

Notice of the Annual General Meeting

NOTICE is hereby given that the 29th Annual General Meeting of the members of the company will be held on Friday, 31 July 2020 at 04:00 p.m. (IST) through Video Conference (VC) or Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To adopt financial statements for the Financial Year ended 31 March 2020

To receive, consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the company for the Financial Year (FY) ended 31 March 2020 and the Reports of the Board of Directors and the Statutory Auditors.

2. To appoint a director in place of Mr. Krishna Bodanapu (DIN: 00605187), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. 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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Schedule V (as amended from time to time) to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the members be and is hereby accorded for the appointment of Mr. B.V.R. Mohan Reddy (DIN 00058215) as Executive Chairman with effect from 1 April 2020 till 30 June 2021 at remuneration as detailed below:

a) Salary

NIL

b) Commission

The Percentage of net profits of the company as commission payable shall be determined by the Leadership, Nomination & Remuneration Committee (LNR Committee) or Board of Directors of the company, subject to the total remuneration (i.e., salary, perquisites, commission and allowances) in any one financial year shall not exceed the limits prescribed from time to time under section 196, 197 and other applicable provisions of the Act, read with schedule V to the said Act, as may for the time being, be in force and any amendments thereto.

c) Perquisites

Perquisites shall be valued in terms of actual expenditure incurred by the company. However,

in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy the perquisites shall be valued as per Income Tax Rules:

i. Medical Reimbursement

Reimbursement of medical expenses for self and family as per the rules of the company.

ii. Leave Travel Concession/ Allowance

For self and family, once in a year in accordance with the rules of the company

iii. Car

Use of fully maintained company's car.

iv. Telephone

Reimbursement of residential telephone bills at actuals. Use of telephone for official purpose will not be considered as perquisite. Use of one mobile phone for official purpose.

d) Overall Remuneration

The total remuneration (i.e., perquisites, commission and allowances, if any) shall not exceed the limits prescribed from time to time under Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being, be in force and any amendments thereto. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the Board of Directors on the recommendation of LNR Committee of Directors. Further, within the overall remuneration, the individual components may be changed as desired by Mr. B.V.R. Mohan Reddy and accepted by the LNR Committee.

e) Minimum Remuneration

In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of service, the payment of salary, commission, perquisites and other allowances shall be governed by Schedule V to the Act, including any statutory modifications or re-enactment thereof, as may, for the time being, be in force.

f) Termination

One months' notice shall be required, on either side for termination of service.

4. To consider and if thought fit to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, the recommendation and approval of Leadership, Nomination and Remuneration Committee, Audit Committee and the Board of Directors, subject to such other approvals as may be necessary, the approval of the members be and is hereby accorded to the appointment of Mr. B. Ashok Reddy (relative of Mr. B.V.R. Mohan Reddy, Executive Chairman of the Company), to hold office or place of profit as Advisor to the company for a period from 1 July 2020 till 31 March 2021 at a consolidated remuneration of Rs. 6,00,000/- (Rupees Six lakhs) per month, subject to deduction of tax at source, as applicable."

5. To consider and if thought fit to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT in supersession of all previous resolutions passed in this regard and subject to receipt of such other approvals as may be required, consent of the company be and is hereby accorded to the increase in aggregate Investment limits of non-residents from the existing 49% to 74% of the total paid up share capital of the company."

"RESOLVED FURTHER THAT in supersession of all previous resolutions passed in this regard and subject to receipt of such other approvals as may be required, consent of the company be and is hereby accorded to the increase in Investment limits through purchase of Capital Instruments of the company on a recognized

Stock Exchange in India by registered Foreign Portfolio Investors (RFPI), including Foreign Institutional Investors (FII), from the existing 47% to 74% of the Equity Share Capital of the company."

"RESOLVED FURTHER THAT Mr. Krishna Bodanapu, Managing Director & CEO, Dr. Sudheendra Putty, Company Secretary and Mr. N. Ravi Kumar, Dy. Company Secretary, be and are hereby severally authorised to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable to give effect to this Resolution."

