



CYIENT DLM LIMITED

(CIN No.: L31909TG1993PLC141346)

Regd. office: Plot No. 5G, Survey No.99/1, Mamidipalli Village,
GMR Aerospace & Industrial Park Limited, Rajiv Gandhi International Airport,
Shamshabad, Hyderabad – 500 108.

NOTICE OF POSTAL BALLOT

Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and other applicable rules made thereunder, and the Circulars issued by the Ministry of Corporate Affairs, Government of India

Notice is hereby given to the Members of CYIENT DLM LIMITED (the “Company”), pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013, (‘the Act’) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (‘the Rules’), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (‘SS-2’), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (‘MCA’) (herein after collectively referred to as “MCA Circulars”) that the resolutions as set out hereunder are proposed for approval by the Members of the Company as Special Resolutions, as the case may be, by means of postal ballot by voting through electronic means (‘remote e-voting’).

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons / rationale pertaining to the said resolutions are annexed to this Notice of Postal Ballot for your consideration and forms a part of this Notice of Postal Ballot.

The Company has engaged the services of KFin Technologies Limited (hereinafter referred as “Kfin” or “Service Provider”) for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.cyientdml.com. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	13 December, 2025
Conclusion of remote e-voting period	11 January, 2026
Cut-off date for eligibility to vote	05 December, 2025

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SPECIAL BUSINESS

Item No.1

Appointment of Dr. Ganesh Natarajan (DIN:00176393) as Non-Executive, Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152,160 and 161 read with Schedule IV of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (collectively referred to as the “Companies Act”), Regulations 16 and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable law and pursuant to the provisions of the Articles of Association of the Company, Dr. Ganesh Natarajan (DIN: 00176393), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 14 October, 2025 and who has provided consent to act as Non-Executive Independent Director of the Company, and submitted a declaration that he meets the criteria for appointment as an Independent Director under Section 149(6) of the Companies Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Dr. Ganesh Natarajan’s candidacy for the office of Director be and is hereby appointed as Non-Executive Independent Director of the Company for a period of 3 consecutive years commencing from 14 October, 2025 to 13 October, 2028 and that he shall not be liable to retire by rotation and shall be paid in terms of the appointment letter issued to Dr. Ganesh Natarajan, as may be determined by the Board / Nomination and Remuneration Committee (NRC) from time to time”.

“RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No.2

Re-Appointment of Dr. Vanitha Datla (DIN: 00480422) as Non-Executive, Independent Director of the Company for a second term

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors, Dr. Vanitha Datla (DIN: 00480422) who holds office of Independent Director up to 12 December 2025 and who has submitted a declaration that She meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Dr. Vanitha Datla’s candidacy for the office of Director, be and is hereby reappointed as Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 12 December 2025 up to 11 December 2030.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No.3

Re-Appointment of Mr. Jehangir Ardeshir (DIN: 02344835) as Non-Executive, Independent Director of the Company for a second term

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors, Mr. Jehangir Ardeshir (DIN: 02344835) who holds office of Independent Director up to 12 December 2025 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Jehangir Ardeshir’s candidacy for the office of Director, be and is hereby reappointed as Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 12 December 2025 up to 11 December 2030.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No.4

Appointment of Mr. Giridhar Aramane (DIN: 00483130) as Non-Executive, Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152,160 and 161 read with Schedule IV of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (collectively referred to as the “Companies Act”), Regulations 16 and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable law and pursuant to the provisions of the Articles of Association of the Company, Mr. Giridhar Aramane (DIN: 00483130), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 26 November, 2025 and who has provided consent to act as Non-Executive Independent Director of the Company, and submitted a declaration that he meets the criteria for appointment as an Independent Director under Section 149(6) of the Companies Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Giridhar Aramane’s candidacy for the office of Director be and is hereby appointed as Non-Executive Independent Director of the Company for a period of 3 consecutive years commencing from 26 November 2025 to 25 November 2028 and that he shall not be liable to retire by rotation and shall be paid in terms of the appointment letter issued to Mr. Giridhar Aramane, as may be determined by the Board / Nomination and Remuneration Committee (NRC) from time to time”.

“RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board of Directors
For CYIENT DLM LIMITED**

Date: 26 November, 2025
Place: Hyderabad

S Krithika
Company Secretary
A37001

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') and other applicable provisions, as amended from time to time, setting out all material facts relating to the Resolution mentioned in this Notice of Postal Ballot, along with the reasons thereof and additional information as required under the Listing Regulations is attached hereto and forms part of this Notice of Postal ballot.
2. In compliance with the provisions of sections 108, 110 and other applicable provisions, if any, of the Act, and the Companies (Management and Administration) Rules, 2014, as amended, SS-2 and Regulation 44 of the Listing Regulations, as amended, Members have been provided with the facility to cast their vote electronically through the remote e-voting services provided by KFin Technologies Limited (Kfin)/RTA on the resolution set forth in the Notice of Postal Ballot.
3. In terms of the MCA Circulars, this Notice of Postal Ballot along with the instructions regarding remote e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or the Registrar and Transfer Agent or with the depository(ies) and whose names appear in the Register of Members / list of beneficial owners as on the Cut-off date i.e. Friday, 05 December 2025. Members who have not registered their email address and in consequence could not receive the Notice may get their email address registered with the RTA (Physical shareholders) / DP (For Electronic Holdings), by following the process prescribed in SEBI Master Circular No - SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, by submitting the requisite ISR forms. The forms can be downloaded from the link below: <https://ris.kfintech.com/clientservices/isc>
4. Members holding shares, as on the Cut-off date i.e. 05 December, 2025 (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with KFin or the DPs, as aforesaid) can cast their votes electronically, in respect of the Resolution as set out in the Notice of Postal Ballot only through the remote e-Voting.
5. In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose email addresses are registered with the Company/ Depositories/Registrar and Transfer Agent ('RTA'). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice.
6. The Notice will also be available on the www.cyientdml.com, website of the Kfin (the RTA and the agency engaged for providing remote e-voting facility) at <https://evoting.kfintech.com/> and on the website of the Stock Exchanges where the equity shares of the Company are listed i.e., BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).
7. After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and at least 1 (one) Telugu regional language newspaper, each with wide circulation in Hyderabad, where the registered office of the Company is situated and will also be uploaded on the website of the Company (www.cyientdml.com).
8. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date i.e., Friday, 05 December 2025. Members whose names appear in the Register of Members/ List of Beneficial Owners as on the Cut-off date i.e. 05 December 2025 shall only be considered eligible for the purpose of remote e-Voting and those Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-Voting process. Any person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
9. Members who wish to inspect the documents referred to in the notice or explanatory statement or any query in relation to the Resolutions proposed, may send an e-mail to company.secretary@cyientdml.com from their registered email address

mentioning their name, folio number/DP Id & Client Id until the last date of remote e-voting period of this postal ballot i.e. 11 January, 2026, and the aforesaid documents will also be available for inspection at www.cyientdlm.com.

