

13 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: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated 23 January 2025 together with the Explanatory Statement thereto, seeking approval of the Members of Company to appointment of Ms. Debjani Ghosh (DIN: 07820695) as Non-Executive Independent Director of the Company for a period of 3 consecutive years commencing from Thursday, 23 January 2025 to Saturday, 22 January 2028 (both days inclusive), by means of electronic voting (remote voting) in compliance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities & Exchange Board of India ("SEBI") in this regard.

In compliance with the applicable circulars, the Postal Ballot Notice is being sent to all Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited and whose email address is registered with Depositories, Company / or KFin Technology Limited ("RTA") as on the close of business hours on Friday, 7 February 2025 (cut-off date). The Postal Ballot Notice is also being uploaded on the Company's website at <https://www.cyient.com/investors/statutory-filings>

The Company has engaged KFin Technology Limited ("RTA") for facilitating remote e-voting to enable the Members to cast their votes electronically. The period for remote e-voting on the resolution set out in the Postal Ballot Notice shall commence on Friday, 14 February 2025 at 9:00 a.m. IST and end on Saturday, 15 March 2025 at 5:00 p.m. IST. The Postal Ballot Notice is also being uploaded on the website of KFin Technology Limited ("RTA") at <https://evoting.kfintech.com>.

Thanking you,
For Cyient Limited

Ravi Kumar Nukala
Dy. Company Secretary

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

CIN: L72200TG1991PLC013134
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Company.secretary@cyient.com
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CYIENT LIMITED

(CIN: L72200TG1991PLC013134)

Regd. office: 4th Floor, 'A' Wing, Plot No. 11, Software Units Layout, Infocity, Madhapur
Hyderabad - 500 081, Telangana, India
e-mail : company.secretary@cyient.com | www.cyient.com

NOTICE OF POSTAL BALLOT

Pursuant to Section 108 and Section 110 of the Companies Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

NOTICE is hereby given to the members of Cyient Limited (the "Company") pursuant to Section 110 and Section 108 and all the other applicable provisions of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015, read with the General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021, 20/2021 dated 8 December 2021, 3/2022 dated 5 May 2022, 11/2022 dated 28 December 2022, 09/2023 dated 25 September 2023 and 09/2024 dated 19 September 2024 issued by the Ministry of Corporate Affairs (including any statutory modifications, amendments or re-enactments thereto) and pursuant to any other applicable laws and regulations, that the Board of Directors of the Company has recommended the below business to be transacted through postal ballot:

Appointment of Ms. Debjani Ghosh (DIN: 07820695) as Non-Executive Independent Director

An Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reason for the Resolution is annexed hereto.

In compliance with the aforesaid MCA Circulars, this postal ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to this notice to receive this postal ballot Notice.

Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by KFin Technologies Limited. The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 am (IST), Friday, 14 February 2025
Conclusion of e-voting period	5.00 pm (IST), Saturday, 15 March 2025
Cut-off date for eligibility to vote	Friday, 7 February 2025

The instructions for e-voting are provided as a part of this postal ballot Notice.

The Board has appointed Mr. Manish Kumar Singhania, Practising Company Secretary Membership No. ACS 22056 (CP No. 8068) as the scrutinizer ("Scrutinizer") for conducting the postal ballot / e-voting process in a fair and transparent manner.

The last date of e-voting, i.e., 15 March 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Appointment of Ms. Debjani Ghosh (DIN: 07820695) as Non-Executive Independent Director

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 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”), Regulation 17 (1C) 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, Ms. Debjani Ghosh (DIN: 07820695), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 23 January 2025 and who has provided consent to act as Non-Executive Independent Director of the Company, and submitted a declaration that she meets the criteria for appointment as an Independent Director under Section 149(6) of the Companies Act and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of 3 consecutive years commencing from 23 January 2025 to 22 January 2028 and that she shall not be liable to retire by rotation and shall be paid in terms of the appointment letter issued to Ms. Debjani Ghosh, as may be determined by the Board / Leadership, Nomination and Remuneration Committee (LNR) 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
For Cyient Limited

