

## Proxy Advisory Report (Addendum)

# Cyient DLM Ltd

### ABOUT SES

Stakeholders Empowerment Services (SES) is a Corporate Governance Research and Advisory Firm. SES assists Investors to analyze Governance Practices including matters relating to sustainability, prevalent at Listed Entities and empower Investors to undertake meaningful engagement with Investee Entities.

### SES SERVICES

**E-BRSR Tool:** Online web-based platform to create **BRSR Report** by the Company and generate **XBRL** in seamless, cost and time effective manner

Already subscribed by HUL, Maruti, TVS Motors, Kansai Nerolac, CDSL, Hero, L&T, Wipro, Bharat Forge, Reliance Group and many others. [Read More](#)

**Contact for Demo** – [esgdata@sescorporate.com](mailto:esgdata@sescorporate.com)

#### SES AIMS:

Designed primarily for Institutional Investors to carry out their stewardship activities in an efficient manner.

[Read More](#)

#### Proxy Advisory:

Advises Investors on the matters that require shareholder approval at Listed Entities and identify Governance Issues.

[Read More](#)

#### ESG Scores:

Analyze sustainability initiatives of Companies based on various environmental, social and governance factors.

[Read More](#)

#### Corporate Governance Score (CGS):

CGS model measures the Company's compliance and also evaluates the Governance Practices with respect To Global Benchmarks. [Read More](#)

#### E-Ballot:

A web-based, one-stop vote management system to cater to the requirements of Institutional Investors.

[Read More](#)

### COMPANY INFORMATION

**BSE CODE:** 543933

**NSE SYMBOL:** CYIENTDLM

**ISIN:** INE055S01018

**Industry:** Industrial Products

**Email:** [company.secretary@cyientdml.com](mailto:company.secretary@cyientdml.com)

**Phone:** +91 8214282222 / 4004500

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

### MEETING DETAILS

**Meeting Type:** AGM

**Meeting Date:** 30<sup>th</sup> June, 2026 at 11:00 AM

**Venue / Mode of Meeting:** Video Conferencing (VC) facility or other audio visual means (OAVM)

**Notice Date:** 21<sup>st</sup> April, 2026

**Notice:** [Click here](#)

**Annual Report:** [FY 2025-26](#)

**SES PA Report (Last AGM):** [Report](#)

### E-VOTING DETAILS

**e-Voting Platform:** [KFintech](#)

**Cut-off Date:** 23<sup>rd</sup> June, 2026

**Remote E-voting:**

- **Start:** 26<sup>th</sup> June, 2026
- **Ends:** 29<sup>th</sup> June, 2026

**ADDENDUM REPORT RELEASE DATE:** 26<sup>th</sup> June, 2026

**Research Analyst:** Suleman

**Conflict Disclosure:** SES - No Conflict | Analyst - No Conflict



## ADDENDUM

There is a change in the SES recommendation on Resolution #4 from 'AGAINST' to 'FOR' based on the Company's clarification and additional disclosures. There are no other changes apart from the above.

EXISTING RECOMMENDATION					
S. No	Resolution	Type	SES Observation #	Rec.	Rationale
4	Continuation of directorship of Mr. B.V.R. Mohan Reddy as a Non-Executive Non-Independent Director of the Company post attaining the age of 75 years.	S	LC   GC	AGAINST	<del>Low attendance at board meetings held during FY 2025-26.</del>
REVISED RECOMMENDATIONS					
4	Continuation of directorship of Mr. B.V.R. Mohan Reddy as a Non-Executive Non-Independent Director of the Company post attaining the age of 75 years.	S	LC	FOR	No governance concern identified.

S - Special Resolution; Rec. - Recommendation

# LC - Legally Compliant, NC - Legally Non-Compliant, TC - Disclosures & Transparency Concern, GC - Governance Concern

### BACKGROUND

SES as per its policy, had emailed its PA Report ([weblink](#)) to the Company on 21<sup>st</sup> June, 2026 in respect of ensuing AGM of the Company.

Post release of PA Report, SES received an email from the Company on 25<sup>th</sup> June, 2026. The Company, through the email, provided its view point, which is reproduced at the last in *blue text*.

It may be noted that the email of the Company dated 25<sup>th</sup> June, 2026 (as per SES policy framed to comply with SEBI Circular dated 3<sup>rd</sup> August, 2020 [SEBI/HO/IMD/DF1/CIR/P/2020/147](#)) has already been forwarded to SES clients as it is, without any inputs from SES.

This Addendum provides appropriate responses of SES, wherever required.

