorised representative(s), be sent to:
 - (i) the Company Secretary at the E-mail: company.secretary@cyientdlm.com
 - (ii) the Scrutinizer at E-mail: manishcs31@gmail.com
 - (iii) a copy marked to evoting@kfintech.comThe scanned image of the above-mentioned documents should be in the naming format "Corporate Name and Event No."
9. The Register of Members and the Share Transfer Books of the company will remain closed from 26 June, 2025 to 03 July, 2025 (both days inclusive) in connection with the AGM.
10. In case of joint holders attending the AGM, the Shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Shareholders desirous of obtaining any information concerning the accounts and operations of the 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.
12. The certificates from the secretarial auditors of the Company under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, will be available for inspection by the shareholders at the AGM.
13. **ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING ANNUAL REPORT:**
 - a. In accordance with, the General Circular Nos. 20/2020 dated 5 May, 2020, 19/2021 dated 12 December, 2021, 21/2021 dated 14 December, 2021 and 09/2023 dated 25 September, 2023 issued by MCA and Securities and Exchange Board of India circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the company or the Depository Participant(s).

- b. The Notice of AGM along with Annual Report for the financial year 2024-25, will also be available on the Company's website at <https://www.cyientdml.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited ('KFin'/'RTA') at <https://evoting.kfintech.com>.
- c. Procedure for registering the e-mail address and obtaining the Notice and Remote E-voting instructions by the shareholders whose e-mail addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form)
 - i. Those Members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:
 - a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice, may temporarily get themselves registered with KFin, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
 - c. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward.
 - ii. With a view to help us serve better, Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company/RTA to consolidate their holdings in one folio.
 - iii. Members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFin, in case the shares are held in physical form.

APPLICATION(S) BY KFIN

Members are requested to note that as an ongoing endeavor to enhance shareholders experience and leverage new technology, Kfin has developed following applications for shareholders:

Investor Support Centre:

Members are hereby notified that our RTA, KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, have created an online application which can be accessed at <https://ris.kfintech.com/default.aspx#> > Investor Services > Investor Support

Members are required to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend , Interest , Redemptions, eMeeting and eVoting Details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>

Summary of the features and benefits are as follows:

1. The provision for the shareholders to register online.
2. OTP based login (PAN and Registered mobile number combination)
3. Raise service requests, general query, and complaints.
4. Track the status of the request.
5. View KYC status for the folios mapped with the specific PAN.
6. Quick links for SCORES, ODR, e-Meetings and eVoting.
7. Branch Locator
8. FAQ's

Senior Citizens investor cell:

As part of our RTA's initiative to enhance the investor experience for Senior Citizens, a dedicated cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints, and queries. The Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com .

Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

The cell closely monitors the complaints coming from Senior Citizens through this channel and assists them at every stage of processing till closure of the grievance.

Online PV:

In today's ever-changing dynamic digital landscape, security, foolproof systems and efficiency in identity verification are paramount. We understand the need to protect the interests

of you (shareholders) and also comply with KYC standards. Ensuring security and KYC compliance is paramount of importance in today's remote world. Digital identity verification, using biometrics and digital ID document checks, helps combat fraud, even when individuals aren't physically present. To counteract common spoofing attempts, we engage in capturing liveness detection and facial comparison technology.

We are excited to announce that our RTA has introduced an Online Personal Verification (OPV) process, based on liveness detection and document verification.

Key Benefits:

- a. A fully digital process, only requiring internet access and a device.
- b. Effectively reduces fraud for remote and unknown applicants.
- c. Supports KYC requirements.

Here's how it works:

- (i) Users receive a link via email and SMS.
- (ii) Users record a video, take a selfie, and capture an image with their PAN card.
- (iii) Facial comparison ensures the user's identity matches their verified ID (PAN).

WhatsApp:

Shareholders can use WhatsApp Number: (91) 910 009 4099 to avail bouquet of services.