10. The remote e-voting period will commence from Saturday, 13 December 2025 (9.00 a.m. IST) and will end on Sunday, 11 January 2026 (5.00 p.m. IST). During this period, Members of the Company, as on Friday, 05 December 2025, may cast their vote electronically. The remote e-voting module shall be disabled by Kfin for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
11. A Member need not use all his / her / its votes, nor does he / she / it need to cast all his / her / its votes in the same manner.
12. Resolutions passed by the Members through Postal Ballot shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e., Sunday 11 January 2026, subject to receipt of the requisite number of votes in favour of the resolutions. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the Members.
13. Pursuant to Rule 22(5) of Companies (Management & Administration) Rules, 2014, the Board of Directors of the Company has appointed Mr. Manish Kumar Singhania, Practicing Company Secretary Membership No. ACS 22056 (CP No. 8068) as the scrutinizer ("Scrutinizer") for conducting the postal ballot (remote e-voting process) in a fair and transparent manner and required consent for such appointment has been received.
14. The Scrutinizer will submit the report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the remote e-voting, and the result of the remote e-voting by Postal Ballot will be announced within 48 hours from the conclusion of remote e-voting and will also be displayed at the Registered Office of the Company after communication to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and National Stock Exchange Limited (www.nseindia.com), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations and additionally be uploaded on the Company's website www.cyientdlm.com and on the website of Kfin at <https://evoting.kfintech.com>. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
15. Any query in relation to the resolution proposed to be passed by this Postal Ballot may be addressed to email: company.secretary@cyientdlm.com and at mohsin.mohd@kfintech.com / einward.ris@kfintech.com for any query / grievance with respect to E-voting.
16. Instructions for Voting through electronic means: Access to NSDL remote e-voting system:

Pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

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Type of shareholders	Login method
Login method for Individual shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility.</p> <ul style="list-style-type: none"> i. Open web browser by typing the URL: https://eservices.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. ii. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see remote e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. iii. Click on options available against Company name or e-voting service provider – Kfintech and you will be re- directed to e-voting service provider website for casting your vote during the remote e-voting period. <p>B. Users not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsd.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p>C. By visiting the e-voting website of NSDL:</p> <ul style="list-style-type: none"> i. Visit the e-voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the “Login” icon, available under the “Shareholder/Member” section. ii. A new screen will open. Enter your User ID (i. e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against Company name or e-voting service provider – KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Existing users who have opted for Easi/Easiest:</p> <ul style="list-style-type: none"> i. URL to login to Easi/Easiest: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on login icon and select New System Myeasi ii. Members can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. iii. After successful login on Easi/Easiest, the user will also be able to see the e-voting menu. The menu will have links of ESPs. Click on KFintech to cast your vote. <p>B. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi/ Easiest is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration and proceed with completing the required fields.</p>

Type of shareholders	Login method
	<p>C. By visiting the e-voting website of CDSL:</p> <ul style="list-style-type: none"> i. The user can directly access e-voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile no. and e-mail id as recorded in the demat account. ii. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of ESP i.e. KFintech
Individual Shareholders (holding securities in demat mode) logging in through their depository participants	<ul style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. ii. 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. iii. Click on options available against the Company name or e-voting service provider-KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget option available at above mentioned website. Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Helpdesk for the individual Members holding securities in demat mode for any technical issues related to Login through depository I.E NSDL and CDSL

Members facing any technical issue –NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in logging in can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request At helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

1. **Login method for remote e-voting for Members other than individuals holding securities in demat mode and members holding securities in physical mode:**
 - i. Initial password will be provided in the body of the e-mail.
 - ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - iii. Enter the login credentials i.e., User ID and Password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for remote e-voting, you can use your existing User ID and password for casting your votes.
 - iv. After entering the correct details, click on LOGIN.
 - v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.

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- vii. Upon successful login, the system will prompt you to select the EVENT i.e., Cyient DLM Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date viz., Friday, 05 December 2025 will appear.
- ix. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click "FOR"/"AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR" and/or "AGAINST" taken together should not exceed your total shareholding as on the Cut-off date. You may also choose the option "ABSTAIN", in which case, the shares held will not be counted under either head.
- x. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- xi. Cast your votes by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xii. Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at manishcs31@gmail.com and may also upload the same in the remote e-voting module in their login. The scanned image of the above documents should be in the naming format "Cyient DLM Limited".
- xiii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the "download" section of <https://evoting.kfintech.com> or call KFin on toll free No. 1800 309 4001.
- xiv. In case of a Member who hold shares and who had not registered their email ID, as on the cut-off date viz., Friday, 05 December 2025, may participate in the e-voting by registering their email ID by following instructions mentioned above. Post registration, such Member may request for User ID and password for remote e-voting by sending an email to einward.ris@kfintech.com / evoting@kfintech.com through his/ her registered email ID to obtain the same.