### SES COMMENTS TO COMPANY'S RESPONSE

#### *Company's Views:*

*The Board respectfully disagrees with SES recommendation against the continuation of Mr. B.V.R. Mohan Reddy, which is based primarily on his attendance during the most recent financial year.*

*Mr. Reddy is the founder and visionary of the Cyient Group, whose leadership and foresight have been instrumental in shaping the Company's long-term strategy and growth trajectory. His deep industry expertise, global relationships, and promoter perspective continue to provide invaluable strategic guidance at the Board level.*

*While attendance is an important governance parameter, the Board believes that effective directorship should not be assessed solely on quantitative meeting participation. **Mr. Reddy remains actively engaged beyond formal meetings** through strategic consultations, mentoring of senior leadership, and ongoing interaction with management, contributing meaningfully to long-term value creation.*

*The **lower attendance** during the year is attributable to temporary and exceptional circumstances and does not reflect his overall commitment. This is supported by his historically strong participation in prior periods and continued involvement in Board-level matters.*

*Further, as a promoter representative, **Mr. Reddy plays a critical role in ensuring alignment between management and shareholder interests**, while also providing continuity of vision and institutional knowledge. His stature, including being a Padma Shri awardee, enhances the Company's credibility with stakeholders.*

*In view of his visionary leadership, strategic relevance, and enduring contributions, the Board believes that the overall value he brings significantly outweighs the isolated attendance concern. Shareholders are therefore encouraged to vote in favour of the resolution for his continuation as Non-Executive Director.*



**SES Comment:** SES, in its report, has raised governance concern on appointment of Mr. B.V.R. Mohan Reddy on account of Low attendance at Board meetings held during FY 2025-26 and no justification provided by the Company for his leave of absence.

The Company, in its response, has stated that, “... lower attendance during the year is attributable to **temporary and exceptional circumstances** and does not reflect his overall commitment...” Hence the Company has indicated that the low attendance during FY 2025-26 was due to exceptional circumstances. SES opines that ideally, the Company should more details regarding the ‘exceptional circumstances’ which led to the director not appointing the relevant board/ committee meetings.

SES acknowledges that aggregate attendance of last 3 FYs is reasonable, however, for the purpose of analysing the performance of proposed directors, SES as a policy, analyses attendance of latest FY as well as attendance of past 3 FYs.

The Company has further stated that “**Mr. Reddy remains actively engaged beyond formal meetings** through strategic consultations, mentoring of senior leadership, and ongoing interaction with management, *contributing meaningfully to long-term value creation.*”

In the extant case, Mr. B.V.R. Mohan Reddy attended 50% of the Board meetings (3 out of 6) held during FY 2025-26, which is slightly below the SES benchmark of 60% and in its response, the Company has stated that Mr. B.V.R. Mohan Reddy continues to remain actively engaged beyond formal Board meetings through different modes. Hence the concern raised by SES stands adequately addressed.

SES is of the view that the reasons for leave of absence from applicable board/ committee meetings should, ideally, form part of the Notice or the Annual Report, as the same enables the shareholders to make an informed decision making regarding the contributions made by the director(s) proposed to be reappointed.

Further, it may be noted that Proxy advisory companies have their own respective policy guidelines and hence voting recommendation by SES is based on its Policy Guidelines.

In view of additional clarification, SES is revising its recommendation from ‘**AGAINST**’ to ‘**FOR**’ on **resolution #4**.

---

**COMPANY'S EMAIL**

---

\*\*\*,

*With reference to your Proxy Advisory (PA) Report on the Annual Report of the Company. We wish to clarify as below:*

*The Board respectfully disagrees with SES recommendation against the continuation of Mr. B.V.R. Mohan Reddy, which is based primarily on his attendance during the most recent financial year.*

*Mr. Reddy is the founder and visionary of the Cyient Group, whose leadership and foresight have been instrumental in shaping the Company's long-term strategy and growth trajectory. His deep industry expertise, global relationships, and promoter perspective continue to provide invaluable strategic guidance at the Board level.*

*While attendance is an important governance parameter, the Board believes that effective directorship should not be assessed solely on quantitative meeting participation. Mr. Reddy remains actively engaged beyond formal meetings through strategic consultations, mentoring of senior leadership, and ongoing interaction with management, contributing meaningfully to long-term value creation.*

*The lower attendance during the year is attributable to temporary and exceptional circumstances and does not reflect his overall commitment. This is supported by his historically strong participation in prior periods and continued involvement in Board-level matters.*

