

14 July 2017

The BSE Ltd  
PJ Towers  
Dalal Street  
Mumbai – 400 001  
Scrip Code: 532175

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

Dear Sir/ Madam,

Sub.: Proceedings of 26<sup>th</sup> Annual General Meeting and disclosures under SEBI (LODR) Regulations

Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as follows:

The 26<sup>th</sup> Annual General Meeting (AGM) of the shareholders of the company was held at 1500 hours on Thursday, 13 July 2017 at L&D Centre (Company's Campus), Plot No. 2, IT Park, Manikonda, Hyderabad – 500 032, Telangana. Mr. B.V.R. Mohan Reddy, chaired the meeting and conducted its proceedings. The requisite quorum being present, he called the meeting to order.

Mr. Krishna Bodanapu, Managing Director & CEO, Mr. M.M. Murugappan, Chairman of the Audit Committee, Mr. K. Ramachandran, Independent Director, Mr. Harsh Manglik, Independent Director, Mr. Som Mittal, Independent Director, Ms. Andrea Bierce, Independent Director, Amb. Vinai Thummalapally, Independent Director and Mr. Alain De Taeye, Non-Executive Director attended the meeting. Mr. Ganesh Balakrishnan, Partner, Deloitte Haskins & Sells, Chartered Accountants (statutory auditors) was present at the meeting.

No. of Shareholders present in the meeting either in person or through proxy:

|           | Promoters & Promoter Group | Public |
|-----------|----------------------------|--------|
| In Person | 7                          | 455    |
| By proxy  | 0                          | 93     |
| Total     | 7                          | 548    |

The notice convening the meeting and the report of the statutory auditors were read out by Mr. Sudheendhra Putty, Company Secretary.

Mr. B.V.R. Mohan Reddy addressed the shareholders and briefed them about the performance and achievements of the Company during the financial year 2016-17.

He took note of the suggestions given by the shareholders and provided clarifications to the queries raised by them. The shareholders congratulated Mr. Mohan Reddy on being conferred the Padmashri Award by the Hon'ble President of India during the year 2016-17.

Cyient Ltd.

4<sup>th</sup> Floor, A Wing, 11 Software  
Units Layout, Madhapur  
Hyderabad – 500 081  
India

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T +91 40 6764 1000  
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Formerly Infotech Enterprises Limited



The Chairman informed that the Company had provided the shareholders the facility to cast their votes electronically, on all resolutions set forth in the notice convening the AGM. Shareholders who were present at the AGM and had not cast their votes electronically were provided the opportunity to cast their votes at the end of the meeting by means of ballot. It was further informed that there would be no voting by show of hands.

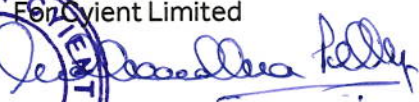
All the items of business, as set out in the Notice of AGM dated 20 April 2017, were transacted at the meeting.

The Board of Directors had appointed Mr. S. Chidambaram, Practising Company Secretary, as the scrutineer to supervise the e - voting and ballot voting process. The Chairman authorized the company secretary to declare the results of the voting. The scrutineers report was received and accordingly all the resolutions as set out in the notice of the AGM were declared as passed.

Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations has been enclosed as Annexure – I.

This is for your information and records.

Thanking you  
For Cyient Limited

  
Sudheendra Putty  
Company Secretary



|                                                                                                                                  |                              |
|----------------------------------------------------------------------------------------------------------------------------------|------------------------------|
| <b>Date of the AGM/EGM</b>                                                                                                       | <b>13 July 2017</b>          |
| <b>Total number of shareholders on record date</b>                                                                               | <b>21,188</b>                |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b><br>Promoters and Promoter Group:<br>Public: | <b>7</b><br><b>548</b>       |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b><br>Promoters and Promoter Group:<br>Public            | <b>Facility not provided</b> |

**Agenda- wise disclosure (to be disclosed separately for each agenda item)**

- To receive, consider and adopt, the audited statements of profit and loss for the financial year ended on 31 March 2017 and the balance sheet as at that date (standalone and consolidated) and the reports of the board of directors and auditors thereon.