Members may also reach out to Mohd. Mohsin Uddin - Senior Manager, Kfin at mohsin.mohd@kfintech.com / einward.ris@kfintech.com or S Krithika, Company Secretary at company.secretary@cyientdmlm.com

**By Order of the Board of Directors
For CYIENT DLM LIMITED**

Date: 26 November, 2025

Place: Hyderabad

S Krithika
Company Secretary
A37001

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013:

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 (“Act”) read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the SS-2, as amended, the following Explanatory Statement setting out all material facts relating to the businesses mentioned set out of the accompanying Notice dated 26 November 2025 should be taken as forming part of this Notice.

Item No. 1

Appointment of Dr. Ganesh Natarajan (DIN:00176393) as Non-Executive, Independent Director of the Company

Based on the recommendation of the NRC, the board of directors on 14 October 2025 appointed Dr. Ganesh Natarajan as an Additional Director in the capacity of Non-Executive Independent Director for a term of 3 consecutive years commencing from 14 October 2025 until 13 October 2028, subject to the approval of the members through a Special Resolution without being liable to retire by rotation.

Dr. Ganesh Natarajan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. He has given consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act. He has also provided a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidacy of Dr. Ganesh Natarajan for his appointment to the office of Independent Director.

In the opinion of the Board, Dr. Ganesh Natarajan fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other applicable laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management.

A copy of the draft letter for the appointment of Dr. Ganesh Natarajan as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the company during normal business hours on any working day and also on the company website www.cyientdlm.com. Members seeking to inspect the same can send an e-mail to company.secretary@cyientdlm.com.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Dr. Ganesh Natarajan as an Independent Director of the Company, as a Special Resolution as set out above.

None of the Directors, Key Managerial Personnel (KMP) and their relatives except Dr. Ganesh Natarajan and his relatives to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out herein.

The Board recommends the special resolution as set out in this notice for the approval of members.

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Additional information of director recommended for appointment/reappointment as required under Regulation 36 of the SEBI Listing Regulations and applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Brief Resume:

Dr. Ganesh Natarajan is Executive Chairman and Co-Founder of 5F World, GTT Data Solutions Ltd. and Lighthouse Communities Foundation. He is also Chairman of Honeywell Automation India and EPPS and an independent Board member of Hinduja Global Solutions, SBI Payments, SBI DFHI, 1Crowd and Foundation to Educate Girls Globally. He is also a GP/ Global Partner in Cornerstone Ventures and Arise Ventures and an active investor through 5F World and the Indian Angel Network.

Dr. Ganesh Natarajan has a bachelor's degree in mechanical engineering from BIT Mesra, Ranchi, a master's in industrial engineering from IIM Mumbai, PhD from IIT Bombay and Advanced Management from Harvard Business School. He has received the Distinguished Alumnus Award of BIT Mesra, IIT Bombay and IIM Mumbai. Harvard Business School has written and teaches two case studies on Dr. Ganesh Natarajan and his success through Vision Communities and Innovation.

Dr. Ganesh Natarajan has a track record of success in intrapreneurship / entrepreneurship, scaling APTECH from 4 to 400 crores, Zensar from 300 to 3000 crores and GTT from start-up to two rounds of funding to private equity to a listing on the BSE main bourse in eleven years. EY recognised Dr. Ganesh Natarajan for exceptional entrepreneurship in 2004.

Dr. Ganesh Natarajan has been Chairman of Industry association NASSCOM and NASSCOM Foundation and various National Committees of the Confederation of Indian Industry and the All-India Management Association. He has also been President of the HBS Club of India and a Charter member of The Indus Entrepreneurs (TiE) and a Co-Chair for the Sustainability & Social Special Interest Group of TiE Global.