*Further, as a promoter representative, Mr. Reddy plays a critical role in ensuring alignment between management and shareholder interests, while also providing continuity of vision and institutional knowledge. His stature, including being a Padma Shri awardee, enhances the Company's credibility with stakeholders.*

*In view of his visionary leadership, strategic relevance, and enduring contributions, the Board believes that the overall value he brings significantly outweighs the isolated attendance concern. Shareholders are therefore encouraged to vote in favour of the resolution for his continuation as Non-Executive Director.*

*We have received positive recommendation from IAS. The report is attached for your reference.*

*Request to kindly share the clarification along with the SES recommendation on the resolution.*

\*\*\*\*\*

**Disclaimer  
Sources**

Only publicly available data has been used while making the report. Our data sources include Notice of Shareholders' Meeting, BSE, NSE, SEBI, Capitaline, MCA, Moneycontrol, Businessweek, Reuters, Annual Reports, Sustainability Reports, IPO Documents and Company Website.

**Analyst Certification**

The Analyst(s) involved in development of this Report certify that no part of the Research Analyst's compensation was, is, or will be directly or indirectly related to the specific recommendations or views expressed by the Research Analyst(s) in this Report. The concerned Research Analyst(s) and Director(s) do not have any pecuniary relationship with the Reported Company, except that they may be holding miniscule shares in the Company which does not impact their independence in respect of this Report.

SES may be a shareholder in the Company holding equity shares as disclosed on its [website](#). The objective of SES' investment is solely to obtain Shareholders' communications from the Company as a shareholder.

**CAUTIONARY STATEMENT**

The recommendations made by SES are based on publicly available information and conform to SES's stated Proxy-Advisory Guidelines. SES opinion is based on SES's interpretation of law and governance benchmarks, which may differ from opinion/ benchmarks of other analysts or practitioners. Further, SES analysis is recommendatory in nature and reflects how SES would have voted if it was a shareholder. Therefore, SES expects that the clients will evaluate the effect of their vote on their investments independently and diligently and will vote accordingly. Subscribers may also carry out an impact analysis of their votes and keep the same as an addendum for their records. In our opinion, Institutional investors are positioned significantly differently from other shareholders due to their ability to engage with the board and the management to bring out desired result. As a firm, it is our endeavour to improve the level of corporate governance while not causing any disruption in company's proceedings and therefore we respect the independence of investors to choose alternate methods to achieve similar results.

**Disclaimer**

While SES has made every effort, and has exercised due skill, care and diligence in compiling this report based on publicly available information, it neither guarantees its accuracy, completeness or usefulness, nor assumes any liability whatsoever for any consequence from its use. This report does not have any approval, express or implied, from any authority, nor is it required to have such approval. The users are strongly advised to exercise due diligence while using this report.

This report in no manner constitutes an offer, solicitation or advice to buy or sell securities, nor solicits votes or proxies on behalf of any party. SES, which is a not-for-profit initiative or its staff, has no financial interest in the companies covered in this report except for what is disclosed on its website. The report is released in India and SES has ensured that it is in accordance with Indian laws. Person resident outside India shall ensure that laws in their country are not violated while using this report; SES shall not be responsible for any such violation.

All disputes shall be subject to jurisdiction of High Court of Bombay, Mumbai.

**Concern terminology**

**NC – Compliance Concern:** The Company has not met statutory compliance requirements

**FC – Fairness Concern:** The Company has proposed steps which may lead to undue advantage to a particular class of shareholders and can have adverse impact on non-controlling shareholders including minority shareholders

**GC – Governance Concern:** SES questions the governance practices of the Company. The Company may have complied with the statutory requirements in letter. However, SES finds governance issues as per its standards.

**TC - Disclosures & Transparency Concern:** The Company has not made adequate disclosures necessary for shareholders to make an informed decision. The Company has intentionally or unintentionally kept the shareholders in dark.

**Company Information**

Stakeholders Empowerment Services

SEBI Reg. No. INH000000016

CIN No. -

U74120MH2012NPL232154

This Report or any portion hereof may not be reprinted, sold, reproduced or redistributed without the written consent of Stakeholders Empowerment Services

**Contact Information****Stakeholders Empowerment Services**

109, Shyam Baba House,  
Upper Govind Nagar,  
Malad East,  
Mumbai – 400097  
Tel +91 22 4022 0322

[research@sesgovernance.com](mailto:research@sesgovernance.com)[info@sesgovernance.com](mailto:info@sesgovernance.com)[www.sesgovernance.com](http://www.sesgovernance.com)**Warning**

Investment in securities market are subject to market risks. Read all the related documents carefully before investing.