| <b>Resolution required: (Ordinary/ Special)</b>                                  |                                      | <b>Ordinary</b>           |                            |                                                |                                 |                               |                                             |                                           |
|----------------------------------------------------------------------------------|--------------------------------------|---------------------------|----------------------------|------------------------------------------------|---------------------------------|-------------------------------|---------------------------------------------|-------------------------------------------|
| <b>Whether promoter/ promoter group are interested in the agenda/resolution?</b> |                                      | <b>None</b>               |                            |                                                |                                 |                               |                                             |                                           |
| <b>Category</b>                                                                  | <b>Mode of Voting</b>                | <b>No. of shares held</b> | <b>No. of Votes polled</b> | <b>% of Votes Polled on outstanding shares</b> | <b>No. of Votes – in favour</b> | <b>No. of Votes – against</b> | <b>% of Votes in favour on votes polled</b> | <b>% of Votes against on votes polled</b> |
| <b>Promoter and Promoter Group</b>                                               | <b>E-Voting</b>                      | <b>Nil</b>                |                            |                                                |                                 |                               |                                             |                                           |
|                                                                                  | <b>Poll</b>                          | 2,02,61,905               | 2,02,61,905                | 100                                            | 2,02,61,905                     | 0                             | 100                                         | 0                                         |
|                                                                                  | <b>Postal Ballot (if applicable)</b> | <b>Not Applicable</b>     |                            |                                                |                                 |                               |                                             |                                           |
|                                                                                  | <b>Total</b>                         | <b>2,02,61,905</b>        | <b>2,02,61,905</b>         | <b>100</b>                                     | <b>2,02,61,905</b>              | <b>0</b>                      | <b>100</b>                                  | <b>0</b>                                  |
|                                                                                  | <b>E-Voting</b>                      | 4,09,77,354               | 4,09,77,354                | 100                                            | 4,09,77,354                     | 0                             | 100                                         | 0                                         |
| <b>Public-Institutions</b>                                                       | <b>Poll</b>                          | 15,00,000                 | 15,00,000                  | 100                                            | 15,00,000                       | 0                             | 100                                         | 0                                         |
|                                                                                  | <b>Postal Ballot (if applicable)</b> | <b>Not Applicable</b>     |                            |                                                |                                 |                               |                                             |                                           |
|                                                                                  | <b>Total</b>                         | <b>4,24,77,354</b>        | <b>4,24,77,354</b>         | <b>100</b>                                     | <b>4,24,77,354</b>              | <b>0</b>                      | <b>100</b>                                  | <b>0</b>                                  |
| <b>Public-Non Institutions</b>                                                   | <b>E-Voting</b>                      | 3,602                     | 3,602                      | 100                                            | 3,602                           | 0                             | 100                                         | 0                                         |
|                                                                                  | <b>Poll</b>                          | 28,27,977                 | 28,27,977                  | 100                                            | 28,27,977                       | 0                             | 100                                         | 0                                         |
|                                                                                  | <b>Postal Ballot (if applicable)</b> | <b>Not Applicable</b>     |                            |                                                |                                 |                               |                                             |                                           |
| <b>Total</b>                                                                     |                                      | <b>28,31,579</b>          | <b>28,31,579</b>           | <b>100</b>                                     | <b>28,31,579</b>                | <b>0</b>                      | <b>100</b>                                  | <b>0</b>                                  |





2. To confirm the first and special interim dividends paid on equity shares for and during the year and declare final dividend on equity shares for the financial year 2016-17:

| Resolution required: (Ordinary/ Special)                                  |                               | Ordinary           |                     |                                         |                          |                        |                                      |                                    |
|---------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               | None               |                     |                                         |                          |                        |                                      |                                    |
| Category                                                                  | Mode of Voting                | No. of shares held | No. of Votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| Promoter and Promoter Group                                               | E-Voting                      | (1)                | (2)                 | (3)=[(2)/(1)] * 100                     | (4)                      | (5)                    | (6)=[(4)/(2)] *100                   | (7)=[(5)/(2)] *100                 |
|                                                                           | Nil                           |                    |                     |                                         |                          |                        |                                      |                                    |
|                                                                           | Poll                          | 2,02,61,905        | 2,02,61,905         | 100                                     | 2,02,61,905              | 0                      | 100                                  | 0                                  |
|                                                                           | Postal Ballot (if applicable) | Not Applicable     |                     |                                         |                          |                        |                                      |                                    |
|                                                                           | Total                         | 2,02,61,905        | 2,02,61,905         | 100                                     | 2,02,61,905              | 0                      | 100                                  | 0                                  |
| Public-Institutions                                                       | E-Voting                      | 4,09,77,354        | 4,09,77,354         | 100                                     | 4,09,77,354              | 0                      | 100                                  | 0                                  |
|                                                                           | Poll                          | 15,00,000          | 15,00,000           | 100                                     | 15,00,000                | 0                      | 100                                  | 0                                  |
|                                                                           | Postal Ballot (if applicable) | Not Applicable     |                     |                                         |                          |                        |                                      |                                    |
| Public-Non Institutions                                                   | Total                         | 4,24,77,354        | 4,24,77,354         | 100                                     | 4,24,77,354              | 0                      | 100                                  | 0                                  |
|                                                                           | E-Voting                      | 3,602              | 3,602               | 100                                     | 3,602                    | 0                      | 100                                  | 0                                  |
|                                                                           | Poll                          | 28,27,977          | 28,27,977           | 100                                     | 28,27,977                | 0                      | 100                                  | 0                                  |
| Institutions                                                              | Postal Ballot (if applicable) | Not Applicable     |                     |                                         |                          |                        |                                      |                                    |
|                                                                           | Total                         | 28,31,579          | 28,31,579           | 100                                     | 28,31,579                | 0                      | 100                                  | 0                                  |



