



15 May 2024

BSE Limited
PJ Towers, 25th Floor,
Dalal Street
Mumbai 400001.
Scrip Code: 532175

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

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31 March 2024

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith Annual Secretarial Compliance Report for the year ended 31 March 2024.

This for your information and records.

Thanking you
Foe Cyient Limited

Ravi Kumar Nukala
Dy. Company Secretary

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

CIN: L72200TG1991PLC013134
www.cyient.com
Company.secretary@cyient.com
T +91 40 6764 1000
F +91 40 2311 0352



MANISH KUMAR SINGHANIA
B. Com., LLB., A.C.S., IP and RV
Company Secretary in Practice

Flat No. 402, 4th Floor, Mahadev Residency
Hill Top Colony, Erramanzil,
Hyderabad – 500 082 (India)
M. No. +91 994 948 9086
Email: manishcs31@gmail.com

SECRETARIAL COMPLIANCE REPORT OF CYIENT LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2024

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing
Obligation and Disclosure Requirements) Regulations, 2015]

I Manish Kumar Singhania (Practicing Company Secretary) have examined:

- (a) All the documents and records made available to me and explanation provided by Cyient Limited having CIN L72200TG1991PLC013134 ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification.

For the year ended 31st March 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;





MANISH KUMAR SINGHANIA
B. Com., LLB., A.C.S., IP and RV
Company Secretary in Practice

Flat No. 402, 4th Floor, Mahadev Residency
Hill Top Colony, Erramanzil,
Hyderabad – 500 082 (India)
M. No. +91 994 948 9086
Email: manishcs31@gmail.com

- (e) Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And based on the above examination, I hereby report that, during the Review Period:
And circulars/ guidelines issued there under;

I hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sl No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/Remarks by PCS
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	YES	
2	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	YES	
3	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">• The Listed entity is maintaining a functional website	YES	





MANISH KUMAR SINGHANIA
B. Com., LLB., A.C.S., IP and RV
Company Secretary in Practice

Flat No. 402, 4th Floor, Mahadev Residency
Hill Top Colony, Erramanzil,
Hyderabad – 500 082 (India)
M. No. +91 994 948 9086
Email: manishcs31@gmail.com

	<ul style="list-style-type: none">•Timely dissemination of the documents/ information under a separate section on the website•Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website		
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	YES	
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	YES	Cyient INC-US, Cyient Europe and Cyient DLM Limited, are the material subsidiary of Cyient Limited
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	YES	
8	Related Party Transactions: (a) The listed entity has obtained	YES	





MANISH KUMAR SINGHANIA
B. Com., LLB., A.C.S., IP and RV
Company Secretary in Practice

Flat No. 402, 4th Floor, Mahadev Residency
Hill Top Colony, Erramanzil,
Hyderabad – 500 082 (India)
M. No. +91 994 948 9086
Email: manishcs31@gmail.com

	prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee		
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under	YES	
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	YES	
12	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	As no other non-compliances observed by SEBI





MANISH KUMAR SINGHANIA
B. Com., LLB., A.C.S., IP and RV
Company Secretary in Practice

Flat No. 402, 4th Floor, Mahadev Residency
Hill Top Colony, Erramanzil,
Hyderabad – 500 082 (India)
M. No. +91 994 948 9086
Email: manishcs31@gmail.com

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	Auditor have not resigned from the company
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year	NA	
2	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such	NA	Auditor have not resigned from the company





MANISH KUMAR SINGHANIA
B. Com., LLB., A.C.S., IP and RV
Company Secretary in Practice

Flat No. 402, 4th Floor, Mahadev Residency
Hill Top Colony, Erramanzil,
Hyderabad – 500 082 (India)
M. No. +91 994 948 9086
Email: manishcs31@gmail.com

	<p>concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	Auditor have not resigned from the company

**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*





MANISH KUMAR SINGHANIA
B. Com., LLB., A.C.S., IP and RV
Company Secretary in Practice

Flat No. 402, 4th Floor, Mahadev Residency
Hill Top Colony, Erramanzil,
Hyderabad – 500 082 (India)
M. No. +91 994 948 9086
Email: manishcs31@gmail.com

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No.	Compliance Requirement (Regulations /circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Place: Hyderabad
Date: 22.04.2024

Manish Kumar Singhania
Manish Kumar Singhania
Practicing Company Secretary
ACS No. 22056
C P No: 8068
UDIN: A022056F000198793

