

Notice of Annual General Meeting

Notice is hereby given that the 27th Annual General Meeting of the shareholders of the company will be held on **Thursday, 12 July 2018 at 3:00 p.m.** at L&D Centre (company's campus), Plot No. 2, IT Park, Manikonda, Hyderabad - 500 032, Telangana, to transact the following business:

Ordinary Business:

- To receive, consider and adopt:
 - the audited financial statements of the company for the financial year ended 31 March 2018, together with the reports of the board of directors and the auditors thereon; and
 - the audited consolidated financial statements of the company for the financial year ended 31 March 2018, together with the report of the auditors thereon.
- To confirm the first and second interim dividends and declare the final dividend on equity shares for the financial year 2017-18.
- To appoint a director in place of Mr. B.V.R. Mohan Reddy (DIN 00058215), who retires by rotation and offers himself for re-appointment.
- To consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

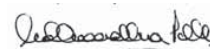
"RESOLVED THAT pursuant to the provisions of section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (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 28th AGM of the company to be held in the year 2019 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."

Special Business

- 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 143 (8) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the board be and is hereby authorized to appoint branch auditors for any branch office of the company, whether existing or which may be opened/ acquired hereafter, outside India, in consultation with the company's Auditors, any person(s) qualified to act as branch auditors and to fix their remuneration."

By order of the Board



Sudheendra Putty
Company Secretary
M. No. F5689

Place: Hyderabad
Date :19 April 2018

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

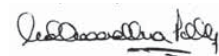
Notes

1. A shareholder entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll on behalf of him and the proxy need not be a member. The proxy form should be deposited at the registered office of the company not less than 48 hours before the commencement of the AGM. A person can act as proxy on behalf of shareholders not exceeding fifty (50) in number and holding in the aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other shareholder.
2. Corporate shareholders intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the board resolution to the company authorizing them to attend and vote on their behalf at the AGM.
3. The Register of Members and the Share Transfer Books of the company will remain closed from **9 July 2018 to 12 July 2018** (both days inclusive) in connection with the AGM and for the purpose of dividend.
4. An explanatory statement pursuant to provisions of section 102 of the Companies Act, 2013 ('Act') is annexed hereto in respect of item number 5.
5. The Board of Directors of the company had declared first interim dividend of ₹ 5 per share i.e., at the rate of 100% on face value of ₹ 5 on 12 October 2017. The same was paid on 3 November 2017. The Board of Directors of the company had declared a second interim dividend of ₹ 4 per share i.e., at the rate of 80% on face value of ₹ 5 on 18 January 2018. The same was paid on 8 February 2018. The interim dividends are to be confirmed at the AGM.
6. Final dividend of ₹ 4 per share, i.e., at the rate of 80% on face value of ₹ 5 each for the year ended 31 March 2018, as recommended by the board, if declared at the AGM, will be payable to those persons whose names appear in the Register of Members of the company as at the close of business hours on 6 July 2018. Dividend will be paid on 20 July 2018.
7. The relevant details as required by Regulation 36 of the 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 director seeking re-appointment under Item No. 3 above is annexed hereto.
8. Shareholders/proxies are requested to bring their copies of the Annual Report to the AGM and the attendance slip duly filled in for attending the AGM.
9. Shareholders desirous of obtaining any information concerning the accounts and operations of the company are requested to send their queries to the registered office of the company at least seven days before the date of the AGM, so that the information requested may be made available.
10. Shareholders holding shares in physical form may write to the company/company's R&T agents for any change in their address and bank mandates; shareholders 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.
11. 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), Real Time Gross Settlement (RTGS) for making payments like dividend to the shareholders.