3. To appoint a Director in place of, Mr. Alain De Taeye, (DIN 03015749), who retires by rotation and offers himself for re-appointment

| Resolution required: (Ordinary/ Special)                                  |                               |                    | Ordinary            |                                         |                          |                        |                                      |                                    |
|---------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                    | None                |                                         |                          |                        |                                      |                                    |
| Category                                                                  | Mode of Voting                | No. of shares held | No. of Votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                               | (1)                | (2)                 | (3)=[(2)/(1)]* 100                      | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group                                               | E-Voting                      | Nil                |                     |                                         |                          |                        |                                      |                                    |
|                                                                           | Poll                          | 2,02,61,905        | 2,02,61,905         | 100                                     | 2,02,61,905              | 0                      | 0                                    | 0                                  |
|                                                                           | Postal Ballot (if applicable) | Not Applicable     |                     |                                         |                          |                        |                                      |                                    |
| Public-Institutions                                                       | Total                         | 2,02,61,905        | 2,02,61,905         | 100                                     | 2,02,61,905              | 0                      | 0                                    | 0                                  |
|                                                                           | E-Voting                      | 4,09,77,354        | 4,09,77,354         | 100                                     | 2,72,41,090              | 1,37,36,264            | 66.48                                | 33.52                              |
|                                                                           | Poll                          | 15,00,000          | 15,00,000           | 100                                     | 15,00,000                | 0                      | 0                                    | 0                                  |
| Public-Non Institutions                                                   | Postal Ballot (if applicable) | Not Applicable     |                     |                                         |                          |                        |                                      |                                    |
|                                                                           | Total                         | 4,24,77,354        | 4,24,77,354         | 100                                     | 2,87,41,090              | 1,37,36,264            | 67.66                                | 32.34                              |
|                                                                           | E-Voting                      | 3,602              | 3,602               | 100                                     | 3,602                    | 0                      | 100                                  | 0                                  |
|                                                                           | Poll                          | 28,27,977          | 28,27,977           | 100                                     | 28,27,977                | 0                      | 0                                    | 0                                  |
|                                                                           | Postal Ballot (if applicable) | Not Applicable     |                     |                                         |                          |                        |                                      |                                    |
|                                                                           | Total                         | 28,31,579          | 28,31,579           | 100                                     | 28,31,579                | 0                      | 100                                  | 0                                  |



