



Cyient DLM Limited

Policy to determine materiality for disclosure of events or information

Cyient DLM Limited

Mysore Office:
Plot no.347, D1 &2, KIADB
Electronics City, Hebbal Industrial
Area, Mysore 570 016,
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Regd Off:
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Policy Information:

Policy reference number	Policy Owner	Policy Approver	Creation date
CS/DLM/PDM/V0	Company Secretary	Board of Directors	27 December 2022

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1. Introduction

The LODR 2015 requires a Company to disclose events or information which, in the opinion of the Board of the Company, are material.

The LODR 2015 has classified disclosure of such events, into the following categories:

- i. Events which are considered to be '**deemed material**' events, and which need to be disclosed without application of the "materiality criteria". These events as specified by SEBI are listed in **Annexure A** to this Policy.
- ii. Events which need to be disclosed based on the application of the "materiality criteria". These events as specified by SEBI are listed in **Annexure B** to this Policy.
- iii. Other events as specified by SEBI are listed in **Annexure C**.

SEBI has also specified the information that needs to be provided while disclosing events mentioned in Annexures A and B, which is provided alongside each event/information in this Policy. In case the Company does not disclose any such specified details, it shall state appropriate reasoning for the same as part of the disclosure.

The LODR 2015 also mandates the Company to frame a policy to determine materiality, based on the criteria mentioned in the LODR 2015.

This Policy is framed in accordance with the requirements of the LODR 2015, notified on 2nd September 2015 and other SEBI circulars notified in this regard.

This Policy applies to disclosure of events or information which are material to the Company.

This Policy is effective from 27 December 2022

2. Objective

The Policy aims to help the Company achieve the following:

- i. Appropriately determine materiality on a case-to-case basis.
- ii. Maintain uniformity in disclosure processes to ensure compliance in letter and spirit.
- iii. Ensure timely and transparent disclosure of material information / events on an ongoing basis, to enable stakeholders to make informed decisions.

3. Applicability

The Policy will be applicable to all the events which are required to be disclosed to the Stock Exchanges and shall be read with the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (which is part of the Company's Insider Trading Policy) framed in adherence to the principles for fair disclosure as outlined in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

4. Definitions

4.1 "**Board**" means Board of Directors of the Company, as constituted from time to time.

4.2 "**Company**" or "**Cyient DLM**" means Cyient DLM Limited.

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- 4.3 “**Directors**” shall mean the members of the Board of Directors including the Independent Directors.
- 4.4 “**LODR 2015**” means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- 4.5 “**Policy**” means this Policy to determine materiality for disclosure of events or information as amended and approved by the Board from time to time.
- 4.6 “**SEBI**” means the Securities and Exchange Board of India.

Capitalised terms used in this Policy and not defined above shall have the same meaning as assigned to them under the LODR 2015 or any other applicable law or guidelines.

5. Authority

The Company Secretary of the Company to act as the custodian of "Policy to determine materiality for disclosure of events or information" and of the disclosure process.

In the absence of the Company Secretary on account of leave, vacancy or temporary inaccessibility for any reason, his/her powers and functions shall be undertaken by a Key Managerial Personnel (KMP) as determined by the Chief Financial Officer (CFO).

6. Roles and Responsibilities

The Roles and Responsibilities of the Company Secretary or person nominated as custodian of the disclosure process shall include the following:

- i. To ensure compliance with the disclosure requirements under Regulation 30 of LODR 2015 and such other circulars as may be specified by SEBI in this regard;
- ii. To take a view on the materiality of an event or on the price sensitivity of an event or information that qualifies for disclosure under Regulation 30 of LODR 2015;
- iii. To determine the appropriate time at which the disclosures are to be made to the stock exchanges which shall be in adherence with the requirements of Regulation 30 of LODR 2015;
- iv. To review and finalize the details to be disclosed. The contents of the disclosure shall be in line with the LODR 2015, and SEBI circulars issued in this regard, as may be amended from time to time. Provided that any confidential information which if disclosed, is likely to put at risk, the business interest of the Company, shall not be disclosed. The Company to that extent shall make qualified disclosures to the stock exchanges;
- v. To consider such other events that may require disclosure to be made to the stock exchanges which are not explicitly defined in any Annexure and determine the materiality, appropriate time and contents of disclosure for such matter;
- vi. To review the information in respect of the above specified events on periodical basis, as may be necessary and inform the stock exchanges if there is a change in information after it has been disclosed to stock exchanges (including withdrawal / cancellation of event);
- vii. To determine materiality thresholds of events/ information mentioned in Regulation 2(n) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, which is likely to materially affect the price of the securities;
- viii. To make necessary amendment(s) to the Policy as may be required from time to time.

