

Format for Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Cyient Limited		
2.	Name of the acquirer(s)	Infocad Enterprises Private Limited Please refer to Note 1		
3.	Name of the stock exchange where shares of the TC are listed	1. BSE Limited 2. National Stock Exchange of India Limited		
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Promoter family restructuring		
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(iii) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 Please refer to Note 2		
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, – Whether disclosure was made and whether it was made within the timeline specified under the regulations. – Date of filing with the stock exchange.	Yes, the disclosure under Regulation 10(5) was made within the timeline specified under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 Date of filing: 24 January 2017		
7.	Details of acquisition	<i>Disclosures made/ required to be made under regulation 10(5)</i>	<i>Actual</i>	
	a. Name of the transferor / seller	B.Sucharitha	B.Sucharitha	
	b. Date of acquisition	31 January 2017	31 January 2017	
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	5,628,317	5,628,317	
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	5%	5%	
	e. Price at which shares are proposed to be acquired / actually acquired	Not applicable Please refer to Note 3	Not Applicable Please refer to Note 3	
8.	Shareholding details	Pre-Transaction		Post-Transaction
		No. of shares held	% w.r.t. to total share capital	No. of shares held % w.r.t. to total share capital of TC

			of TC		
	Each Acquirer / Transferee(*) [JSA Note: Please include the Acquirer as Infocad Enterprises Private Limited and the PACs as all other promoters including Mrs. B Sucharitha in an annexure]	Please refer to Annexure A			
	Each Seller / Transferor				
	Mrs. B Sucharitha	6,541,200	5.81	912,883	0.81

** Although Mrs. B Sucharitha is the transferor, she is a part of the promoter group of the Target Company and hence also shown as a person acting in concert with the acquirer.

Note: 1

This disclosure is being made on account of a transfer of 5,628,317 equity shares carrying voting rights of the Target Company comprising 5% of the total voting share capital of the Target Company by Mrs. B Sucharitha ("**Transferor**") to Sairam Family Private Trust ("**Transaction**").

The sole trustee of Sairam Family Private Trust is Infocad Enterprises Private Limited. As such, pursuant to the consummation of Transaction, the voting rights attached the equity shares of the Target Company will be exercised by Infocad Enterprises Private Limited ("**Sole Trustee**") in its capacity as the sole trustee of the Sairam Family Private Trust. Also, the Transferor, is a promoter of the Target Company and exercises 60% of the voting rights and is in control of the Sole Trustee.

Note 2:

In terms of Regulation 10(1)(a)(iii) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**"), an acquisition pursuant to a transfer of shares between any company and persons holding not less than fifty per cent of the equity shares of such company is exempt from making an open offer under the Takeover Regulations, subject to the transferor and the transferee entities being exclusively controlled by the same persons.

In the present case, the Transferor exercises 60% of the voting share capital and is in control of the Sole Trustee. Accordingly, any transfer of shares between the Transferor and a company (i.e. the Sole Trustee) in which the Transferor would not hold less than 50% of the equity shares would satisfy the test set out in Regulation 10(1)(a)(iii) of the Takeover Regulations. As such, the Transaction qualifies for an exemption from the obligation of making an open offer in terms of Regulation 10(1)(a)(iii) of the Takeover Regulations.

Note 3:

As this transfer of equity shares carrying voting rights by Mrs. B Sucharitha to Infocad Enterprises Private Limited is a part of the settlement contribution of a trust by way of gift i.e. Sairam Family Private Trust, there is no cash consideration payable to Mrs. B Sucharitha.

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For Infocad Enterprises Private Limited



B. Sucharitha
Director

Dated: 31 January 2017

Place: Hyderabad