

Notice of Annual General Meeting

Notice is hereby given that the 23rd Annual General Meeting of the shareholders of the company will be held on Thursday, 17 July 2014 at 2.30 p.m. at L&D Centre (company's Campus), Plot No. 2, IT Park, Nanakramguda, Manikonda, Hyderabad - 500 032, to transact the following business:

Ordinary Business

1. To receive, consider and adopt, the audited statement of profit and loss for the financial year ended on 31 March 2014 and the balance sheet as at that date and the reports of the board of directors and auditors thereon.
2. To confirm the interim dividend paid during the year and declare final dividend on equity shares for the financial year 2013-14.
3. To appoint a Director in place of Mrs. B. Sucharitha, (DIN 00709959) who retires by rotation and does not, offer herself for re-appointment.
4. To appoint a Director in place of Mr. G.V. Prasad, (DIN 00057433) who retires by rotation and does not, offer himself for re-appointment.
5. To appoint a Director in place of Mr. Vikas Sehgal, (DIN 05218876) who retires by rotation and does not, offer himself for re-appointment.
6. To consider and if thought fit to pass with or without modifications(s), the following resolution as an ordinary resolution

"RESOLVED that pursuant to the provisions of section 139 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, M/s. Deloitte Haskins & Sells, Chartered Accountants (ICAI Reg. No. 008072S), who retire at the conclusion of this Annual General Meeting (AGM), be and are hereby appointed as statutory auditors of the company for a period of 5 years, *i.e.*, till the conclusion of the AGM of the company to be held in the year 2019 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the board of directors of the company and the auditors."

Special Business

7. 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 sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, Mr. M.M. Murugappan (DIN 00170478), who meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 17 July 2014."

8. 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 sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, Mr. K. Ramachandran (DIN 00193357), who meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 17 July 2014."

9. 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 sections 149, 152, 160 and other applicable provision, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, Mr. Harsh Manglik (DIN 01461387), who meets the criteria for independence as provided in Section 149(6) of the Act

and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of three years with effect from 17 July 2014."

10. 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 sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, Mr. Som Mittal (DIN 00074842), who meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 17 July 2014."

11. 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 sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Krishna Bodanapu (DIN 05301037), who was appointed as additional director and holding the position of Managing Director & Chief Executive Officer of the Company and who is liable to retire by rotation, be and is hereby appointed as Director of the Company."

12. To consider and if thought fit to pass with or without modification(s), the following resolution as a special resolution

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Schedule V (as amended from time to time) to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the members be and is hereby accorded for the appointment of Mr. B.V.R. Mohan Reddy (DIN 00058215) as Executive Chairman for a period of five years with effect from 24 April 2014 at a remuneration as detailed below:

I. Salary

Salary shall not be less than ₹ 15,00,000 (Rupees fifteen lakhs only) per month. The salary may progressively go up subject to his performance and industry trends, subject however that in no case, the salary shall exceed ₹ 25,00,000 (Rupees Twenty Five lakhs only) per month subject to the confirmation of the board of directors based on the recommendation of the remuneration committee of directors.

II. Commission

The Percentage of net profits of the company as commission payable shall be determined by the Remuneration Committee / Board of Directors of the company, subject to the total remuneration (*i.e.*, salary, perquisites, commission and allowances) in any one financial year shall not exceed the limits prescribed from time to time under section 196, 197 and other applicable provisions of the Act, read with schedule V to the said Act, as may for the time being, be in force and any amendments thereto.

III. Perquisites

Perquisites as follows will be paid and/or provided in addition to salary. Perquisites shall be valued in terms of actual expenditure incurred by the company. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy the perquisites shall be valued as per Income Tax Rules:

a) Medical Reimbursement

Reimbursement of medical expenses actually incurred for self and family as per the rules of the company

b) Leave Travel Concession / allowance

For self and family, once in a year in accordance with the rules of the company

c) Club Fees

Fees of Club payable as per the rules of the company

d) Provident Fund, Pension Fund & Superannuation Fund

Company's Contribution to Provident Fund, Pension Fund & Superannuation Fund as per the rules of the company.

e) Gratuity

Gratuity is payable as per the rules of the company.

f) Car

Use of fully maintained company's car with chauffeur and fuel reimbursement

g) Telephone

Reimbursement of residential telephone bills at actuals. Use of telephone for official purpose shall not be considered as requisite. Use of one mobile phone for official purpose.