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7. Materiality Criteria of the Events or Information

Materiality criteria have to be determined on a case-to-case basis depending on specific facts and circumstances relating to the event/information mentioned at Annexure B.

In order to enable determination whether a particular event/information is material in nature, the Company shall consider the following criteria in accordance with the LODR 2015:

Qualitative Criteria

- i. The omission of an event or information, which is likely to result in:
 - a. discontinuity or alteration of event or information already available publicly; or
 - b. significant market reaction if the said omission came to light at a later date.
- ii. In cases where the criteria specified in clauses a. and b. are not applicable, an event/ information may be treated as 'deemed material', if in the opinion of the Board of Directors, the event/ information is considered material.

Quantitative Criteria

Any event / information where the value involved / the impact:

- a) Exceeds 10% of the consolidated turnover of the previous financial year (based on the latest audited financial statements); or
- b) Exceeds 10% of the Net worth of the previous financial year (based on the latest audited financial statements)

whichever is lower, shall be treated as material.

Only such impact that is direct, reasonably perceivable, not remote, quantifiable and has a short-term horizon of 1-2 years, shall be considered.

The quantitative criteria will be read in conjunction with the qualitative criteria for determining the materiality and arriving at an overall decision on the disclosure.

For such events/information mentioned in Annexure B, the Board has prescribed indicative guidelines for determining materiality of an event or information, and which can be considered by the Company for the purpose of disclosure of such events/information to the stock exchanges, without diluting the same in any manner.

Guidance on when an Event/Information is Deemed to have Occurred

- i. Events/information shall be said to have occurred upon approval of the Board for matters where only the approval of the Board is required, such as, further issue of capital by rights issuance and in certain events/information, after receipt of approval of both the Board and shareholders of the Company for matters where both the approvals are required such as, amendment to Memorandum of Association.
- ii. Certain events which are price sensitive in nature like declaration of dividends etc. will be deemed to have occurred and disclosed on approval of the Board of the Company pending shareholders' approval.

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- iii. Events such as natural calamities or disruption can be said to have occurred when the Company becomes aware of the event/information or as soon as, an officer of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his/ her duties.

8. Timeframe for Disclosure

In accordance with the LODR 2015, disclosures as specified in Part A of Schedule III shall be made to the stock exchanges as soon as reasonably possible and not later than twenty four hours (24 hours) from the occurrence of event or information.

Note: In case the disclosure is made after twenty-four hours of occurrence of the event or information, the Company shall, along with such disclosures, provide explanation for delay.

Exception: Certain events arising out of the Meetings of the Board of Directors mentioned in sub-para 4 of Para A of Part A of Schedule III, which are required to be disclosed to the exchange(s) within 30 minutes from the conclusion of the Board Meeting.

9. Website Disclosures

All events or information disclosed to the stock exchanges under Regulation 30 of the LODR 2015 shall be hosted on the website of the Company for a minimum period of 5 years and thereafter as per the archival policy of the Company, as disclosed on its website.

This Policy will be uploaded on the website of the Company.

10. Review and Amendment

The Board may at any time, amend this Policy either pursuant to any change in law or otherwise. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions in this Policy.

11. Detailed Version Control Sheet

This section is the control sheet of all the changes that have been carried out in the Policy and shall list the changes done since inception.

