



10 January 2024

The BSE Limited
PJ Towers, 25th Floor,
Dalal Street
Mumbai 400001.
Scrip Code: 543933

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

Sub: Postal Ballot Notice

This is to inform that the Company is issuing the notice of postal ballot to shareholders for passing of special resolution for appointment of Dr. Ajay Kumar (DIN: 01975789) as Non-Executive Independent Director of the Company for a period of 3 consecutive years commencing from 15 November 2023 to 14 November 2026.

The Company is facilitating e-voting, which can be accessed at <https://evoting.kfintech.com>.

Mr. Manish Kumar Singhania, Company Secretary in Practice has been appointed as scrutinizer for conducting the Postal Ballot process in a fair & transparent manner.

The remote e-voting on the resolution set out in the Postal Ballot Notice shall commence on Thursday, 11 January 2024 at 9:00 a.m. IST and ends on Friday, 09 February 2024 at 5:00 p.m. IST.

The result of the postal ballot will be announced on or before 10 February 2024.

For **Cyient DLM Limited**

S Krithika
Company Secretary and Compliance Officer

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
Mamidikalli Village,
GMR Aerospace & Industrial Park,
Rajiv Gandhi International Airport
Shamshabad, Hyderabad – 500 108

www.cyientdlm.com
Company.Secretary@cyientdlm.com
T: +91 8214282222/4004500
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CIN: L31909TG1993PLC141346



CYIENT DLM LIMITED

(CIN No.: L31909TG1993PLC141346)

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

NOTICE OF POSTAL BALLOT

*(Pursuant to Section 110 of the Companies act 2013 read with rule 22 of the Companies
(Management and Administration) Rules, 2014 and the MCA circulars as defined below)*

NOTICE is hereby given to the shareholders of Cyient DLM Limited (the “company”) pursuant to section 110 and all the other applicable provisions of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) read with the General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021, 20/2021 dated 8 December 2021, 3/2022 dated 5 May 2022, 11/2022 dated 28 December 2022 and 09/2023 dated 25 September 2023 issued by the Ministry of Corporate Affairs (including any statutory modifications, amendments or re-enactments thereto) and pursuant to any other applicable laws and regulations, that the Board of Directors of the Company has recommended the enclosed business to be transacted through postal ballot.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to this notice to receive this Postal Ballot Notice.

Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by KFin Technologies Limited. The remote e-voting period commences from 09:00 AM IST on Thursday, 11 January 2024 and ends at 05:00 PM IST on Friday, 09 February 2024. Once the vote is cast on the resolution, the shareholder will not be allowed to change it subsequently or cast the vote again. The instructions for e-voting are provided as a part of this Postal Ballot Notice.

The Board has appointed Mr. Manish Kumar Singhania, Practising Company Secretary Membership No. ACS 22056 (CP No. 8068) as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

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The Board of Directors of the Company recommends approval of the shareholders for the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reason for the Resolution is annexed hereto.

Appointment of Dr. Ajay Kumar (DIN: 01975789) as Non-Executive Independent Director

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 149, 150 and 152 read with Schedule IV of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) (collectively referred to as the “Companies Act”), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable law and pursuant to the provisions of the Articles of Association of the Company, Dr. Ajay Kumar (DIN: 01975789), who has provided consent to act as Non-Executive Independent Director of the Company, and submitted a declaration that he meets the criteria for appointment as an Independent Director under Section 149(6) of the Companies Act and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member, signifying the intention to propose Dr. Ajay Kumar, for the office of director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of 3 consecutive years commencing from 15 November 2023 to 14 November 2026 and shall be paid in terms of the appointment letter dated 15 November 2023 issued to Dr. Ajay Kumar, as may be determined by the Board / Nomination and Remuneration committee (NRC) from time to time”.

“RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board
For **Cyient DLM Limited**

S Krithika

Company Secretary

ACS No. 37001

Place: Hyderabad

Date: 03 January 2024

EXPLANATORY STATEMENT FOR THE RESOLUTION PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

Appointment of Dr. Ajay Kumar (DIN: 01975789) as Non-Executive Independent Director

Based on the recommendation of the NRC Committee, the board of directors of the company appointed (as Additional Director) Dr. Ajay Kumar as Non-Executive Independent Director for a term of 3 consecutive years commencing from 15 November 2023 until 14 November 2026, without being liable to retire by rotation.

The Company has received a notice in writing pursuant to section 160(1) of the Companies Act, 2013 from a Member proposing the candidacy of Dr. Ajay Kumar, for his appointment to the office of Independent Director. Dr. Ajay Kumar has given a declaration to the Board that he meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In terms of proviso to sub-section (5) of section 152, the Board of Directors is of the opinion that Dr. Ajay Kumar, fulfils the conditions specified in the Act for appointment as Independent Director.