4. To ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm No. 008072S), as Statutory Auditors

| Resolution required: (Ordinary/ Special)                                  |                               | Ordinary           |                     |                                                              |                          |                        |                                                           |                                                         |
|---------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|--------------------------------------------------------------|--------------------------|------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               | None               |                     |                                                              |                          |                        |                                                           |                                                         |
| Category                                                                  | Mode of Voting                | No. of shares held | No. of Votes polled | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter and Promoter Group                                               | E-Voting                      | Nil                |                     |                                                              |                          |                        |                                                           |                                                         |
|                                                                           | Poll                          | 2,02,61,905        | 2,02,61,905         | 100                                                          | 2,02,61,905              | 0                      | 100                                                       | 0                                                       |
|                                                                           | Postal Ballot (if applicable) | Not Applicable     |                     |                                                              |                          |                        |                                                           |                                                         |
|                                                                           | Total                         | 2,02,61,905        | 2,02,61,905         | 100                                                          | 2,02,61,905              | 0                      | 100                                                       | 0                                                       |
| Public-Institutions                                                       | E-Voting                      | 4,09,77,354        | 4,09,77,354         | 100                                                          | 4,09,77,354              | 0                      | 100                                                       | 0                                                       |
|                                                                           | Poll                          | 15,00,000          | 15,00,000           | 100                                                          | 15,00,000                | 0                      | 100                                                       | 0                                                       |
|                                                                           | Postal Ballot (if applicable) | Not Applicable     |                     |                                                              |                          |                        |                                                           |                                                         |
|                                                                           | Total                         | 4,24,77,354        | 4,24,77,354         | 100                                                          | 4,24,77,354              | 0                      | 100                                                       | 0                                                       |
| Public-Non Institutions                                                   | E-Voting                      | 3,602              | 3,602               | 100                                                          | 3,602                    | 0                      | 100                                                       | 0                                                       |
|                                                                           | Poll                          | 28,27,977          | 28,27,977           | 100                                                          | 28,27,977                | 0                      | 100                                                       | 0                                                       |
|                                                                           | Postal Ballot (if applicable) | Not Applicable     |                     |                                                              |                          |                        |                                                           |                                                         |
|                                                                           | Total                         | 28,31,579          | 28,31,579           | 100                                                          | 28,31,579                | 0                      | 100                                                       | 0                                                       |



5. To not re-appoint Mr. Thomas W.Prete (DIN 06634086), and not to fill the vacancy so created by his retirement

| Resolution required: (Ordinary/ Special)                                  |                               | Ordinary           |                     |                                                              |                          |                        |                                                           |                                                         |
|---------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|--------------------------------------------------------------|--------------------------|------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               | None               |                     |                                                              |                          |                        |                                                           |                                                         |
| Category                                                                  | Mode of Voting                | No. of shares held | No. of Votes polled | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter and Promoter Group                                               | E-Voting                      | Nil                |                     |                                                              |                          |                        |                                                           |                                                         |
|                                                                           | Poll                          | 2,02,61,905        | 2,02,61,905         | 100                                                          | 2,02,61,905              | 0                      | 100                                                       | 0                                                       |
|                                                                           | Postal Ballot (if applicable) | Not Applicable     |                     |                                                              |                          |                        |                                                           |                                                         |
|                                                                           | Total                         | 2,02,61,905        | 2,02,61,905         | 100                                                          | 2,02,61,905              | 0                      | 100                                                       | 0                                                       |
| Public-Institutions                                                       | E-Voting                      | 4,09,77,354        | 4,09,77,354         | 100                                                          | 4,09,77,354              | 0                      | 100                                                       | 0                                                       |
|                                                                           | Poll                          | 15,00,000          | 15,00,000           | 100                                                          | 15,00,000                | 0                      | 100                                                       | 0                                                       |
|                                                                           | Postal Ballot (if applicable) | Not Applicable     |                     |                                                              |                          |                        |                                                           |                                                         |
|                                                                           | Total                         | 4,24,77,354        | 4,24,77,354         | 100                                                          | 4,24,77,354              | 0                      | 100                                                       | 0                                                       |
| Public-Non Institutions                                                   | E-Voting                      | 3,602              | 3,602               | 100                                                          | 3,602                    | 0                      | 100                                                       | 0                                                       |
|                                                                           | Poll                          | 28,27,977          | 28,27,977           | 100                                                          | 28,27,977                | 0                      | 100                                                       | 0                                                       |
|                                                                           | Postal Ballot (if applicable) | Not Applicable     |                     |                                                              |                          |                        |                                                           |                                                         |
|                                                                           | Total                         | 28,31,579          | 28,31,579           | 100                                                          | 28,31,579                | 0                      | 100                                                       | 0                                                       |





