

# CYIENT

17 July 2015

The BSE Ltd.  
PJ Towers  
Dalal Street  
Mumbai

Dear Sir,

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

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**

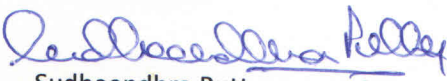
No. of Shareholders present in the meeting either in person or through proxy:

	Promoters & Promoter Group	Public
In Person	6	409
By proxy	0	29
<b>Total</b>	<b>6</b>	<b>438</b>

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

  
Sudheendra Putty  
Company Secretary

Cyient Ltd.

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India

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Formerly Infotech Enterprises Limited

**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 the auditors thereon  
 (b) the audited consolidated financial statements of the company for the financial year ended 31 March 2015, together with the report of the auditors thereon.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
	-1	-2		-4	-5		
Promoter and Promoter Group	24,952,226	23,008,226	92.21	23,008,226	0	100.00	0
Public – Institutional holders	71,256,871	29,161,253	40.92	26,349,079	0	90.36	0
Public-Others	16,151,968	6,062	0.04	6,062	0	100.00	0
Total	112,361,065	52,175,541	46.44	49,363,367	0	94.61	0



(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.

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

(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.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	24,952,226	23,008,226	92.21	23,008,226	0	100.00	0.00
Public – Institutional holders	71,256,871	29,161,253	40.92	19,073,104	10,088,149	65.41	34.59
Public-Others	16,151,968	6,062	0.04	6,062	-	100.00	0.00
Total	112,361,065	52,175,541	46.44	42,087,392	10,088,149	80.66	19.34



(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.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	-1	-2		-4	-5		
Public – Institutional holders	24,952,226	23,008,226	92.21	23,008,226	0	100.00	0.00
Public-Others	71,256,871	29,161,253	40.92	19,069,104	10,092,149	65.39	34.61
Total	112,361,065	52,175,541	46.44	42,083,392	10,092,149	80.66	19.34

(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-appointment.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	-1	-2		-4	-5		
Public – Institutional holders	24,952,226	23,008,226	92.21	23,008,226	-	100.00	0.00
Public-Others	71,256,871	29,161,253	40.92	19,073,395	10,087,858	65.41	34.59
Total	112,361,065	52,175,541	46.44	42,087,683	10,087,858	100.00	0.00



(F) **RESOLUTION No. 6-**

"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 thereunder, as amended from time to time, the company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S) as auditors of the company, made at the 23rd Annual General Meeting (AGM), to hold office until the conclusion of the 25<sup>th</sup> AGM 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 between the board of directors of the company and the auditors."

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

(G) **RESOLUTION No. 7-**

"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 Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, Mr. John Paterson (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 appointed as an independent director of the company for a period of four years with effect from 16 July 2015."

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

(H) **RESOLUTION No. 8-**

"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 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 appointed as an independent director of the company for a period of four years with effect from 16 July 2015."

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



(I) **RESOLUTION No. 9-**

"RESOLVED THAT pursuant to the provisions of section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014, consent of the company be and is hereby accorded to the board of directors of the company (hereinafter referred to as "the Board", which term shall include any committee 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 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 the company (hereinafter referred to as "Associates"), whether in India or abroad subject to Securities and 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."

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

(J) **RESOLUTION No.10-**

RESOLVED THAT pursuant to the provisions of section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014, consent of the company be and is hereby accorded to the board of directors of the company (hereinafter referred to as "the Board", which term shall include any committee 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 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 the subsidiaries of the company, joint venture and associate (hereinafter referred to as "Associate"), whether in India or abroad subject to Securities and



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."

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

**(K) RESOLUTION No. 11-**

"RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (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. Mohan Reddy, Executive Chairman) of the company

1. The increased remuneration shall take effect from 1 April 2015.
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 and forty lakhs only) per annum as per industry trends and practices, over a four year period.
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 company from time to time.
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 applicable".

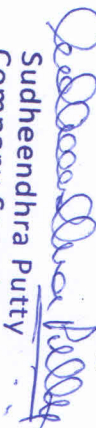




Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	24,952,226	23,008,226	92.21	8,391,960	-	36.47	0.00
Public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

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

In the above resolutions (item No. 9 to11) are special resolutions and were passed accordingly.

For Cyant Limited  
  
Sudheendhra Putty  
Company Secretary