Dr. Ganesh Natarajan is the author of fourteen books and a regular writer and speaker at national and international forums. His primary interests are in Digital Success, Dual Intelligence of Humans & AI and Leadership in the corporate and social sector.

DIN	00176393
Nationality	Indian
Date of Birth (Age in years)	18 January 1957, 68 years
Original date of appointment	14 October 2025
Qualification	Ph.D (IIT Bombay); Master's Degree in Industrial Engineering (NITIE Mumbai); Advanced Management Program (Harvard Business School)
Experience and expertise in specific functional area	He is Chairman of 5F World, GTT Data Solutions, EPPS, Honeywell Automation India, and Lighthouse Communities. He led the growth of APTECH and Zensar, has authored several books, and has chaired NASSCOM and other industry bodies. He's recognized for business transformation, innovation, and leadership across multiple boards.
Shareholding in the Company	Nil
Key Terms of appointment and remuneration	As per the resolution in the notice and as per the letter of appointment. The remuneration will be in line with other Independent Directors.
Board Meetings attended/ held from the date of appointment until date of postal ballot	Board Meeting: 2/2
Relationship with other Directors or KMPs	No <i>inter</i> - se relationship with other directors or KMPs

Names of listed entities in which the person holds directorship	Name of the companies	Designation
	GTT Data Solutions Limited	Whole Time Director
	Hinduja Global Solutions Limited	Independent Director
	Honeywell Automation India Limited	Independent Director
Names of listed entities in which the person holds membership of Committees of the board	GTT Data Solutions Limited Audit Committee - Member Hinduja Global Solutions Limited Audit Committee - Member Stakeholder Relationship Committee - Member Honeywell Automation India Limited Audit Committee - Chairperson Stakeholder Relationship Committee - Member	
Details of resignations, if any, from the Boards of other listed companies, in the last 3 years	Nil	
Skills and capabilities required for the role and the manner in which the director meets the requirements	The skills and responsibilities required for the role, <i>inter alia</i> , include reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, monitoring effectiveness of governance Based on the qualifications, experience and expertise as listed above, Dr. Ganesh Natarajan is eminently suited to meet the requirements	

Item No. 2

Re-Appointment of Dr. Vanitha Datla (DIN: 00480422) as Non-Executive, Independent Director of the Company

Dr. Vanitha Datla was appointed as an Independent Director of the Company pursuant to section 149 of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Extraordinary General Meeting held on 6 January 2023 to hold office up to 12 December 2025 (first term), as per the explanation to section 149(10) and 149(11) of the Act.

The Nomination & Remuneration Committee after evaluating the performance of Dr. Vanitha Datla during the first term of three years and considering the substantial contribution made by her during her tenure as an Independent Director since her appointment, has recommended to the Board on 25 November 2025 that continued association of the said Director as an Independent Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board on 26 November 2025 have recommended/ approved the re-appointment of Dr. Vanitha Datla on the Board of the Company, to hold office for a second term of five consecutive years commencing from 12 December 2025 up to 11 December 2030, without being liable to retire by rotation.

Dr. Vanitha Datla is not disqualified from being reappointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. She has given consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and intimation in Form DIR 8 in terms of the Appointment Rules to the effect that she is not disqualified under Section 164 of the Act. She has also provided a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing Dr. Vanitha Datla for Re-appointment to the office of Independent Director.

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In the opinion of the Board, Dr. Vanitha Datla fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other applicable laws / regulations for the time being in force, to the extent applicable to the Company and she is independent of the Management.

A copy of the draft letter for the Re-appointment of Dr. Vanitha Datla as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the company during normal business hours on any working day and also on the company website www.cyientdlm.com. Members seeking to inspect the same can send an e-mail to company.secretary@cyientdlm.com.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the Re-appointment of Dr. Vanitha Datla as an Independent Director of the Company, as a Special Resolution as set out above.