Change in version no.	Page no.	Section no.	Erstwhile section	New/Modified section	Reason for change

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Annexure A

DEEMED MATERIAL EVENTS WHICH SHALL BE DISCLOSED WITHOUT APPLICATION OF THE “MATERIALITY CRITERIA”

Sr No.	Events/Information	Details of Events that need to be provided
1	<p>Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/ restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring.</p> <p>Explanation: For the purpose of this sub-para, the word 'acquisition' shall mean:</p> <p>i) acquiring control, whether directly or indirectly; or</p> <p>ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that:</p> <p>a) the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;</p> <p>b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.</p>	<p>Acquisition (including agreement to acquire):</p> <p>a) name of the target entity, details in brief such as size, turnover etc.;</p> <p>b) Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;</p> <p>c) industry to which the entity being acquired belongs;</p> <p>d) objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the Company);</p> <p>e) brief details of any governmental or regulatory approvals required for the acquisition;</p> <p>f) indicative time period for completion of the acquisition;</p> <p>g) nature of consideration - whether cash consideration or share swap and details of the same;</p> <p>h) cost of acquisition or the price at which the shares are acquired;</p> <p>i) percentage of shareholding / control acquired and / or number of shares acquired;</p> <p>j) brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);</p>

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		<p>Amalgamation/ Merger:</p> <ul style="list-style-type: none"> a) name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.; b) whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”; c) area of business of the entity(ies); d) rationale for amalgamation/ merger; e) in case of cash consideration – amount or otherwise share exchange ratio; f) brief details of change in shareholding pattern (if any) of Company. <p>Demerger:</p> <ul style="list-style-type: none"> a) brief details of the division(s) to be demerged; b) turnover of the demerged division and as percentage to the total turnover of the Company in the immediately preceding financial year / based on financials of the last financial year; c) rationale for demerger; d) brief details of change in shareholding pattern (if any) of all entities; e) in case of cash consideration – amount or otherwise share exchange ratio; f) whether listing would be sought for the resulting entity. <p>Sale or disposal of unit(s) or division(s) or subsidiary of the Company:</p> <ul style="list-style-type: none"> a) the amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the Company during the last financial year; b) date on which the agreement for sale has been entered into; c) the expected date of completion of sale/disposal;
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		<p>d) consideration received from such sale/disposal;</p> <p>e) brief details of buyers and whether any of the buyers belong to the promoter/ promoter group /group companies. If yes, details thereof;</p> <p>f) whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;</p> <p>g) additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the Company with respect to such slump sale.</p> <p>For the purpose of this sub-clause, "slump sale" shall mean the transfer of one or more undertakings, as a result of the sale for a lump sum consideration, without values being assigned to the individual assets and liabilities in such sales.</p> <p>Other Restructuring:</p> <p>a) details and reasons for restructuring;</p> <p>b) quantitative and/ or qualitative effect of restructuring;</p> <p>c) details of benefit, if any, to the promoter/promoter group/</p> <p>d) group companies from such proposed restructuring;</p> <p>e) brief details of change in shareholding pattern (if any) of all entities.</p>
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2	<p>Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.</p>	<p>Issuance of securities:</p> <p>a) type of securities proposed to be issued (viz. equity shares, convertibles etc.);</p> <p>b) type of issuance (further public offering, rights issue, depository receipts (American Depository Receipts (ADR)/Global Depository Receipts (GDR), qualified institutions placement, preferential allotment etc.);</p> <p>c) total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);</p> <p>d) in case of preferential issue, the Company shall disclose the following additional details to the stock exchange(s):</p> <ul style="list-style-type: none"> i. names of the investors; ii. post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors; iii. in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument; <p>e) in case of bonus issue the Company shall disclose the following additional details to the stock exchange(s):</p> <ul style="list-style-type: none"> i. whether bonus is out of free reserves created out of profits or share premium account; ii. bonus ratio; iii. details of share capital - pre and post bonus issue; iv. free reserves and/ or share premium required for implementing the bonus issue; v. free reserves and/ or share premium available for capitalization and the date as on which such balance is available; vi. whether the aforesaid figures are audited; vii. estimated date by which such bonus shares would be credited/dispatched; <p>f) in case of issuance of depository receipts ADR/GDR or Foreign Currency Convertible Bonds (FCCB) the Company shall disclose following additional details to the stock exchange(s):</p> <ul style="list-style-type: none"> i. name of the stock exchange(s) where ADR/GDR/FCCBs are listed (opening – closing status) / proposed to be listed;
