

14 February 2025

BSE Limited
PJ Towers, 25th Floor,
Dalal Street
Mumbai 400001.
Scrip Code: 532175

National Stock Exchange of India Ltd
Exchange Plaza,
Bandra-Kurla Complex, Bandra (E)
Mumbai-400 051.
Scrip Code: CYIENT

Dear Sir/ Madam,

SUB: Integrated Filing (Corporate Governance) for the quarter and nine months ended 31 December 2024

Pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31 2024, read with BSE Circular No. 20250102-4 and NSE Circular No. NSE/CML/2025/02 dated 2 January 2025, we are submitting herewith the Integrated Filing (Corporate Governance) PDF for the quarter ended 31 December 2024.

This is for your information and records.

Thanking you
For Cyient Limited

Ravi Kumar Nukala
Dy. Company Secretary

FORMAT FOR QUARTERLY INTEGRATED FILING (GOVERNANCE) A. Compliance Report on Corporate Governance to be submitted by a listed entity on a quarterly basis

1. Name of the Listed Entity: **Cyient Limited**
2. Quarter ending: **31 December 2024**

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity [with reference to Regulation 17A]	No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1)] & reg. 17A(2)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
Mr.	B Venkat Rammohan Reddy	ACEPB4226B & 00058215	Non-Executive - Non Independent Director	20-08-1991	01-07-2024	NA		12-10-1950	2	0	2	0
Mr.	MM Murugappan	AAGPM1775L & 00170478	Non-Executive - Non Independent Director - Chairperson	11-08-1997	01-07-2024	NA		12-11-1955	4	1	1	2
Mr.	Bodanapu Ganesh Venkat Krishna	ACXPB3546M & 00605187	Executive Director - MD	24-04-2014	03-04-2023	NA		28-08-1976	2	0	3	0
Mr.	Karthikeyan Natarajan	ACVPN4365Q & 03099771	Executive Director - CEO	22-04-2021	03-04-2023	NA		26-06-1972	1	0	1	0
Mr.	Vikas Sehgal	DYFPS9454E & 05218876	Non-Executive - Independent Director	18-01-2012	17-10-2021	NA	38.15	23-05-1974	1	1	0	1
Ms.	Matangi Gowrishankar	AAGPG8973J & 01518137	Non-Executive - Independent Director	25-04-2019	25-04-2022	NA	32.52	27-02-1958	7	7	5	1

Mr.	Vivek Narayan Gour	AAAPG6499H & 00254383	Non-Executive - Independent Director	25-04-2019	25-04-2022	NA	32.52	10-11-1962	3	3	0	4
Mr.	Nitin Prasad	BJQPP4142N & 05261866	Non-Executive - Independent Director	22-09-2023	18-12-2023	NA	12.14	10-01-1977	1	1	1	0

Whether Regular chairperson appointed -Yes

Whether Chairperson is related to managing director or CEO - No

SPAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/NonExecutive/independent/ Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Vivek Narayan Gour 2. MM Murugappan 3. Nitin Prasad	Non-Executive - Independent Director - Chairperson Non-Executive - Non Independent Director - Member Non-Executive - Independent Director - Member	25-04-2019 24-01-2001 19-10-2023	NA NA NA
2. Nomination & Remuneration Committee	Yes	1. Matangi Gowrishankar 2. MM Murugappan 3. Nitin Prasad	Non-Executive - Independent Director - Chairperson Non-Executive - Non Independent Director - Member Non-Executive - Independent Director - Member	25-04-2019 15-10-2014 23-04-2024	NA NA NA
3. Risk Management Committee (if applicable)	Yes	1. Vivek Narayan Gour 2. MM Murugappan 3. Nitin Prasad	Non-Executive - Independent Director - Chairperson Non-Executive - Non Independent Director – Member Non-Executive - Independent Director - Member	25-04-2019 25-04-2019 19-10-2023	NA NA NA
4. Stakeholders Relationship Committee	Yes	1. Vikas Sehgal 2. B Venkat Rammohan Reddy 3. Bodanapu Ganesh Venkat Krishna	Non-Executive - Independent Director - Chairperson Non-Executive - Non Independent Director -Member Executive Director – Member	25-08-2022 17-04-1997 17-07-2014	NA NA NA