IV. Other Benefits

On full pay and allowances as per the rules of the Company, not more than one month's leave for every 11 months of service.

V. Overall Remuneration

That the total remuneration (*i.e.*, salary, perquisites, commission and allowances) in any one financial year shall not exceed the limits prescribed from time to time under sections 196, 197 and other applicable provisions of the Act read with Schedule V to the said Act, as may for the time being, be in force and any amendments thereto. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the board of directors on the recommendation of remuneration committee of directors. Further, within the overall remuneration, the individual components may be changed as desired by Mr. B.V.R. Mohan Reddy and accepted by the remuneration committee.

VI. Minimum Remuneration

In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of service, the payment of salary, commission, perquisites and other allowances shall be governed by Schedule V to the Act, including any statutory modifications or re-enactment thereof, as may, for the time being, be in force.

VII. Termination

Six months' notice shall be required, on either side for termination of service."

13. To consider and if thought fit to pass with or without modification(s), the following resolution as a special resolution

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Schedule V (as amended from time to time) to the said Act, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the members be and is hereby accorded for the appointment of Mr. Krishna Bodanapu (DIN 05301037) as Managing Director & Chief Executive Officer of the Company for a period of five years with effect from 24 April 2014 at a remuneration as detailed below:

I. Salary

Salary shall not be less than ₹ 12, 00, 000 (Rupees Twelve lakhs only) per month. The Salary may progressively go up subject to his performance and industry trends, subject however that in no case, the salary shall exceed ₹ 20,00,000 (Rupees Twenty lakhs only) per month subject to the confirmation of the board of directors based on the recommendation of the remuneration committee of directors.

II. Commission

The percentage of net profits of the company as commission payable shall be determined by the remuneration committee / board of directors of the company, subject to the total remuneration (*i.e.*, salary, perquisites, commission and allowances) in any one financial year shall not exceed the limits prescribed from time to time under section 196, 197 and other applicable provisions of the the Act, read with schedule V to the said Act, as may for the time being, be in force and any amendments thereto.

III. Perquisites

Perquisites as follows will be paid and / or provided in addition to salary. Perquisites shall be valued in terms of actual expenditure incurred by the company. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy the perquisites shall be valued as per Income Tax Rules:

a) Medical Reimbursement

Reimbursement of medical expenses actually incurred for self and family as per the rules of the company.

b) Leave Travel Concession / allowance:

For self and family, once in a year in accordance with the rules of the company

c) Club Fees

Fees of Club payable as per the rules of the company.

d) Provident Fund, Pension Fund & Superannuation Fund

Company's contribution to Provident Fund, Pension Fund & Superannuation Fund as per the rules of the company.

e) Gratuity

Gratuity is payable as per the rules of the Company.

f) Car

Use of fully maintained company's car with chauffeur and fuel reimbursement.

g) Telephone

Reimbursement of residential telephone bills at actuals. Use of telephone for official purpose shall not be considered as perquisite. Use of one mobile phone for official purpose.

IV. Other Benefits

On full pay and allowances as per the rules of the Company, not more than one month's leave for every 11 months of service.

V. Overall Remuneration

That the total remuneration (*i.e.*, salary, perquisites, commission and allowances) in any one financial year shall not exceed the limits prescribed from time to time under sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the said Act, as may for the time being, be in force and any amendments thereto. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the board of directors on the recommendation of remuneration committee of directors. Further, within the overall remuneration, the individual components may be changed as desired by Mr. Krishna Bodanapu and accepted by the remuneration committee.

VI. Minimum Remuneration

In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of service, the payment of salary, commission, perquisites and other allowances shall be governed by Schedule V to the Companies Act, 2013, including any statutory modifications or re-enactment thereof, as may, for the time being, be in force.

VII. Termination

Six months' notice shall be required, on either side for termination of service."