None of the Directors, Key Managerial Personnel (KMP) and their relatives except Dr. Vanitha Datla and her relatives to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out herein.

The Board recommends the special resolution as set out in this notice for the approval of members.

Additional information of director recommended for appointment/reappointment as required under Regulation 36 of the SEBI Listing Regulations and applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Brief Resume:

Dr. Vanitha Datla is a Pioneer in the Analytical Instruments Industry, Elico's expertise in "Innovating to connect Science with Lab", over the last 65 years has enabled market leadership in the domains of Electro-Chemistry, Chromatography & Spectroscopy. Elico Healthcare Services Ltd, a sister concern is a preferred service provider to clients in the Health-Care Industry in countries like USA, UK, Canada, Australia and Middle East.

Her experience of three decades spans across diverse sectors such as Financial Services, Insurance Services, Cement, Power, Security Printing, Instrumentation & BPO services, with stints in USA and India.

A Frequent speaker at various professional & academic forums, Dr. Vanitha is passionate about Women empowerment & contributing positively to women's issues. Apart from her professional career, she has keen networking skills, which has helped her to be elected in Industry Associations. She served on various panels in CII at the State; Regional & National level over the last two decades and continues to do so. She also served on the Board of the ICFAI Business School Alumni Federation. She actively contributes towards strengthening the Industry-Institute interface for the professional colleges under the Sri Vishnu Educational Society. She was part of the founding team and is the Treasurer of WIN (Women in Network), an NGO that works closely with children & women of urban slums.

DIN	00480422
Nationality	Indian
Date of Birth (Age in years)	30 November 1967, 58 years
Original date of appointment	13 December 2022
Qualification	Executive Doctoral Program (Indian School of Business [ISB, Hyderabad]), Chartered Financial Analyst (CFA), Post Graduate Diploma in Business Administration (ICFA, Hyderabad)

Experience and expertise in specific functional area	Dr. Vanitha Datla has expertise in the field of Financial Services, Security Printing, Instrumentation & BPO services	
Shareholding in the Company	Nil	
Key Terms of appointment and remuneration	As per the resolution in the notice and as per the letter of appointment. The remuneration will be in line with other Independent Directors.	
Board Meetings attended/ held from the date of first appointment until date of postal ballot	Board Meeting : 24/25	
Relationship with other Directors or KMPs	No <i>inter-se</i> relationship with other directors or KMPs	
Names of listed entities in which the person holds directorship	Name of the companies	Designation
	Visaka Industries Ltd.	Independent Director
Names of listed entities in which the person holds membership of Committees of the board	Visaka Industries Ltd. Audit Committee - Chairperson	
Details of resignations, if any, from the Boards of other listed companies, in the last 3 years	Nil	
Skills and capabilities required for the role and the manner in which the director meets the requirements	The skills and responsibilities required for the role, <i>inter alia</i> , include reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, monitoring effectiveness of governance Based on the qualifications, experience and expertise as listed above, Dr. Vanitha Datla is eminently suited to meet the requirements	

Item No:3

Re-Appointment of Mr. Jehangir Ardeshir (DIN: 02344835) as Non-Executive, Independent Director of the Company

Mr. Jehangir Ardeshir was appointed as an Independent Director of the Company pursuant to section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Extraordinary General Meeting held on 6 January 2023 to hold office up to 12 December 2025 (first term), as per the explanation to section 149(10) and 149(11) of the Act.

The Nomination & Remuneration Committee after evaluating the performance of Mr. Jehangir Ardeshir during the first term of three years and considering the substantial contribution made by him during his tenure as an Independent Director since his appointment, on 25 November 2025 has recommended to the Board that continued association of the said Director as an Independent Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board on 26 November 2025 have recommended/ approved the re-appointment of Mr. Jehangir Ardeshir on the Board of the Company, to hold office for a second term of five consecutive years commencing from 12 December 2025 up to 11 December 2030, without being liable to retire by rotation.