Sudheendhra Putty
Company Secretary
FCS No. 5689

Place: Hyderabad
Date: 23 January 2025

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

Appointment of Ms. Debjani Ghosh (DIN: 07820695) as an Independent Director

Based on the recommendation of the LNR Committee, the board of directors at their meeting held on 23 January 2025 appointed Ms. Debjani Ghosh ("Debjani") as an Additional Director in the capacity of Non-Executive Independent Director for a term of 3 consecutive years commencing from 23 January 2025 until 22 January 2028, subject to the approval of the members through a Special Resolution without being liable to retire by rotation.

Debjani is not disqualified from being appointed 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 sub-section (2) of Section 164 of the Act.

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

In the opinion of the Board, Debjani fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other 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 appointment of Debjani 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.cyient.com. Members seeking to inspect the same can send an e-mail to company.secretary@cyient.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 Debjani 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 Debjani 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. The Board believes that her experience and expertise in the technology and management spheres will be beneficial to the Company

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:

Debjani, a respected and transformative leader in the technology industry, serves as a Distinguished Fellow at NITI Aayog, with the charter to set up a pioneering frontier tech think tank dedicated to advancing the country's readiness in these technologies for accelerated economic growth and societal development. With a stellar career spanning over 28 years, including pivotal leadership roles at Intel and as the first female President of NASSCOM, she has been at the forefront of driving India's emergence as a global innovation powerhouse. A leading voice in AI, her leadership embodies a passionate commitment to fostering a human-centric approach to technology, ensuring that advancements not only propel economic progress but also uplift societal well-being.

During her tenure at NASSCOM from April 2018 to November 2024, Debjani redefined the organization's focus, elevating its influence on frontier technologies and championing the development of a robust deep tech ecosystem in India. Through her collaborative efforts, NASSCOM became a global thought leader and a dynamic force driving positive technological change at both domestic and international levels.

An outspoken advocate for India's leadership in the tech space, Debjani consistently emphasized the nation's unique position to spearhead international collaborations grounded in human-centric and environmentally conscious innovation. Her rallying cry, "Think Digital. Think India," played a key role in transforming India's tech narrative—from a low-cost outsourcing hub to a global powerhouse of top-tier talent and cutting-edge innovation. In 2020, she introduced the concept of the "Techade" - a vision of a transformative decade where technology transcends traditional boundaries to reshape industries, governance, and daily life. Her visionary "Inevitable India" strategy further established India as the world's most trusted partner for innovation and digital transformation, cementing its critical role in shaping the future of global technology.

Guided by a philosophy of lifelong learning, Debjani attributes her success to insatiable curiosity, adaptability, and resilience. Her inspiring journey - from studying economics and political science to becoming the first woman to lead Intel's South Asia operations, and later making history as the first female President of NASSCOM - exemplifies her commitment to continuous growth and her refusal to be constrained by traditional boundaries.

In recognition of her extraordinary achievements, she was honoured by the President of India in 2018 as a pioneer among India's "First Ladies." In 2022, she was featured in FemaleOneZero Magazine's "40 over 40 – World's Most Inspiring Women" list and Vogue named her "Tech Leader of the Year" in 2020 for her exemplary leadership in steering the tech sector through the pandemic. Additionally, she was recognized among the "100 Most Influential in UK-India Relations: Celebrating Women," underscoring her global influence and stature.

Debjani serves on the boards of Karmayogi Bharat, Data Security Council of India and Reserve Bank Innovation Hub.

