

**CERTIFIED TRUE COPY OF THE MINUTES OF EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF CYIENT DLM LIMITED HELD ON WEDNESDAY 31 MAY 2023 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT 3RD FLOOR, 'A' WING, PLOT NO.11, SOFTWARE UNITS LAYOUT, INFOCITY, MADHAPUR, HYDERABAD TELANGANA 500 081.**

**APPROVAL OF THE ISSUE AND OFFER OF EQUITY SHARES ON PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT**

“**RESOLVED THAT**, in compliance with Section 23, Section 42 and Section 62(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 read together with the Rule 14 of the Companies (Prospectus and Allotment) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 each as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, and any and all other provisions of (i) the Foreign Exchange Management Act, 1999 and the regulations framed thereunder; (ii) the Consolidated Foreign Direct Investment Policy of India, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India; (iii) the rules, regulation and guidelines framed by the Reserve Bank of India; (iv) the rules, regulations and guidelines, if any, prescribed by all relevant authorities from time to time, to the extent applicable; (v) all other approvals, permissions and sanctions, as may be necessary; and (vi) the enabling provisions of the memorandum and articles of the association of the Company, the consent and approval of the shareholders of the Company be and are hereby accorded to offer and issue 40,75,471 (Forty lakhs seventy five thousand four hundred seventy one) equity shares, having a face value of INR 10 (Indian Rupee ten Only) each at a premium of INR 255 (Indian Rupee two hundred and fifty five only), per equity share, on preferential basis by way of private placement/preferential offer to Amansa Investments Limited pursuant to the investment in the Company by Amansa Investments Limited:

<b>Name of Investor</b>	<b>Category</b>	<b>Address</b>	<b>Number of securities to be offered</b>	<b>Amount to be invested by the Investor (in INR)</b>
Amansa Investments Ltd	Non-Resident	Level 4, Tower A, 1 Exchange Square Wall Street, Ebene, 72201, Mauritius	40,75,471 equity shares	1,079,999,815

**RESOLVED FURTHER THAT** pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder and subsequent filing of the board resolution and/or the shareholders’ resolution in this regard with the jurisdictional registrar of companies, the shareholders hereby accord their approval to the draft of the private placement offer letter (in Form PAS-4), along with other documents and relevant annexures and the application form annexed thereto the application form annexed thereto.

**RESOLVED FURTHER THAT** the draft private placement letter of offer in Form PAS-4 to be issued to Amansa Investments Limited for the offer of equity shares on a private placement/preferential basis as placed before the shareholders for the purpose of identification, be and is hereby approved for issue to Amansa Investments Limited, and making of requisite filings with the jurisdictional registrar of companies.



Cyient DLM Limited

**Mysore Office:**  
Plot no.347, D1 & 2, KIADB  
Electronics City, Hebbal Industrial  
Area, Mysore 570 016,  
Karnataka, India

**Regd Off:**  
3<sup>rd</sup> Floor Plot No.11  
Software units Layout,  
Infocity, Madhapur, Hyderabad,  
Telangana 500 081, India

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F: +91 8214000369  
CIN:U12190TG1992DI141246



**RESOLVED FURTHER THAT** pursuant to the provisions of Section 42, Section 62(1)(c) and any other related provisions of the Companies Act, 2013 and rules and regulations made thereunder, the shareholders hereby accord their approval to the record of private placement offer to be maintained by the Company in form PAS - 5 with details of the investor to whom shares are proposed to be offered on a private placement and preferential allotment basis;

**RESOLVED FURTHER THAT** the entire subscription monies shall be received by the Company from Amansa Investments Limited into a separate designated account opened for this purpose and shall not be utilized till the filing of form PAS-3 in respect of the allotment of equity shares with the jurisdictional registrar of companies;

**RESOLVED FURTHER THAT** the Directors be and are hereby severally authorised to (i) make necessary entries in respect of issue of Investor Shares in the Register of Members, (ii) inform allotment under above issue to Depositories, R&T agents and/or the Stock Exchange by submitting necessary documents and to appoint, confirm the appointment of and to engage such consultant(s), advisor(s), valuer(s) and professional(s) as may be deemed fit and do all such acts, deeds, matters and things which may deem necessary, pertinent, desirable, incidental in this regard, and (iii) sign, file, execute and submit all the necessary document(s), form(s) etc. including making application to Depository(ies) / R&T Agent for creation of ISIN (if required), Corporate Action and crediting of the Investor Shares in the demat account(s) of Amansa Investments Ltd, filings with Reserve Bank of India, authorized dealer bank as may be necessary to give effect to this resolution;

**RESOLVED FURTHER THAT** a copy of this resolution, duly certified by any one of the directors, may be furnished to any person/authorities as may be required and they be requested to act thereon.”

//CERTIFIED TRUE COPY//  
For Cyient DLM Limited



**Rajendra Velagapudi**  
**Managing Director**  
**DIN: 06507627**