Mr. Jehangir Ardeshir (Din: 02344835) is not disqualified from being reappointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. He has given consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and intimation in Form DIR 8 in terms of the

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Appointment Rules to the effect that he is not disqualified under Section 164 of the Act. He has also provided a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing Mr. Jehangir Ardeshir for reappointment to the office of Independent Director.

In the opinion of the Board, Mr. Jehangir Ardeshir fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other applicable laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management.

A copy of the draft letter for the Re-appointment of Mr. Jehangir Ardeshir as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the company during normal business hours on any working day and also on the company website www.cyientdmlm.com. Members seeking to inspect the same can send an e-mail to company.secretary@cyientdmlm.com.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the Re-appointment of Mr. Jehangir Ardeshir as an Independent Director of the Company, as a Special Resolution as set out above.

None of the Directors, Key Managerial Personnel (KMP) and their relatives except Mr. Jehangir Ardeshir and his relatives to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out herein.

The Board recommends the special resolution as set out in this notice for the approval of members.

Additional information of director recommended for appointment/reappointment as required under Regulation 36 of the SEBI Listing Regulations and applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Brief Resume:

Mr. Jehangir Ardeshir serves as Independent Director at Cyient DLM and also serves as Independent Director at Walchand PeopleFirst Ltd, Premium Transmission Ltd, Premium Care Pvt Ltd and Greaves Cotton Ltd.

In his executive career, he was Group CEO of Forbes Marshall Pvt Ltd, President and MD of Terex India Pvt Ltd, President of Tata Teleservices Pvt Ltd and CEO of Tata Quality Management Services (a Tata Sons division).

He started his career in the Tata Group as Tata Administrative Service (TAS) Officer in 1983, after graduating from the Indian Institute of Technology, Kharagpur, and the Indian Institute of Management, Bangalore and worked his way forward for 17 years in varied and diverse areas of Tata Steel, eventually reaching the position of Principal Executive Officer.

He has been involved in the Eastern, Southern, and Western regions in CII and in the Eastern region in AIMA, is a life member of the Indian Institute of Metals and has been a global Board Member of the QuEST Forum for quality in the telecom industry.

DIN	02344835
Nationality	Indian
Date of Birth (Age in years)	12 September 1957, 68 years
Original date of appointment	13 December 2022
Qualification	B.Tech (IIT Kharagpur); PGDM (IIM Bangalore)

Experience and expertise in specific functional area	He possesses qualifications in Engineering and Management Strategy, Corporate Governance and Compliance fields	
Shareholding in the Company	Nil	
Key Terms of appointment and remuneration	As per the resolution in the notice and as per the letter of appointment. The remuneration will be in line with other Independent Directors.	
Board Meetings attended/ held from the date of first appointment until date of postal ballot	Board Meeting: 25/25	
Relationship with other Directors or KMPs	No <i>inter-se</i> relationship with other directors or KMPs	
Names of listed entities in which the person holds directorship	Name of the companies	Designation
	Greaves Cotton Limited	Independent Director
	Walchand Peoplefirst Limited	Independent Director
Names of listed entities in which the person holds membership of Committees of the board	Walchand Peoplefirst Limited Audit Committee - Member Stakeholder Relationship Committee - Chairperson	
Details of resignations, if any, from the Boards of other listed companies, in the last 3 years	Nil	
Skills and capabilities required for the role and the manner in which the director meets the requirements	Financial Management, Accounts, Audit, Risk Management and Corporate Governance. Based on the qualifications, experience and expertise as listed above, Mr. Jehangir Ardeshir is eminently suited to meet the requirements	

Item: 4

Appointment of Mr. Giridhar Aramane (DIN:00483130) as Non-Executive, Independent Director of the Company

Based on the recommendation of the NRC, the board of directors on 26 November, 2025 appointed Mr. Giridhar Aramane as an Additional Director in the capacity of Non-Executive Independent Director for a term of 3 consecutive years commencing from 26 November 2025 until 25 November 2028, subject to the approval of the members through a Special Resolution without being liable to retire by rotation.

