### CYIENT

17 July 2015

The BSE Ltd. PJ Towers Dalal Street Mumbai

Dear Sir,

<u>Sub.: Proceedings of 24<sup>th</sup> Annual General Meeting and disclosures under clause 35A of the Listing Agreement.</u>

The 24<sup>th</sup> Annual General Meeting of the Company was held on Wednesday, 16 July 2015 at L&D Center, Company's Campus, Plot No.2, IT Park, Nanakramguda, Manikonda, Hyderabad 500 032 at 1430 hours.

All the business listed in the notice convening the said meeting was duly transacted thereat. The details are as follows:

Date of the AGM: Thursday, 16 July 2015

Book Closure: 13 July 2015 to 16 July 2015 (both days inclusive)

Total number of shareholders on record date: 14,700

No. of Shareholders present in the meeting either in person or through proxy:

	Promoters & Promoter Group	Public
In Person	6	409
By proxy	0	29
Total	6	438

No. of Shareholders attended the meeting through Video Conferencing: No video conferencing facility was made available

The items mentioned in the notice of the 24<sup>th</sup> AGM have been transacted through E-Voting/poll. All the resolutions have been passed. The resolution wise results are enclosed as annexure.

Thanking you For Cyient Limited

Sudheendhra Putty
Company Secretary

Cyient Ltd.

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

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

## Annexure to letter dated 17 July 2015 in connection with the Clause 35A of the Listing Agreement

### RESOLUTION No. 1

- (a) The audited financial statements of the company for the financial year ended 31 March 2015 together with the reports of the board of directors and
- (b) the audited consolidated financial statements of the company for the financial year ended 31 March 2015, together with the report of the auditors

	Iotal	1	Public-Others		Public - Institutional holders		Group	r folloter and Promoter	Dromot				Promoter/Public			
112,361,065   52,175,541		16,151,968		71,256,871		24,952,226	2000			-1				shares held	NO. 01	11
-		6,062	_	29,161,253		23,008,226				-2			polled	VOICS	Votos	No of
40.44		0.04		40.92		26.61	97 71			1001 [(1)/(2)]	[[]]	(3)=	Satisfationing Stiates	Outstanding shows ou	% of Votes Polled on	
49,363,367	0,002	6 062	26,349,079		-0,000,220	23 008 226			-4				favour	Votes - in	No. of	
0		0	(	0		0			<u>ئ</u>			15 mgm	agginst	Votes	No. of	
94.61		100.00	90.36	20.00		100.00		001 [(2)/(2)] 001 [(2)/(2)]	[(4)/(2)]*100		(6)=	votes polled	in lavour on	SOLV VOICS	% of Votes	
0	c	0	0		C	o		[(2)/(2)]*100	[(5)/(2)]+100		(7)=	votes polled	against on	% OI Votes	0/ 647	



(B) RESOLUTION No. 2-To confirm the interim dividend paid during the year and declare final dividend on equity shares for the financial year 2014-15.

Total	Public-Others	Public – Institutional holders	Group	Promoter and Promoter			Promoter/Public			
112,361,065 52,175,541	16,151,968	71,256,871	24,952,226					shares held	No. of	
	6,062	29,161,253	23,008,226		-2		ропеа	voles	No. of	
46.44	0.04	40.92	92.21		-2   [(2)/(1)]*100	(3)=		outstanding shares	% of Votes Polled on	
52,175,541	6,062	29,161,253	23,008,226		-4		favour	Votes - in	No. of	
0	0	0	0	,	ار ا		against	Votes -	No. of	
100	100	100	100	001 [(2)/(2)] 001 [(2)/(2)] c	[(4)/(2)]*100	(6)=	votes polled	in favour on	% of Votes	
0	0	0	0	[(2)/(2)]	1(5)/(2)]*100	(7)=	votes polled	against on	% of Votes	

# (C) RESOLUTION No. 3- To appoint a Director in place of Mr. Alain De Taeye, (DIN 03015749), who retires by rotation and offers himself for re-appointment.