14. To consider and if thought fit to pass with or without modification(s), the following resolution as a special resolution

"RESOLVED THAT in supersession of the resolution passed by the members on 12 October 2009 through postal ballot and in accordance with the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder and subject to such approvals, as may be required, the directors including alternate directors who are neither in the whole time employment of the company nor the managing director of the company (*i.e.*, Non-Executive Directors), be paid for a period of five years commencing from the financial year 2014-15, remuneration in aggregate by way of commission not exceeding 1% of the net profits of the company for every financial year, as computed in accordance with the provisions of section 198 of the Act and subject to a ceiling of ₹ 12,00,000 (Rupees twelve lakhs only), per Non-Executive Director (NED), per financial year, to be determined by the board based on the contributions at the meetings, as well as time spent on operational matters other than at the meetings."

By Order of the Board

Place: Hyderabad
Date : 24 April 2014

Sudheendra Putty
Company Secretary

Registered Office

4th Floor, A Wing, Plot No.11,
Software Units Layout, Infocity,
Madhapur, Hyderabad 500 081
CIN: L72200AP1991PLC013134
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 (available elsewhere in the annual report) 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) 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 person or shareholder.
2. The Register of Members and the Share Transfer Books of the company will be closed from 14 July 2014 to 17 July 2014 (both days inclusive) in connection with the AGM and for the purpose of final dividend.
3. The Board of Directors of the company had declared an interim dividend of ₹ 2.00 per share *i.e.*, at the rate of 40% on face value of ₹5 each, on 17 October 2013. The same was paid on 9 November 2013. The said interim dividend is to be confirmed at the AGM.
4. Final dividend of ₹ 3.00 per share *i.e.*, at the rate of 60% on face value of ₹ 5 each, for the year ended 31 March 2014 as recommended by the Board, if declared at the AGM, will be payable to those members whose names appear on the company's Register of Members as at the close of business hours on 11 July 2014. Dividend will be paid on 1 August 2014.
5. An Explanatory Statement pursuant to provisions of section 102 of the Companies Act, 2013(Act), is annexed hereto for the item Nos. 6 to 14. The relevant details as required by Clause 49 of the Listing Agreements entered with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item Nos. 7 to 13 above are also annexed.
6. 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. Copies of the Annual Report will not be provided at the AGM.
7. 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.
8. 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.
9. Shareholders are requested to opt for NECS (National Electronic Clearance Service) for receipt of dividend. Shareholders may please update their bank account details with their Depository Participants for receiving the dividend in a hassle free manner. Opting for NECS is cost effective and also saves time. Mandate form for ECS is available elsewhere in the annual report. The same may be used by those shareholders who are holding shares in physical form.
10. 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. Shareholders are requested to note that dividends not encashed or claimed within 7 years from the date of transfer to the company's Unpaid Dividend Account, will as per the provisions of Section 205A of the Companies Act, 1956, be transferred to the Investor Education Protection Fund.
11. The certificate from the auditors of the company under SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, as amended, will be available for inspection by the shareholders at the AGM.
12. In accordance with the MCA's "Green Initiative in Corporate Governance" allowing companies to share documents with its shareholders in the electronic mode and related amendments to the Listing Agreement with the Stock Exchanges, the company is sharing all documents with shareholders in the electronic mode, wherever the same has been agreed by the shareholders. Shareholders are requested to support this green initiative by registering/updating their e-mail addresses for receiving electronic communications.

13. 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, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to the Company/R&T Agents.
14. In compliance with the provisions of section 108 of the Act, the Companies (Management and Administration) Rules, 2014 and Clause 35B of the listing agreement, shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited, in respect of all resolutions set forth in this Notice. Mr. S. Chidambaram, (Membership No.FCS 3935) has been appointed as the Scrutineer to scrutinize the e-voting process in a fair and transparent manner.

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
- c) 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) Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
- iv) Shareholders can cast their vote online from 11 July 2014 (9.00 AM) to 13 July 2014 (6.30 PM). During this period, shareholders of the company holding shares either in dematerialized or physical form as on the cut-off date of 20 June 2014, may cast their vote electronically.
- v) After entering these details appropriately, click on "LOGIN".
- vi) 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, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st 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.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- ix) 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 exiting login id and password are to be used.
- x) 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 do not wants to cast, select 'ABSTAIN'

xi) 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.

xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xiii) Corporate/Institutional Members (corporate / FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutineer through e-mail to schid285@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."