6. To appoint Mr. Vinai Thummalapally (DIN 07797921) as an independent director for a period of five years.

| Resolution required: (Ordinary/ Special)                                  |                               | Ordinary           |                     |                                         |                          |                        |                                      |                                    |
|---------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               | None               |                     |                                         |                          |                        |                                      |                                    |
| Category                                                                  | Mode of Voting                | No. of shares held | No. of Votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                               | (1)                | (2)                 | (3)=[(2)/(1)]* 100                      | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group                                               | E-Voting                      | Nil                |                     |                                         |                          |                        |                                      |                                    |
|                                                                           | Poll                          | 2,02,61,905        | 2,02,61,905         | 100                                     | 2,02,61,905              | 0                      | 100                                  | 0                                  |
|                                                                           | Postal Ballot (if applicable) | Not Applicable     |                     |                                         |                          |                        |                                      |                                    |
|                                                                           | Total                         | 2,02,61,905        | 2,02,61,905         | 100                                     | 2,02,61,905              | 0                      | 100                                  | 0                                  |
| Public-Institutions                                                       | E-Voting                      | 4,09,77,354        | 4,09,77,354         | 100                                     | 4,09,77,354              | 0                      | 100                                  | 0                                  |
|                                                                           | Poll                          | 15,00,000          | 15,00,000           | 100                                     | 15,00,000                | 0                      | 100                                  | 0                                  |
|                                                                           | Postal Ballot (if applicable) | Not Applicable     |                     |                                         |                          |                        |                                      |                                    |
|                                                                           | Total                         | 4,24,77,354        | 4,24,77,354         | 100                                     | 4,24,77,354              |                        | 100                                  | 0                                  |
| Public-Non Institutions                                                   | E-Voting                      | 3,602              | 3,602               | 100                                     | 3,402                    | 200                    | 94.45                                | 5.55                               |
|                                                                           | Poll                          | 28,27,977          | 28,27,977           | 100                                     | 28,27,977                | 0                      | 0                                    | 0                                  |
|                                                                           | Postal Ballot (if applicable) | Not Applicable     |                     |                                         |                          |                        |                                      |                                    |
|                                                                           | Total                         | 28,31,579          | 28,31,579           | 100                                     | 28,31,379                | 200                    | 100.00                               | 0                                  |





7. To determine the cost to dispatch the documents to the shareholders of the company

| Resolution required: (Ordinary/ Special)                                  |                               | Special            |                     |                                                              |                          |                        |                                                           |                                                         |
|---------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|--------------------------------------------------------------|--------------------------|------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               | None               |                     |                                                              |                          |                        |                                                           |                                                         |
| Category                                                                  | Mode of Voting                | No. of shares held | No. of Votes polled | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter and Promoter Group                                               | E-Voting                      | Nil                |                     |                                                              |                          |                        |                                                           |                                                         |
|                                                                           | Poll                          | 2,02,61,905        | 2,02,61,905         | 100                                                          | 2,02,61,905              | 0                      | 0                                                         | 0                                                       |
|                                                                           | Postal Ballot (if applicable) | Not Applicable     |                     |                                                              |                          |                        |                                                           |                                                         |
|                                                                           | Total                         | 2,02,61,905        | 2,02,61,905         | 100                                                          | 2,02,61,905              | 0                      | 0                                                         | 0                                                       |
| Public-Institutions                                                       | E-Voting                      | 4,09,77,354        | 4,00,74,453         | 97.80                                                        | 3,94,50,553              | 6,23,900               | 98.44                                                     | 1.56                                                    |
|                                                                           | Poll                          | 15,00,000          | 15,00,000           | 100                                                          | 15,00,000                | 0                      | 0                                                         | 0                                                       |
|                                                                           | Postal Ballot (if applicable) | Not Applicable     |                     |                                                              |                          |                        |                                                           |                                                         |
|                                                                           | Total                         | 4,24,77,354        | 4,15,74,453         | 97.87                                                        | 4,09,50,553              | 6,23,900               | 98.50                                                     | 1.50                                                    |
| Public-Non Institutions                                                   | E-Voting                      | 3,602              | 3,600               | 99.94                                                        | 3,470                    | 130                    | 96.39                                                     | 3.61                                                    |
|                                                                           | Poll                          | 28,27,977          | 28,27,977           | 100                                                          | 28,27,977                | 0                      | 0                                                         | 0                                                       |
|                                                                           | Postal Ballot (if applicable) | Not Applicable     |                     |                                                              |                          |                        |                                                           |                                                         |
|                                                                           | Total                         | 28,31,579          | 28,31,577           | 100                                                          | 28,31,447                | 130                    | 100.00                                                    | 0                                                       |





## 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,

Near Niraj Public School,

Lane Opp.to Green Park Hotel,

Ameerpet, Hyderabad - 500 016 (India)

Phone : 91-40-23413376, Fax : 040-23410449

Email : schid285@gmail.com

To  
Chairman  
CYIENT LIMITED  
Hyderabad

26<sup>th</sup> (Twenty Sixth) Annual General Meeting (AGM) of the Equity Shareholders of CYIENT LIMITED held on Thursday 13<sup>th</sup> July, 2017 at 3.00 pm at L&D Centre (Company's Campus), Plot No. 2, IT Park, Manikonda, Hyderabad – 500 032, Telangana.