Director Identification Number	07820695	
Nationality	Indian	
Date of Birth (Age in years)	2 June 1966; 58 years	
Original date of appointment	23 January 2025	
Qualification	MBA-Bharatiya Vidya Bhavan's SP Jain Institute of Management and Research	
IICA Registration number	INDB-2-155025	
Experience and expertise in specific functional area	Innovation and Technology, Strategy and General Management <ul style="list-style-type: none"> • Leadership roles at Intel • The first female President of NASSCOM, 	
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 meetings held	Board meetings attended
	1	1
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 the directorship	Nil	
Names of listed entities in which the person holds membership of Committees of the board	Nil	
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	Innovation and Technology, Strategy and General Management	

NOTES:

1. The Explanatory Statement containing the reasons for the proposed resolution and setting out material facts, pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, is annexed hereto.
2. In compliance with the MCA Circulars, the Company is sending this Notice to the Members in electronic form only. Accordingly, the communication of assent or dissent of the Members would take place through remote e-voting system only. Please note that there will be no dispatch of physical copies of the Notice or postal ballot Forms to the Members of the Company and no physical ballot forms will be accepted.
3. This Notice is being sent to the equity members whose names appear in the List of Beneficial Owners received from National Securities Depository Limited/ Central Depository Services (India) Limited ('Depositories') as at the close of business hours on Friday, 7 February 2025 ('cut-off date'). Members as on the cut-off date would be entitled to vote by way of Remote E-voting and a person who is not a Member as on the cut-off date should treat this Notice for information only. This Notice is being sent electronically to all Members whose e-mail addresses are registered with KFin Technologies Limited (Kfin)/RTA or the Depositories.
4. A copy of this Notice is also available on the Company's website at www.cyient.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
5. 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>
6. The dispatch of postal ballot Notice shall be announced through an advertisement in at least 1(one) 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.cyient.com)
7. Kindly note that the communication of the assent/dissent to the Resolution proposed in the Notice of postal ballot would take place only through Remote E-voting.
8. The Members shall exercise their right to vote on the matters included in the Notice of postal ballot by electronic means i.e. through e-voting services provided by Kfin. The voting will commence at 9.00 am (IST) on Friday, 14 February 2025 and close at 5.00 pm (IST) on Saturday, 15 March 2025 for the Members exercising their vote through electronic voting. The Remote E-voting module shall be disabled for voting thereafter.
9. The Board 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 / e-voting process in a fair and transparent manner.
10. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by postal ballot will be announced within 2 working days from the conclusion of e-voting and will also be displayed on the Company website www.cyient.com, on the website of Kfin <https://evoting.kfintech.com>, and communicated to the stock exchanges.
11. Documents if any referred to in this postal ballot Notice and Explanatory Statement setting out material facts and other statutory registers, shall be open for inspection by the Members at the Registered Office of the Company between 10:00 a.m. and 2:00 p.m. on all working days until the end of the voting period.
12. Instructions for Voting through electronic means:

Access to NSDL 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.

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> <ol 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 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</p> <p>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> <ol 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. iii. 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> <ol 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> <p>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.</p> <p>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</p>
Individual Shareholders (holding securities in demat mode) logging in through their depository participants	<p>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.</p> <p>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.</p> <p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and

Forget Password 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.

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.

13. 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 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.
- vii. Upon successful login, the system will prompt you to select the EVENT i.e., Cyient 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., 7 February 2025 will appear.

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.

- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. 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.
- xi. 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 e-voting module in their login. The scanned image of the above documents should be in the naming format "Cyient Limited".
- xii. 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.

In case of a Member who hold shares and who had not registered their email ID, as on the cut-off date viz., 7 February 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 e-voting by sending an email to einward.ris@kfintech.com / evoting@kfintech.com through his/her registered email ID to obtain the same.

- xiii. Members may also reach out to Mohd. Mohsin Uddin - Senior Manager, Kfin at mohsin.mohd@kfintech.com / einward.ris@kfintech.com or Ravi Kumar Nukala, Dy. Company Secretary at company.secretary@cyient.com

**By Order of the Board
For Cyient Limited**

Sudheendhra Putty
Company Secretary
FCS No. 5689

Place: Hyderabad
Date: 23 January 2025