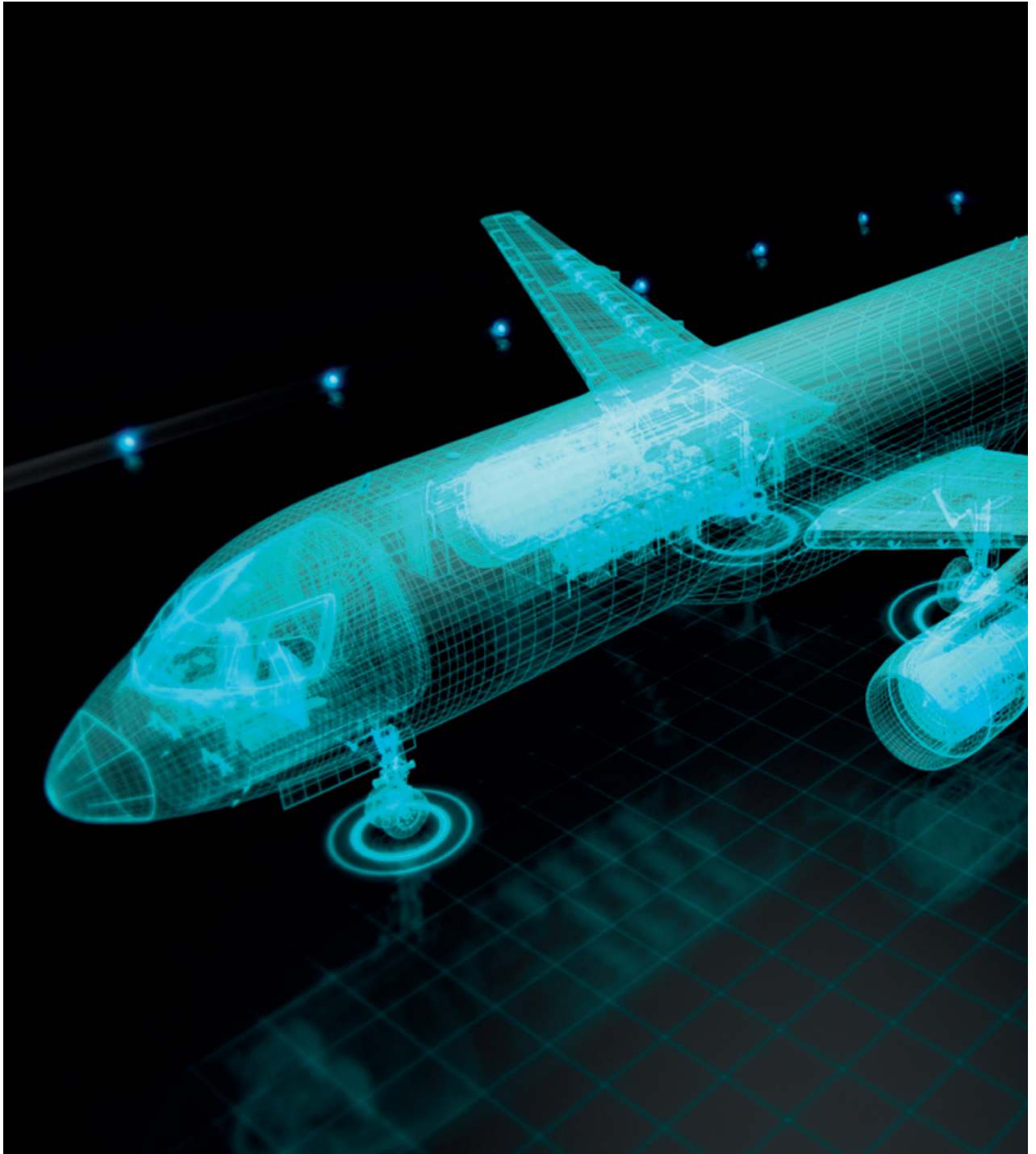




**SUSTAINING RAPID GROWTH.
ENABLING FUTURE SUCCESS.**



OUR OBJECTIVES

To build on our strong heritage of Design Engineering, Networks, Operations and Data, we are basing our growth aspiration for the next five years around our S3 Strategy of offering a robust and evolving mix of Services, Systems, and Solutions to various clients across industries.

We believe that S3 will resonate and deliver value at many levels across our stakeholder community and in the process position and differentiate Cyient as an end-to-end "concept to solution" partner.

Such a strategy is made possible by our new positioning in the market as a company who helps our clients in 'Designing Tomorrow Together'. By reinforcing our longstanding commitment to working closely with them to develop innovative solutions to solve complex problems we will become more profitable and well-positioned for future growth.

Contents

cyient.com

2014-15

Annual Report

Corporate Information	3	Business Responsibility Report	69
Business Highlights	4	Management Discussion & Analysis Report	87
Board of Directors & Senior Leaders	6	Report on Corporate Governance	106
Chairman's Overview	8	Standalone Abridged Financial Statements	129
Managing Director & CEO's Message	11	Consolidated Financial Statements	147
Lead Independent Director's Message	14	Historical Data	199
Overview of Operating Units:		Financial Analysis	200
-Engineering	16	Ratio Analysis	204
-Product Realization	23	Significant Milestones	206
-Data, Networks and Operations	28	Shareholder Handbook	209
Strategy Update	37	Share Price Movements	212
Human Resource Management	40	Route Map to AGM Venue	213
Quality and Innovation	43	Global Presence	214
Corporate Social Responsibility	47	ECS Mandate Slip	217
Notice of Annual General Meeting	52	Attendance Slip	219
Directors' Report	60	Proxy Form	221

CORPORATE INFORMATION

Auditors

Deloitte Haskins & Sells
1-8-384 and 385, 3rd Floor
'Gowra Grand', Sardar Patel Road
Secunderabad – 500 003
Tel: +91 40 40312600

Internal Auditors

Ernst & Young LLP
Oval Office, 18, i Labs Center,
Madhapur, Hyderabad – 500 081
Tel: +91 40 67362000

Tax Advisors

G.P. Associates
Flat No. 603, 6th Floor
'Cyber Heights', Plot No. 13
HUDA Layout, Road No. 2
Banjara Hills
Hyderabad – 500 033
Tel: +91 40 23540822

Registrar & Share Transfer Agents

Karvy Computershare Private Limited
Karvy Selenium, Tower B, Plot No 31&32
Financial District, Gachibowil,
Hyderabad – 500 032
Tel: +91 40 6716 1562

Bankers

The Hongkong and Shanghai Banking Corporation Limited
6-3-1107 & 1108, Raj Bhavan Road
Somajiguda
Hyderabad – 500 082
Tel: +91 40 66162077

Citibank N.A.
'Queens Plaza', 1st Floor
Sardar Patel Road
Secunderabad – 500 003
Tel: +91 40 40005720

Oriental Bank of Commerce
9-1-129/1, 'Oxford Plaza'
Sarojini Devi Road
Secunderabad – 500 003
Tel: +91 40 27704935

Company Secretary & Compliance Officer

Sudheendhra Putty
4th Floor, 'A' Wing, Plot No. 11
Software Units Layout, Infocity
Madhapur, Hyderabad – 500 081
Tel: +91 40 67641322

BUSINESS HIGHLIGHTS

cyient.com

2014-15

Annual Report

- Robust growth across all industry segments and geographies
- Successfully transitioned from Infotech Enterprises to our new brand identity Cyient to effectively articulate our brand promise - 'Designing Tomorrow Together'
- Recognized with 'Excellence in Aerospace Exports' at the SAP Media Aerospace and Defense Awards, 2015
- Received the 'Silver Boeing Performance Excellence Award' for the fifth consecutive year since 2010
- Awarded the 'National Award for Excellence in Corporate Governance, 2014' by the Institute of Company Secretaries of India (ICSI)
- Cyient is now part of the 'Achilles database' as a qualified rail signaling supplier
- Mr. B.V.R. Mohan Reddy, Founder and Executive Chairman of Cyient, was elected as the Chairman of the National Association of Software and Services Companies (NASSCOM) for the year 2015-16
- Rangsons Electronics, a Cyient company, was recognized as the 'Best Electronics Manufacturing Services Company' at IESA Technovation Awards, 2014
- Softential, a Cyient company, was named the winner of the 2015 IBM Beacon Award for IT Service Management Innovation at the IBM Partner World Leadership Conference in Las Vegas

12,929
Associates



26

Engineering

67

Clients Added
During the
Year

41

DNO

68%
2014 - 2015

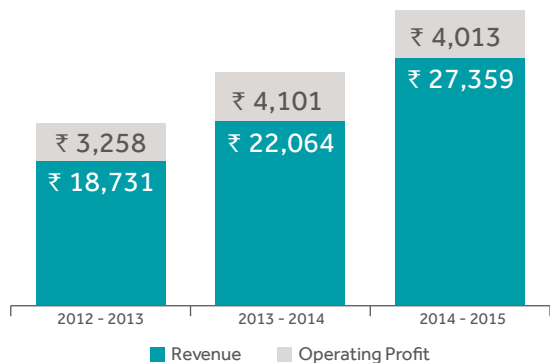
>2 year
Experience

32%
2014 - 2015

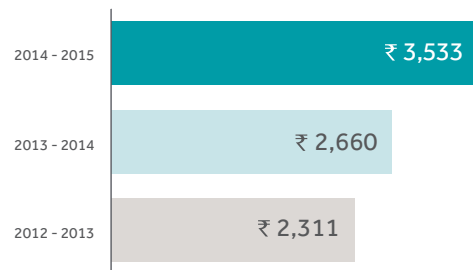
<1 year
Experience

3,877
New Hires

19.7%
Attrition Level



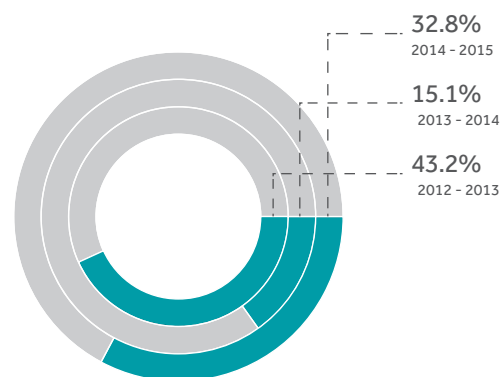
Revenue and Operating Profit (Million)



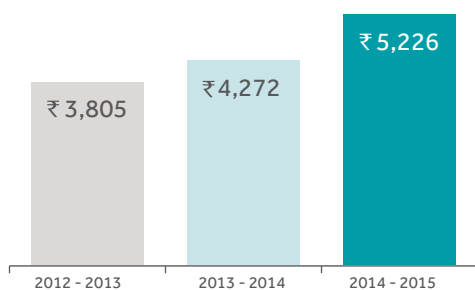
Profit After Tax (Million)

14.7%
2014-2015

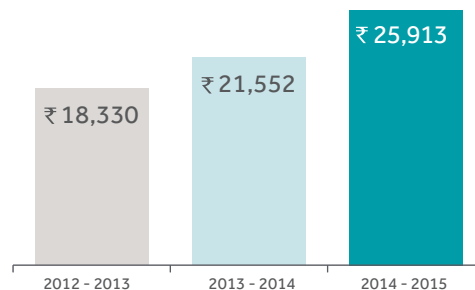
Operating Margin



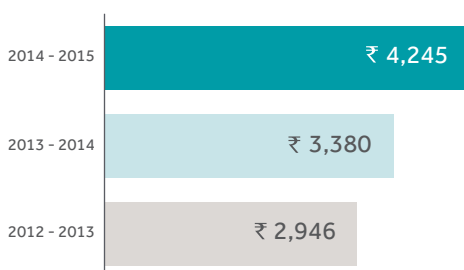
PAT Growth



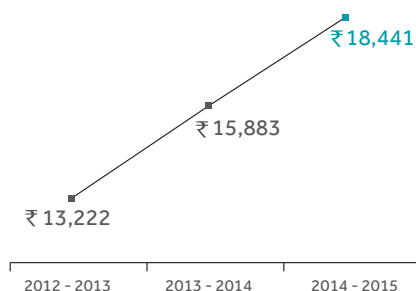
EBITDA (Million)



Exports (Million)



Cash Profit (Million)



Net Worth (Million)

BOARD OF DIRECTORS

cyient.com



B.V.R. MOHAN REDDY
Executive Chairman
1991 | R & I



KRISHNA BODANAPU
Managing Director & CEO
2014 | R & I



M.M. MURUGAPPAN
Independent Director
1997 | A & L



K. RAMACHANDRAN
Independent Director
2009 | A, L, R & I



HARSH MANGLIK
Independent Director
2012 | C & S



SOM MITTAL
Independent Director
2014 | S & A



ANDREA BIERCE
Independent Director
2014 | C & L



JOHN PATERSON
Independent Director
2014 | C & S



ALAIN DE TAEYE
Non-Executive Director
2010 | C & S



THOMAS PRETE
Non-Executive Director
2013 | A & L



SHANKAR NARAYANAN
Non-Executive Director
2013

Legend:

- A : Audit And Risk Management Committee
- C : Customer Engagement Committee
- I : Stakeholder Engagement Committee
- L : Leadership, Nomination And Remuneration Committee
- R : CSR Committee
- S : Strategy Committee

Note: Year indicates the time since when they have been on the board.

Annual Report

SENIOR LEADERS

cyient.com



B. ASHOK REDDY
President, Corporate
Affairs & Infrastructure



AJAY AGGARWAL
Chief Financial Officer



KATIE COOK
Sr. Vice President,
North America Sales



TOM EDWARDS
President, NAM



NJ JOSEPH
Sr. Vice President, Strategy &
Global Business Support



SANJAY KRISHNAA
Sr. Vice President,
APAC



SUNIL KUMAR MAKKENA
Sr. Vice President,
Data Transformation,
Network and Operations



ANAND PARAMESWARAN
Sr. Vice President,
Human Resources &
Business Excellence



JOHN RENARD
President,
EMEA



RAJENDRA VELAGAPUDI
Sr. Vice President,
Engineering



BRIAN WYATT
Sr. Vice President,
Corporate Development

Annual Report

ENVISIONING THE FUTURE

cyient.com



B.V.R. MOHAN REDDY
Executive Chairman

2014-15

Dear Shareholders,

I'd like to take this opportunity to reflect on our key initiatives and achievements over the past year and share my vision for the future.

It was a successful year for the company in a number of areas: we rebranded ourselves, re-organized our business to better align to our strategic initiatives, strengthened the board and our leadership team and re-defined our short and long-term strategy roadmap and concluded three key acquisitions.

Looking back on the successes of the financial year 14-15, I take immense pride in our achievements. Through the rebrand initiative we articulated our new brand promise of "Designing Tomorrow Together". We have also formed an international brand team to ensure that the new brand resonates with every function, geography and stakeholder.

During the financial year, we also reorganized our business from a vertical business unit reporting structure to a function-based reporting structure. The key driver for this was to decentralize decision-making and create a more empowered organization.

During the year, the board of directors were unanimous in appointing Mr. Krishna Bodanapu as CEO and Managing Director of Cyient. Krishna has been associated with Cyient since 2001 and has a strong track record in handling challenging roles and responsibilities within the company. He has worked in multiple geographies including the USA and Europe, in addition to India and has an excellent understanding of the Cyient business and future aspirations. We also have regrouped our operating council with a view to strengthen and accelerate decision-making.