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

Item Nos. 7 to 10: Appointment of Independent Directors

The company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. M.M. Murugappan, Mr. K. Ramachandran, Mr. Harsh Manglik and Mr. Som Mittal as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 2014, every listed company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The nominations committee has recommended the appointment of these directors as Independent Directors for a period of 5 years from 17 July 2014 (except Mr. Harsh Manglik who retires in 2017 in accordance with the retirement age policy for Directors of the Company).

Mr. M.M. Murugappan, Mr. K. Ramachandran, Mr. Harsh Manglik and Mr. Som Mittal have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV to the Act, the appointment of these directors as Independent Directors is now being placed before the shareholders for their approval.

Mr. Som Mittal was appointed an additional director of the company on 24 April 2014 under section 161 of the Act.

Pursuant to section 160 of the Act, notices have been received from four shareholders signifying their intention to propose the appointment of Mr. M.M. Murugappan, Mr. K. Ramachandran, Mr. Harsh Manglik and Mr. Som Mittal alongwith a deposit of ₹ 1,00,000 (Rupees one lakh) each as required under the aforesaid section.

The names of companies and the committees in which the directors are a director/member, the letter of appointment and terms and conditions of the appointment are available for inspection at the registered office of the company during normal business hours.

Except the directors being appointed in terms of the said resolutions, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 7 to 10 of the accompanying Notice.

Your Directors recommend the resolution for your approval.

Item No. 11: Appointment of Mr. Krishna Bodanapu as Director

Mr. Krishna Bodanapu was appointed an additional director of the company on 24 April 2014 under section 161 of the Act. Pursuant to section 160 of the Act, a notice has been received from a member signifying his intention to propose the appointment of Mr. Krishna Bodanapu alongwith a deposit of ₹ 1,00,000 (Rupees one lakh) as required under the aforesaid section.

The names of companies and the committees in which Mr. Krishna Bodanapu is a director/member are available for inspection at the registered office of the company during normal business hours.

Except Mr. Krishna Bodanapu and his relatives, none of the Directors or Key Managerial Personnel (KMP) or relatives of other directors and KMP is concerned or interested in the Resolution at Item No. 11 of the accompanying Notice.

Your Directors recommend the resolution for your approval.

Item No. 12: Appointment of Mr. B.V.R. Mohan Reddy as Executive Chairman

Mr. B.V.R. Mohan Reddy has been appointed Executive Chairman of the company with effect from 24 April 2014 for a period of five years by the Board of Directors of the company upon the recommendation of the nominations committee of directors and subject to the approval of the shareholders of the company. The said appointment and remuneration are within the stipulations of Sections 196, 197, 203 of the Act and Schedule V thereto.

Except Mr. B.V.R. Mohan Reddy and his relatives, none of the Directors or Key Managerial Personnel (KMP) or relatives of other directors and KMP is concerned or interested in the Resolution at Item No. 12 of the accompanying Notice.

Your Directors recommend the resolution for your approval.

Item No. 13: Appointment of Mr. Krishna Bodanapu as Managing Director & Chief Executive Officer

Mr. Krishna Bodanapu has been appointed Managing Director & Chief Executive Officer of the company with effect from 24 April 2014 for a period of five years by the Board of Directors of the company upon the recommendation of the nominations committee of directors and subject to the approval of the shareholders of the company. The said appointment and remuneration are within the stipulations of sections 196, 197, 203 of the Act and Schedule V thereto.

Except Mr. Krishna Bodanapu and his relatives, none of the Directors or Key Managerial Personnel (KMP) or relatives of

other directors and KMP is concerned or interested in the Resolution at Item No. 13 of the accompanying Notice.

Your Directors recommend the resolution for your approval.

Item No. 14: Payment of Commission to Non-Executive Directors

Payment of remuneration to the Non-Executive Directors requires approval of the shareholders in terms of the provisions, *inter alia*, of section 197 of the Act, and Clause 49 of the Listing Agreement with the Stock Exchanges. The remuneration payable to the Non-Executive Directors was last approved by the shareholders of the company on 12 October 2009 through postal ballot. The board of directors of the company, based on a recommendation made by the compensation committee, has decided to rationalize the remuneration payable to the Non-Executive Directors as stated in the above special resolution.