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		<ul style="list-style-type: none"> ii. proposed no. of equity shares underlying the ADR/GDR or on conversion of FCCBs; iii. proposed date of allotment, tenure, date of maturity and coupon offered, if any of FCCB's; iv. issue price of ADR/GDR/FCCBs (in terms of USD and in INR after considering conversion rate); v. change in terms of FCCBs, if any; vi. details of defaults, if any, by the Company in payment of coupon on FCCBs & subsequent updates in relation to the default, including the details of the corrective measures undertaken (if any); <p>g) in case of issuance of debt securities or other non-convertible securities the Company shall disclose following additional details to the stock exchange(s):</p> <ul style="list-style-type: none"> i. size of the issue; ii. whether proposed to be listed? If yes, name of the stock exchange(s); iii. tenure of the instrument - date of allotment and date of maturity; iv. coupon/interest offered, schedule of payment of coupon/interest and principal; v. charge/security, if any, created over the assets; vi. special right/ interest/ privileges attached to the instrument and changes thereof; vii. delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal; viii. details of any letter or comments regarding payment/non- payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any; ix. details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures; <p>h) any cancellation or termination of proposal for issuance of securities including reasons thereof.</p> <p>Split/consolidation of shares:</p> <ul style="list-style-type: none"> a) split/consolidation ratio; b) rationale behind the split/consolidation; c) pre and post share capital – authorized, paid-up
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		<p>and subscribed;</p> <p>d) expected time of completion;</p> <p>e) class of shares which are consolidated or subdivided;</p> <p>f) number of shares of each class pre and post split or consolidation;</p> <p>g) number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding.</p> <p>Buy back of securities:</p> <p>a) number of securities proposed for buyback;</p> <p>b) number of securities proposed for buyback as a percentage of existing paid up capital;</p> <p>c) buyback price;</p> <p>d) actual securities in number and percentage of existing paid up capital bought back;</p> <p>e) pre & post shareholding pattern.</p> <p>Any restriction on transferability of securities:</p> <p>a) authority issuing attachment or prohibitory orders;</p> <p>b) brief details and reasons for attachment or prohibitory orders;</p> <p>c) name of registered holders against whom restriction on transferability has been placed;</p> <p>d) total number of securities so affected;</p> <p>e) distinctive numbers of such securities if applicable;</p> <p>f) period for which order would be applicable (if stated).</p> <p>Any action, which will result in alteration of the terms or structure of any existing securities, including, but not limited to:</p> <p>a) forfeiture of shares;</p> <p>b) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;</p> <p>c) proposal to issue any class of securities;</p> <p>d) alterations of capital, including calls;</p> <p>e) change in the terms regarding redemption /cancellation/ retirement in whole or in part of any securities issued by the Company.</p>
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3	Revision in Rating(s)	<p>The details of any new rating or revision in rating assigned from a credit rating agency to any debt instrument of the Company or to any fixed deposit programme or to any scheme or proposal of the Company involving mobilization of funds whether in India or abroad.</p> <p>In case of a downward revision in ratings, the Company shall also intimate the reasons provided by the rating agency for such downward revision.</p>
4	<p>Outcome of Meetings of the Board of Directors:</p> <p>The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:</p> <ul style="list-style-type: none"> a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched; b) any cancellation of dividend with reasons thereof; c) the decision on buyback of securities; d) the decision with respect to fund raising proposed to be undertaken; e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited / dispatched; f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to; g) short particulars of any other alterations of capital, including calls; h) financial results; i) decision on voluntary delisting by the Company from stock exchange(s) <p>Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered</p>	<p>The intimation of outcome of meeting of the Board of Directors shall also contain the time of commencement and conclusion of the meeting.</p>