We reconstituted our board during 2014. We appointed two new independent directors to further strengthen our diverse board, strengthen

Annual Report

corporate governance and reflect the global spirit and ambitions of the company. The new directors are Andrea Bierce, Managing Director of Gupton Marrs International and John Paterson, the recently retired President of Marine and Industrial Power Systems at Rolls-Royce Plc. Now the board has 11 members, of whom four are foreign directors, and seven are Indian directors. The board has six independent directors. This composition includes a judicious mix of business leaders, industry veterans, thought leaders and investors. As a reflection of this new alignment, we won the 'National Award for Excellence in Corporate Governance' for 2014 by the Institute of Company Secretaries of India (ICSI).

Our growth aspiration over the next five years is defined and articulated by our S3 Strategy—Services, Systems, Solutions—which builds on our strong heritage around design engineering, networks, operations and data. By leveraging our domain knowledge, core competencies and global execution skills, our value proposition is fulfilling client needs across the S3 continuum.

Design-Build-Maintain and Plan-Build-Operate are examples of executing our S3 strategy across our focus industries. At Cyient, we have the ability to design systems, enable product realization and provide aftermarket support. We can also plan and design networks, build operational support systems and manage network operations.

A number of actions from our strategic plan are being executed, and our recent acquisitions are part of the plan. We concluded three acquisitions in the last year: Softential for service management and assurance solutions, Invati Insights for data science and analytics, and Rangsons Electronics for electronics system design and manufacturing, and precision

machining. We are already in the process of integrating these acquisitions to leverage the newly added capabilities.

Let me now share some thoughts on the future. Cyient has been an acknowledged global leader in design engineering, networks, and data. With newly added capabilities in product realization and data analytics, your company is well-positioned to provide leading-edge transformative and innovative solutions to the business challenges of its clients.

For the engineering business, the increasingly global nature of business is resulting in rising competition, market expansion, and a shorter technology adoption cycle. This trend is forcing OEMs to capitalize on opportunities and overcome challenges by adopting robust product engineering for new product development, localization, and enhancement.

Similarly, our Data, Networks & Operations (DNO) business has been witnessing new technology trends that are reshaping this industry and will create numerous opportunities. The convergence of voice, video and data networks, the rise of the digital consumer, and growing shifts towards smart grids are some of the factors reshaping the network service provider landscape.

While we are very passionately pursuing our growth, we are also watching the industry trends to identify any opportunities or challenges for our business. During last few years, there have been a number of disruptive technologies identified in our industry: 3D printing, Big Data, Internet of Things, Machine to Machine communications, Industry 4.0, etc. These technologies have high potential to change the future and will create

enormous opportunities for technology firms to play a bigger role in transforming the industry.

We have been closely watching these technologies and have started investing in new areas that will drive innovation and growth in the coming years. As part of this, we inaugurated a state-of-the-art 'Experience Centre' in Hyderabad, India which gives our engineers, clients and prospects the ability to see, touch and learn about products and components that we design. The Experience Centre focuses on 'Innovation @ Cyient' which helps us explore experiment and improve designs by prototyping. Prototyping of parts with advanced Computer Numerical Control (CNC) machines, 3D printers and table-top machines capable of producing plastic and metal components ensures a seamless transition from Computer Aided Design (CAD) to the physical outcome.

A number of industrial products and electronics devices across multiple industries have been installed at this experience center that also includes a PW4090 aircraft engine provided by Pratt & Whitney.

During the year, there were several changes that happened in Indian central and state government. The new central government in Delhi has better engagement with industry. There are multiple initiatives that have been launched by the government, and we have identified several opportunities for Cyient including: Make in India, Defence Procurement Policy, Digital India and Smart Cities. We

are at a very interesting juncture, where we have emerging opportunities created by new technologies, government's willingness to leverage the latest technology in implementing these initiatives and our preparedness for both. All these, I believe, will help accelerate our growth in the coming years.

We continue to give back to the society through our CSR activity. At Cyient, we have been actively working on various social challenges for many years. Our key focus areas are—support to education through our "Support a School" initiative at 13 government schools; social innovation aligned to business needs at LV Prasad Eye Institute where we are supporting innovation related to affordable eye care; skill development by making 3000+ fresh engineers more employable at 19 tier two engineering colleges and the digital empowerment of neighborhoods through the National Digital Literacy Mission centres.

There are many more activities and achievements during the financial year which are covered in next few sections of this report.

I would like to thank you for your trust and support in FY15, and I look forward to the same for many more years to come.

Warm Regards,

B.V.R. Mohan Reddy

Founder & Executive Chairman

CREATING SHARED VALUE

cyient.com



KRISHNA BODANAPU
Managing Director & CEO

2014-15

Dear Shareholders,

It gives me immense pleasure to write to you for the first time as the Chief Executive Officer of your company.

Over nearly two and half decades, our organization and its environment have both changed quite significantly. But our guiding philosophy and conduct have never wavered in two important respects—commitment to our values of Fairness, Integrity, Respect, Sincerity and Transparency defined as Values FIRST; and our focus on creating value for all stakeholders—clients, associates, shareholders and society. As we enter into the 25th year of operations, I will continue fostering these commitments as well as building upon new ones to address changing market needs.

I would first like to comment on the financials for the past year. For the fiscal year ended March 31, 2015 (FY 15), the consolidated revenue was

₹ 27,360 Mn, which is an increase of 24% from the previous year. In US dollars, our revenue was \$446.9 Mn, which is an increase of 23% over the last financial year. Despite significant cross-currency movements during the year, our revenues in constant currency increased by 24.3% year on year. It is very satisfying to see growth across all industry segments and geographies. North America led growth at 31% followed by EMEA and APAC. We believe that the alignment of sales by geography and investments in sales and marketing are yielding anticipated results.

While we delivered industry-leading revenue growth, our operating margin has come down to 14.7% compared to 18.6% last year. Currency fluctuations, increased onsite demand, and reduced utilization all contributed to lower margins. While operating profit at ₹ 4,013 Mn was down 2.1% year on year, net profit grew 32.8% year on year to ₹ 3,533 Mn. Consequently, our Earnings per Share (EPS) also grew 32% to ₹ 31.5.

Annual Report

A strong focus on collections and optimizing capital expenditure allowed your company to improve its cash position. Free cash flow increased by 35.8% to ₹ 2,968 Mn. After accounting for long-term investments including the three acquisitions completed last year, available cash stands at ₹ 6,565 Mn.

With a commitment to increase shareholder returns, Cyient declared an interim dividend of ₹ 3 per share. Upon approval of final dividend at the upcoming annual general meeting, the company paid a total dividend of ₹ 8 per share (160% of face value). This represents 30% payout of net profit to shareholders of the company compared to 25% last year.

To support strategy execution and long-term growth plans, we have continued to make significant investments in technical and functional training and leadership development programs across functions and geographies. To deliver on our goals, we will need a number of new leaders to emerge from within the organization, and we are therefore focused on identifying high-potential individuals and providing them with the right guidance and training to help take Cyient forward. Building a proactive leadership pipeline is a key focus area for the organization in the coming years.

Last year Cyient also completed a comprehensive, organization-wide strategy development exercise that has helped us articulate a differentiated value proposition and create a platform for accelerated growth. The S3 strategy of Services, Systems and Solutions supports our transition from pure services play to becoming a “concept-to-solution” partner. For instance, in the engineering and manufacturing space, S3 helps address and capture more of the client’s value chain—from product ideation and

design engineering, through product realization to aftermarket services. I believe the S3 strategy will result in transformational growth for us over the next 3 to 5 years.

Our three acquisitions last year are positive examples of the S3 strategy in action: Softential’s service management/assurance expertise repositions Cyient as a “Network Design to Operate” partner for the communications industry; Rangsons Electronics expands our value proposition as a “design to manufacturing” partner around complex, high-value electronics; Cyient Insights combines engineering, networks and operations expertise with data science capabilities to offer new solutions in the evolving space of Data Analytics and the Industrial Internet of Things.

One year has passed since we officially adopted our new name, Cyient, and the brand promise of Designing Tomorrow Together. During this period, we worked diligently to help all our stakeholders understand and identify with the brand. Your company invested significantly in building visibility and brand awareness at a global level and will continue to do so in the current financial year. The feedback from our market and associates has been very positive, and I believe the Cyient brand positions us even better to execute our S3 strategy and drive our growth in the years to come.

Cyient’s industry leadership, brand and ability to deliver stakeholder value were reflected in various awards and recognitions during the year. We continued to be rated in the leadership zone for aerospace, transport, construction, heavy machinery and energy segments by Zinnov in their 2014 GSPR ratings. Your company won “Excellence in Aerospace Exports” at the SAP Media Aerospace and Defense Awards at Aero

India 2015. We were awarded the 'National Award for Excellence in Corporate Governance' for 2014 by the Institute of Company Secretaries of India (ICSI). We also received the Golden Award for 'Innovation in Employee Retention Strategies' by Greentech Foundation. Additionally, we have numerous awards from clients on diverse aspects like technology innovation, process innovation, delivery performance, etc.

At Cyient, we focus on continuously improving stakeholder value and conduct annual third-party audits to measure engagement and satisfaction levels with our clients, associates, and investors. Last year's audit results show that:

- The client satisfaction index has remained constant at 47%, and is in-line with industry peers. Increasing client expectations are continuously pushing us to think beyond scale and cost arbitrage towards solutions and outcome-based engagement models that are reflected in the S3 strategy.
- The associate engagement index was lower at 55%. While still within the average range of peer group, your company is designing and executing a number of associate focused programs to develop into a best-in-class organization.
- Investor satisfaction index increased to 5.32 on a seven-point scale, with improved scores across all parameters, reflecting greater confidence in your company's strategy, performance, and management team.

Your company is putting great emphasis on operational efficiencies, enhancing the quality of revenue and controlling discretionary spend to improve profitability. Our robust pipeline and the synergies we are leveraging from our acquisitions give me great confidence about our growth prospects over the coming quarters.

Looking beyond FY16, the management team has set an aspiration of significant acceleration in growth for the company. I believe it is achievable, and the keys to success will be:

- Delivering on our commitments to all stakeholders gives us the right to win; this is the reason for our existence
- Executing actions from the strategy exercise allows us to proactively and pragmatically grow our business; this is our plan to win
- Our commitment, consistency and collaboration with each other will determine our success; this is our attitude to win

Over the last 24 years, all our stakeholders have immensely benefitted from the extraordinary vision and exceptional execution of our founding Managing Director and CEO Mr. B.V.R. Mohan Reddy. He built a company that is a benchmark for performance, transparency and governance. The trust our shareholders had placed in him and the company enabled him to grow the business in a profitable, sustainable and de-risked manner and deliver extraordinary results to clients, associates and back to shareholders. While we continue to benefit from his guidance and strategic insights as Executive Chairman, it is also a matter of great pride for the organization that Mr. Reddy is now elected as the Chairman of the National Association of Software Services Companies (NASSCOM).

My management team and I look forward to your continued support and trust as we embark on an accelerated growth journey. We are excited about the future and grateful to have you onboard as we realize our long-term ambition and deliver on our brand promise of Designing Tomorrow Together.

Krishna Bodanapu
Managing Director & CEO

REFLECTIONS OF LEAD INDEPENDENT DIRECTOR

cyient.com



M.M. MURUGAPPAN
Independent Director

Dear Shareholders,

Over the last decade, the company has renewed and transformed itself into seeking greater engagement with its clients and also harnessing new opportunities. Consequently, the board has also gone through an evolution, always seeking to understand business trends across the world in the various sectors Cyient operates in and providing the requisite support to the Chairman, Managing Director & CEO, and the senior leadership team.

The Chairman, Mr. B.V.R. Mohan Reddy has been very open to encourage free and frank discussions amongst board members and has always valued continuous dialogue with the leadership team as well. This enables independent directors to engage in conversations during and outside of board meetings. Such advice is taken seriously and in the right spirit.

This positive and conducive environment has enabled the independent directors to engage in open conversations, both collectively and

individually and provide a constructive feedback to the Chairman. The independent directors of the company meet 'in camera' formally at least twice a year to review the effectiveness in addressing key issues that are of strategic importance to Cyient. The Chairman, Managing Director & CEO, the CFO, and the leadership team promptly, congenially and effectively address issues raised at the board and also outside of formal meetings.

All board committees are headed by independent directors. The committees have comprehensive charters that were reviewed and updated during the year. Board committees report periodically to the board. The committees' views on business strategy, financial reporting, leadership development, ethics and governance constitute an important aid to the board process. The board takes full responsibility for the work of its committees and their recommendations.

M .M. Murugappan
Independent Director

2014-15

Annual Report



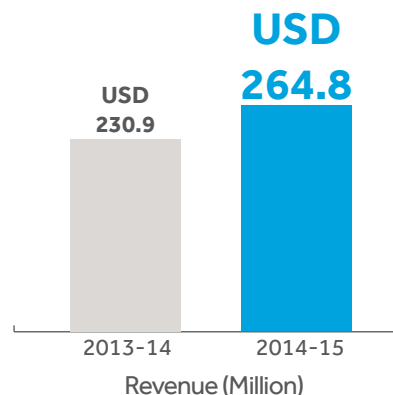
A panoramic view of the PW4090 aircraft engine, installed at the Experience Center in Hyderabad

ENGINEERING

Performance Highlights

Our Engineering Operations Unit (OU) achieved USD 264.8 Mn in revenues, a 14.7 percent growth over the last year. We faced significant challenges in achieving our gross margin target. This was due to lower resource utilization rates, changes in client businesses, completion of major engineering programs, and the onsite-offshore mix of 60 percent and 40 percent respectively. Despite these challenges, 2015 was an eventful year comprising many milestones and recognitions. Given below are some key highlights:

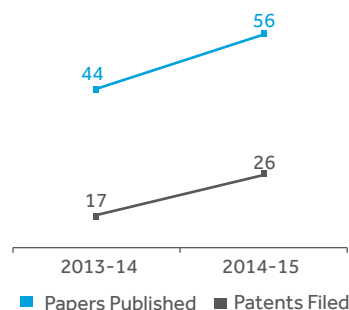
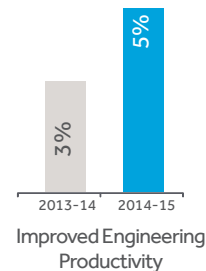
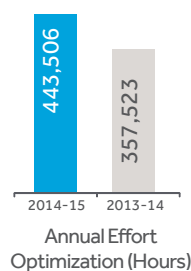
- We acquired multi-million dollar contracts from aerospace and defense as well as semiconductor clients. Furthermore, we added 26 new clients during the year and maintained our client satisfaction index scores.
- We received client recognition for our innovation, continuous improvement, and outstanding value creation. Some of these awards include:
 - Supplier Innovation Award from Pratt & Whitney America
 - Strategic Partner Award for emerging markets from Rio Tinto
 - Alstom's Best Supplier Award
 - Silver Boeing Performance Excellence Award from Boeing for the fifth consecutive year
 - Excellence in Aerospace Exports Award from SAP Media Aerospace and Defense, a leading industry magazine
- In its annual engineering services industry survey, Zinnov Consulting recognized us as a 'Leader in Global Engineering and R&D Services' in aerospace and defense, transportation, heavy engineering, and energy segments.