It is proposed to seek the approval of the shareholders to pay remuneration to the Non-Executive Directors in accordance with the provisions of Section 197 and other applicable provisions if any, as stipulated in the above special resolution.

All the Directors except, wholtime directors of the company or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 14 of the accompanying Notice.

The Directors recommend the resolution for your approval.

By Order of the Board

Place : Hyderabad
Date : 24 April 2014

Sudheendra Putty
Company Secretary

Registered Office

4th Floor, A Wing, Plot No.11,
Software Units Layout, Infocity,
Madhapur, Hyderabad 500 081
CIN: L72200AP1991PLC013134

Email: company.secretary@cyient.com

Website: www.cyient.com

BRIEF PROFILES OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Item No. 7: Mr. M.M. Murugappan

Mr. M. M. Murugappan serves as the Vice Chairman of the Corporate and Supervisory Board of the Murugappa Group. As a Member of the Board he Chairs the Investment Committee and oversees Technology and Research across the Murugappa Group. In addition he is the Chairman of businesses falling under the Engineering sector *i.e.* Tube Investments of India (TII), and Carborundum Universal (CUMI), of the Murugappa Group.

After a brief stint in the field of Environmental Engineering Design in the United States, Murugappan joined CUMI in the year 1979.

In January 2004, Mr. Murugappan took over as Chairman of CUMI, playing a pivotal role in transforming CUMI into an international company. He has broken new grounds in positioning CUMI as a technology and innovation-driven organization. His strategic approach towards business partnerships with global leaders has been one of the key factors contributing to CUMI's consistent growth, internationally.

In April 2006, Mr. Murugappan was appointed Chairman of Tube Investments of India. At TII, he is very involved, together with the team, in developing a strong engineering focused business to address opportunities in the transportation sector as a critical component supplier. Here too he has facilitated relationships with global leaders and has encouraged research, innovation and strong customer partnerships.

As Trustee of the Group's AMM Foundation, he is actively involved in the development of various citizenship initiatives, particularly in education and health care.

Murugappan holds a Bachelor's degree in Chemical Engineering from the AC College of Technology and a Master of Science Degree also in Chemical Engineering from the University of Michigan, USA. He is a member of the American and Indian Institutes of Chemical Engineers and the Plastics & Rubber Institute. He was recently elected as a Fellow Member of the Indian Ceramic Society.

Item No. 8: Mr. K. Ramachandran

Mr. K. Ramachandran is an Engineer from BITS Pilani, with a Post-graduate degree in Business Management from the

Indian Institute of Management Calcutta, Mr. Ramachandran started his career with the Tata Administrative Service (TAS). The major part of his career has been with two Companies: Philips Electronics, and Voltas, a Tata Group Company, and his experience has been across a wide range of assignments cutting across functions and industries. He is currently engaged with the Aditya Birla Group as Advisor to the Chairman for the Group's Higher Education Project in which assignment he is working with the BITS Pilani leadership to plan and implement a 10-year strategy to raise the Institute's excellence to the next level.

His 17 years with the Tata Group company, Voltas, were in technology intensive businesses in the power electrical industry, and spanned manufacturing, marketing, sales and project management before he headed the Electrical Business Group as Business Head and General Manager (Operations).

Mr. Ramachandran accepted Philips' invitation in 1993 to head its Human Resource function for India. Five years later he was appointed the first Indian Vice Chairman & Managing Director for Philips Electronics' Indian operations, and was given additional responsibility in 2006 as CEO for the Indian Subcontinent. In his role as HR Director at Philips, Kris was instrumental in successfully addressing a number of legacy people practices, and installing a strong performance culture and performance-driven people policies and practices. As CEO and a member of the Global Philips apex Leadership Group, he played a major role in renewing the Group's focus on Emerging Markets and in laying the foundation for building sustainable new business models relevant for emerging markets.

In his current role as Advisor to the Chairman of the Aditya Birla Group (in the latter's capacity as the Chancellor of BITS, Pilani), Mr. Ramachandran works closely with the BITS Pilani Leadership in formulating and implementing its Vision 2020 for growth and further enhancing the University's excellence and reputation as India's leading private Science & Technology University. The implementation platforms are 3-year Missions, and address all the critical drivers of excellence in academia.