Accordingly, shareholders holding securities in demat mode are requested to update their bank details with their depository participants. Shareholders holding securities in physical form may send a request updating their bank details to the company's Registrar and Transfer Agent.
12. Shareholders 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.
13. The certificates from the auditors of the company under SEBI (Share Based Employee Benefit) Regulations, 2014, as amended, will be available for inspection by the shareholders at the AGM.
14. In consonance with the company's sustainability initiatives and Regulation 36 of the SEBI (LODR) Regulations, 2015, the company is sharing all documents with shareholders in the electronic mode, wherever the same has been agreed to by the shareholders. Shareholders are requested to support this green initiative by registering/ updating their e-mail addresses for receiving electronic communications.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic format, therefore, are requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form may submit their PAN and other details to the company's R&T Agents in accordance with SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20 April 2018.
16. Shareholders holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the R&T Agent of the company for assistance in this regard.
17. Pursuant to section 72 of the Act, shareholders are entitled to make a nomination in respect of shares held by them. Shareholders desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to the R&T Agent of the company. Further, shareholders desirous of cancelling/ varying nomination pursuant to the rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the R&T Agent of the company.
18. Shareholders holding shares in physical form, in identical order of names, in more than one folio are requested to send to the R&T Agent of the company, the details of such folios together with the share certificates for consolidating their holdings into one folio. A consolidated share certificate will be issued to such shareholders after making requisite changes.
19. 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.
20. All documents referred to in the accompanying notice will be available for inspection at the registered office of the company during business hours on all working days up to the date of declaration of the result of the 27th AGM of the company.
21. Route map to the venue of the AGM is published elsewhere in the Annual Report.

By order of the Board



Sudheendra Putty
Company Secretary
M. No. F5689

Place: Hyderabad
Date :19 April 2018

Guidelines for Electronic Voting

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 Karvy Computershare Private Limited ('Karvy'), 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 has been appointed as the Scrutineer to scrutinize the voting process in a fair and transparent manner.

- a) The remote e-voting period commences on **9 July 2018** (09:00 am IST) and ends on **11 July 2018** (05:00 pm IST). During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cutoff date of 6 July 2018, may cast their votes electronically. The remote e-voting module will be disabled by Karvy 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.
- b) Any person, who acquires shares of the company and becomes a shareholder of the company after dispatch of the notice of AGM and holds shares as on the cutoff date i.e. **6 July 2018**, may obtain user ID and password by sending a request at evoting@karvy.com. However, if you are already registered with Karvy for e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset the password by using 'Forgot User Details/Password' option available on '[https:// evoting.karvy.com](https://evoting.karvy.com)'
- c) The shareholders who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but will not be entitled to cast their vote again.
- d) The facility for voting through ballot paper will be made available at the AGM venue and the shareholders attending the AGM, who have not cast their vote by remote e-voting will be able to exercise their right at the AGM venue through ballot paper. Shareholders who have not cast their vote electronically, by remote e-voting, may only cast their vote at the AGM through ballot paper.
- e) The voting rights of shareholders will be in proportion to the shares held by them, as on the cut-off date of 6 July 2018.
- f) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman, with the assistance of the scrutineer, will order voting through ballot paper for all those shareholders who are present

at the AGM but have not cast their votes electronically using the remote e-voting facility.

- g) Immediately after the conclusion of voting at the AGM, the Scrutineer will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company. The Scrutineer will prepare a consolidated Scrutineer's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM. This report shall be made to the Chairman or any other person authorized by the Chairman, who will then declare the result of the voting.
- h) 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 Karvy 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.

Guidelines for e-voting:

The procedure and instructions for e-voting are as follows:

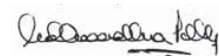
- i) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For shareholders holding shares in Demat Form:-
	a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID
	b) For CDSL:- 16 digits beneficiary ID
	For shareholders holding shares in Physical Form:-
	Event no. followed by Folio Number registered with the company
Password :	Your Unique password is printed on the Postal Ballot Form/via email forwarded through the electronic notice
Captcha:	Enter the Verification code i.e., please enter the letters and numbers in the exact way as they are displayed for security reasons.

- iii) After entering these details appropriately, click on "LOGIN".
- iv) In case of first login, shareholders holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one

- numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote. System will prompt you to change your password and update any contact details like mobile number, email ID etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. 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, system will prompt to select the 'Event' i.e., 'Company Name'.
- vii) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and cast your vote earlier for any company, then your existing login id and password are to be used.
- viii) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'
- ix) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xi) Corporate/Institutional Members (corporate / Fls/Flls/ Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutineer through e-mail to [₹] with copy to evoting@karvy.com. The file/scanned image of the Board Resolution should be in the naming format "Corporate Name_Event no."

By order of the Board



Sudheendra Putty
Company Secretary
M. No. F5689

Place: Hyderabad
Date: 19 April 2018

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

Explanatory Statement pursuant to section 102 of the Companies Act, 2013

Item No.5: Appointment of branch auditors

The company has several branches outside India and considering the expansion of the business, may open more branches/ offices outside India. According to the provisions of the Act, those branches may need to be audited.