127k
Savings in
Hours



6372k
Innovation
Led Savings
in Dollars



- We inaugurated the 15,000 sq. ft. Experience Center in Manikonda, Hyderabad, which houses the 112" fan PW4090 engine.
- Our innovation labs are getting ready to adopt the latest CAD/CAE software and new technologies to deliver higher value, system level engineering to our clients.

Globalization has increased competition, opened up new markets, and shortened the technology adoption cycle. Consequently, product engineering plays a crucial role in new product development, enhancement and localization.

With over two decades of experience and 60 co-developed patents, we deliver comprehensive product engineering solutions, from concept to prototype development. We also offer client service engineering solutions that enhance aftermarket revenue. These solutions include product health monitoring, reliability engineering, technical publications, obsolescence management, and sustenance engineering.

Our team acts as the extended engineering arm of our clients by leveraging our robust engineering and partner ecosystem, functional expertise, and streamlined processes. At Cyient, our goal is to deliver reliable and innovative products and services that help clients achieve competitive advantage.

Our Unique Value Proposition: Multi-discipline Engineering

Our global collaborative engineering model integrates multi-disciplinary engineering in industrial design, mechanical, electrical, embedded software and electronics, as well as instrumentation and software engineering. In addition, through our technology roadmap we help companies adapt the latest technologies

for its products. Our S3 strategy for engineering services is built around the following three key components:

- **Services:** Discrete technical engineering services
- **Systems and sub-systems:** Integrated multi-disciplinary capabilities across mechanical engineering, embedded software, and electronics for designing, prototyping, testing and certifying sub-systems
- **Solutions:** System-level engineering with manufacturing and aftermarket support, as well as end-to-end process management delivers complete solutions

At Cyient, we provide both discrete technical services and integrated system-level engineering. We also design and manage the complete product development lifecycle of our clients' sub-systems. Our integrated engineering combined with a deep understanding of our clients' products and technology trends, drives unparalleled value creation.

The Cyient Engineering Advantage

- Pure-play engineering services provider with 23 years of domain expertise across industries
- End-to-end solutions that cover product, process, manufacturing engineering and product realization (electronics and mechatronics, mechanical systems, quality, and compliance)
- Focus on building long-term relationships – the average engagement period with our top 10 clients stands at 9.5 years
- The only Indian company to have DOE and DAE approvals for import/export of nuclear technology from the U.S.
- Strong and sustained innovation-driven culture emphasizing IP creation, productivity enhancement, and cost savings

- Solution delivery through innovative business models integrated tightly with clients' needs
- Greater engagement flexibility with varied business models such as fixed price, co-development, and revenue and risk-sharing
- Unique capability to help clients localize products for Asian markets and reduce product development costs through value engineering

Accelerating Innovation Across Industries

We provide leading engineering solutions for the aerospace and defense, consumer, medical, semiconductor, energy, rail transportation, and heavy engineering industries.

Aerospace and Defense

Globally, aerospace and defense companies require innovative technology to increase efficiency and promote greater agility. We deliver aerospace engineering solutions from concept to qualification with ownership at a system level across engines, structures, avionics, systems, and interiors. We manage aftermarket value streams such as repair and reliability engineering, technical documentation, and performance monitoring.

Our collaborative engineering approach combines domain expertise, process rigor, design automation and program management skills to deliver large system level designs on-time and within budgets. Our engineers have co-created over 40 patentable design solutions and have been able to improve engineering productivity by 3-5 percent annually.

Rail Transport

We provide engineering solutions for more than a decade across various areas of rail transportation such as rolling stock, signaling

and telecommunication, electrification, and software and electronics. We work with seven of the top ten global rail OEMs and have delivered over 200 major global projects across areas such as rolling stock and signaling for various metros, high-speed trains, light rail, freight, and locomotive programs. By leveraging over 9.5 Mn hours of end-to-end rail engineering expertise, our holistic solutions have helped clients achieve millions of dollars in savings and win major bids globally.

Qualified with IRSE and ARTC accreditation, our engineers are capable of working with the most advanced signaling systems in the world. We were also recognized by the Transport for London as a highly commendable supplier in rail.

Energy and Natural Resources

At Cyient, we focus on three key segments – power, oil and gas and mining in the energy and natural resources industry. We have a strong presence in nuclear power plant engineering, covering the entire life cycle from licensing support to nuclear waste treatment. Our team has strong experience in Greenfield plant engineering. In the oil and gas domain, we work with various stakeholders including equipment majors, rig operators, and EPCs, to address the latest industry trends such as enhanced oil recovery and solid to liquid fuel conversion plants. We improve equipment productivity and reduce the cost of mining operations in the mining industry, and work with EPCs on greenfield and brownfield projects for upgrading and building mining plants.

Heavy Engineering

This industry comprises off-highway (construction, farm and forestry, as well as mining and material handling equipment) and industrial products. We design end-to-end

comprehensive engineering processes that build greater efficiency across the complete product development life cycle. We help our clients localize their products to suit emerging market needs at lower product costs. By leveraging our competencies and experience, we have delivered over 25 product development programs for several of the world's top OEMs. We have also contributed significantly to developing products that are now ranked in the 'top 100 construction and material handling equipment' list. Moreover, our portfolio includes over 15 engine integration programs designed to comply with Tier IV emission norms.

Semiconductor

At Cyient, we develop intellectual property (IP) for clients by leveraging strong capabilities in the niche areas of physical design, custom layout, and mixed analog/digital verification. We also support application-specific system development in 'full-chip silicon' design, verification, and implementation across industries. In addition, we design first-pass silicon success in all areas of system-on-chip (SOC) using 14 nanometers (nm) and 16nm technologies. Our expertise in embedded software and electronics enables us to provide end-to-end solutions across various vertical markets such as automotive, transportation, medical, and Internet of Things (IoT).

Medical Devices

Emerging markets are in urgent need of innovative and affordable medical care. We cater to this demand by supporting the end-to-end development of cutting-edge medical devices for radiology and diagnostics, hospital, surgical, life sciences, cardiology, and orthopedic requirements. Our medical practice also delivers engineering solutions for implants and instruments for the spine and trauma orthopedic

market, as well as system-level value engineering for large medical instruments. Our tailored solutions and rapid time to market (25 percent faster than the industry standard), enable a quicker return on investment (ROI).

Consumer

We engineer home and kitchen appliances by applying advanced technology to design innovative products at lower costs. By partnering with top consumer appliance and lighting companies, we have launched over fifty innovative new products and eight patents. In addition, we design creative solutions for green manufacturing and energy-efficient products by leveraging our strong technical capabilities.

Responding to Change: Key Challenges and Opportunities

During the initial part of the last financial year, we implemented major organizational changes by integrating the erstwhile aerospace and HTH segments to form the Engineering operating unit. We also created competency delivery units for software and electronics, manufacturing, and the aftermarket segments to increase focus on business growth across the industry segments.

During this financial year, we had to address the diverse macro-economic factors that impacted each industry. In the aerospace and defense industry, most aerospace programs have entered the certification and serial production phase. This caused the engineering volume to drop significantly, thereby impacting resource utilization. There was also an increased focus on cost reduction, product optimization and manufacturing engineering. We also witnessed a strong demand for innovative and technology driven aftermarket solutions.

In the rail transportation sector, there was a delay in the start of major projects, which impacted resource utilization, approval of projects, and availability of project inputs. Technology changes in the rail signaling industry, such as communication-based signaling solutions, required the development of new competencies and processes.

Due to the significant drop in oil prices, most energy companies initiated drastic cuts in their engineering costs and delayed new projects. Energy companies are also increasing their focus on the aftermarket.

The semiconductor industry has been mostly positive during the last financial year. Merger and acquisitions (M&A) within one of our key semiconductor clients resulted in a drastic change in tools, technologies and competencies required to be deployed. Slower decision making during the integration process resulted in lower utilization of onsite resources. However, there has been strong demand from Asian semiconductor clients, requiring significantly short ramp-up for high-level semiconductor resources.

The consumer and medical industry has had a positive outlook with increased focus on localization and value engineering projects. However, high-cost pressures, in addition to the significantly higher engineering capability required to execute the projects impact gross margins.

Beating the Odds: Our Response to Change

The organizational restructuring has helped address several challenges faced during the last financial year by enabling efficient use of

resources. We have increased our focus on product localization, value engineering projects, and manufacturing engineering to address challenges associated with our clients' program life cycle. Some key strategies adopted to respond to the dynamic business environment include:

Outcome based value engineering: During the last financial year, our teams engaged and delivered several outcome-based value engineering solutions to aerospace and defense, medical, consumer, industrial automation, and heavy engineering clients. These solutions helped address their need for localization and low-cost products in emerging markets.

New delivery centers: We opened new delivery centers in Taiwan to address its mature semiconductor market. Our Dallas Engineering Center, in the U.S., received the required IT security clearances and became fully operational to serve leading aerospace and defense clients.

Project management training and certifications: We engaged with clients to capture their short and medium term requirements and conduct training for resources accordingly. We also launched a program/project management skills development programs with a focus on improving gross margins at the project level. Furthermore, we conducted project management professional (PMP) training and certifications for mid-level project managers. Also, we modified the pyramid reporting structure to ensure that a uniform number of associates report to each project manager. These initiatives enabled improved project management and established clear accountability.

Technology roadmap development: We identified new technologies and projects in alignment with clients' specific industry and technology trends with the help of our technology roadmap initiative. This enabled us to strengthen its focus on new technologies such as additive manufacturing, data analytics, and smart tooling. It also resulted in the co-creation of IP, which was recognized and appreciated by our aerospace clients. By combining our domain and data analytics expertise, we delivered successful projects in predictive health monitoring for an off-highway OEM in the U.S. We also delivered aftermarket and diagnostics analytics solutions for an aero engine and aerospace OEM respectively.

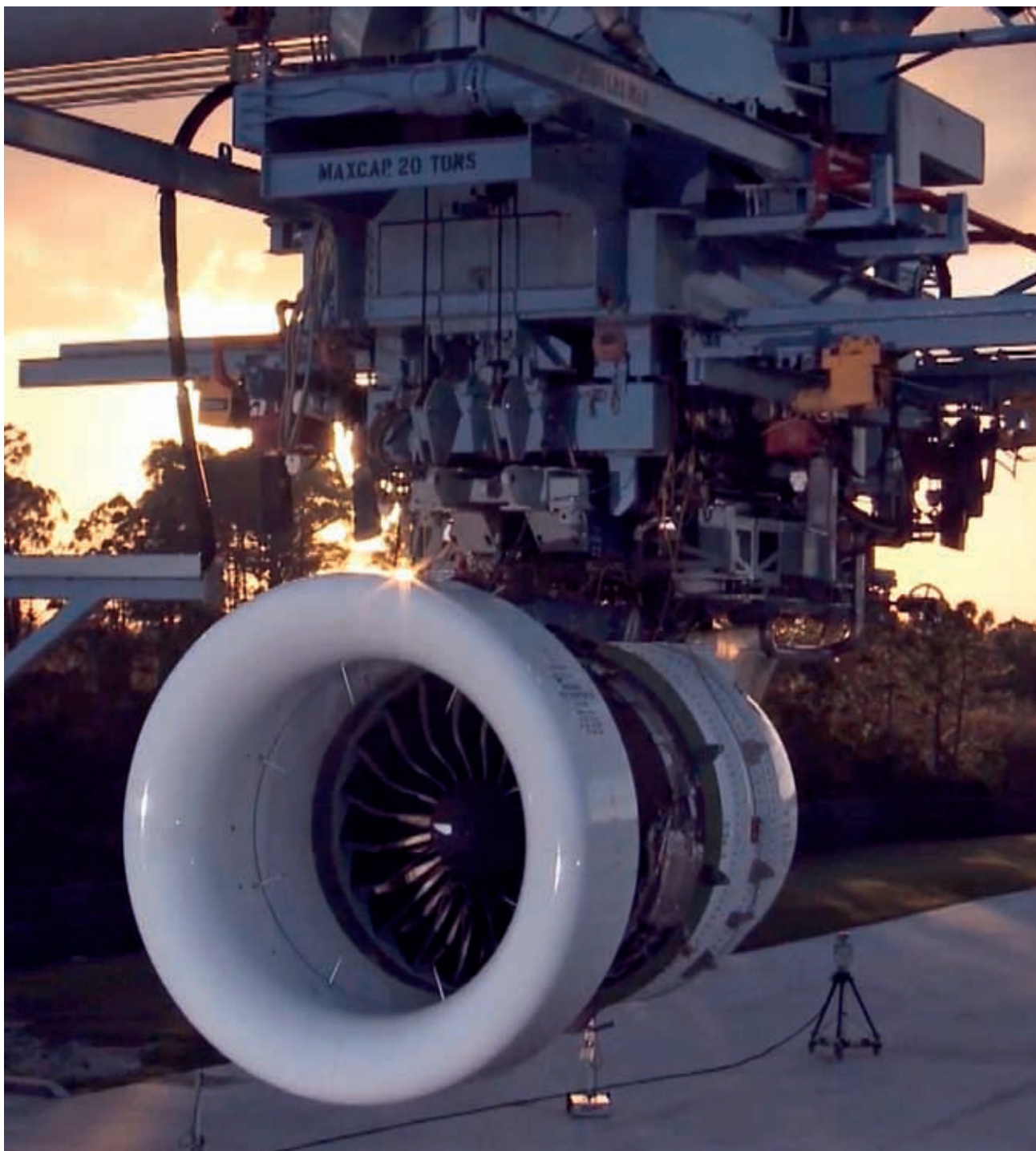
Capability enhancements: We enhanced our engineering capabilities through several strategic acquisitions over the last year. Moreover, we strengthened our test engineering and data analytics capabilities through the acquisition of Invati Insights, and improved product realization and electronics manufacturing capabilities through the acquisition of Rangsons Electronics. Also, we enhanced our service assurance/management capabilities by acquiring Softential.

Looking Ahead: Strategies for Long-Term Success

Client expectations are rapidly changing. Demand for high-quality low-cost engineering is morphing into demand for IP or co-innovation based system level engineering using new business models. Our integrated services, systems, and solutions (S3) strategy is in alignment with this changing client expectation and allows us to move up the value chain. Additionally, we are committed to developing competencies in new technologies and applying them to the development of next-generation products.

We will focus on increasing revenue from system and solutions level engineering projects/programs during FY16. To achieve this objective, we plan to focus on the following key areas:

- **Competency development framework:** High value, system-level engineering requires advanced competencies and more experienced resources. We plan to develop a competency framework that will help assess the current state and deepen technical skills while ensuring career progression for our associates. This will enable our technical team to deliver consistently high-quality deliverables, innovative solutions, patents, and thought leadership.
- **Implementation of the technology roadmap:** Projects and Proof of Concepts (PoC) in new technologies, identified during the last financial, will be implemented in collaboration with our clients. This will help us develop new competencies and adapt to new technologies in alignment with client needs and industry trends.
- **Engineering to manufacturing solutions:** We will leverage our improved electronic manufacturing capabilities to offer integrated system and solution level engineering for our clients. These programs are expected to be large multi-year deals that require a higher level of engagement with our existing top 20 clients.
- **Leveraging data analytics:** The initial data analytics projects undertaken with a focus on enhancing our current aftermarket and manufacturing capabilities are expected to result in larger programs.