14. PROCEDURE FOR REMOTE E-VOTING AND E VOTING DURING THE AGM

Instructions for E-voting:

- i. In terms of the provisions of Section 108 and 109 of the Companies Act, 2013 (the "Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this Section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system to members holding shares as on 26 June, 2025 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the e-voting process and poll.
- ii. The remote e-Voting period commences on 30 June, 2025 (09:00 AM IST) and ends on 02 July, 2025 (05:00 PM IST).
- iii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- iv. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1:

Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 :

Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

- I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | <p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1. |



| Type of shareholders | Login Method |
|---|--|
| | 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. Kfintech. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period. |
| Individual Shareholders holding securities in demat mode with CDSL | 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi; Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> Option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e Kfintech where the e- Voting is in progress. |
| Individual Shareholder login through their demat accounts / Website of Depository Participant | <ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication. |

Important note:

Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|---------------------------|---|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000 |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com ; or contact at toll free no. 1800 22 55 33 |

Instructions for members for voting during the e-AGM session:

1. The e-voting window shall be activated upon instructions of the Chairman during the e-AGM.
2. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The shareholders shall be guided on the process during the e-AGM.
3. Members/shareholders, attending the e-AGM through Video Conference and who have not cast their vote on resolutions through Remote e-Voting shall be eligible to cast their vote through e-voting system available during the e-AGM.
4. Members who have voted through Remote e-Voting will be eligible to attend the e-AGM, however, they shall not be allowed to cast their vote again during the e-AGM.
5. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id. Questions /queries received by the Company till 01 July, 2025 (5.00 P.M.) shall only be considered and responded during the AGM.

15. OTHER INSTRUCTIONS:

- a. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user ID and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be open from 30 June, 2025 (09:00 AM IST) and will end on 02 July, 2025 (05:00 PM IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- b. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user ID and password provided in the mail received from Kfintech. On successful login, select the 'Post Your Question' option which will be open from 29 June, 2025 (09:00 AM IST) and end on 01 July, 2025 (05:00 PM IST).
- c. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-Voting User Manual available at the Download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. MD. Mohsin at evoting@kfintech.com or call Kfintech's Toll-Free number 1-800-309-4001 for any further clarifications.
- d. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on 26 June, 2025 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- f. Scrutinizer: The Company has appointed Mr. Manish Kumar Singhania of MKS & Associates, Practicing Company Secretaries (Membership No. 8068] having their address at Flat No. 402, 4th Floor, Mahadev Residency, Hill Top Colony, Erramanzil, Hyderabad, Telangana-500 082, India, as the Scrutinizer to conduct the voting process (e-Voting and poll) in a fair and transparent manner.
- g. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), not later than 48 hours from the conclusion of the AGM. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.



Annexure A

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 – To ratify the remuneration of Cost Auditors

In terms of Section 148 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, the Company is required to maintain Cost Audit records and to have the same audited by a Cost Auditor.

Further, Rule 14 of the Companies (Audit and Auditors) Rules 2014, requires that the remuneration payable to the Cost Auditor as recommended by the Audit Committee be ratified by the Shareholders. Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 22 April, 2025, had re-appointed M/s. GA and Associates, Cost Accountants (Firm Registration Number: 000409), for conducting the Cost Audit for the Financial Year 2025-26 on a remuneration of ₹70,000 (Indian Rupees Seventy Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit.

The Company has received a certificate from the Cost Auditors confirming their independence and arm's length relationship with the Company and their willingness to act as Cost Auditors of the Company.

Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditor by passing an Ordinary Resolution as set out in Item No. 3 of the Notice.

None of the Directors or Key Managerial Personnel is concerned or interested financially or otherwise in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Shareholders.

Item No. 4 – Appointment of Secretarial Auditors

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 relating to Secretarial Audit of Listed Companies was amended with the following changes:

1. Secretarial Audit of the listed companies and its' material subsidiaries to be undertaken by a Peer Reviewed Company Secretary; and
2. Appointment of Secretarial Auditors for a term of 5 (five) consecutive years (and in case of firm of Company Secretaries, for 2 (two) terms of 5 (five) consecutive years) with the approval of its shareholders in its Annual General Meeting;

Accordingly, pursuant to the provisions of section 204 and all other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 24A(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company is required to appoint secretarial auditors for a term of 5 (five) consecutive years with the approval of its shareholders in its Annual General Meeting.

The Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 22 April, 2025 after duly evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence has approved and recommends the appointment of M/s. MKS & Associates, a peer reviewed Sole Proprietorship firm of Practicing Company Secretaries (Sole Proprietorship concern No. S2017TL460500) as the Secretarial Auditors of the Company, to carry out the Secretarial Audit for a term of 5 (five) consecutive years commencing from the conclusion of this 32nd (Thirty Second) Annual General Meeting until the conclusion of 37th (Thirty Seventh) Annual General Meeting to be held in the year 2030.