Mr. Giridhar Aramane is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. He has given consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act. He has also provided a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidacy of Mr. Giridhar Aramane for his appointment to the office of Independent Director.

In the opinion of the Board, Mr. Giridhar Aramane fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other applicable laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management.

A copy of the draft letter for the appointment of Mr. Giridhar Aramane as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the company during normal business hours on any working day and also on the company website www.cyientdml.com. Members seeking to inspect the same can send an e-mail to company.secretary@cyientdml.com.

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The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Giridhar Aramane as an Independent Director of the Company, as a Special Resolution as set out above.

None of the Directors, Key Managerial Personnel (KMP) and their relatives except Mr. Giridhar Aramane and his relatives to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out herein.

The Board recommends the special resolution as set out in this notice for the approval of members.

Additional information of director recommended for appointment/reappointment as required under Regulation 36 of the SEBI Listing Regulations and applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Brief Resume:

Mr, Giridhar Aramane, an Indian Administrative Service Officer (IAS) (AP:88), appointed as Defence Secretary from 1 November, 2022 and retired on 31 October, 2024.

Prior to this assignment, Mr. Aramane was Secretary, Ministry of Road Transport & Highways (MoRTH) from April, 2020. Earlier, he was Additional Secretary in the Cabinet Secretariat.

Mr. Aramane did his B.Tech. in Civil Engineering from Jawaharlal Nehru Technological University, Hyderabad and M.Tech. from IIT, Madras. He has also done M. . (Economics) from Kakatheya University, Warangal.

In his 32 years of experience in the Indian Administrative Service, Mr. Aramane has held various important portfolios in the State Government of Andhra Pradesh as well as in the Central Government. In the Cabinet Secretariat, Mr. Aramane looked after the work of Cabinet Affairs as Additional Secretary.

Apart from Cabinet Secretariat, Mr. Aramane looked after Exploration Division in the Ministry of Petroleum & Natural Gas; and was Executive Director in-charge of inspections in Insurance Regulatory & Development Authority. In the Andhra Pradesh Government, he served as Principal Secretary in Urban Development Department, Managing Director of AP State Finance Corporation, and Secretary (Finance Department). He also held the post of the Collector & DM of Chittoor and Khammam Districts.

DIN	00483130
Nationality	Indian
Date of Birth (Age in years)	12 June 1963, 62 years
Original date of appointment	26 November 2025
Qualification	B.Tech (JNTU, Hyderabad); M.Tech (IIT Madras)
Experience and expertise in specific functional area	He served as a the Defence Secretary to the government of India. He also served as the Secretary, Ministry of Road Transport & Highways (MoRTH). He has decades of experience in the field of administrative service.
Shareholding in the Company	Nil

Key Terms of appointment and remuneration	As per the resolution in the notice and as per the letter of appointment. The remuneration will be in line with other Independent Directors.	
Board Meetings attended/ held from the date of appointment until date of postal ballot	Board Meeting : 0/0	
Relationship with other Directors or KMPs	No <i>inter-se</i> relationship with other directors or KMPs	
Names of listed entities in which the person holds directorship	Name of the companies	Designation
	Infrastructure Leasing and Financial Services Limited	Independent Director
	Go Digit General Insurance Limited	Independent Director
Names of listed entities in which the person holds membership of Committees of the board	Infrastructure Leasing and Financial Services Limited Audit Committee - Member	
Details of resignations, if any, from the Boards of other listed companies, in the last 3 years	Nil	
Skills and capabilities required for the role and the manner in which the director meets the requirements	The skills and responsibilities required for the role, <i>inter alia</i> , include reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, monitoring effectiveness of governance	