QUIETER ENGINES FOR CALMER JOURNEYS

This video highlights our contribution to the game-changing PurePower PW 1000G Geared Turbofan Engine. Watch this video today to understand our partnership with Pratt & Whitney and how we help them in their goal to improve fuel burn, cut carbon emissions and design quieter engines.

Visit j.mp/next-gen-engine
or scan the QR code to watch this video.



PRODUCT REALIZATION

Business Performance Highlights

Our Product Realization business achieved USD9.2 Mn in revenues, as against the targeted USD 2 Mn. In fiscal 2015, the unit was still in its development phase, hence the revenue realization was lower than the set target. Costs and margins were competitive and in line with company objectives. In sync with the defined objective of leveraging client relationships to build our business, we were able to acquire a few clients in the segment. We enabled product realization for them, thereby building a platform for sustained business in the future. A significant highlight of the year was the acquisition of Rangsons Electronics along with its subsidiary, Techno Tools. Some of the other highlights include:

- Developing a vending machine from the conceptual stage for a global FMCG company
- Designing and developing a home health care device for India's leading hospital chain
- Successfully progressing towards building a world class product realization lab
- Participation in major conferences and events such as Boeing Summit and DefTech2014
- Conducting tear down analysis and a cost reduction program for an industrial printer
- Collaborating with renowned global players for certification/qualification
- Building our core product realization team
- Creating joint value proposition - design led product realization

- Partnering with Deakin University to work in the area of advanced technologies of "Additive Manufacturing" and study of complex advanced composites
- Building partnerships with strategic partners for EMI/EMC and other testing services
- Partnering with IIT Hyderabad to develop the potential for futuristic technologies
- Developing traction for 'design to product' proposition - some of our major aerospace clients visited Rangsons for design-led production partnership exploration
- Generating traction for special purpose machinery – mechatronics systems



Rangsons Electronics, a Cyient company, was recognized as the 'Best Electronics Manufacturing Services Company'

Driving Sustainable Growth through Product Realization

Our Product Realization unit focuses on building capabilities that support product conceptualization, system engineering, prototyping, testing, certification, and high-value realization for clients and prospects. Identified as a high growth area, product realization will enable us to expand our capabilities and strengthen our partnerships with OEM clients. By leveraging

our award winning design practices, knowledge and expertise, we aim to create significant product realization impact for our clients with our Services, Systems and Solutions (S3) framework.

The unit along with recently acquired Rangsons Electronics will be integrated with our prospective portfolio company - Cyient Systems and Solutions (CSS).

Enabling Innovation and Business Growth

Our vision is to be a leading player in the S3 space and command a major share in the segment (as shown in Fig.1). By 2017, we aim to become a part of the billion dollar elite club of companies. Our System and Solutions business aims to create design led product realization for our clients through sub system partnerships, accelerated product development and product customization for emerging markets. Fig. 2

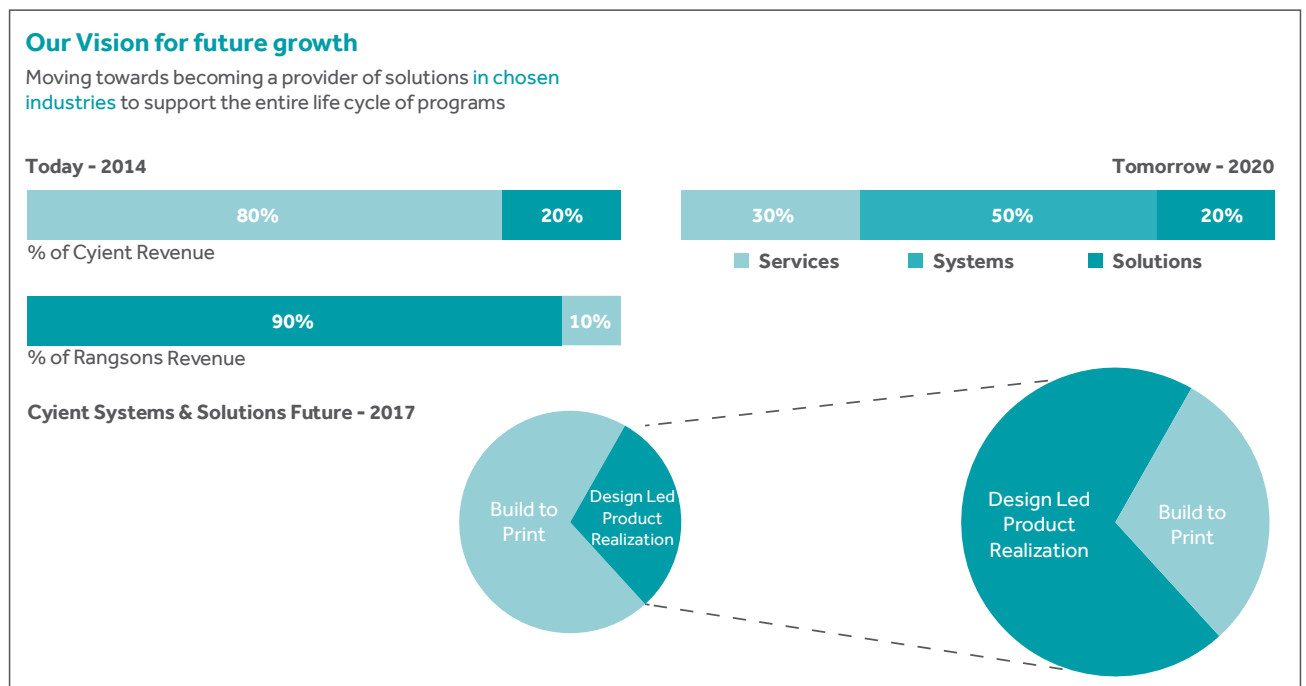


Fig.1: Our vision for future growth

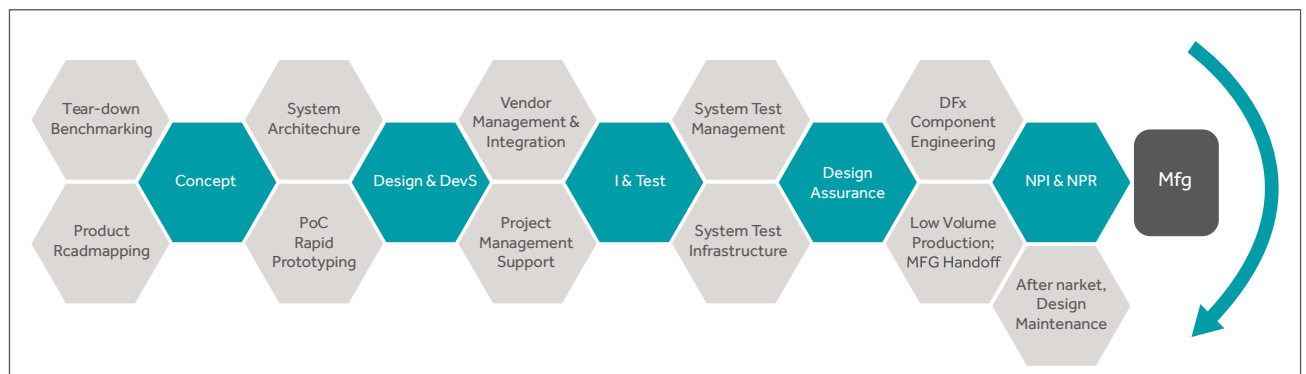


Fig.2: Scope of activities performed by the Product Realization business unit

illustrates the end-to-end activities performed by the Product Realization business unit, from conceptualization and manufacturing to after launch design maintenance.

The goal of the new business model to be followed by CSS is to enhance client revenue, and boost margins and business growth through innovative business solutions. The main focus areas for the business include Aerospace and Defense, Strategic Defense Electronics, Medical, Train and Transportation and Special Purpose Machines.

Key Challenges and Opportunities

The Product Realization business unit was created with a two-fold the aim of growing internally and expanding our reach externally. However, we faced a daunting task of generating awareness of the business benefits of Product Realization. From getting the buy-in of top leadership across different functions to building a strong core business team, we had to implement several awareness creation programs. Interest among our internal and external stakeholders was created by showcasing the benefits through workshops, sessions and collaterals.

Our initiatives created substantial and noticeable impact among our peers, competitors, researchers and analysts with respect to product realization. This led to partnerships with top global companies for few product realization programs spanning concept to prototyping and production. We also entertained numerous client visits which led to the generation of several RFQs/RFIs.

Paving the Road to Success: Overcoming Challenges

A strong leadership team with our CEO at the helm as along with organizational restructuring initiatives helped address several challenges during the 2015 financial year. We engaged the Boston Consulting Group (BCG) to develop our go-to-market (GTM) strategy and conducted several sessions to influence our internal stakeholders. Some of the key strategies adopted include:

Building a core team: A strong and capable business team coupled with inorganic growth helped us expand our product and services capability. We built a core team comprising members with unique capabilities and a passion to grow and nurture the new business unit.

EMS Acquisition: During the last quarter of fiscal 2015, we acquired Rangsons Electronics, one of India's largest EMS companies. The acquisition expanded and strengthened our capabilities in prototyping, testing, sourcing, manufacturing and system integration.

Go-to-market team: Our go-to-market (GTM) teams have been generating awareness about the value proposition of product realization among our existing and prospective clients. Furthermore, to promote the business idea among our stakeholders, we have engaged in various national and international industry level conferences, summits, and forums.

The Road Ahead: Key Strategic Initiatives for Fiscal 2016

FY2014-15 was an eventful and rewarding year that helped shape our system and solutions business. Moving forward, we believe that 2015-

16 will bring forth new opportunities to grow and expand. With Rangsons' capabilities added to our portfolio, we hope to leverage the resulting potential for synergy to further our business objectives. Some of our key initiatives 2016 include:

- A 100 day integration plan is underway and will enable both organizations to seamlessly integrate and align with common business objectives.
- We are augmenting our team's strength to bring in more niche SMEs who will help us grow and build client-specific solutions for our chosen verticals.

- A major awareness program championed by our sales and functional heads is underway within the organization. The programs will help apprise all our sales and delivery associates with CSS' enhanced capabilities. Our main impetus is to bring a joint value proposition to our clients with a winning GTM strategy.

Our Systems and Solutions business unit is poised to bring forth significant future enhancements both in terms of capabilities and capacities across the globe for the company.



3D Printing Facility at Cyient Gachibowli Campus, Hyderabad



BETTER SIGNALING SYSTEMS FOR BETTER RAIL TRAVEL

Watch this video on how Siemens and Cyient worked together to help commuters experience easier travel on the London Underground during the 2012 Olympics and beyond.

Visit j.mp/signaling-systems
or scan the QR code to watch this video.



DATA, NETWORKS AND OPERATIONS

Performance Highlights

Despite a minor setback in our Utilities segment, we witnessed significant growth in revenues and client acquisition across other segments during the year. Here are some of the key highlights:

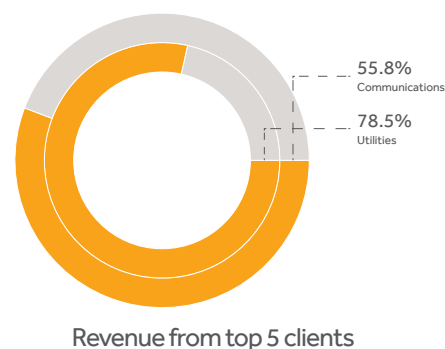
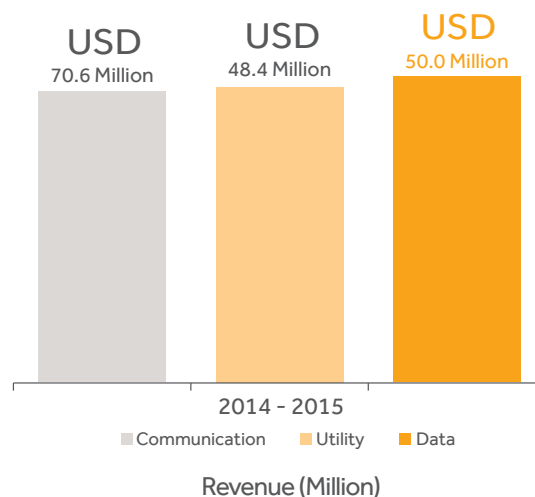
Revenues

Our Utilities business achieved revenues of USD 48.4 Mn, an achievement of 98.6% on budgets, and a year-over-year (YoY) increase of 26.8%. North America contributed to 72% of the overall revenues and achieved 126% of the budgeted revenues. Our margins were impacted due to on-site project ramp-up challenges.

On the other hand, our Communications business achieved revenues of USD 70.6 Mn, an achievement of 94.5% on budgets, and a year-over-year (YoY) increase of 50.9%. North America contributed to 38% of the overall revenues. Our operating margins were stable for most of the year but saw higher traction in the fourth quarter.

Our top five clients contributed to approximately 94.9% of the overall revenues. They accounted for 78.5% of overall revenues for the Utilities unit and approximately 55.8% of the overall revenues for the Communications unit. This fiscal year and beyond we are creating plans to further widen our client base to create a more balanced portfolio.

Our Data Transformation business posted revenue of USD 50.0 Mn, an achievement of 99.6% on budgets, and a YoY increase of 15.7%. Europe, Middle East and Africa (EMEA) contributed to 77% of the overall revenues and 107% on the planned budget. Our operating



No of quality improvements:



312k
Savings in Hours

3583k
Innovation Led Savings in Dollars

margins were very good, driven by high volumes from annuity clients. The group witnessed a strong last quarter with a growth rate of 9%. Furthermore, our data management services enabled 30% cost savings with rapid turnaround of processed data for our clients.

Clients

We acquired 15 new clients in the Utilities unit including key deals in the North American market with an above-average revenue size ranging from USD 75 to 100 Mn. This was an important achievement as the nature of work was new, and the deal was annuity based.

We also acquired 15 new clients in the Communications business unit. The size of the deals in this segment varied between USD 250,000 and USD 3 Mn. We saw increased traction for our new and incubated services on mobile workforce management (MWM), service management, and assurance. Softential's capabilities and Cyient's strong brand presence helped further strengthen our potential. We are optimistic about these two new service lines for the next year as we anticipate large annuity-based business deals.

The Data Transformation group acquired 11 new clients in FY 2014-15 with deal sizes ranging between USD 30,000 and USD 400,000.

Recognition

We were recognized by one of our major mining clients as their 'Strategic Partner' in emerging markets, based on our innovation, continuous improvement and outstanding value creation.

Our Unique Value Proposition

One of our key differentiators in the market is our ability to cater to the evolving needs emerging from the convergence of IT/OT. Some of the other distinct advantages that we offer include:

- **Comprehensive View of Spatial Data:** Drawing upon our 15 Mn hours of experience in utility distribution infrastructure solutions, we help Utilities gain a comprehensive and accurate picture of spatial data representing their network assets.
- **Recognized System Integrator:** We are a recognized name in the systems integrator solutions industry for large Utilities in the APAC region.
- **Experience in Smart Grid/Meter Deployment:** We offer the benefit of our experience in the deployment of smart meter and smart grid pilots in South-East Asia.
- **Deep Domain Knowledge:** Our specialists bring deep domain knowledge, having served five of the top 10 largest electric utilities in the USA and several tier 1 utilities in Australia.
- **New Solution for Field Operations Automation:** Our new solution called FOMS—The Next Generation Field Operations Management System (FOMS)—helps streamline and automate field operations through an integrated approach. It also helps reduce operational expenses and turnaround time, facilitating timely delivery of projects.

