CYIENT

27 September 2014

The BSE Limited
P J Towers,
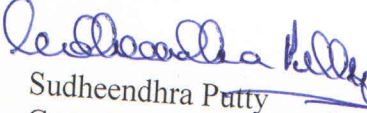25th Floor,
Dalal Street,
Mumbai –400001

Dear Sir,

Sub: Posting of Notice for Postal Ballot – Reg.

This is to inform that the Company has issued notice of postal ballot to shareholders for passing of special resolution for the revision of remuneration to Non-Executive Directors of the Company. Company has dispatched the notice along with the self-addressed reply envelope to cast the vote. The Company is also facilitating e-voting, which can be accessed at 'https://evoting.karvy.com'. Mr. S. Chidambaram, Company Secretary in Practice has been appointed as Scrutineer for conducting the Postal Ballot process in a fair & transparent manner.

The postal ballot form duly completed by the shareholders should reach the Scrutineer on or before 28 October 2014. E- voting is open from 29 September 2014 to 28 October 2014. The result of the postal ballot will be announced on 30 October 2014.

Also please find herewith enclosed the Notice of postal ballot & form.

Thanking you
For Cyient Limited

Sudheendhra Putty
Company Secretary.

Cyient Ltd.

4th Floor, A Wing, 11 Software
Units Layout, Madhapur
Hyderabad - 500 081
India

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Formerly Infotech Enterprises Limited

CYIENT

Cyient Limited

(Formerly Infotech Enterprises Limited)
CIN : L72200TG1991PLC013134
Regd. Office: 4th Floor, 'A' Wing, Plot No. 11, Software Units Layout, Infocity, Madhapur, Hyderabad 500 081
Tel: 91 40 23124006 Fax: 91 40 66624368
Website : www.cyient.com, Email: company.secretary@cyient.com

Dear Shareholder(s),

Sub:- Passing of Resolution through Postal Ballot

In terms of the provisions of section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has recommended the enclosed business to be transacted through postal ballot. The proposed resolution together with explanatory statement is enclosed. The resolution pertains to revision of remuneration payable to Non-Executive Directors of the Company.

Kindly accord your assent/dissent by way of postal ballot in the form annexed herewith so as to reach the Scrutineer at the registered office of the Company by 28 October 2014, in the attached postage pre-paid self-addressed envelope.

In case of e-voting, please accord your assent/dissent by accessing the website: **'https://evoting.karvy.com'** Please log in using your user ID, password and Income Tax PAN between 29 September 2014 and 28 October 2014. The user ID and password are printed in the enclosed postal ballot form.

By Order of the Board

Sd/-
Sudheendhra Putty

Place : Hyderabad
Date : 25 September 2014
Company Secretary

SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT

"RESOLVED that pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act), as amended from time to time, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the directors who are in employment of the company) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year, commencing April 1, 2014."

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

With changes in the corporate governance norms, the role of the Non Executive Directors (NED) and the degree and quality of their engagement with the Board and the Company has undergone significant changes over a period of time. This is also accentuated by the Companies Act, 2013 and the proposed changes to the Listing Agreement. Further, in order to be consistent with globally accepted governance practices, the company proposes to usher in flexibility in respect of payment of remuneration to NEDs. It is proposed to link the remuneration paid to NEDs to their attendance at the meetings of the Board or Committees thereof, their contributions at the meetings or otherwise, and on their position in various Committees of the Board, whether as that of Chairman or Member.

The board of directors of the company commend the resolution for your approval.

All the Directors except, wholetime directors of the Company and Key Managerial Personnel (KMP) or relatives of such Directors and KMP, are concerned or interested in this Resolution.

By Order of the Board

Sd/-
Sudheendra Putty
Place : Hyderabad
Company Secretary
Date : 25 September 2014

Notes:

1. The Notice is being sent by Courier (or electronically, by email, to those shareholders who have registered their email addresses with the Company) to all Shareholders, whose names appear in the Company's Register of Members as at the close of business hours on 19 September 2014.

2. Documents pertaining to the Resolution are open for inspection at the Registered Office of the Company between 10.00 a.m. and 2.00 p.m. on any working day till the last date of voting *i.e.,* 28 October 2014.

3. Please see the instructions for voting by postal ballot (including e-voting) which have been printed herein.

4. In case of e-voting on the website: **'https://evoting.karvy.com',** voting will commence on and from 10.00 a.m. on 29 September 2014 and end at 6.00 p.m. on 28 October 2014.

INSTRUCTIONS FOR VOTING

Voting in Physical form:

1. A shareholder desiring to exercise vote by Postal Ballot may complete the postal ballot form (no other form or photocopy thereof is permitted) and send it to the Scrutineer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, the envelope containing the postal ballot form, if sent by courier or any other mode at the expense of the shareholder, will also be accepted.

2. Duly completed postal ballot forms should reach not later than 6.00 p.m. on 28 October 2014. All postal ballot forms received thereafter will be treated as if the reply from the shareholder has not been received.

3. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✔) in the appropriate column.

4. This form is to be completed and signed by the shareholder (as per signature registered with the Company). In case of joint holding, this form should be completed and signed by the first-named shareholder and in his/her absence, by the next named shareholder. There will be only one postal ballot form for each folio irrespective of the number of joint holder(s).

5. In case the form is signed by the Power of Attorney holder for and on behalf of the shareholder, it must be accompanied by the Power of Attorney. In case of shares held by companies, trusts, societies and bodies corporate, the duly completed postal ballot form should be accompanied by a certified true copy of the Board/Governing Body Resolution.

6. Unsigned postal ballot forms will be summarily rejected.

7. A shareholder need not use all his votes nor he need to cast all his votes in the same manner.

8. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed envelope since all such envelopes will be sent to the Scrutineer and any extraneous paper found in such envelope would be destroyed by the Scrutineer.

9. The attached self-addressed envelope is only for the limited purpose of this postal ballot process and the same should not be used by the shareholder for sending any other correspondence to the Company.

10. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutineer not later than the date specified at instruction No. 2 above.

Voting in Electronic form:

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
	c) 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 the toll free No. 1-800-34-54-001 for any further clarifications.

iv) Shareholders can cast their vote online from 29 September 2014 (10.00 AM) to 28 October 2014 (6.00 PM). During this period, shareholders of the company holding shares either in dematerialized or physical form as on the cut-off date of 19 September 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/FIIs/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."