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors					
Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
24-10-2024	Yes / No	8	4	25-07-2024	90

* to be filled in only for the current quarter meetings

IV. Meeting of Committees						
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days**
Audit Committee	23-10-2024	Yes / No	3	2	24-07-2024	90
Nomination and Remuneration Committee	23-10-2024	Yes / No	3	2	24-07-2024	90

* to be filled in only for the current quarter meetings

** This information has to be mandatorily be given for audit committee and Risk Management Committee, for rest of the committees giving this information is optional

V. Affirmations		
1.	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
2.	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 1000 listed entities, voluntary for entities ranked 1001 to 2000)	Yes
3.	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
4.	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5.	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	Yes
Name & Designation – Sudheendra Putty Company Secretary & Compliance Officer		

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by the listed entity and instead a statement "same as previous quarter" may be given.

B. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	0

C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	CYIENT SEMICONDUCTORS PRIVATE LIMITED	11-11-2024	0.01%	44.77%	44.78%
2	CYIENT SEMICONDUCTORS PRIVATE LIMITED	16-12-2024	44.77%	55.22%	99.99%

Note: This is to inform that Cyient Semiconductors Private Limited is a wholly owned subsidiary of Cyient Limited during the quarter there are two further Investments made. (Not the acquisition)

D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below: - **No fine or penalty was levied during the quarter in terms of sub-para 20 of para A of Part A of Schedule III.**

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
	NA	NA	NA	NA	NA

E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES – Not Applicable

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below: - Not Applicable

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
	NA	NA	NA	NA

F. DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC. (applicable only for half-yearly filings i.e., 2nd and 4th quarter) HALF YEAR ENDING - Not Applicable

I. Disclosure of Loans / guarantees / comfort letters / securities etc. <small>refer note below</small>			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	NA	NA	
Promoter Group or any other entity controlled by them	NA	NA	
Directors (including relatives) or any other entity controlled by them	NA	NA	
KMPs or any other entity controlled by them	NA	NA	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	NA	NA

Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
KMPs or any other entity controlled by them	NA	NA	NA

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
KMPs or any other entity controlled by them	NA	NA	NA

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Name & Designation CEO / CFO

Note

1. *These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
 - a) *by a government company to/ for the Government or government company*
 - b) *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity. c) by a banking company or an insurance company; and*
 - d) *by the listed entity to its employees or directors as a part of the service conditions*
2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.*

G. AFFIRMATIONS ON COMPLIANCE REQUIREMENTS FOR AGM (applicable only for the first half-year filing i.e., 2nd quarter) - **Not Applicable**

I Affirmations		
	Regulation Number	Compliance status (Yes/No/NA)refer note below
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, BRSR & BRSR core, if applicable, displayed on website</i>	46(2)	NA
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	NA
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	NA
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting</i>	20(3)	NA
<i>Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report</i>	24A(1)	NA
<i>Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report</i>	24A(1A), 24A(1B), 24A(1C)	NA
<i>Submission of Annual Secretarial Compliance Report</i>	24A(2)	NA
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	NA
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of LODR Regulations, "Yes" may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>Name & Designation</p> <p>Company Secretary / Compliance Officer / Managing Director / CEO / CFO</p>		

H. WEBSITE AFFIRMATIONS (applicable only for Annual Filing i.e., 4th quarter) - **Not Applicable**

I. Disclosure on website in terms of LODR Regulations	
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Item	Compliance status (Yes/No/NA)refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	NA	NA
aa) Memorandum of Association and Articles of Association	NA	NA
ab) Brief profile of board of directors including directorship and full-time positions in body corporates	NA	NA
b) Terms and conditions of appointment of independent directors	NA	NA
c) Composition of various committees of board of directors	NA	NA
d) Code of conduct of board of directors and senior management personnel	NA	NA
e) Details of establishment of vigil mechanism/ Whistle Blower policy	NA	NA
f) Criteria of making payments to non-executive directors	NA	NA
g) Policy on dealing with related party transactions	NA	NA
h) Policy for determining 'material' subsidiaries	NA	NA
i) Details of familiarization programmes imparted to independent directors	NA	NA
j) email address for grievance redressal and other relevant details	NA	NA
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	NA	NA
l) Financial results	NA	NA
m) Shareholding pattern	NA	NA
n) Details of agreements entered into with the media companies and/or their associates	NA	NA
o) (i) Schedule of analyst or institutional investor meet (ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	NA	NA
oa) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	NA	NA
p) New name and the old name of the listed entity	NA	NA
q) Advertisements as per regulation 47(1)	NA	NA
r) Credit rating or revision in credit rating obtained	NA	NA
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	NA
t) Secretarial Compliance Report	NA	NA