Helping Industry Players Operate Smarter

Our data transformation and industry-specific solutions across Utilities and Communications sectors enable industry players to successfully capitalize on their strengths.

Improving Business Outcomes for Utilities

The Utilities ecosystem is shifting from a linear supply-demand model to one where end consumers are producers themselves (prosumers). This transition is triggered by three major enablers: technology, policy and regulatory changes, and new energy consumers

(prosumers). This has necessitated convergence of IT and OT, a defining trend in the evolving Smart Grid world where Utilities are striving to improve their operational efficiency significantly.

Our suite of services and solutions are designed to help Utilities address these industry challenges. We offer five major service lines:

Data Management	Grid Control and Operations	Asset Condition Management	Operational Awareness	Utility Communications Solutions
Data management - migration, conversion, Conflation & standardization	DMS/OMS systems implementation	Analytics-based solutions for asset condition monitoring	Planning and engineering	Global 24x7 systems and operations support
ESRI and Smallworld GIS implementations and upgrades	Performance testing	Pole loading and wood pole management	Strom awareness	Consulting service and design supporting communications infrastructure in the electric utility
PowerOn implementations and upgrades	Maintenance & support of DMS/OMS	Field mobile engineering solutions-Physical asset maintenance	Customer and regulatory awareness	Dashboards reflecting operational conditions as a result of communications system knowledge
Geo-schematic creation from previously rigid cartographic systems	Transmission & distribution network modelling for real-time operations	Smart meter integration with GIS to drive asset optimization	Field control and management	
Data quality validation & structural data modification for integration with multiple systems	System integration of DMS/OMS/GIS and other Utility system	UG cable and pipeline asset optimization	Ad Hoc dashboard presentations	
	Power systems analysis for renewable injections into the grid			

Our technology services and solutions are designed to drive operational efficiency, facilitate customer satisfaction, and reduce costs. We help Utilities with the following:

- Ensure optimal usage of energy resources
 - Power analysis for extensions planning, renewables injection and power supply quality
 - Systems optimization to ensure high reliability and safety
 - Smarter up-to-date electric network models built seamlessly into the GIS engine
- Facilitate consumer participation in energy management
 - Utility big data analytics to generate actionable insights at the consumer level
 - Mobile field operations management for increasing efficiencies
 - Smart plug and device development
- Provide reliable and quality power
 - Modeling, consulting and integrating real-time systems data for efficient network management
 - Enabling cohesive interaction between DMS, OMS, and GIS
 - Establishing a single 'source of truth' across the enterprise for a unified view of the network

Boosting Revenues for Communications Service Providers

We offer a full range of services for CSPs that encompasses the following:

Network planning and design, Geographic Information Systems(GIS), physical and logical inventory solutions, human inventory solutions (with mobile workforce management), business operations management, telecom infrastructure life cycle management, system design, application management and sustenance, service management and assurance.

Services structured around the widely recognized TMF-e TOM model

Service Fulfilment & Assurance

Network Inventory Management

- Solutions implementation and integration
- Custom application development
- OSS deployment and synchronization
- Data migration
- Data conversion
- Data modelling
- Data conflation
- Inventory data maintenance
- Data quality augmentation
- Physical inventory best practices

OSS Services

- Fulfilment and assurance services
- Business process consulting
- Solutions deployment and road maps
- Service and network fulfilment solutions
- Enterprise-wide operational systems integration
- Application and data migration
- Custom application development

Network Design & Engineering

Planning & Design

- Access network planning
- Transmission planning
- In-building solutions
- Network parameter configurations
- Service quality management

Deployment

- Installation and commissioning
- Pre-launch optimization
- RF benchmarking (pre-launch)
- Network integration
- Acceptance testing

Operations and maintenance

- NOC (L1 & L2)
- Provisioning
- Design (DAT)

- Backlog posting
- Data quality augmentation
- RF benchmarking
- Post-launch optimization

Wireless Technology

GSM/CDMA, EVDO/WCDMA/LTE/
Wi-Max/ATM/SDH/MPLS

- CW test
- Model tuning
- RF site survey
- Service quality management
- Radio network interference analysis
- Site surveys and audits
- Cluster optimization drive testing
- Recommendation of expansion plan
- Fault fixing
- Proactive maintenance
- Radio optimization
- Competitor network benchmarking

Field Engineering

Our services help CSPs

- Reliably manage CSP business services
- Enhance quality, speed and economics of designing networks
- Improve their network visibility through customized dashboard capability for superior planning and expansion decisions
- Shorten time-to-market for new products and services
- Efficiently manage network inventory, achieving accuracy of over 98%
- Reduce provisioning workload by 40%
- Lower order fallout by 50%
- Roll out next generation networks through careful network planning and design by leveraging our deep domain knowledge and experience
- Overcome legacy infrastructure challenges using cutting edge engineering and field services solutions without the need for huge investments in capital and operational expenses

Data Transformation

Transforming Data for Superior Customer Satisfaction

Leveraging our long-term relationship with TomTom, a navigation and mapping multinational company, we provide road navigation map data update services. We also offer IT services such as tool development and application maintenance. In addition to this, we support Aerospace and Rail sectors through services such as Airport mapping, 3D modeling and Rail GIS services.

As a leading geospatial company with over two decades of experience, we help content and geospatial clients transform, manage and interpret earth imagery and geospatial data. By collating and processing spatial data from various sensors, we deliver superior user experience and high data accuracy, ranging from 5cm to 50 cm. The sensors are deployed on the ground and up to several hundred kilometers above the earth. We also combine leading technology platforms and GIS services to improve the quality, insights and application of geospatial information for enhanced customer satisfaction.

Also, we support the Oil & Gas and Mining industries by providing domain-based data services, especially for the exploration and upstream stages. Our team processes geological and geoscientific data to ensure that our client's geologists have complete and accurate data for informed decision making. Our Data Transformation unit offers a wide range of services. These include data creation and update, application customization and system integration, as well as GIS implementation and maintenance.

We process multi-source and multi-format data, transforming it into structured databases or outputs specific to each client. Some of the segments we cater to include:

Transport & Navigation

- Navigation data mapping
- Navigational database generation
- GIS
- Location based services

Energy & Natural Resources

- Geoscientific services
- Geospatial services
- Data management services

Concept & Geospatial providers

- Photogrammetry
- Enterprise GIS
- LiDAR
- Remote sensing

Transport & Navigation: For this segment, we update the road navigation data in over 100 countries with the latest road element information, enabling people to reach their destination safely and quickly. Our road navigation solutions enable a greener planet by leveraging accurate map content that minimizes driver errors, eliminates wasteful vehicular movements, and reduces pollution.

Energy & Natural Resources: Our clients in this industry have increased their savings by reducing their operational expenses. We enabled this by providing easy and quick access to interpreted information. In addition, our mining clients minimized environmental damage by making more effective exploration decisions with the help of our comprehensive mining data management services.

Geospatial: We create processes and update different types of geospatial data streaming in from various sources to produce high quality, accurate classified map data, and 3D models. These can be used for varied applications by governments and private organizations worldwide. Our clients are able to gain

measurable business benefits in the form of increased savings, enhanced stakeholder satisfaction, and desired time-to-market. Turning Challenges into Opportunities.

We responded to the challenges across sectors through new initiatives and strategies.

Beating the Odds in the Utilities Sector

With several additional players entering the Smart Meter/Meter Data Management domain, we undertook various initiatives to address current challenges, strengthen our capabilities, and offer differentiated services.

We hired new resources in the Meter Data Management MDM area with the ability to develop proposals. Consequently, we were able to provide proposals for two large deals, one in the Middle East and the other in South East Asia, in the Smart Grid /Smart Metering domain. This was done in partnership with various product vendors, as a consortium. We are also building internal collaterals and sales kits, apart from building thought leadership to address the challenges of credibility and capability. As a result of these initiatives, we were able to acquire large deals in the Distribution Management Systems (DMS) space in the EMEA region.

To keep pace with rapid service commoditization and demand for specific solutions in the target segments, we adopted a new problem-solution approach. This helps build proof of concepts (PoCs) where inputs from our clients are translated into solutions or frameworks to address business-specific challenges. Leveraging our core strengths across geospatial, IT and OT domains, we also developed methodologies to offer asset management programs driven by analytics and mobility. These new methodologies have been demonstrated to potential accounts and have generated a lot of interest.

Addressing the Challenges in the Communications Sector

With a strong presence in network engineering and design, we focused on new growth areas during FY14-15 and positioned our company as a partner of choice to CSPs and telecom infrastructure management companies.

We also wanted to ensure a smooth transition for our new acquisition, Softential Inc. The merger helped build significant capabilities in the service fulfillment arena. We needed to leverage our extended capabilities across the operational support system (OSS) to build a comprehensive portfolio of services. Also, we were seeking to position the company against leading players across the service management, assurance, and mobile workforce management space.

We addressed these requirements through the following initiatives:

- **Developing Offerings:** We worked tirelessly to develop offerings in two crucial areas—service management and assurance, and mobile workforce management. We developed an integrated framework on I-PBOF that binds together the plan-build-operate and field engineering aspects of operational support systems for CSPs.
- **Enhancing In-house Capabilities:** We built organic capabilities by training and certifying our resources in mobile workforce management technologies. We also partnered with some of the major Original Equipment Manufacturers (OEMs) to develop combined go-to-market campaigns. Potential investments in MWM as a major service line are being considered and validated, given our six major MWM wins during 2014-15. We believe our added capabilities will act as a major source of revenue in the years to come.
- **Leveraging Softential's Capabilities:** The acquisition helped our company win 10 key deals and is increasingly enabling us to gain

traction in both service management and assurance. Both services lines are likely to see large, multi-year deals going forward, reducing our cost of sales in the long run and significantly adding to our margins.

Crossing the Roadblocks in the Data and Geospatial Sector

Even though business was good, there was no strongly articulated strategic plan for sustaining and growing the data and geospatial business at the start of the financial year. Our sales reach was limited in a few geographies such as North America and APAC - across few key industry sectors. To expand, we needed to address technology-focused opportunities that required in-depth understanding of the technology involved and its relationship with other technologies.

To respond to these challenges, we undertook a comprehensive strategic exercise to define our focus areas and key services and ensure business growth. The execution of this strategic go-to-market plan will enable us to focus our services on the key growth areas identified. Our newly recruited sales and business development managers along with our restructured sales teams will ensure dedicated focus on each of the three key industries and help add new clients to our portfolio.

In addition to this, we also set up a competency development framework team, identified key technologies and assigned a competency lead for each of the identified technologies. Each Lead is responsible for developing expertise and proof of concepts for their technology, along with a core team to evangelize and support any major opportunity that might arise. This will help develop strong technology capabilities and leverage the existing expertise to pursue new opportunities with confidence.

Key Strategic Initiatives for FY16

Here is a look at our plans for each of the three sectors.

Scaling New Heights in Utilities: We are aiming for a high growth rate during FY16 and plan to invest in our new service lines - Technology and Operations, OT and Smart Grid - to attain the targeted growth.

Key initiatives that we have chalked out to help us achieve our goals for FY16 include:

- **Targeting growth from new service lines:** This will be done by continuing to improve client engagement, building referenceability, and leveraging acquisition synergies.
- **Looking for growth in emerging markets:** We will be focusing on the Middle East, Africa and South East Asia regions.
- **Enhancing relationships with partner alliances:** These alliances include technology and business partners.
- **Increasing growth through acquisition synergies**
- **Leveraging analytics as a key service area:** We plan to use analytics for growth, especially in the Utilities vertical, where we plan to target a set of key accounts around two service offerings.
- **Investing in Key Competencies:** We will continue investing in competencies across domains, processes, systems, technology and products.

Building smart-cities with communications technologies: The Communications industry forms the backbone of smart city initiatives. Governments and regional councils across the globe are investing heavily in communications infrastructure to build their model smart cities. This provides further impetus to grow our business unit.

At Cyient, our Communications business unit anticipates major investments in 4G, Long Term Evolution (LTE), fiber plan and design from CSPs and telecom infrastructure management companies. We have therefore designed a strategy for the next five years to provide services for this new paradigm that is coming into effect across the globe. We are introducing innovative service offerings aligned with these new opportunities, giving us an edge over the competition. Additionally, our acquisition of Softential Inc. helped us add new IT Service Management services and solutions that form an integral part of our smart cities solutions.

Foraying into new business areas in data: More than 90% of our revenues come from repeat business. We are confident of performing well in FY 2015-2016 based on our long-standing relationships with our current clients, further supplemented by a robust pipeline. As part of our strategic planning initiatives, we have conducted various market studies, both internally as well as externally, in partnership with consultants to identify potential areas of growth. Based on this exercise, one of the primary focus areas going forward is going to be Spatial Analytics. We plan to leverage our existing geospatial strength to develop various Spatial Analytics solutions.

Another potential area of growth is Indoor mapping, where we intend to leverage our two decades of strong navigation map creation and photogrammetry skills to generate and maintain indoor maps. Dedicated teams have been created to look into both these areas. They will be responsible for developing proof of concepts that will be showcased in the market to both existing as well as prospective clients.



SMARTER NAVIGATION FOR EFFICIENT DRIVING

This video speaks to our long-standing partnership with TomTom, and how our collaboration helps people worldwide to drive safely and effortlessly to the places they need to go. Watch this video to better understand the work we do to help our client map roads and key interest points across the globe.

Visit j.mp/smarter-navigation
or scan the QR code to watch this video.



TRANSFORMING CYIENT'S GROWTH THROUGH OUR S3 STRATEGY

cyient.com

Over the course of Financial Year 14-15, Cyient undertook a comprehensive strategy development exercise with an objective to prepare ground for accelerated growth in the next 3 to 5 years. This aspiration is defined and articulated as **S3 Strategy** (Services, Systems, Solutions).

S3 strategy is our articulation of technology and business model value chain by industry and our plan to address the part of the value chain where we see the best value for clients, employees and investors.

2014-15

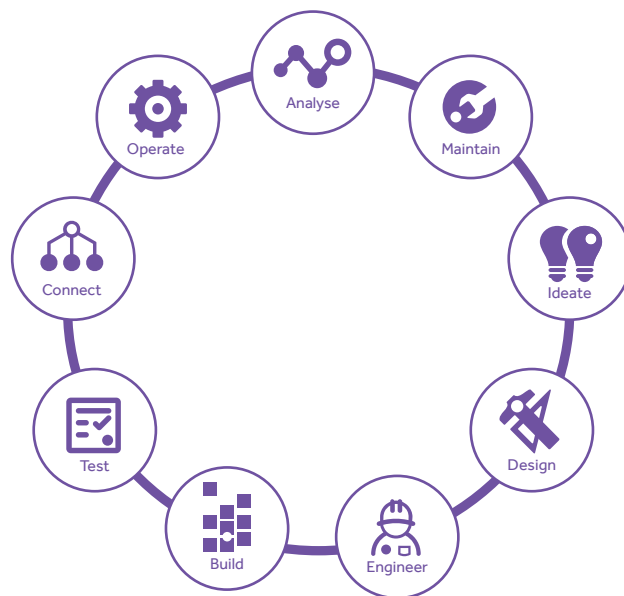
The strategy is based on the robust foundation we have built over the past 24 years in the areas of engineering design, data transformation, data, networks, and operations.