Total	Public-Others	Public – Institutional holders	Group	Promoter and Promoter			Promoter/Public	3 3 -	
112,361,065   52,175,541	16,151,968	ers 71,256,871	24,952,226					shares held	No. of
52,175,541	6,062	29,161,253	23,008,226		-2		polled	votes	No. of
46.44	0.04	40.92	92.21		-2   [(2)/(1)]*100	(3)=	O	outstanding shares	% of Votes Polled on
42,087,392	6,062	19,073,104	23,008,226		4		favour	Votes - in	No. of
10,088,149	ī	10,088,149	0		-5		against	Votes -	No. of
e 180166	100.00	65.41	100.00	[(-),(-)]	$-5 \mid \lceil (4)/(2) \rceil * 100 \mid \lceil (5)/(2) \rceil * 100$	(6)=	votes polled	in favour on	% of Votes
19.34	0.00	34.59	0.00	[(~),(~)]	[(5)/(2)]*100	(7)=	votes polled	against on	% of Votes

(D) RESOLUTION No. 4-To appoint a Director in place of Mr. Thomas W. Prete (DIN 06634086), who retires by rotation and offers himself for re-appointment.

Г		_	_	_					_						
	Total		Public-Others	TOTAL TICIANT	Public - Institutional holders		Group	Tiomoter and Promoter	Dromotor and D				Promoter/Public		
112,361,065 52,175,541		16,151,968		71,256,871		022/2021	24.952.226		1	_			DIGIT CO IICIU	charac hald	No. of
		6,062		29,161,253		23,000,220	23 008 276		7-	٥			polled	votes	No. of
46.44		0.04		40.92			92.21		7- [(z)/(z)] 2-	[/2)//1)]*100	(3)=		outstanding shares	VO OT A OFCE LOTTED OU	% of Votes Dollad an
42,083,392	0,002	6.062	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	19.069.104		23,008,226			-4			Idvour	forms - III	Votes in	No. of
10,092,149	,		10,002,143	10 000 140		•	>		7			against	votes -	VI-1	No of
80.66		100.00		65.39		100.00		001*[(2)/(c)]   O01.[(2)/(+)]	[(/)/(2)]*100	(6)=	,	votes polled	in favour on	SOLV A OLCS	% of Votac
19.34	0.00	0 00		34.61		0.00		$1001 \cdot [(2)/(c)]$	160000000000000000000000000000000000000	(7)=	Postor	votes polled	against on	% OI Votes	O/ CYY

(E) RESOLUTION No. 5- To appoint a Director in place of Mr. Shankar Narayanan (DIN 00219212), who retires by rotation and offers himself for re-

		_	_		_												
		Total		Public-Others		Public – Institutional holders	:	Group	In Interest and I folloff.	Promoter and Dromoton				T TOTHOLET/ PUBLIC	Promotor/D.LI:		
	112,361,065   52,175,541		16,151,968		71,256,871		_	24,952,226			1				snares held	No. of	NIO OF
			6,062		29,161,253		-5,000,220	23 008 226		1	5			polled		votes	No. of
	46.44		0.04		40.92			92.21		1/=//-//	-2 [(2)/(1)]*100	(3)=		Sarstanding Sildies	Outstanding shares	% of Votes Polled on	
L	42,087.683	0,002	6.063	בניניניוטיטב	19 073 395		23,008,226			-4			Incont	favour	Votes - In	NO. OI	NIA AF
1000,000,000	10 087 858			858'/80'OT	10 007 000		ı		,	-5			18mgs		Votes -	No. of	
	ent806		100.00		65.41		TOO.00	1000	001. [(2)/(2)] 001 [(2)/(1)]	[(4)/(2)]*100	(0)	(A)	votes polled	IIO INOABI III	in favour on	% of Votes	
	19.33	0.00	0 00	04.55	34 59		0.00		[(2)/(2)]	[(S)()2)]*100	(/)=	9	votes polled	no isurga		% of Votes	

### (F) RESOLUTION No. 6-

of the Company to be held in the year 2016 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, as may be mutually agreed Registration No. 008072S) as auditors of the company, made at the 23rd Annual General Meeting (AGM), to hold office until the conclusion of the 25th AGM between the board of directors of the company and the auditors." thereunder, as amended from time to time, the company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm "RESOLVED that pursuant to the provisions of section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed

	-	,	_	10		_				
Total	Public-Others	TIPETOTION INCIDENT	Public - Institutional holders	Group	Promoter and Promoter			TOTAL GOILE	Promoter/Public	
112,361,065   52,175,541	16,151,968	71,256,871		24,952,226		-			shares held	No. of
	6,062	29,161,253		23,008,226		-2		Polica	polled	No. of
46.44	0.04	40.92		92.21		-2   [(2)/(1)]*100	(3)=		outstanding shares	% of Votes Polled on
52,175,541	6,062	29,161,253	//	23.008.776		-4		Iavour	Votes - in	
0	0	0		0	,	-5		against	- 0000	No. of Votes
100	100	100		100	001.[(2)/(c)] 001 [(2)/(±)] c	[(4)/(2)]*100	(6)=	votes polled	in favour on	% of Votes
0	0	0		0	[(2)/(2)]	[(5)/(2)]*100	(7)=	votes polled	against on	% of Votes