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5	<p>Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/ treaty(ies)/ contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof</p>	<p>a) name(s) of parties with whom the agreement is entered;</p> <p>b) purpose of entering into the agreement;</p> <p>c) shareholding, if any, in the entity with whom the agreement is executed;</p> <p>d) significant terms of the agreement (in brief) special rights like right to appoint Directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;</p> <p>e) whether the said parties are related to promoter/promoter group/ group Companies in any manner. If yes, nature of relationship;</p> <p>f) whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";</p> <p>g) in case of issuance of shares to the parties, details of issue price, class of shares issued;</p> <p>h) any other disclosures related to such agreements, viz., details of nominee on the Board of Directors of the Company, potential conflict of interest arising out of such agreements, etc</p> <p>i) in case of termination or amendment of agreement, Company shall disclose additional details to the stock exchange(s):</p> <ol style="list-style-type: none"> 1) name of parties to the agreement; 2) nature of the agreement; 3) date of execution of the agreement; 4) details of amendment and impact thereof or reasons of termination and impact thereof.
6	<p>Fraud/defaults by promoter or key managerial personnel or by the Company or arrest of key managerial personnel or promoter</p>	<p>At the time of unearthing of fraud or occurrence of the default / arrest:</p> <ol style="list-style-type: none"> a) nature of fraud/default/arrest; b) estimated impact on the Company; c) time of occurrence; d) person(s) involved; e) estimated amount involved (if any); f) whether such fraud/default/arrest has been reported to appropriate authorities.

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		<p>Subsequently intimate the stock exchange(s) further details regarding the fraud /default/arrest including:</p> <p>a) actual amount involved in the fraud /default (if any);</p> <p>b) actual impact of such fraud /default on the Company and its financials; and</p> <p>c) corrective measures taken by the Company on account of such fraud/default.</p>
7	Change in Directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer	<p>a) reason for change viz. appointment, resignation, removal, death or otherwise;</p> <p>b) date of appointment/cessation (as applicable) & term of appointment;</p> <p>c) brief profile (in case of appointment);</p> <p>d) disclosure of relationships between Directors (in case of appointment of a Director);</p> <p>e) In case of resignation of the Auditor of the Company, detailed reasons for resignation of Auditor as per Sub-clause (7A) of Clause A in Part A of Schedule III under Regulation 30(2) of SEBI LODR Regulations, as given by the said Auditor;</p> <p>f) In case of resignation of an Independent Director of the Company, within seven days from the date of resignation, the following disclosures to be made to the stock exchanges:</p> <p>i. The letter of resignation along with detailed reasons for the resignation as given by the said Director.</p> <p>ii. Names of listed entities in which the resigning Director holds directorships, indicating the category of Directorship and membership of Board Committees, if any.</p> <p>iii. Detailed reasons, also provide a confirmation that there are no other material reasons other than those provided.</p>
8	Appointment or discontinuation of share transfer agent	<p>a) reason for appointment or discontinuation;</p> <p>b) date on which above would become effective.</p>
9	Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions	<p>a) Decision to initiate resolution of loans/borrowings;</p> <p>b) Signing of Inter-Creditors Agreement (ICA) by lenders;</p> <p>c) Finalization of Resolution Plan;</p> <p>d) Implementation of Resolution Plan;</p> <p>e) Salient features, not involving commercial secrets, of the resolution/ restructuring plan as decided by lenders.</p>

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10	One time settlement (OTS) with a bank	a) reasons for opting for OTS; b) brief summary of the OTS.
11	Reference to BIFR and winding-up petition filed by any party / Creditors	a) reasons for such a reference/petition; b) impact of such reference/petition on Company.
12	Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company	a) date of notice/call letters/resolutions etc.; b) brief details viz. agenda (if any) proposed to be taken up, resolution to be passed, manner of approval proposed etc.
13	Proceedings of Annual and extraordinary general meetings of the Company	a) date of the meeting; b) brief details of items deliberated and results thereof; c) manner of approval proposed for certain items (e-voting, postal ballot etc.).
14	Amendments to memorandum and articles of association of the Company, in brief	-
15	Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means	a) the presentation and the audio/video recordings to be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier; b) the transcripts of such calls to be made available on the website within five working days of the conclusion of such calls
16	Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code	a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default; b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default; c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable; d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code; e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016; f) Appointment/ Replacement of the Resolution Professional; g) Prior or post-facto intimation of the meetings of Committee of Creditors; h) Brief particulars of invitation of resolution plans