Building Deeper Engagement

Our underlying aim is to differentiate ourselves as a '**concept to solution**' partner. The S3 strategy spearheads our transition from being a pure services player to becoming a **more deeply engaged** systems and solutions partner. The unique value proposition we offer is our ability to meet client needs across the S3 continuum. We can provide services and solutions from the ideation of product and system concepts to their design and engineering, and from product realization and testing to aftermarket services. We believe this will substantially increase our relevance and value in the eyes of our clients.

Over the past two and a half decades, we have acquired **deep domain knowledge** in the core

industries we serve. We have also developed a range of engineering and technology competencies and established a well-tested global delivery model. By leveraging these strong assets and supplementing them with new capabilities, we are poised to support more aspects of our clients' value chain. Addressing a much broader range of business problems and needs will help us stay ahead in the market. We hope to fulfill this objective by aligning our services and solutions with new trends evolving around the Internet of Things (IoT) and data analytics.



Sharpening Our Industry Focus

To create more value from S3, we are targeting the five industry clusters that have traditionally been our areas of focus:

Annual Report

Global transportation: We are an acknowledged market leader and a valued partner in the global transportation industry.

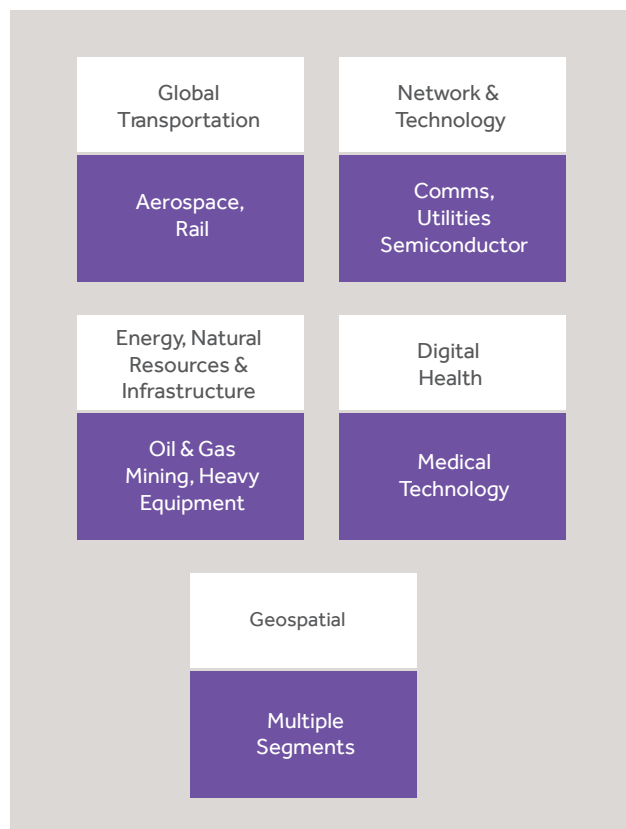
Networks and technology: We have a strong presence in the communications and utilities markets worldwide, and also cater to the semiconductor sector.

Energy, natural resources, and infrastructure:

Our company is active in the energy and natural resources and heavy equipment (or infrastructure) space.

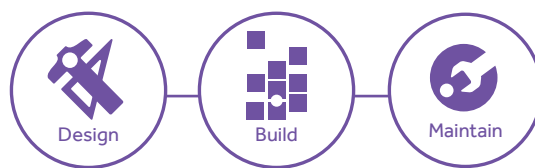
Digital health: We are also exploring the digital health market with our rapidly evolving medical technology vertical that aligns well with S3.

Geospatial: The core geospatial competence around which our company was initially founded continues to drive our leadership in the classical Geographic Information System (GIS) market.

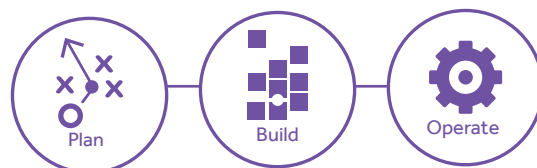


The following two approaches exemplify our S3 strategy:

Design-Build-Maintain: In the product engineering and manufacturing space, we combine our strong engineering (Design) capabilities with product realization (Build) and aftermarket (Maintain) services for clients across industries.



Plan-Build-Operate: In the Networks and Operations space, we have an excellent track record in network plan and design that combined with our acquisition of Softential, allows us to build operational support systems and manage network and service operation centers for Communications and Utilities clients. This reflects as the Plan-Build-Operate articulation of S3.



Charting Our Future Together

Our stakeholders play a vital role in scripting our growth story. S3 resonates with them, creating value for each of them in unique ways.

Delighting our clients: S3 allows us to build deep and sustainable relationships with clients by taking responsibility for complex domain-specific solutions, lowering total cost of ownership, sharing risks, and assuring outcomes.

Further strengthening investor confidence: As we apply our new strategy to scale, differentiate, and build leadership in our focus verticals, these efforts help us deliver accelerated, non-linear growth, increased return on investment and high quality of earnings for our investors.

Ensuring employee success: Supported by our 'One Cyient' global culture and S3 Strategy, we create innovative opportunities for individual growth, open up new leadership roles and provide avenues for skills acquisition. Our associates are also able to engage with new clients as well as innovative, industry-changing technologies.

Achieving Leadership through Aggressive Growth

S3 will underpin Cyient's growth and sustenance over the next five years. We firmly believe that it will be a game changer, empowering us to achieve differentiation and market leadership with confidence. By executing the strategy with clear focus and commitment, we seek to realize our 2020 vision and achieve our goal of **Designing Tomorrow Together** with our stakeholders.

HUMAN RESOURCE MANAGEMENT

Becoming the Employer of Choice for a Global Workforce

We strive to maintain our position as the employer of choice. Our HR team, in sync with the company vision of 'Designing Tomorrow Together' works towards attracting, retaining, and nurturing high-quality talent.

Major initiatives Implemented During the Fiscal Year 2014-15

- As part of our talent acquisition initiative, in FY14-15, we launched a certification program for hiring managers. The program aims to attract the best-fit people to the organization and also create a positive impact on our broader community.
- A single functional unit called 'Business Fulfillment' was created integrating various HR functions such as talent acquisition, learning and development, and talent deployment. By aligning our recruitment, retraining, and redeployment efforts, we are now better able to match the most skilled person with the right opportunity.
- Changes in internal hiring processes have boosted the lateral movement of people (provided there are no client confidentiality issues). Based on this, we have seen an increase of over 5% in internal fulfillment.
- In the last fiscal year, an initiative for improving team management capability was launched for managers entrusted with high levels of people management responsibility.
- Our initiative to provide seamless communication across global teams through our enterprise social platform was a success, with enthusiastic participation from both the senior management and frontline associates.

Realizing our Business Goals through Best Practices

From our inception, we have tried to incorporate healthy talent management practices across all HR functions, from recruiting the best talent to providing new learning and growth opportunities. Our continued focus is to create an environment with high employee engagement that, in turn, leads to improved client experience and success.

HR Initiatives for FY 2015-16

During FY15-16, our key priorities will be to deliver optimal client solutions, enhance client engagement as well as create growth opportunities to retain our most valuable associates. As always our primary priority will be to bring together our global teams on a unified platform and launch initiatives complementing our people practices across the globe.

Initiatives to Foster a Learning Centric Organization

Ensuring 360-degree feedback: By implementing the 360-degree feedback approach, we create actionable plans to improve the leadership capability of our management team. We evaluated the top 85 leaders through this approach, enabling them to focus on specific areas of growth.

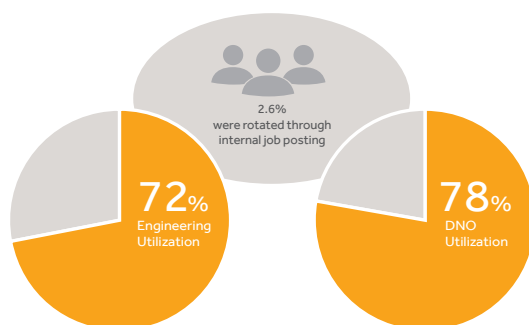
Promoting continuous learning: Right from the time of onboarding, associates undergo induction training to understand organizational practices and processes, work ethics and values. Based on client feedback, changing business needs and the environment, soft skill training

sessions are also conducted from time-to-time. Employee capability enhancement is addressed through specific learning initiatives and frequent context-based learning and transfer of knowledge through training sessions with process leaders. Additionally, associates are also provided access to online leadership and other technical training courses. Internal job rotation is also monitored closely to promote cross-pollination of ideas.

Creating collaborative learning platform: Our associates collaborate, share knowledge and work together on areas of improvement across functions and geographies. This facilitates innovation and development of high-quality solutions. Additionally, training sessions with subject matter experts on emerging skills and technologies are also conducted periodically.

Initiatives for Enhancing Productivity and Performance

Our initiatives and programs led to improved productivity and enhanced employee satisfaction and performance. During the 2014-15 financial year, the total utilization percentage of Engineering employees was 72% and DNO 78%. Of the total associates, 2.6% were rotated through the internal job postings.



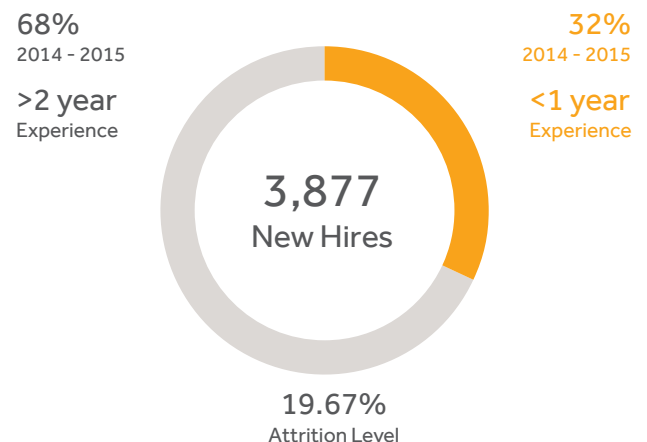
Building the Leaders of Tomorrow

Our leadership development program focuses on establishing a robust talent pipeline for present and future needs. The Leadership programs at Cyient constitute individual development planning, learning-in-action, e-learning, classroom training, and guidance from senior leaders.

At Cyient, associates transitioning from individual contributor to team leader/manager role, undergo the First Time Manager (FTM) program. Associates with high potential are identified early on through a rigorous selection process, and are inducted into the Emerging Leadership Program (ELP). The high potential team in middle management is inducted into the Business Leader Program (BLP). On completion of assessments, the top 85 leaders go through a structured leadership development program.

Staffing Trends for FY2014-15

The total number of new hires in the company was 3,877 of which 1,231 (32%) were employees with less than one year of experience and 2,645 (68%) were people with more than two years experience. The attrition level in the company presently stands at 19.7%.



Improved Recruitment Processes

We strengthened and improved our recruitment processes by emphasizing factors such as organization, location, and role fit of each candidate. Additionally, we introduced competency-based interviewing for technical and behavioral competency assessment. Overall, the process improved and standardized assessment practices. Over 400 interviewing managers were trained and certified on the revised methodology.

Reiterating Our Commitment to Equal Opportunity

At Cyient we are committed to equal opportunity.

21%

Women
Associates

11%

Non-Indian
Nationality



Learning and Development Center at Cyient Gachibowli Campus, Hyderabad

QUALITY AND INNOVATION

cyient.com

2014-15

Annual Report

Ensuring Client Delight with a Comprehensive Quality Strategy

We are committed to creating and delivering engineering services and solutions that exceed client expectations and improve business profitability. Our quality strategy aims to provide innovative solutions that deploy robust processes and result in client delight. The following quality objectives lead our organization and staff:

- Establish delivery excellence focused on ensuring client delight
- Provide industry leading solutions and services by leveraging cutting edge tools, technologies, and methodologies
- Achieve continuous process improvement and operational excellence
- Attract, train, and retain talented professionals through active employee engagement

Quality Certifications and Compliance

Our Melbourne, Australia office has been certified by Bureau Veritas Certification (India) Pvt. Ltd. (BVCI) for compliance with ISO 14001:2004 (Environmental Management) and OHSAS 18001:2007 (Occupational Health and Safety Management) for the first time.

We are also BVCI certified for compliance with ISO 9001:2008 (Quality Management Systems), as well as ISO 27001:2005 (Information Security Management Systems).

- The Aerospace Business Unit, based in Hyderabad and Bangalore, is certified by UL DQS Inc. for compliance with AS 9100 Rev C (Aerospace Quality Management Systems).

- The Rail Division in Hyderabad and Bangalore is certified for compliance with IRIS Rev2 (International Railway Industry Standard).
- The Medical Division in Hyderabad is certified for compliance with ISO 13485:2003 (Medical Devices Quality Management System).
- The Communications Division, based in Hyderabad and Paragould, AK (USA) is compliant with TL 9000 R5.0 (Telecom standard).
- The company's software development, verification and validation and maintenance projects of the IT divisions at Hyderabad, Noida, and Bangalore have been appraised with CMMI Dev. 1.3 model at Level 3.
- Our business operating system, BEST (Business Excellence and Standardization), has been deployed across the company. Over 51% of the identified cells are at Advance or Best-in-class level (highest level). The BEST framework encourages continual improvement and profitable growth, using standardized quality tools and practices for problem solving and continual process improvement.

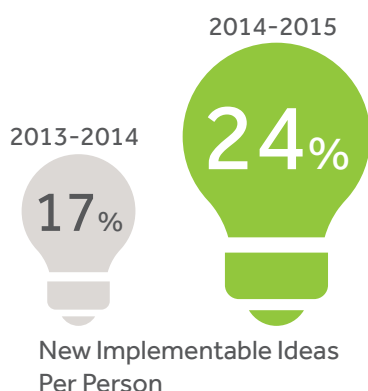
All of our operating groups under UTC division except UTAS-ESSE group have been assessed at the highest level – 'Achieving Competitive Excellence (ACE) Gold Level' by our client, United Technology Corporation (UTC). UTC division offers various engineering services, and IT software development solutions. ACE serves as the Quality Operating System of UTC.

Our Innovation Roadmap and Culture

We strive to build an enterprise-wide culture that promotes innovation through the proactive engagement of managers, SMEs, and associates.

Our primary objective is to create a healthy and active IP/patents portfolio with a keen focus on productivity gains, process improvements, and systematic innovation that impact our current and future business.

This financial year, we have made significant progress in implementing our 'one idea per person per year' goal that we set last year. Our continuous focus on driving a culture of proactive problem identification and ideation has resulted in a 24% increase of new implementable ideas per person, up from 17% in the previous financial year. We believe in our organizational innovation framework that inspires associates to contribute to improvements as well as spark groundbreaking ideas.