People, Business Excellence, Transformation, and Innovation best capture Kris's learning and contributions and these have become his professional interests. A Past-President of the Bombay Chamber of Commerce and

Industry (BCCI), he also currently advises and works with the leadership teams of several companies in these areas in addition to his engagement with BITS, Pilani.

Item No. 9: Mr. Harsh Manglik

Mr. Harsh Manglik is a seasoned leader who brings with him over 30-years of rich and diverse experience in global business and in management consulting, gained in a number of world class organizations, spanning several industries and domains. These include aerospace and other industries that produce highly engineered products, and the domains of information technology as well as product development and manufacturing strategy. His deep roots are in the global aerospace and IT industries.

Mr. Manglik has served as director on the board of the National Skills Development Corporation (NSDC). He is a member of the Board of Governors of the Indian Institute of Technology (IIT) Kanpur and of the International Advisory Council for the Indian Institute of Management (IIM) Rohtak. Mr. Manglik serves as Executive-in-Residence and Adjunct Professor of Management at Carnegie Mellon University's Tepper School of Business where he teaches about Leadership.

Mr. Harsh Manglik served as Chairman & Geography Managing Director, Accenture India, and was a member of Accenture's global Executive Leadership Team (ELT) that had overall responsibility for Accenture's corporate governance. As Accenture's senior leader in India, he was responsible for all Accenture activities in India and for the strategic direction, growth and the development of its businesses based in this geography. He was responsible for leading the formulation and execution of long-term strategies, and for interacting with clients, employees and other stakeholders. As a key part of this role Mr. Manglik provided leadership as primary decision maker and policy maker, and was responsible for setting the tone for the company's values, ethics and culture. He was responsible for over 70,000 Accenture employees in India.

Mr. Manglik was Chairman of NASSCOM's Executive Council and now continues as a member of its Council of Chairmen. He was an invited member of the National Council of the Confederation of Indian Industry (CII). He was a member of the Board of Trustees of NASSCOM Foundation and a board member of and the Data Security Council of India (DSCI), a joint initiative of NASSCOM and the Department of IT, Government of India.

Harsh Manglik, who returned to India and to Accenture as Chairman - India, first joined the company in the Hartford, CT office in the early 1990's. He has also worked with IBM for nearly 10 years where he held US, As a Pacific and Global leadership responsibilities. Mr. Manglik earlier served as a senior executive at Pratt & Whitney and its parent, United Technologies Corporation, where he led several transformational initiatives. His experience includes working as a consultant with Booz Allen Hamilton in the US.

Harsh Manglik has been an active participant in the collaboration between industry and academia. He previously served on the Founding Operating Committee at the Massachusetts Institute of Technology (MIT) for the "Leaders for Manufacturing" graduate program that was jointly sponsored by MIT's Sloan School of Management and the Graduate School of Engineering.

Recognitions for Harsh Manglik include the IIT Kanpur Distinguished Alumnus Award, the highest award the Indian Institute of Technology Kanpur confers on its alumni. He was featured on the cover of Forbes magazine for a lead story focused on C-level leadership in Asia. He has been listed by the Economic Times in the "Top 10 Most Powerful MNC CEOs".

Mr. Manglik graduated from the Indian Institute of Technology (IIT) Kanpur. Earlier he attended St. Stephen's College, Delhi University, where he studied physics. He also holds an MBA from Carnegie Mellon University and a Master's degree in Mechanical Engineering from Case Western Reserve University.

Item No. 10: Mr. Som Mittal

Mr. Som Mittal is the former Chairman and President of NASSCOM, the premier trade body for the IT-BPM Industry in India. He held the position of President, NASSCOM from 2008-13 and steered the industry through one of its most challenging phases. Under his leadership, the industry crossed the USD 100 billion milestone and significantly expanded its value offerings.

Mr. Mittal has held corporate leadership roles in the IT industry at companies such as Wipro, Digital India, Compaq and HP. He also has extensive experience in the engineering, manufacturing and automotive industries, having held executive roles with Larsen & Toubro, Escorts and Denso. He has held several Global positions and managed business across geographies.

He has been a member of body constituted under the Chairpersonship of Hon'ble Prime Minister to implement National e-Governance Plan (NeGP). He was also a member of National Integration Council chaired by Hon'ble Prime Minister and has been an active member on Chief Ministers IT Task Force in Karnataka.