The proposed Secretarial Auditors have provided their consent to their appointment as Secretarial Auditors and have confirmed that their appointment, if confirmed by the shareholders will be in accordance with Regulation 24A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 and Section 204 of Companies Act 2013 and in particular, the eligibility and qualifications prescribed under Regulation 24A (1A), and Regulation 24A (1B).

Accordingly, based on the recommendations of the Audit Committee, the Board of Directors recommends the resolution contained in item no. 4 of the accompanying Notice to the shareholders for approval by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 4 of the Notice.

PROFILE OF MKS & ASSOCIATES:

M/s. MKS & Associates is a professional services firm offering a comprehensive suite of Secretarial, Legal, and Insolvency Resolution services to domestic and international businesses of all sizes. Founded in 2008 by CS Manish Kumar Singhania, the firm has consistently supported clients, associates, and professionals in achieving enhanced transparency and regulatory compliance.

Initially established as a proprietorship under the leadership of CS Manish Singhania, the firm has since expanded its capabilities by inducting additional Company Secretaries, thereby strengthening its core competencies in corporate advisory services. With over 18 years of experience and a team of 10 professionals—including both qualified and semi-qualified personnel—the firm has built significant expertise in corporate law, regulatory filings, and representation before statutory and regulatory authorities such as the Registrar of Companies, National Company Law Tribunal, Regional Directors, Ministry of Corporate Affairs, Reserve Bank of India, SEBI, Stock Exchanges, DGFT, and other regulatory bodies.

Within the firm, is nestled a boutique law firm, rendering dedicated services in the field of Company Law, Insolvency Law, Securities Laws & FEMA, Corporate Restructuring, Compliance Management, Documentation, and Regulatory Approvals.

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



KRISHNA BODANAPU

Brief Resume:

Krishna Bodanapu is Executive Vice Chairman & Managing Director at Cyient and Non-Executive Chairman of the Company.

He is responsible for providing strategic direction to the company and creating long-term value for stakeholders.

An alumnus of the Kellogg School of Management, Northwestern University, Krishna is a member of several industry associations, including CII and the India-US CEO Forum, and is well-known for his outstanding leadership in advancing the use of technology in engineering and manufacturing practices.

| | | |
|--|--|---|
| Full Name | : Bodanapu Ganesh Venkat Krishna | |
| DIN | : 00605187 | |
| Designation | : Non-Executive Chairman | |
| Date of Birth | : 28 August, 1976 | |
| Age (years) | : 48 years | |
| Nationality | : Indian | |
| Educational Qualifications | : B.E., MBA | |
| Experience | : As mentioned in the brief resume | |
| Nature of expertise in specific functional areas; | : Engineering, business management and strategy | |
| Date of first appointment on the Board of the Company | : 04 February 2015 | |
| Disclosure of relationships between directors inter-se | : He is the son of Mr. B.V.R. Mohan Reddy, Non Executive Director of the Company | |
| Names of listed entities in which the director also holds the directorship | Name of the Listed Entity | Category |
| | Cyient Limited | Executive Vice Chairman & Managing Director |
| Names of listed entities in which the director holds membership of Committees of the board | Name of the Listed Entity | Particulars |
| | Cyient Limited | Member, Stakeholder Relationship Committee |
| Listed entities from which the person has resigned in the past three years | : Nil | |
| Shareholding in the Company | : Nil | |
| Terms and conditions of appointment | : Director who retires by rotation and being eligible, offers himself for re-appointment as a director liable to retire by rotation (viz., Re-appointment in terms of Section 152(6) of the Companies Act, 2013) | |
| Remuneration sought to be paid | : The details of the same are provided in the report on corporate governance. | |
| Remuneration last drawn | : The details of the same are provided in the report on corporate governance. | |
| The number of meetings of the Board attended during the year | : 6 - He has attended all the 6 meetings held during the year. | |
| Directorships of other Boards (other than listed Companies) | Name of the Entity | Category |
| | Awaze Limited | Director |
| | Cyient Urban Micro Skill Centre Foundation | Director |
| | Cyient Semiconductors Private Limited | Director |
| | Vineyard Point Software Private Limited | Director |
| | Infocad Enterprises Private Limited | Director |
| | Saranam Ventures Private Limited | Director |
| Membership/ Chairmanship of Committees of other Boards (other than listed Companies) | Cyient Semiconductors Private Limited | Member, Audit Committee and Nomination and Remuneration Committee |