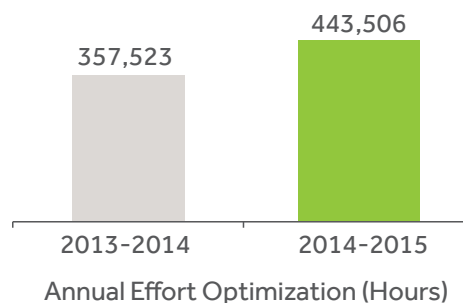


We have also achieved new heights in driving innovation at Cyient during this financial year. We have made real progress in initiating ecosystem level innovation involving various stakeholders. Our stakeholders include our clients, associates, government R&D agencies, leading research universities, local startups, industry associations, external experts, and our coveted technology partners. Deploying the Leapfrog innovation activity for implementing an effective innovation management tool across the organization helped us arrive at this goal.

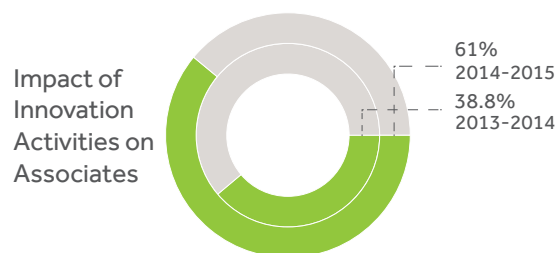
Notable Initiatives and Achievements

We established innovation councils for 25 of our key accounts to help our clients solve their business challenges. We also developed an in-house 'Idea Management Application' that serves as a platform for effective idea generation. Our steadfast focus on innovation has enabled us to establish an active portfolio of over 12 internal technology deployment projects based on our indigenous IP. Some of our key achievements this financial year include:

- Annual effort optimization in hours: 4,43,506 as opposed to 357,523 in the last year



- Impact of our innovation initiatives among our associates: 61% compared to 38.88% in the last year



- Applied for in-house R&D recognition from Department of Scientific and Industrial Research, (DSIR) Govt. of India for gaining significant tax advantages for FY2015-16 and beyond
- Developed enterprise-wide Innovation Index calculator for continuous measurement of various innovation-related operational parameters and activities across all teams in the organization

- We were finalists at the CII Industrial Innovation Award 2014
- Winner of the prestigious Engineering Services OEM Supplier Innovation Award (given out by one of our clients) for the third time. Our first global patent rights transfer process initiated with the primary heavy engineering on industrial SCADA security technology domain

Ensuring a Robust Intellectual Property & Patents Portfolio

This fiscal year, we filed 26 patents. Of these, 17 were submitted independently by us while nine IP assets were co-created with our clients.



26 PATENTS FILED

17 submitted independently by Cyient
9 co-created with our clients

One of our key patent applications is for a unique automated process that has been devised for designing hollow turbomachinery blades for additive manufacturing. We have also begun to evaluate further possible commercialization of our IP portfolio. A few key ideas and solutions for which we have filed patents this fiscal year include:

Independent filings

A system and method for explosive detection in aircrafts

GIS product version upgrades management solution

A system and method for importation of raster data and coverage analysis in Geographical Information Systems

Air quality monitoring in a static automobile

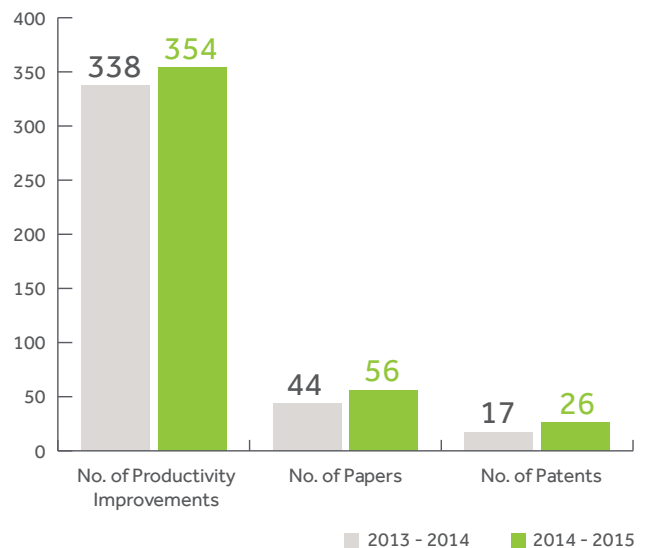
Co-filings

A software program for bending stress computations in Rail - Transfers Frame and Side Bogies Frame - Engineering - Rolling Stock

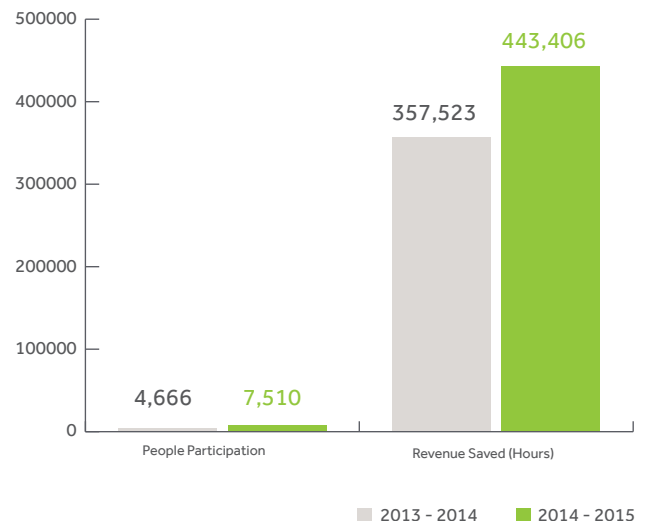
A novel design of an aft pressure bulkhead lifting tool Engineering - Aerospace & Defense

Showcasing Performance: A Comparison of the Last Two Financial Years

1. Productivity aids/paper publications and patent application filed

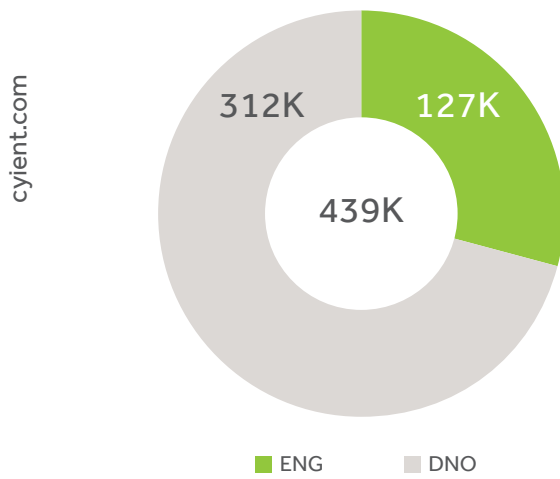


2. People participation in innovation projects vs. productivity gains



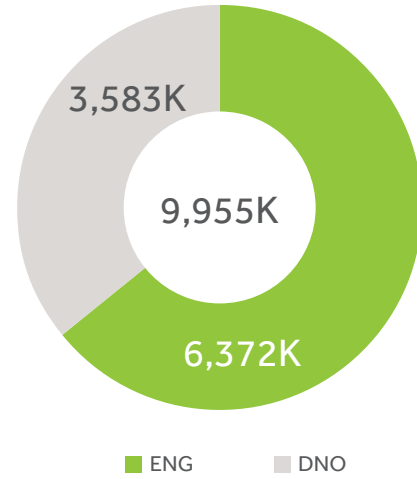
3. Innovation-led productivity gains in effort hours

Saving in Hours for FY 2014-15



4. Innovation-led productivity gains in USD

Saving in USD for FY 2014-15



Other Notable Initiatives

Project Tango Challenge to Incubate Indoor Mapping Service Capabilities

We have initiated an internal innovation project for developing technology demonstration capabilities on Project Tango. Project Tango devices contain customized hardware and software to track the full 3D motion of a device while simultaneously creating a map of the environment.

Organizational Innovation Challenge: Unmanned Aerial Vehicle (UAV)

The challenge was launched to encourage great ideas from associates to develop custom applications for specific problems. A drone technology R&D consortium is being planned in collaboration with a local start-up, IIT Hyderabad, and Boeing Research and Technology group.

We also prepared a position paper to educate our engineering and business development associates in various areas where UAVs can be used. We believe that a successful internal and external innovation campaign that we ran may soon generate traction with our clients and enable us to start a new service line in this emerging technology space.

Organizational Innovation Challenge: Augmented Reality

Associates of our company undertook an innovation challenge to come up with ideas to solve problems of our clients using augmented reality. In total, 130 ideas were generated across the organization from various geographies. These ideas have come from Aerospace, Heavy Engineering, Utilities, and more. There were two rounds of eliminations before we arrived at the two top ideas - one was from our DNO unit and other from Engineering. The top nine ideas are now being developed as a beta solution.



CYIENT CORPORATE SOCIAL RESPONSIBILITY (CSR)

cyient.com

We believe that continued development of the society is vital to the sustained growth of businesses that exist within that community. This philosophy was the basis for CYIENT spending over 1% of its net profits in the past towards CSR initiatives. The CSR spend was increased to 2% during the current year.

Strategy

We understand the need for basic organizational or administrative support at the institutional level for building a sustainable society with self-reliant people. Our goal is to make the Government schools we have adopted a preferred place of learning. To achieve this, we provide infrastructural support that includes brick and mortar buildings, libraries, laboratories, teaching aids, teaching staff, etc. Through this initiative, we aim to increase student enrolment, attendance, retention and pass out rate.

Vision

To facilitate access to quality education, participate in projects with business aligned social innovation, and invest in environmental development projects.

Mission

Achieving long-term, holistic development of the community around us by staying committed to creating and supporting programs that bring about sustainable changes through education, the environment, and healthcare systems.

2014-15 CSR Highlights

- Cumulative expenditure of ₹ 35.58 Mn in the financial year
- Contributed ₹ 6.7 Mn towards Andhra Pradesh (AP) Chief Minister's Relief Fund for flood relief, sanitation initiatives in the community, and support for heart patients
- Funded ₹ 5 Mn towards our 5 year commitment of total ₹ 25 Mn contribution towards innovative initiatives at LV Prasad Eye Institute
- Spent ₹ 5.76 Mn towards hygiene and well-being in the schools adopted by us
- Spent ₹ 8.14 Mn in improving quality of education in the schools adopted
- Contributed ₹ 3.07 Mn to support the National Digital Literacy Mission, an IT literacy initiative for the community
- Contributed ₹ 6.91 Mn towards knowledge and skills training of engineering graduates aimed at improving their employability

Digital Literacy Drive

- Cyient's National Digital Literacy Mission (NDLM) aims to empower neighborhood communities through digital literacy and facilitate deployment of digitally-enabled citizen services.
- 3000 community members, one from each family, will be trained to operate a computer or a digital device such as a tablet, and use the Internet.
- Training modules have been developed in association with NASSCOM.

2014-15

Annual Report



Supporting Employability

- The Cyient Foundation (formerly Infotech Enterprises Charitable Trust) through its Skill Development initiative grooms engineering students and equips them with industry-relevant skills.
- The foundation has identified 3,500 students from 19 engineering colleges in the vicinity of Hyderabad where specialized training programs will be provided.
- The training program will be deployed in four phases. The first phase will focus on providing communication and life skills along with advanced technical training.
- Students will also be offered employment opportunities at Cyient at the end of the fourth phase.



Business Innovation to Support Societal Improvement

- The Cyient Foundation supports the Innovation Centre at LV Prasad Eye Institute. We provide infrastructure support to facilitate research, development of new practices, tools, and capabilities in the field of Ophthalmology.
- The foundation has committed ₹ 25 Mn over a period of 5 years to the eye institute.
- We are also leveraging our engineering capabilities to support development of new products for diagnosing eye diseases.

Empowering the Future of India

- Cyient has been working towards improving the quality of education in India through the adoption of government schools and colleges.
- Since 2007, we have adopted 13 schools in and around our facilities, supporting more than 10,000 children from the pre-primary stage through to high school.
- Cyient Foundation has also adopted the Andhra Polytechnic College supporting over 2,000 diploma students. We also provide employment opportunities to meritorious students every year.



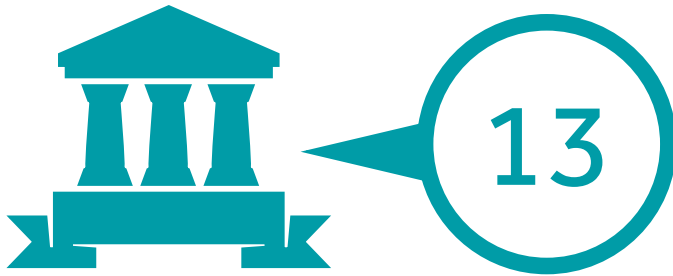
- While the drop out percentage has decreased from 15% to 4%, the rate of new admissions has increased to 23% from the 13% in 2007, when the activity started. The overall pass out rate has also improved from a mere 28% to a whopping 82.7%.
- 52% of our students are girls, out of the total enrolled at Cyient schools as of 2014-15.
- The Cyient Foundation activities also helped generate employment opportunities in the community where our schools are located.
- More than 2000 enthusiastic Cyient CSR volunteers contribute towards realizing the

dreams of these children. They help raise awareness amongst parents and the local community about education, and its social impact on a child's future.

Client Support towards Cyient CSR Activities

VolkerWessels Telecom senior management visited Cyient Foundation Adopted School at Gachibowli, Hyderabad and donated Euros 3,050 towards furniture that included 60 dual desks and furniture for the staff.