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		<p>under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A (5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;</p> <ul style="list-style-type: none"> i) Number of resolution plans received by Resolution Professional; j) Filing of resolution plan with the Tribunal; k) Approval of resolution plan by the Tribunal or rejection, if applicable; l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets, including details such as: <ul style="list-style-type: none"> (i) Pre and Post net-worth of the company; (ii) Details of assets of the company post CIRP; (iii) Details of securities continuing to be imposed on the companies' assets; (iv) Other material liabilities imposed on the company; (v) Detailed pre and post shareholding pattern assuming 100% conversion of convertible securities; (vi) Details of funds infused in the company, creditors paid-off; (vii) Additional liability on the incoming investors due to the transaction, source of such funding etc.; (viii) Impact on the investor – revised P/E, RONW ratios etc.; (ix) Names of the new promoters, key managerial persons(s), if any and their past experience in the business or employment. In case where promoters are companies, history of such company and names of natural persons in control; (x) Brief description of business strategy. m) Any other material information not involving commercial secrets n) Proposed steps to be taken by the incoming investor/acquirer for achieving the MPS; o) Quarterly disclosure of the status of achieving the MPS; p) The details as to the delisting plans, if any approved in the resolution plan.
17	Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called)	<ul style="list-style-type: none"> a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available; b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.

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Annexure B

EVENTS WHICH NEED TO BE DISCLOSED BASED ON THE APPLICATION OF THE “MATERIALITY CRITERIA”

Sr No.	Events/Information	Details of Events that need to be provided
1	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division	<p>The Company shall notify the stock exchange(s) regarding operations/ commercial the commencement of commercial production in a new unit/location whether in India or outside India.</p> <p>In cases where the Company has made prior intimation of date of commencement of operations, the Company shall be required to disclose details in case of postponement of the date of commencement.</p>
2	Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/ division (entirety or piecemeal)	<p>Arrangements for strategic, technical, or marketing tie-up:</p> <p>a) Agreement / joint venture (JV) with companies:</p> <ol style="list-style-type: none"> i. name of the entity(ies) with whom agreement/ JV is signed; ii. area of agreement/JV; iii. domestic/international; iv. share exchange ratio / JV ratio; v. scope of business operation of agreement / JV; vi. details of consideration paid / received in agreement / JV; vii. significant terms and conditions of agreement / JV in brief; viii. whether the acquisition would fall within related party transactions and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”; ix. size of the entity(ies); x. rationale and benefit expected. <p>b) In the event that any such arrangement is called off for any reason, the same shall be disclosed along with the reasons for calling off the proposal.</p> <p>Adoption of new line(s) of business:</p>

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		<p>a) industry or area to which the new line of business belongs to;</p> <p>b) expected benefits;</p> <p>c) estimated amount to be invested.</p> <p>Closure of operations of any unit/division - (entirety or piecemeal):</p> <p>a) date of such binding agreement, if any, entered for sale of such unit/division, if any;</p> <p>b) amount & percentage of turnover or revenue or income and net worth of the Company contributed by such unit or division during the last financial year;</p> <p>c) date of closure or estimated time of closure;</p> <p>d) reasons for closure.</p>
3	Capacity addition or product launch	<p>Capacity addition:</p> <p>a) existing capacity;</p> <p>b) existing capacity utilization;</p> <p>c) proposed capacity addition;</p> <p>d) period within which the proposed capacity is to be added;</p> <p>e) investment required;</p> <p>f) mode of financing;</p> <p>g) rationale.</p> <p>Product launch:</p> <p>a) name of the product;</p> <p>b) date of launch;</p> <p>c) category of the product;</p> <p>d) whether caters to domestic/ international market;</p> <p>e) name of the countries in which the product is launched (in case of international).</p>
4	Awarding, bagging/ receiving, amendment or termination of awarded /bagged orders /contracts not in the normal course of business	<p>Awarding of order(s)/contract(s)</p> <p>Only important terms and conditions which may be as under needs to be disclosed:</p> <p>a) name of the entity to which order(s)/contract(s) is awarded;</p> <p>b) whether order(s) / contract(s) is awarded to domestic/ international entity</p> <p>c) significant terms and conditions of order(s) /contract(s) awarded, in brief;</p> <p>d) time period, if any, associated with the order(s) /contract(s);</p> <p>e) broad commercial consideration or size of the order(s)/ contract(s);</p>