He is on the Governing Board of several educational and social organisations. .

He holds a B.Tech from IIT Kanpur and an MBA from IIM Ahmedabad.

Item No. 12: Mr. B.V.R. Mohan Reddy

Mr. Mohan Reddy successfully built Cyient (formerly Infotech Enterprises Limited) a world class engineering company based on the fundamental principle of values FIRST – Fairness, Integrity, Respect, Sincerity and Transparency. Mr. Reddy pioneered introduction of computer aided design, manufacturing and engineering to the Indian market in 1982. In the past decade, he established the 'Engineered in India' brand by providing design engineering services to fortune 500 manufacturing companies around the world. Mr. Reddy is an acknowledged thought leader in Technology, Leadership and Education. Mr. Reddy is also the Chairman, Board of Governors of IIT Hyderabad. He also serves as member on the board of management of NIIT University. Mr. Reddy was conferred the Honorary Degree of Doctor of Science (D.Sc.) in February 2014 from Andhra University and also the Degree of Doctor of Philosophy (Honoris Causa) from JNTU Hyderabad; Distinguished Alumnus Award from IIT Kanpur and ASME (American Society of Mechanical Engineers) CIE Leadership Award. Mr. Reddy is the Vice Chairman of The National Association of Software and Services Companies (NASSCOM). He is presently a member on the National Council of Confederation of Indian Industry (CII). He is

passionate about Corporate Social Responsibility. Through its "Adopt-a-School" initiative, Cyient touches the lives of over 10,000 underprivileged children. He also undertook several initiatives to bring inclusiveness to society by creating employment opportunities in smaller towns. Mr. Reddy holds a graduate degree in mechanical engineering from the College of Engineering, Kakinada and postgraduate degrees from IIT, Kanpur, India and University of Michigan, Ann Arbor.

Item Nos. 11 & 13: Mr. Krishna Bodanapu

Mr. Krishna Bodanapu manages all business operations including delivery, sales, marketing, strategy and organizational excellence. He is also responsible for identifying new growth opportunities and extending current service offerings to new markets.

Mr. Bodanapu's journey at Cyient began in 2001, when he joined as a Sales Manager, driving sales of engineering services in Europe. He later moved to India, where he held the dual roles of Marketing Manager for the Aerospace vertical and Key Account Manager. As Marketing Manager he engaged with many of Cyient's key aerospace customers and was an integral part of many successful customer engagements. As Key Account Manager, he was responsible for the relationship building and account management of several key customers in engineering services across verticals.

Prior to joining Cyient, Mr. Bodanapu was with Altera Corporation, a leading semiconductor manufacturing company, in San Jose, California. At Altera, he was responsible for the company's flagship product line, APEX.

Mr. Bodanapu has a Bachelor's degree in Electrical Engineering from Purdue University and a Master's degree in Business Administration from Kellogg School of Management at Northwestern University.

Cyient Limited

(Formerly Infotech Enterprises Limited)

4th Floor, 'A' Wing, Plot No.11, Software Units Layout, Infocity, Madhapur, Hyderabad 500 081

CIN: L72200TG1991PLC013134

E-Mail: Company.Secretary@cyient.com, Website: www.cyient.com

Phone: +91 40 23124006, Fax +91 40 66624368

Registered Folio No. / DP ID No. / : IEL014192
Client ID No.

Sr.No. : 114

Name & Address : RATNAKAR Y
PIN : 0

Name(s) of the Joint Holder(s) if any :

No. of shares held : 165

Dear shareholder(s),

Please find enclosed notice of the 23rd annual general meeting (AGM) of the company scheduled to be held on 17 July 2014 at 2.30 p.m. The Company is providing e-voting facility to the shareholders pursuant to the provisions of section 108 of the Companies Act, 2013 and Clause 35B of the Listing Agreement.

Shareholders may opt for e-voting by using the following login credentials at <https://evoting.karvy.com>

EVEN(E Voting Event Number)	User ID	Password
1107	1107IEL014192	Y5HCMTDT

The detailed procedure for e-voting is provided in the notice of AGM.

For Cyient Limited

Date: 23 June 2014
Place: Hyderabad

Sd/-
N. Ravi Kumar
Dy. Company Secretary