u) Materiality Policy as per Regulation 30(4)	NA	NA
v) Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	NA	NA
w) Disclosures under regulation 30(8)	NA	NA
x) Statements of deviation(s) or variations(s) as specified in regulation 32	NA	NA
y) Dividend distribution policy as specified in regulation 43A(1)	NA	NA
z) Annual return as provided under section 92 of the Companies Act, 2013	NA	NA
za) Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA	NA
	NA	NA
<input checked="" type="checkbox"/> Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	NA	NA
<input checked="" type="checkbox"/> Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	NA	NA

I. AFFIRMATIONS W.R.T. COMPLIANCE WITH CORPORATE GOVERNANCE PROVISIONS (applicable only for Annual Filing i.e., 4th quarter) – Not Applicable

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b)	NA
<i>Board composition</i>	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)	NA
<i>Meeting of Board of directors</i>	17(2)	NA
<i>Quorum of Board meeting</i>	17(2A)	NA
<i>Review of Compliance Reports</i>	17(3)	NA
<i>Plans for orderly succession for Appointments</i>	17(4)	NA
<i>Code of Conduct</i>	17(5)	NA
<i>Fees/compensation</i>	17(6)	NA
<i>Minimum Information</i>	17(7)	NA
<i>Compliance Certificate</i>	17(8)	NA
<i>Risk Assessment & Management</i>	17(9)	NA
<i>Performance Evaluation of Independent Directors</i>	17(10)	NA
<i>Recommendation of Board</i>	17(11)	NA
<i>Maximum number of directorships</i>	17A	NA
<i>Composition of Audit Committee</i>	18(1)	NA

<i>Meeting of Audit Committee</i>	18(2)	NA
<i>Role of Audit Committee and information to be reviewed by the audit committee</i>	18(3)	NA
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	NA
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	NA
<i>Meeting of nomination & remuneration committee</i>	19(3A)	NA
<i>Role of Nomination and Remuneration Committee</i>	19(4)	NA
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	NA
<i>Meeting of stakeholder relationship committee</i>	20 (3A)	NA
<i>Role of Stakeholders Relationship Committee</i>	20(4)	NA
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Meeting of Risk Management Committee</i>	21(3A)	NA
<i>Quorum of Risk Management Committee meeting</i>	21(3B)	NA
<i>Gap between the meetings of the Risk Management Committee</i>	21(3C)	NA
<i>Vigil Mechanism</i>	22	NA
<i>Policy for related party Transaction</i>	23(1), (1A), (5), (6), & (8)	NA
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	NA
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Alternate Director to Independent Director</i>	25(1)	NA
<i>Maximum Tenure</i>	25(2)	NA
<i>Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism</i>	25(2A)	NA
<i>Meeting of independent directors</i>	25(3) & (4)	NA
<i>Familiarization of independent directors</i>	25(7)	NA
<i>Declaration from Independent Director</i>	25(8) & (9)	NA
<i>Directors and Officers insurance</i>	25(10)	NA
<i>Confirmation with respect to appointment of Independent Directors who resigned from the listed entity</i>	25(11)	NA
<i>Memberships in Committees</i>	26(1)	NA
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel</i>	26(3)	NA
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	NA
<i>Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity.</i>	26(6)	NA
<i>Vacancies in respect Key Managerial Personnel</i>	26A(1) & 26A(2), 26A(3)	NA

Note

1. *In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of LODR Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.*
2. *If status is "No" details of non-compliance may be given here.*
3. *If the Listed Entity would like to provide any other information the same may be indicated here.*

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

Name & Designation :

Company Secretary / Compliance Officer / Managing Director / CEO / CFO