### (G) RESOLUTION No. 7-

appointed as an independent director of the company for a period of four years with effect from 16 July 2015." (DIN 07102549), who meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, Mr. John Paterson "RESOLVED that pursuant to the provisions of sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the

			Promoter/Public	
		shares held	10.01	No of
	poned	nollad	votes	No. of
		outstanding shares	% of Votes Polled on	O/ CYT
	favour	Votes - In	Votes :-	No of
Parition			Votes	No. of
	votes polled	in favour on	SOLV VOICS	0/ of Votes
S S	votes polited in	against on	% OI Votes	0/ 637

	_	Total 113 361 066 F2 175 F2 46.44 6,062 0 100				_						
		Total		Public-Others			Public - Institutional holders	_	Group	Fromoter and Promoter	Duran	
	112,361,065   52,175,541		16,151,968		7,000,1	71.256.871		24,952,226 23,008,226	3/ 057 776			
	52,175,541		6,062		CC2, TOT, C2	20 161 252		23,008,226			-2	
	46.44		0.04			40.92		11111	92.21		-2 [(2)/(1)]*100	(3)=
T+C'C/T'7C	52 176 641	2)002	6.062		29,161.253		-0/000/220	23.008 226		1	_	
	0		0		C	)		0		٢	,	
	100		100		100			100		[(4)/(2)]*100	(0)	(6)=
0	0	d	O		0		(	0		[(4)/(2)]*100 $[(5)/(2)]*100$	5	

### (H) RESOLUTION No. 8-

appointed as an independent director of the company for a period of four years with effect from 16 July 2015." Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, Ms. Andrea Bierce (DIN 06997266), who meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby "RESOLVED that pursuant to the provisions of sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the

		_			T	_	, 1	_	-			_			_		
		Total		Public-Others		Public – Institutional holders		Group	riollioter and Promoter	Dromoto				rromoter/Public	Daniel J. F.		
	112,361,065   52,175,541		16,151,968		71,256,871		24,932,226	3/ 053 336		1	_				shares held	INO. OI	NI
		_	6,062		29,161,253		23,008,226			-2	)			polled	VOICS	Works of	No of
	46.44		0.04		40.92		11:14	92 21		-2   [(2)/(1)]*100	(3)	(3) =		outstanding shares	Cutatan 1:	% of Votes Polled on	
	52,175,541	2)001	6.062	CC,101,C3	29 161 252	, , , , ,	23,008.226		1-7	7			INCAPI	favour	Votes - in	No. of	
	0		0		0		0		-	h		1cmgn	agginet	'	Votes	10.01	No of
10111	100		100		100		100		[(4)/(2)]*100   [(5)/(2)]*100	T/A///ONTAINS	(6)=		against   votes polled	in layour on		% of Votes	
	0	(	0	c	0		0		[(5)/(2)]*100		(7)=		votes polled	against on	SOLO A OLES	% of Votas	

### (I) RESOLUTION No. 9-

Benefits) Regulations, 2014, and approval from any statutory or other authorities as may be required from time to time.' of the company (hereinafter referred to as "Associates"), whether in India or abroad subject to Securities and Exchange Board of India (Share Based Employee the Cyient Associate Stock Option Plan, 2015 (ASOP) not exceeding in the aggregate 8,40,000 equity shares of the nominal value of `5 each to the associates of directors constituted for the purpose) to issue and allot such number of new equity shares in one or more tranches as may be decided by the Board under company be and is hereby accorded to the board of directors of the company (hereinafter referred to as "the Board", which term shall include any committee modification or re-enactment thereof, for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014, consent of the "RESOLVED THAT pursuant to the provisions of section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory

		- 1	_		_												
		Total		Public-Others		Public – Institutional holders		Group	In the state of th	Promoter and Promoter				I TOIRIOGET/PUBLIC	Promotor/B. LI		
	112,361,065 52,178,888		16,151,968		71,256,871			24.952 226		1					shares held	No. of	
			6,062		29,164,600		477,000,62	22 000 226		7-				polled	votes	No. of	
	46.44				40.93			92.21		7- [(L)/(L)] 2-	171/1/18/19	(3)=		shares	on outstanding	% of Votes Polled	
ユーノン・ファンエエ	52 175 5/1	0,002	6.063	201,101,02	29 161 253		23,008,226			-4			THOUT	favour	Votes - in	No. of	
7,54/	777	,		1,40,0	7 7 7 7		í			-5		(	against	1	Votes		
	99.99		100.00		99.99		100.00		[(.),(~)] IOO	[(4)/(2)]*100	(0)=		votes polled			% of Votes	
	0.01	0.00	0.00	0.01	0.01		0.00		[(2)/(2)]	-5 [(4)/(2)]*100 [(5)/(2)]*100	(7)=		votes polled	against on	70 OI VOIES	0/ of W-1-	

### (J)RESOLUTION No.10-

of the subsidiaries of the company, joint venture and associate (hereinafter referred to as "Associate"), whether in India or abroad subject to securities and the Cyient Associate Stock Option Plan, 2015 (ASOP) not exceeding in the aggregate 3,60,000 equity shares of the nominal value of `5 each to the associates of directors constituted for the purpose) to issue and allot such number of new equity shares in one or more tranches as may be decided by the Board under company be and is hereby accorded to the board of directors of the company (hereinafter referred to as "the Board", which term shall include any committee modification or re-enactment thereof, for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014, consent of the RESOLVED THAT pursuant to the provisions of section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory

Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, and approval from any statutory or other authorities as may be required from time to time."

lotal	1	Public-Others	Public – Institutional holders	Group	Promoter and Promoter			Promoter/Public	3	
112,361,065 52,178,888		16,151,968	71,256,871	24,952,226		-1			shares held	No. of
		6,062	29,164,600	23,008,226		-2		polled	votes	No. of
46.44		0.04	40.93	92.21		[(2)/(1)]*100	(3)=	outstanding shares	on	% of Votes Polled
52,175,541 3,347		6,062	29,161,253	23,008,226		-4		favour	Votes - in	No. of
3,347		1	3,347	t.		<u>ځ</u>		against		No. of Votes
99.99		100.00	99.99	100.00	11. /- 11. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1.	$-5 \mid \lceil (4)/(2) \rceil * 100 \mid \lceil (5)/(2) \rceil * 100$	=(6)	votes polled	in favour on	% of Votes
0.01		0.00	0.01	0.00	[(2)/(2)]	[(5)/(2)]*100	(7)=	votes polled	against on	% of Votes

## (K) RESOLUTION No. 11-

Mohan Reddy, Executive Chairman) of the company (Meetings of Board and its Powers) Rules, 2014, the remuneration of Mr. B. Ashok Reddy, President - Corporate Affairs & Infrastructure (relative of Mr. B.V.R. "RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013,read with the Companies

- 1. The increased remuneration shall take effect from 1 April 2015.
- and forty lakhs only) per annum as per industry trends and practices, over a four year period. 2. Total remuneration (including all allowances, benefits, amenities, facilities, gratuity, provident fund, superannuation fund, etc.,) shall not be less than Rs. 1,00,00,000/- (Rupees One Crore only) per annum for the first year and then remuneration may progressively go up to `1,40,00,000/-(Rupees One Crore
- 3. The remuneration will be governed by the Rules and Regulations of the company as may be applicable to the other non-relative associates of the
- 4. The present increase and any further revision in the above remuneration will be effective only after obtaining all necessary approvals in this regard, as



Total	Public-Others	Public – Institutional holders	Promoter and Promoter Group	Promoter/Public		
112,361,065   52,175,541	16,151,968	71,256,871	24,952,226	-1		No. of shares held
52,175,541	6,062	29,161,253	23,008,226	-2		No. of votes polled
46.44	0.04	40.92	92.21	[(2)/(1)]*100	(3)=	% of Votes Polled on outstanding shares
37,371,717 187,558	6,062	28,973,695	8,391,960	-4		No. of Votes - in favour
187,558	1	187,558	r	-5		No. of Votes - against
71.63	100.00	99.36	36.47	-5 [(4)/(2)]*100 [(5)/(2)]*100	(6)=	No. of % of Votes Votes - in favour on against votes polled
0.36	0.00	0.64	0.00	[(5)/(2)]*100	(7)=	% of Votes against on votes polled

In the above resolutions (item No. 1 to 8) are ordinary resolutions and were passed accordingly.

In the above resolutions (item No. 9 to 11) are special resolutions and were passed accordingly.

For Cyient Limited

Sudheendhra Putty

Company Secretary