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		<p>f) whether the promoter/ promoter group/group companies have any interest in that entity to whom the order(s)/contract(s) is awarded? If Yes, nature of interest and details thereof;</p> <p>g) whether the same would fall within related party transactions? If yes, whether the same is done at “arm’s length”.</p> <p>Bagging/Receiving of orders/contracts:</p> <p>Only important terms and conditions which may be as under needs to be disclosed subject to the restrictive covenants in the Agreements with the Customers:</p> <p>a) name of the entity awarding the order(s) /contract(s);</p> <p>b) significant terms and conditions of order(s) /contract(s) awarded in brief;</p> <p>c) whether order(s) / contract(s) have been awarded by domestic/ international entity;</p> <p>d) nature of order(s) / contract(s);</p> <p>e) whether domestic or international;</p> <p>f) time period by which the order(s)/contract(s) is to be executed;</p> <p>g) broad consideration or size of the order(s) / contract(s);</p> <p>h) whether the promoter/ promoter group / group companies have any interest in the entity that awarded the order(s)/ contract(s)? If yes, nature of interest and details thereof;</p> <p>i) whether the order(s)/contract(s) would fall within related party transactions? If yes, whether the same is done at “arm’s length”.</p> <p>Amendment or termination of orders/contracts:</p> <p>a) name of parties to the order(s)/contract(s);</p> <p>b) nature of the order(s)/contract(s);</p> <p>c) date of execution of the order(s)/contract(s)</p> <p>d) details of amendment or reasons for terminations and impact thereof (to the extent possible);</p>
5	<p>Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof</p>	<p>Only important terms and conditions which may be as under needs to be disclosed:</p> <p>a) name(s) of parties with whom the agreement is entered;</p> <p>b) purpose of entering into the agreement;</p> <p>c) size of agreement;</p> <p>d) shareholding, if any, in the entity with whom the agreement is executed;</p> <p>e) significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;</p>

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		<ul style="list-style-type: none"> f) whether the said parties are related to promoter / promoter group/ group companies in any manner. If yes, nature of relationship; g) whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”; h) in case of issuance of shares to the parties, details of issue price, class of shares issued; i) in case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan; j) any other disclosures related to such agreements, viz., details of nominee on the board of directors of the Company, potential conflict of interest arising out of such agreements, etc; k) in case of termination or amendment of agreement, Company shall disclose additional details to the stock exchange(s): <ul style="list-style-type: none"> i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details of amendment and impact thereof or reasons of termination and impact thereof.
6	Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.	<p>At the time of occurrence:</p> <ul style="list-style-type: none"> a) expected quantum of loss/damage caused; b) whether loss/damage covered by insurance or not including amount; c) estimated impact on the production/operations in case of strikes/lock outs; d) factory/unit where the strike/lock out takes place including reasons for such strike. <p>Regularly, till complete normalcy is restored:</p> <ul style="list-style-type: none"> a) insurance amount claimed and realized by the Company for the loss/damage; b) the actual amount of damage caused due to the natural calamity or other force majeure events; c) details of steps taken to restore normalcy and the impact of the natural calamity/other force majeure events on production or service, financials of the entity.
7	Effect(s) arising out of change in the regulatory framework applicable to the Company	-