Dear Sir,

I, S. Chidambaram, Practicing Company Secretary, at # 6-3-855/10/A, Flat No. 4A, Sampath Apartments, Near Niraj Public School, Lane Opp. To Green park Hotel, Ameerpet, Hyderabad - 500016, was appointed as scrutineer by the Board of Directors of **CYIENT LIMITED** (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 26<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Thursday, 13 July 2017 at 3.00 pm at L&D Centre (Company's Campus), Plot No. 2, IT Park, Manikonda, Hyderabad – 500 032, Telangana, submit my report as under.

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of Ballot by the shareholders on the resolutions proposed in the Notice of the 26<sup>th</sup> Annual General meeting of the Company is the responsibility of the management. My responsibility as a scrutineer is to ensure that the voting process both through electronic means and by use of Ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutineer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Karvy Computershare Private Limited and the report generated for voting by use of Ballot at the meeting.
2. In accordance with the Notice of the 26th Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on 22 June 2017 the remote e-voting opened at 9:00 AM on July 09, 2017 and remained open up to 5:00 PM on July 12, 2017.
3. The Equity Shareholders holding shares as on July 06, 2017, "cutoff date", were entitled to vote on the resolutions stated in the Notice of the 26th Annual General Meeting of the Company.

4. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutineer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agents (R&TA) of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot. As per the information given by the Company the names of the shareholders who had voted on e-voting through Karvy Computershare Private Limited facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
5. The ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted.
6. The votes on remote e-voting were unblocked at around 3.58 pm, after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of Karvy Computershare Private Limited (<https://www.evoting.karvy.com>) and the same are being handed over to the Chairman.
7. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

(A) **RESOLUTION No. 1**—To receive, consider and adopt, the audited statements of profit and loss for the financial year ended on 31 March 2017 and the balance sheet as at that date (standalone and consolidated) and the reports of the board of directors and auditors thereon.

(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 | 104                                  | 4,09,80,956                  |                                       |
| Ballot At AGM   | 29                                   | 2,45,89,882                  |                                       |
| <b>TOTAL</b>    | <b>133</b>                           | <b>6,55,70,838</b>           | <b>100.00</b>                         |

(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 | 0                                    | 0                            |                                       |
| Ballot At AGM   | 0                                    | 0                            |                                       |
| <b>TOTAL</b>    | <b>0</b>                             | <b>0</b>                     | <b>0</b>                              |





(iii) Invalid votes:

| Particulars     | Number of members present and voting | Number of votes cast by them |
|-----------------|--------------------------------------|------------------------------|
| Remote E-Voting | 0                                    | 0                            |
| Ballot At AGM   | 0                                    | 0                            |
| TOTAL           | 0                                    | 0                            |

(B) **RESOLUTION No. 2-** To confirm the special and interim dividends paid on equity shares for and during the year and declare final dividend on equity shares for the financial year 2016-17.

(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 | 104                                  | 4,09,80,956                  |                                       |
| Ballot at AGM   | 29                                   | 2,45,89,882                  |                                       |
| TOTAL           | 133                                  | 6,55,70,838                  | 100.00                                |

(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 | 0                                    | 0                            |                                       |
| Ballot at AGM   | 0                                    | 0                            |                                       |
| TOTAL           | 0                                    | 0                            | 0                                     |

(iii) Invalid votes:

| Particulars     | Number of members present and voting | Number of votes cast by them |
|-----------------|--------------------------------------|------------------------------|
| Remote E-Voting | 0                                    | 0                            |
| Ballot at AGM   | 0                                    | 0                            |
| TOTAL           | 0                                    | 0                            |

(C) **RESOLUTION No. 3-** To appoint a Director in place of Mr. Alain De Taeye, (DIN 03015749), who retires by rotation and offers himself for re-appointment.