By Order of the Board



Dr. Sudheendra Putty
Company Secretary
M.No. F5689

Place: Hyderabad
Date: 6 July 2020

Registered Office

4th Floor, A Wing, Plot No.11,
Software Units Layout, Infocity,
Madhapur, Hyderabad 500 081
Telangana
CIN: L72200TG1991PLC013134
Email: company.secretary@cyient.com
Website: www.cyient.com

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
 2. The Board of Directors of the company had declared 1st interim dividend of ₹ 6/- per share i.e., at the rate of 120% on the face value of the ₹5/- on 17 October 2019. The same was paid on 6 November 2019.
 3. The Board of Directors of the company had declared 2nd interim dividend of ₹ 9/- per share i.e., at the rate of 180% on the face value of the ₹ 5/- on 12 March 2020. The same was paid on 30 March 2020.
 4. The relevant details as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI(LODR) Regulations, 2015) and Secretarial Standard on General Meetings (SS 2) issued by The Institute of Company Secretaries of India, of directors seeking re-appointment under Item Nos.2 and 3 above is annexed hereto
 5. Members holding shares in physical form may write to the company/company's R&T agents for any change in their address and bank mandates; members holding shares in electronic form may inform the same to their depository participants immediately so as to enable the Company to dispatch dividend warrants at their correct addresses, where applicable
 6. In terms of Schedule I of the SEBI (LODR) Regulations, 2015, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as National Automated Clearing House (NACH), National Electronic Fund Transfer (NEFT) and Real Time Gross Settlement (RTGS) for making payments like dividend to the members. Accordingly, members holding securities in demat mode are requested to update their bank details with their depository participants. Members holding securities in physical form may send a request updating their bank details to the company's Registrar and Transfer Agent.
 7. Members who wish to claim unclaimed dividends of the past years, are requested to correspond with Mr. N. Ravi Kumar, Deputy Company Secretary, at the company's registered office. Pursuant to provisions of sections 124 and 125, and other applicable provisions, if any, of the Act, all unclaimed / unpaid dividends for a period of seven years from the date they become due for payment are required to be transferred to the Investor Education Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, shareholders are requested to claim the dividend from the company within the stipulated timeline.
 8. In case of joint holders attending the AGM, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the company will be entitled to vote.
 9. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5 May 2020 read with General Circular No. 14/2020 dated 8 April 2020 and General Circular No. 17/2020 dated 13 April 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (LODR) Regulations, 2015 (Listing Regulations), the 29th AGM of the Company is being conducted through VC / OAVM. Kfin Technologies Private Limited will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 16 below and is also available on the website of the Company at www.cyient.com.
 10. As the AGM will be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice
 11. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at company.secretary@cyient.com
 12. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 28 July 2020 to Friday, 31 July 2020 (both days inclusive).
- ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING ANNUAL REPORT.**
13. In accordance with, the General Circular No. 20/2020 dated 5 May 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12 May 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are

being sent in electronic mode to Members whose e-mail address is registered with the company or the Depository Participant(s).

14. Members holding shares in physical mode and who have not updated their email addresses with the company are requested to update their email addresses by writing to the company at mohsin.mohd@kfintech.com or company.secretary@cyient.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register or update their email addresses with the relevant Depository Participants.
15. The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the company at www.cyient.com on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of KFin Technologies Pvt Ltd at www.kfintech.com

16. **PROCEDURE FOR REMOTE E-VOTING AND E VOTING DURING THE AGM**

Pursuant to the provisions of section 108 of the Act, the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015 shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited in respect of all resolutions set forth in this Notice. The facility of casting votes by shareholders using an electronic voting system from a place other than the venue of the AGM is termed as 'Remote Electronic Voting' (e-voting).

