



S. CHIDAMBARAM

B.Com., LLB., F.C.S., A.I.C.W.A

Company Secretary in Practice

#6-3-855/10/A, Flat No .4A, Sampathji Apartments,
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Lane Opp.to Green Park Hotel,
Ameerpet, Hyderabad - 500 016 (India)
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To
Chairman
Cyient Limited
CIN No. L72200TG1991PLC013134
4th Floor, 'A' Wing, Plot No.11,
Software Units Layout Infocity,
Madhapur Hyderabad - 500081

Dear Sir,

I, S. Chidambaram, Practicing Company Secretary, at 4A, Sampathji Apartments, 6-3-855/10/A, Ameerpet, Hyderabad - 500016, appointed as Scrutinizer by the Board of Directors of Cyient Limited (the Company) for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner in respect of the resolutions stated in the Notice of the Postal Ballot dated 21.02.2018 proposed to be passed by the Equity Shareholders of the Company, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Postal Ballot by the shareholders on the resolutions proposed in the Notice of the Postal Ballot is the responsibility of the management. My responsibility as a Scrutinizer is to render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, on the resolutions.
2. In accordance with the Notice of the Postal Ballot dated 21.02.2018, dispatched to the shareholders by prescribed modes on 23.02.2018 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on 24.02.2018, the voting commenced on 24.02.2018 (at 9:00 hours) and ended on 25.03.2018 (at 17:00 hours) for physical ballots and as well as for e-voting. The e-voting facility was provided by Karvy Computershare Private Limited, (Karvy). The votes were unblocked at around 17:24 hours on March 25, 2018 and the e-voting summary statement was downloaded from e-voting website of Karvy Computershare Private Limited, (Karvy) (<https://evoting.karvy.com>).
3. The Equity Shareholders holding shares as on 16.02.2018, "cutoff date", were entitled to vote on the resolutions stated in the Notice of the Postal Ballot.
4. The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the Company / R&T and the authorizations / power of attorney etc. lodged thereof. The voters were also



scrutinized for the purpose of eliminating duplicate voting and 12 ballots were rejected on duplicate voting i.e. on e-voting as well as by physical ballot. Invalid ballots were marked and segregated and the summary results were prepared. For processing Postal Ballots, necessary technical support was provided by Karvy Computershare Private Limited (Karvy), the Registrar & Share Transfer Agents of the Company.

5. My report on the results of the voting is based on the data downloaded from the Karvy Computershare Private Limited, (Karvy) and the votes cast through physical ballot forms received respectively in respect of the resolutions contained in the Notice of the Postal Ballot.

6. The result of the voting is as under:

(A) RESOLUTION No. 1– ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	237	731,38,848	94.50
Postal Ballot	49	81,71,977	
TOTAL	286	81310,825	

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	6	47,28,369	5.50
Postal Ballot	0	0	
TOTAL	6	4728369	

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	1	9
Postal Ballot	0	0
TOTAL	1	9



(B) RESOLUTION No. 2– REDUCTION OF AGGREGATE INVESTMENT LIMITS OF NON-RESIDENTS FROM THE EXISTING 100% TO 49% OF THE TOTAL PAID UP SHARE CAPITAL.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	235	729,39,072	94.49
Postal Ballot	49	81,71,977	
TOTAL	284	811,11,049	

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast,
Remote E-Voting	6	47,28,493	5.51
Postal Ballot	0	0	
TOTAL	6	47,28,493	

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	1	1,99,661
Postal Ballot	0	0
TOTAL	1	1,99,661

7. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots (physical) will remain in my custody until the Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/Person authorized by him for safe keeping.

Thanking you,

Yours faithfully,



S. Chidambaram

Place: Hyderabad

Date: 26.03.2018