In the opinion of the Board, Dr. Ajay Kumar is Independent of the Management.

Dr. Ajay Kumar, is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013, as amended from time to time. A copy of the letter for the appointment of Dr. Ajay Kumar as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the company during normal business hours on any working day and also on the company website www.cyientdml.com. Members seeking to inspect the same can send an e-mail to company.secretary@cyientdml.com

The Board recommends the Special Resolution for appointment of Dr. Ajay Kumar for your approval.

None of the Directors, Key Managerial Personnel and their relatives except Dr. Ajay Kumar himself and his relatives may be deemed to be concerned or interested in the resolution.

Additional information of director seeking appointment (Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India).

Brief Resume:

Dr. Ajay Kumar is the former Defence Secretary of India and currently an advisor for electronics development projects. He is an Indian Administrative Service officer from the 1985 batch. Dr. Ajay Kumar is an alumnus of IIT, Kanpur and the University of Minnesota.

Dr. Kumar currently holds the position of Distinguished Visiting Professor in Department of Management Sciences and the Department of Economic Sciences at the Indian Institute of Technology, Kanpur.

Dr. Kumar has served in the technology and policy domains, particularly in areas like electronics manufacturing, mobile production and defence production. Notably, he has played a leadership role in shaping and implementing key decisions for the Government of India's Digital India initiative as Additional Secretary to the Government of India.

Dr. Kumar career also includes involvement in expanding defense exports and introducing modern warfare capabilities. He is the visionary behind the iDEX program, which received the Prime Minister Award for Public Policy in the Innovation Category in 2021. Dr. Kumar has been associated in Project 75I, a program focused on developing next-generation submarines and fighters and laying the groundwork for a thriving marine and aerospace industrial ecosystem in India.

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Dr. Ajay Kumar has led many public sector enterprises across these domains. Major successes include revival of electronics and mobile manufacturing industry in India (2012-17), development of defence industry ecosystem including defence startup ecosystem through iDEX (2017- 2022), major Digital India initiatives including Aadhaar, UPI, Jeevan Pramaan (2014-2017) among many others.

Dr. Ajay Kumar was instrumental for opening of drone sector and space sector (2020-2021) and of Defence PSUs during 2018-2022 and turnaround of KELTRON during 2000-2003. He is an active writer for Indian national dailies and maintains a monthly column in Business Standard "Off the Grid."

Information for Shareholders

Directors Identification Number	01975789
Nationality	Indian
Date of Birth (Age in years)	02/10/1962 ; 61 years
Original date of appointment	15 November 2023
Qualification	B.Tech. (Electrical Engineering) – IIT Kanpur MS (Applied Economics) – University of Minnesota, USA PHD (Business Administration) - Carlson School of Management, University of Minnesota, USA
Experience and expertise in specific functional area	Extensive knowledge and rich experience in the areas of electronics manufacturing, defence production, drone and space sectors.
Shareholding in the Company	Nil
Key Terms of appointment and remuneration	Dr. Ajay Kumar shall be appointed for a term of 3 consecutive years commencing from 15 November 2023 until 14 November 2026, without being liable to retire by rotation and his remuneration shall as per the letter for the appointment. The same is available at the website of the Company.
Board Meetings attended/ held from the date of appointment until date of postal ballot	Nil
Relationship with other Directors or KMPs	Nil
Names of listed entities in which the person holds the directorship;	Dynamatic Technologies Limited
Names of listed entities in which the person holds the membership of Committees of the board	Nil
Details of resignations, if any, from the Boards of other listed companies, in the last 3 years	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of Directors of the Company is of the opinion that Dr. Ajay Kumar is a person of integrity and considering his qualifications, extensive knowledge and rich experience in the areas like electronics manufacturing, defence production and space sectors, his appointment is in the interest of the Company.

NOTES:

1. The Explanatory Statement containing the reasons for the proposed resolution and setting out material facts, pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, is annexed hereto. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SS-2 forms part of the Explanatory Statement forming part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice to the Members in electronic form only. Accordingly, the communication of assent or dissent of the Members would take place through remote e-voting system only. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.
3. This Notice is being sent to the equity shareholders ('Members') whose names appear in the List of Beneficial Owners received from National Securities Depository Limited/ Central Depository Services (India) Limited ('Depositories') as at the close of business hours on **Friday, 05 January 2024 ('cut-off date')**. **Members as on the cut-off date would be entitled to vote by way of Remote E-voting** and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only. This Notice is being sent electronically to all Members whose e-mail addresses are registered with KFin Technologies Limited (Kfin)/RTA or the Depositories.
4. A copy of this Notice is also available on the Company's website at www.cyientdlm.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
5. Members who have not registered their email address and in consequence could not receive the Notice may get their email address registered with the RTA (Physical shareholders) / DP (For Electronic Holdings), by following the process as per SEBI guidelines (Circular No - SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655) dated November 03, 2021, by submitting the requisite ISR forms. The forms can be downloaded from the link below: <https://ris.kfintech.com/clientservices/isc>.
6. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1(one) English newspaper and at least 1 (one) telugu Regional language newspaper, each with wide circulation in Hyderabad, where the registered office of the Company is situated and will also be uploaded on the website of the Company (www.cyientdlm.com)
7. Kindly note that the Communication of the assent/dissent to the Resolution proposed in the Notice of Postal Ballot would take place only through Remote E-voting.
8. The Members shall exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means i.e. through e-voting services provided by Kfintech. **The voting will commence on Thursday, 11 January 2024 at 09:00 AM IST and ends on Friday, 09 February 2024 at 05.00 PM IST** for the Members exercising their vote through electronic voting. The Remote E-voting module shall be disabled for voting thereafter.
9. The Board has appointed Mr. Manish Kumar Singhania Practicing Company Secretary Membership No. ACS 22056, (CP No. 8068), as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
10. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company website www.cyientdlm.com, on the website of Kfin tech <https://evoting.kfintech.com>, and communicated to the stock exchanges and RTA.
11. Documents if any referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers, shall be open for inspection by the Members at the Registered Office of the Company between 10:00 a.m. and 2:00 p.m. on all working days except Saturdays, Sundays, and national holidays, until the end of the voting period.

12. **Instructions for Voting through electronic means:**

Access to NSDL e-voting system

Pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login method
Login method for Individual shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility.</p> <ul style="list-style-type: none"> i. Open web browser by typing the URL: https://eservices.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. ii. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. iii. Click on options available against Company name or e-voting service provider – Kfintech and you will be re- directed to e-voting service provider website for casting your vote during the remote e-voting period
	<p>B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nsd.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote</p>
	<p>C. By visiting the e-voting website of NSDL:</p> <ul style="list-style-type: none"> i. Visit the e-voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the “Login” icon, available under the “Shareholder/Member” section. ii. A new screen will open. Enter your User ID (i. e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. iii. Click on options available against Company name or e-voting service provider – KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Type of shareholders	Login method
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Existing users who have opted for Easi/Easiest:</p> <ul style="list-style-type: none"> i. URL to login to Easi/Easiest: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on login icon and select New System Myeasi ii. Shareholders can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. iii. After successful login on Easi/Easiest, the user will also be able to see the e-voting menu. The menu will have links of ESPs. Click on KFintech to cast your vote. <p>B. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi/ Easiest is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration and proceed with completing the required fields.</p> <p>C. By visiting the e-voting website of CDSL:</p> <ul style="list-style-type: none"> i. The user can directly access e-voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile no. and e-mail id as recorded in the demat account. ii. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of ESP i.e. KFintech
Individual Shareholders (holding securities in demat mode) logging in through their depository participants	<ul style="list-style-type: none"> i. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. ii. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. iii. Click on options available against the Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
<p>Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.</p>	
<p>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.</p>	
Members facing any technical issue – NSDL	Members facing any technical issue – CDSL
<p>Members facing any technical issue in logging in can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.</p>

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13. Those members who have not yet registered their email addresses are requested to get their email addresses registered with KFin, by following the procedure mentioned below:
- i. Visit the link below.
<https://ris.kfintech.com/clientservices/postalballot/>
 - ii. Select the company name i.e. **Cyient DLM Limited**
 - iii. Select the Holding type from the drop down i.e. - NSDL / CDSL / Physical
 - iv. Enter DPID – Client ID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and PAN.
 - v. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
 - vi. In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - vii. Enter the email address and mobile number.
 - viii. System will validate DP ID – Client ID/ Physical Folio No. and PAN / Share certificate No., as the case may be, and send the OTP at the registered Mobile number as well as email address for validation.
 - ix. Enter the OTPs received by SMS and email to complete the validation process. OTPs validity will be for 5 minutes only.
 - x. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
 - xi. Alternatively, members may send an email request addressed to inward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFin to register their email address and to provide them the Notice and the e-voting instructions along with the User ID and Password.
 - xii. Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.

In case of queries, members are requested to write to inward.ris@kfintech.com or call at the toll-free number 1800 309 4001.

By Order of the Board
For **Cyient DLM Limited**

S Krithika

Company Secretary

ACS No. 37001

Place: Hyderabad
Date: 03 January 2024