None of the Directors/Key Managerial Personnel of the company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 above.

Your Directors recommend the approval of this resolution.

BRIEF PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT

Item No. 3: Re-appointment of director retiring by rotation

Pursuant to provisions of section 152 of the Act, and in accordance with the Articles of Association of the company,

Mr. B.V.R. Mohan Reddy, Executive Chairman and whole time director, retires by rotation at the ensuing AGM and offers himself for reappointment.

As Executive Chairman, Mr. B.V.R. Mohan Reddy focuses on the long-term future of the company. He is involved in leadership development, innovation, and corporate social responsibility.

Mohan Reddy founded Cyient in 1991, with the vision of providing engineering services to global markets. Since then, he has established the 'Engineered in India' brand, providing design engineering services to global industry leaders.

He is credited with pioneering the Computer-aided Design/ Computer-aided Manufacturing (CAD/CAM) culture in India, introducing computer systems for design and manufacturing applications, as far back as 1982.

He served as the Chairman of NASSCOM (National Association of Software & Service Companies) from 2015 to 2016, as Vice Chairman between 2014 and 2015, and as a member of the Executive Council, since 2003. He has also served as the Chairman of the Confederation of Indian Industry (CII), Southern Region between 2008 and 2009. He is associated with the councils of various academic and industrial forums and has led several initiatives benefitting industrial companies. He was appointed Director on the Board of National Skill Development Corporation (NSDC), and Member of Court of Governors of Administrative Staff College of India (ASCI).

He was appointed as the Honorary Consul of the Federal Republic of Germany for the states of Telangana and Andhra Pradesh, and is also the Chairman of the Board of Governors of IIT, Hyderabad.

In 2017, he received the prestigious Padma Shri award, the fourth highest civilian honor from the Hon'ble President of India, for his contribution to Trade and Industry.

He was also honored with the esteemed American Society of Mechanical Engineers (ASME) Leadership Award in 2011, for outstanding leadership in advancing the use of computers and information in engineering. It is the industry's most prestigious global award for engineering, and he was the first Indian and the seventh recipient, globally. In recognition of his leadership in expanding the US-India trade partnerships, the US Department of Commerce presented him with a Certificate of Appreciation.

His passion for social responsibility inspired him to establish the Cyient Foundation (formerly Infotech Enterprises Charitable Trust). As part of its Adopt-a-School initiative, the Cyient Foundation adopted 14 government primary schools and is providing financial, infrastructural, and social support to over 10,000 underprivileged children. Cyient also focuses on promoting digital literacy in India and has established 54 Cyient Digital Centers (CDCs), aimed to empower more than 20,000 children and 50,000 community members.

Mohan Reddy holds a graduate degree in mechanical engineering from the College of Engineering, Kakinada, India, and postgraduate degrees from the Indian Institute of Technology in Kanpur and the University of Michigan. He has also received an Honorary Doctorate (Ph.D.) from the Jawaharlal Nehru Technological University, Honorary Degree of Doctor of Science from the Andhra University, and Doctor of Science Honoris Causa from KL University in India. Mohan Reddy is a Fellow of The Institute of Engineers (India).

The names of companies and the committees in which Mr. B.V.R. Mohan Reddy is a director/member, and related documents are available for inspection at the registered office of the company during normal business hours.

Except Mohan Reddy and Krishna Bodanapu and their relatives, none of the other Directors/Key Managerial Personnel of the company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 above.

Your Directors recommend the resolution for your approval.

Transport arrangements to attend the Annual General Meeting

Your Company will be providing transport facility from various strategic locations across the twin-cities at 1.00 p.m. on Thursday, 12 July 2018 to enable you to reach the venue of the AGM comfortably. Those who wish to avail of this facility are requested to contact Mr. K. Tirupathi Reddy on or before 9 July 2018 (by 6.00 pm) at the following number:

Cell: +91-9246536439

You may also send your requests by email to AGM@cyient.com. Your requests must reach us latest by 9 July 2018.

Shareholders who have been sent soft copies of Annual Report by e-mail are requested to show the DP ID numbers and Client ID numbers or Folio numbers for ease of identification.