



05 December 2024

BSE Limited  
PJ Towers, 25<sup>th</sup> Floor,  
Dalal Street,  
Mumbai 400001.  
Scrip Code: 543933

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

**Sub: Postal Ballot Notice dated 12 November 2024 – further information**

This is further to the Notice of Postal Ballot and Explanatory Statement dated 12 November 2024 issued by the company, in regard to the to the implementation of CYIENT DLM Associate Stock Option Scheme 2023 and Cyient DLM Restricted Stock Units Scheme 2023 to the subsidiary (ies) company.

**Resolution No. 1. Approval for grant of stock options under Cyient DLM Associate Stock Option Plan 2023 to the employees of the subsidiary company(ies) of the company**

The extension of Cyient DLM ESOP scheme 2023 to the employees of our subsidiary reflects our commitment to aligning employee and shareholder interests, retaining top talent, and driving the subsidiary's strategic growth. This initiative has been structured with robust governance and is expected to enhance the subsidiary's contribution to the Company's overall performance, creating long-term value for all stakeholders. The list of current subsidiaries of the Company is provided below.

1. Cyient DLM Inc., Wholly Owned Subsidiary;
2. Altek Electronics Inc., Step Down subsidiary

Furthermore, we would like to disclose that no plans are currently underway to incorporate any other subsidiaries.

In order to reduce administrative overhead for obtaining shareholders' approval for each subsidiary being incorporated at various stages separately, it was proposed to include all the future subsidiaries of the Company.

Cyient DLM Limited

Mysore Office  
Plot no.347, D1 &2, KIADB  
Electronics City, Hebbal Industrial  
Area, Mysore 570 016,  
Karnataka, India

Registered Office  
Plot No.5G, Survey No.99/1  
Mamidipalli Village,  
GMR Aerospace & Industrial Park,  
Rajiv Gandhi International Airport  
Shamshabad, Hyderabad – 500 108

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CIN: L31909TG1993PLC141346



**Resolution No. 2 - Approval for grant of stock units under Cyient DLM Restricted Stock Units Plan 2023 to the employees of the subsidiary company(ies) of the company**

The proposed RSU scheme is to encourage senior employees of the Company and Subsidiary(ies) to participate in the company's growth with a slightly longer-term horizon and is principally performance based. The units are performance linked and based on tangible results such as revenue growth, profitability ect., which incentivize leadership team to deliver sustainable, long-term value for all stakeholders.

Our company currently does not provide forward-looking guidance or projections regarding revenue or profit to the public or investors. As a result, any specific performance targets or achievement metrics shared internally with the leadership team, such as those related to revenue or profitability, are considered confidential. These targets fall under the category of Unpublished Price Sensitive Information (UPSI) and cannot be disclosed externally.

Further, in order to ensure RSU's are performance linked, we have ensured two-way performance achievement, at the time of grant as well as at the time of each vesting. As per clause 7.2 of RSU Scheme 2023, *vesting of Units would be subject to continued employment with the Company, including Subsidiary Company(ies), and on achievement of certain performance criteria*. Thus, the Units would vest essentially on achievement of performance criteria.

The company targets are set in-line with the industry growth expectations. It would certainly enhance the interest of shareholders too. In no event it is / will be compromised as it is governed by our company policy from time to time.

- The trigger for the Grant of RSUs are based on the below parameters –

Performance Parameters: The performance trigger / target for the RSUs will be based on achievement of PAT.

Weightage of Parameters: PAT achievement – 100%

Target: Achievement of PAT of INR 180 Crores\*

PAT is a reliable metric as it reflects the Company's overall profitability and the target aligns with Company's commitment to linking executive compensation to financial performance.

(\*This is the target defined by the Nomination and Remuneration Committee (NRC). This target does not reflect any forward-looking guidance to the investors. There is no time limit defined for achievement of this target. The Grant and Vesting will trigger when the PAT target in the 4 preceding quarters reaches the defined number. It is a significant stretch from the PAT of FY24 which was INR 61.19 Crores. The NRC has the discretion to evaluate and redefine targets to maximize stakeholder value from time to time.)

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- Grants will trigger on the achievement of PAT defined.
- Schedule for vesting:

Vesting will trigger based on achievement of performance level as provided below.

Period	% units vested	The vesting of options is tied to individual performance and assessed as top rated based on a structured and predefined evaluation framework of the company.
12 months	30	
24 months	30	
36 months	40	

- We would ensure to disclose the vesting criteria, weightages and targets assigned to directors and key managerial personnel based on which such options vested, in the Annual Report of the Company

This is for your information and records.

For **Cyient DLM Limited**

**S. Krithika**  
**Company Secretary & Compliance Officer**

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