Mr. S.Chidambaram, Practising Company Secretary has been appointed as the Scrutineer to scrutinize the voting process in a fair and transparent manner

17. The remote e-voting period commences on 28 July 2020 (09:00 am IST) and ends on 30 July 2020 (05:00 pm IST). During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24 July 2020, may cast their votes electronically. The remote e-voting module will be disabled by KFin Technologies Private Limited for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder will not be allowed to change it subsequently or cast the vote again.
18. In addition, the facility for e-voting through electronic voting system will be available during the AGM. Members attending the AGM who have not cast their vote by

remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through KFin Technologies Private Limited

19. Instructions for e-voting and joining the e-AGM are as follows:

A. Voting through electronic means:

- i. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the Listing Regulations, the Company is providing facility of remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 24 July 2020 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFin or to vote at the e-AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- ii. The details of the process and manner for remote e-voting are given below:
 - a. Initial password is provided in the body of the email.
 - b. Launch internet browser and type the URL: <https://evoting.karvy.com> in the address bar.
 - c. Enter the login credentials i.e. User ID and password mentioned in your email. 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.
- iii. After entering the details appropriately, click on LOGIN.
- iv. 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.
- v. You need to login again with the new credentials.

- vi. On successful login, the system will prompt you to select the EVENT i.e. Cyient Ltd.
- vii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date 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' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. 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.
- x. 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 e-mail at schid285@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 EVENT No.'
- xi. Members can cast their vote online from 28 July 2020 (9.00 a.m.) till 30 July 2020 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- 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.karvy.com> or call KFin on 1800 345 4001 (toll free).

B. Voting at e-AGM:

- i. Only those members/shareholders, who will be present in the e-AGM through video conferencing facility and have not cast their vote through remote e-voting & are otherwise not barred from doing so are eligible to vote through e-voting in the e-AGM.
- ii. However, members who have voted through remote e-voting will be eligible to attend the e-AGM.

- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Upon declaration by the Chairman about the commencement of e-voting at e-AGM, members shall click on the thumb sign on the left hand bottom corner of the video screen for voting at the e-AGM, which will take them to the 'Instapoll' page.
- v. Members to click on the 'Instapoll' icon to reach the resolution page and follow the instructions to vote on the resolutions.

C. Instructions for members for Attending the e-AGM:

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of AGM provided by KFin at <https://emeetings.kfintech.com> by clicking on the tab "video conference" and using their remote e-voting login credentials. The link for e-AGM will be available in members login where the EVENT and the name of the Company can be selected. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned under heading A above.
- ii. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
- iii. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
- iv. While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- v. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com> and clicking on the tab "Speaker Registration" during the period starting from 26 July 2020 (9.00 a.m.) upto 28 July 2020 (5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Please note that only questions of the members holding the shares as on cut-off date will be considered.

vi. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com>

vii. Members who need technical assistance before or during the thirteenth e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 345 4001.

D. General Instructions:

i. The Board of Directors has appointed Mr. S. Chidambaram, Practising Company Secretary (FCS No. 3935 CP No. 2286) as the Scrutinizer to the e-voting process and voting at the e-AGM in a fair and transparent manner.

ii. The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the thirteenth e-AGM and announce the start of the casting of vote through the e-voting system of KFin.

iii. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.

iv. The Scrutinizer shall submit his report to the Chairman or in his absence Managing Director & CEO of the Company, who shall declare the result of the voting. The results declared along with

the scrutinizer's report shall be placed on the Company's website www.cyient.com and on the website of KFin <https://evoting.karvy.com> and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the AGM of the Company.

20. The voting results declared along with the Scrutineer's Report will be placed on the company's website www.cyient.com and on the website of Kfin Technologies Private Limited immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results will also be immediately forwarded to the BSE Ltd. and National Stock Exchange of India Ltd.

By Order of the Board



Dr. Sudheendra Putty
Company Secretary
M.No. F5689

Place: Hyderabad
Date: 6 July 2020

Registered Office

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Software Units Layout, Infocity,
Madhapur, Hyderabad 500 081
Telangana

CIN: L72200TG1991PLC013134

Email: company.secretary@cyient.com

Website: www.cyient.com