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8	Litigation(s) / dispute(s) / regulatory action(s) with impact	<p>The Company shall notify the stock exchange(s) upon it or its key management personnel or its promoter or ultimate person in control becoming party to any litigation, assessment, adjudication, arbitration or dispute in conciliation proceedings or upon institution of any litigation, assessment, adjudication, arbitration or dispute including any ad-interim or interim orders passed against or in favour of the Company, the outcome of which can reasonably be expected to have an impact.</p> <p>At the time of becoming the party:</p> <ul style="list-style-type: none"> a) brief details of litigation viz. name(s) of the opposing party, court/tribunal/agency where litigation is filed, brief details of dispute/litigation; b) expected financial implications, if any, due to compensation, penalty etc; c) quantum of claims, if any; <p>Regularly till the litigation is concluded or dispute is resolved:</p> <ul style="list-style-type: none"> a) the details of any change in the status and / or any development in relation to such proceedings; b) in the case of litigation against key management personnel or its promoter or ultimate person in control, regularly provide details of any change in the status and / or any development in relation to such proceedings; c) in the event of settlement of the proceedings, details of such settlement including - terms of the settlement, compensation/ penalty paid (if any) and impact of such settlement on the financial position of the Company.
9.	Fraud/ defaults, etc. by directors (other than key managerial personnel) or employees of Company	<p>At the time of unearthing of fraud or occurrence of the default/arrest:</p> <ul style="list-style-type: none"> a) nature of fraud/default/arrest; b) estimated impact on the Company; c) time of occurrence; d) person(s) involved; e) estimated amount involved (if any); f) whether such fraud has been reported to appropriate authorities. <p>Subsequently intimate the stock exchange(s) further details regarding the fraud/ default including:</p> <ul style="list-style-type: none"> a) actual amount involved in the fraud /default (if any);

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		<ul style="list-style-type: none"> b) actual impact of such fraud /default on the Company and its financials; c) corrective measures taken by the Company on account of such fraud/default.
10	Options to purchase securities including any ESOP/ESPS Scheme	<p>Options to purchase securities (including any Share Based Employee Benefit (SBEB) Scheme) at the time of instituting the scheme and vesting or exercise of options:</p> <ul style="list-style-type: none"> a) brief details of options granted; b) whether the scheme is in terms of SEBI (SBEB) Regulations, 2014 (if applicable); c) total number of shares covered by these options; d) pricing formula; e) options vested; f) time within which option may be exercised; g) options exercised; h) money realized by exercise of options; i) the total number of shares arising as a result of exercise of option; j) options lapsed; k) variation of terms of options; l) brief details of significant terms; m) subsequent changes or cancellation or exercise of such options; n) diluted earnings per share pursuant to issue of equity shares on exercise of options.
11	Giving of guarantees or indemnity or becoming a surety for any third party	<ul style="list-style-type: none"> a) name of party for which such guarantees or indemnity or surety was given; b) whether the promoter/ promoter group/ group companies have any interest in this transaction? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”; c) brief details of such guarantee or indemnity or becoming a surety viz. brief details of agreement entered (if any) including significant terms and conditions, including amount of guarantee; d) impact of such guarantees or indemnity or surety on the Company.
12	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals	<ul style="list-style-type: none"> a) name of the regulatory or licensing authority; b) brief details of the approval/license obtained/ withdrawn/ surrendered; c) impact/relevance of such approval/license to the Company;

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		<p>d) withdrawal/cancellation or suspension of license/ approval by the regulatory or licensing authority, with reasons for such action, estimated impact (monetary or otherwise) on the Company and penalty, if any;</p> <p>e) period for which such approval/license is/was valid;</p> <p>f) Subsequently, the Company shall inform the stock exchange(s), the actual impact (monetary or otherwise) along with corrective actions taken by the Company pursuant to the withdrawal, cancellation or suspension of the key license/ approval.</p>
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Annexure C

OTHER EVENTS AS SPECIFIED BY SEBI

Sr No.	Events/Information	Details of Events that need to be provided
1	Any other information/event viz. major development that is likely to affect business, e.g., <ul style="list-style-type: none">- Emergence of new technologies- Expiry of patents- Any change of accounting policy that may have a significant impact on the accounts, etc.	Brief details of the event and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

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