(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 | 61                                   | 2,72,44,692                  |                                       |
| Ballot at AGM   | 29                                   | 2,45,89,882                  |                                       |
| TOTAL           | 90                                   | 5,18,34,574                  | 79.05                                 |



(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 | 44                                   | 1,37,36,264                  |                                       |
| Ballot at AGM   | 0                                    | 0                            |                                       |
| TOTAL           | 44                                   | 1,37,36,264                  | 20.95                                 |

(iii) Invalid votes:

| Particulars     | Number of members present and voting | Number of votes cast by them |
|-----------------|--------------------------------------|------------------------------|
| Remote E-Voting | 0                                    | 0                            |
| Ballot at AGM   | 0                                    | 0                            |
| TOTAL           | 0                                    | 0                            |

(D) **RESOLUTION No. 4-** To ratify the appointment of M/s. Deloitte Haskins & Sells Chartered Accountants, (Firm No. 008072S), as Statutory Auditors.

(i) Voted in favour of the resolution:

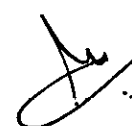
| Particulars     | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 104                                  | 4,09,80,956                  |                                       |
| Ballot at AGM   | 29                                   | 2,45,89,882                  |                                       |
| TOTAL           | 133                                  | 6,55,70,838                  | 100.00                                |

(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 | 0                                    | 0                            |                                       |
| Ballot at AGM   | 0                                    | 0                            |                                       |
| TOTAL           | 0                                    | 0                            | 0                                     |

(iii) Invalid votes:

| Particulars     | Number of members present and voting | Number of votes cast by them |
|-----------------|--------------------------------------|------------------------------|
| Remote E-voting | 0                                    | 0                            |
| Ballot at AGM   | 0                                    | 0                            |
| TOTAL           | 0                                    | 0                            |



(E) **RESOLUTION No. 5-** To not re-appoint Mr. Thomas W.Prete (DIN 06634086), and not to fill the vacancy so created by his retirement.

(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 | 104                                  | 4,09,80,956                  |                                       |
| Ballot at AGM   | 29                                   | 2,45,89,882                  |                                       |
| TOTAL           | 133                                  | 6,55,70,838                  | 100.00                                |

(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 | 0                                    | 0                            |                                       |
| Ballot at AGM   | 0                                    | 0                            |                                       |
| TOTAL           | 0                                    | 0                            | 0                                     |

(iii) Invalid votes:

| Particulars     | Number of members present and voting | Number of votes cast by them |
|-----------------|--------------------------------------|------------------------------|
| Remote E-Voting | 0                                    | 0                            |
| Ballot at AGM   | 0                                    | 0                            |
| TOTAL           | 0                                    | 0                            |

(F) **RESOLUTION No. 6-** To appoint Mr. VinaiThummalapally (DIN 07797921) as an independent director for a period of five years.

(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 | 103                                  | 4,09,80,756                  |                                       |
| Ballot at AGM   | 29                                   | 2,45,89,882                  |                                       |
| TOTAL           | 132                                  | 6,55,70,638                  | 100.00                                |

(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 | 1                                    | 200                          |                                       |
| Ballot at AGM   | 0                                    | 0                            |                                       |
| TOTAL           | 1                                    | 200                          | 0.00                                  |

(iii) Invalid votes:

| Particulars     | Number of members present and voting | Number of votes cast by them |
|-----------------|--------------------------------------|------------------------------|
| Remote E-Voting | 0                                    | 0                            |
| Ballot at AGM   | 0                                    | 0                            |
| TOTAL           | 0                                    | 0                            |

(G)**RESOLUTION No.7-** To determine the cost to dispatch the documents to the shareholders of the company.

(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 | 89                                   | 3,94,54,023                  |                                       |
| Ballot at AGM   | 29                                   | 2,45,89,882                  |                                       |
| TOTAL           | 118                                  | 6,40,43,905                  | 99.03                                 |

(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 | 5                                    | 6,24,030                     |                                       |
| Ballot at AGM   | 0                                    | 0                            |                                       |
| TOTAL           | 5                                    | 6,24,030                     | 0.97                                  |

(iii) Invalid/Abstained votes:

| Particulars     | Number of members present and voting | Number of votes cast by them |
|-----------------|--------------------------------------|------------------------------|
| Remote E-Voting | 10                                   | 9,02,903                     |
| Ballot at AGM   | 0                                    | 0                            |
| TOTAL           | 10                                   | 9,02,903                     |

Thanking you,

Yours faithfully,



S. Chidambaram

Place: Hyderabad

Date: 14.07.2017