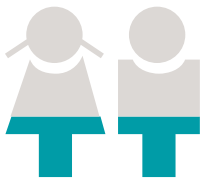
No. of Schools Supported



cyient.com

No. of Children Supported

2012-13



7500

2013-14



8000

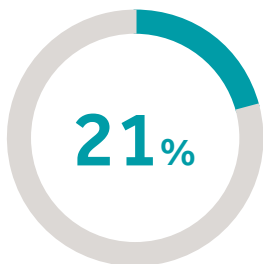
2014-15



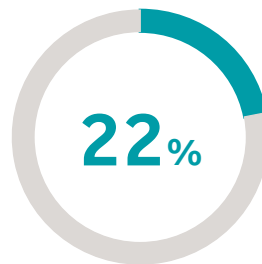
10,000

2014-15

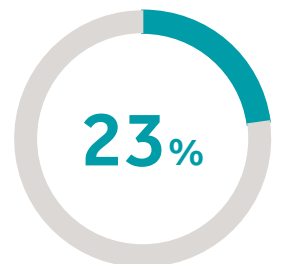
New Admissions (%)



2012-13



2013-14

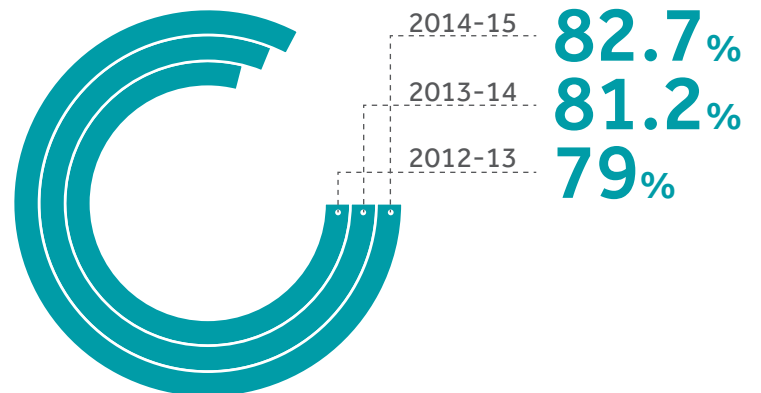


2014-15

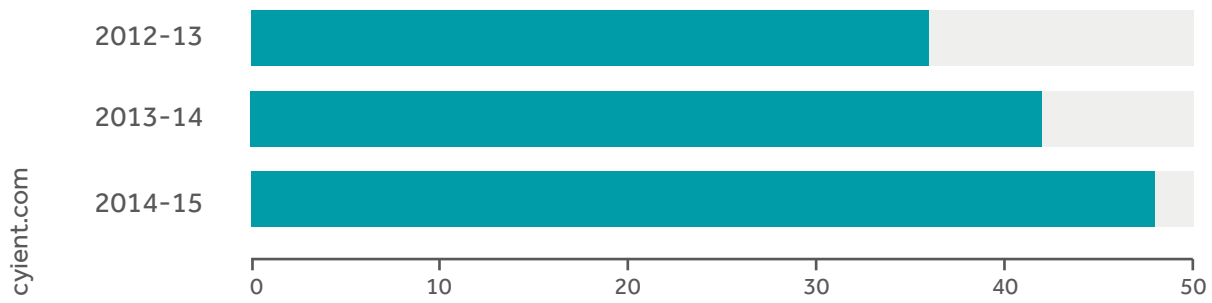
Annual Report



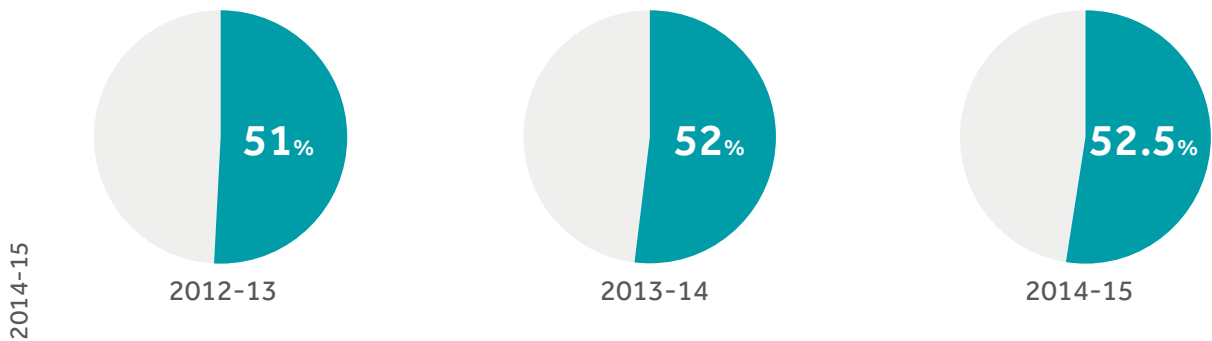
Overall Pass (%)



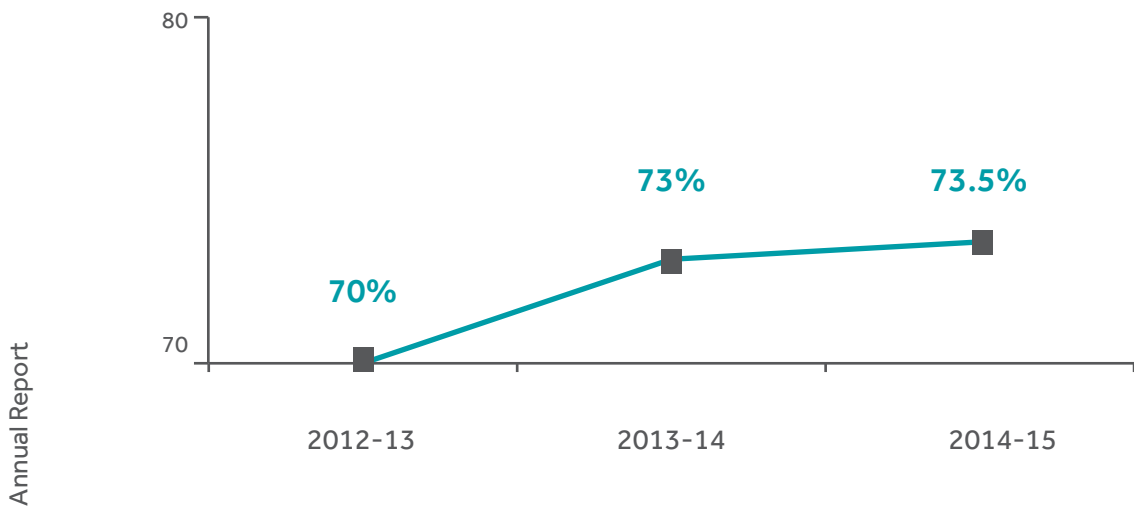
Teaching Staff



Enrollment % of Girl Students



Pass % for Girls



Notice of Annual General Meeting

Notice is hereby given that the 24th Annual General Meeting of the shareholders of the company will be held on Thursday, 16 July 2015 at 2.30 p.m. at L&D Centre (Company's Campus), Plot No. 2, IT Park, Manikonda, Hyderabad - 500 032, Telangana, to transact the following business:

Ordinary Business

1. To receive, consider and adopt:
 - (a) the audited financial statements of the company for the financial year ended 31 March 2015 together with the reports of the board of directors and the auditors thereon
 - (b) the audited consolidated financial statements of the company for the financial year ended 31 March 2015, together with the report of the auditors thereon.
2. To confirm the interim dividend paid during the year and declare final dividend on equity shares for the financial year 2014-15.
3. To appoint a Director in place of Mr. Alain De Taeye, (DIN 03015749), who retires by rotation and offers himself for re-appointment.
4. To appoint a Director in place of Mr. Thomas W. Prete (DIN 06634086), who retires by rotation and offers himself for re-appointment.
5. To appoint a Director in place of Mr. Shankar Narayanan (DIN 00219212), who retires by rotation and offers himself for re-appointment.
6. To consider and if thought fit to pass with or without modifications(s), the following resolution as an ordinary resolution

"RESOLVED that pursuant to the provisions of section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S) as auditors of the company, made at the 23rd Annual General Meeting (AGM), to hold office until the conclusion of the 25th AGM of the Company to be held in the year 2016 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, as may be mutually agreed between the board of directors of the company and the auditors."

Special Business

7. To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution

"RESOLVED that pursuant to the provisions of sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, Mr. John Paterson (DIN 07102549), who meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an independent director of the company for a period of four years with effect from 16 July 2015."

8. To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution

"RESOLVED that pursuant to the provisions of sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, Ms. Andrea Bierce (DIN 06997266), who meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an independent director of the company for a period of four years with effect from 16 July 2015."

9. 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 section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014, consent of the company be and is hereby accorded to the board of directors of the company (hereinafter referred to as "the Board", which term shall include any committee of directors constituted for the purpose) to issue and allot such number of new equity shares in one or more tranches as may be decided by the Board under the Cyient Associate Stock Option Plan, 2015 (ASOP) not exceeding in the aggregate 8,40,000 equity shares of the nominal value of ₹ 5 each to the associates of the company (hereinafter referred to as "Associates"), whether in India or abroad subject to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, and approval from any statutory or other authorities as may be required from time to time."

10. 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 section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014, consent of the company be and is hereby accorded to the board of directors of the company (hereinafter referred to as "the Board", which term shall include any committee of directors constituted for the purpose) to issue and allot such number of new equity shares in one or more tranches as may be decided by the Board under the Cyient Associate Stock Option Plan, 2015 (ASOP) not exceeding in the aggregate 3,60,000 equity shares of the nominal value of ₹ 5 each to the associates of the subsidiaries of the company, joint venture and associate (hereinafter referred to as "Associate"), whether in India or abroad subject to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, and approval from any statutory or other authorities as may be required from time to time."

11. 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 section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, the remuneration of Mr. B. Ashok Reddy, President - Corporate Affairs & Infrastructure (relative of Mr. B.V.R. Mohan Reddy, Executive Chairman) of the company shall be revised as under:

1. The increased remuneration shall take effect from 1 April 2015.
2. Total remuneration (including all allowances, benefits, amenities, facilities, gratuity, provident fund, superannuation fund, etc.,) shall not be less than ₹ 1,00,00,000/- (Rupees One Crore only) per annum for the first year and the remuneration may progressively go up to ₹ 1,40,00,000/- (Rupees One Crore and forty lakhs only) per annum as per industry trends and practices, over a four year period.
3. The remuneration will be governed by the Rules and Regulations of the company as may be applicable to the other non-relative associates of the company from time to time.
4. The present increase and any further revision in the above remuneration will be effective only after obtaining all necessary approvals in this regard, as applicable".

By Order of the Board

Place : Hyderabad

Date : 23 April 2015

Registered Office

4th Floor, A Wing, Plot No.11,
Software Units Layout, Infocity,
Madhapur, Hyderabad 500 081
Telangana

CIN: L72200TGP1991PLC013134

Email: company.secretary@cyient.com

Website: www.cyient.com

Sudheendhra Putty
Company Secretary

Notes

1. A shareholder entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll on behalf of him and the proxy need not be a member. The proxy form (available elsewhere in the annual report) should be deposited at the Registered Office of the company not less than 48 hours before the commencement of the AGM. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The Register of Members and the Share Transfer Books of the company will remain closed from 13 July 2015 to 16 July 2015 (both days inclusive) in connection with the AGM and for the purpose of final dividend.
3. The Board of Directors of the company had declared an interim dividend of ₹ 3.00 per share *i.e.*, at the rate of 60% on face value of ₹ 5 each, on 11 September 2014. The same was paid on 29 September 2014. The said interim dividend is to be confirmed at the AGM.
4. Final dividend of ₹ 5.00 per share *i.e.*, at the rate of 100% on face value of ₹ 5 each, for the year ended 31 March 2015 as recommended by the Board, if declared at the AGM, will be payable to those members whose names appear on the company's Register of Members as at the close of business hours on 10 July 2015. Dividend will be paid on 1 August 2015.
5. An Explanatory Statement pursuant to provisions of section 102 of the Companies Act, 2013 (Act), is

annexed hereto for the item Nos. 7 to 11. The relevant details as required by Clause 49 of the Listing Agreements entered with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item Nos. 3,4,5,7 and 8 above are also annexed.

6. Shareholders/proxies are requested to bring their copies of the Annual Report to the AGM and the attendance slip duly filled in for attending the AGM. Copies of the Annual Report will not be provided at the AGM.
7. Shareholders desirous of obtaining any information concerning the accounts and operations of the company are requested to send their queries to the registered office of the company at least seven days before the date of the AGM, so that the information requested may be made available.
8. Shareholders holding shares in physical form may write to the company/company's R&T agents for any change in their address and bank mandates; shareholders holding shares in electronic form may inform the same to their depository participants immediately so as to enable the company to dispatch dividend warrants at their correct addresses.
9. Shareholders are requested to opt for NECS (National Electronic Clearance Service) for receipt of dividend. Shareholders may please update their bank account details with their Depository Participants for receiving the dividend in a hassle free manner. Opting for NECS is cost effective and also saves time. Mandate form for ECS is available elsewhere in the annual report. The same may be used by those shareholders who are holding shares in physical form.
10. Shareholders who wish to claim unclaimed dividends of the past years, are requested to correspond with Mr. N. Ravi Kumar, Deputy Company Secretary, at the company's registered office. Shareholders are requested to note that dividends not encashed or claimed within 7 years from the date of transfer to the company's Unpaid Dividend Account, will as per the provisions of Section 205A of the Companies Act, 1956, be transferred to the Investor Education Protection Fund.
11. The certificate from the auditors of the company under SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, as amended, will be available for inspection by the shareholders at the AGM.
12. In accordance with the MCA's "Green Initiative in Corporate Governance" allowing companies to share documents with its shareholders in the electronic mode and related amendments to the Listing Agreement with the Stock Exchanges, the company is

sharing all documents with shareholders in the electronic mode, wherever the same has been agreed to by the shareholders. Shareholders are requested to support this green initiative by registering/updating their e-mail addresses for receiving electronic communications.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic format, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form may submit their PAN details to the company/R&T Agents.
14. In compliance with the provisions of section 108 of the Act, the Companies (Management and Administration) Rules, 2014 and Clause 35B of the listing agreement, shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited, in respect of all resolutions set forth in this Notice.

Mr. S. Chidambaram, Practising Company Secretary (Membership No.FCS 3935) has been appointed as the Scrutineer to scrutinize the e-voting process in a fair and transparent manner.

The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For shareholders holding shares in Demat Form:- a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary c) ID For shareholders holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form/via email forwarded through the electronic notice
Captcha	Enter the Verification code <i>i.e.</i> , please enter the letters and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
- iv) Shareholders can cast their vote online from **Monday, 13 July 2015 (9.00 AM) to Wednesday, 15 July 2015 (5.00 PM)**. During this period, shareholders of the company holding shares either in dematerialized or physical form as on the cut-off date of 9 July 2015, may cast their vote electronically.
- v) After entering these details appropriately, click on "LOGIN".
- vi) In case of first login, shareholders holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and cast your vote earlier for any company, then your existing login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate / FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutineer through e-mail to schid285@gmail.com with copy to evoting@karvy.com. The file/scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 7: Appointment of Mr. John Paterson as Independent Director

Mr. John Paterson was appointed as an additional director of the company on 15 October 2014 under section 161 of the Act.

Pursuant to section 160 of the Act, notice has been received from a shareholder signifying his intention to propose the appointment of Mr. John Paterson along with a deposit of ₹ 1,00,000 (Rupees one lakh) as required under the aforesaid section.

The names of companies and the committees in which Mr. Paterson is a director/member, the letter of appointment and terms and conditions of the appointment are available for inspection at the registered office of the company during normal business hours.

Except Mr. Paterson, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 7 of the accompanying Notice.

Your Directors recommend the resolution for your approval.

Item No. 8: Appointment of Ms. Andrea Bierce as Independent Director

Ms. Andrea Bierce was appointed as an additional director of the company on 15 October 2014 under section 161 of the Act.

Pursuant to section 160 of the Act, notice has been received from a shareholder signifying his intention to propose the appointment of Ms. Andrea Bierce along with a deposit of ₹ 1,00,000 (Rupees one lakh) as required under the aforesaid section.

The names of companies and the committees in which Ms. Bierce is a director/member, the letter of appointment and terms and conditions of the appointment are available for inspection at the registered office of the company during normal business hours.

Except Ms. Bierce, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 8 of the accompanying Notice.

Your Directors recommend the resolution for your approval.

Item No. 9 & 10: Associate Stock Option Plan, 2015

The company proposes to set up a new 'Cyient Associate Stock Option Plan, 2015'.

Specific disclosures as required under the Securities & Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 are as follows:

- (a) In order to attract and retain qualified, talented and competent personnel in the Company, your company has instituted an Associate Stock Option Plan (ASOP) (hereinafter called "the scheme") in accordance with the Securities & Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any modifications therein from time to time) (hereinafter known as "Regulations") and reserved an appropriate number of shares thereunder to allot equity shares against the stock options to be granted to the associates of the company and its subsidiaries, joint ventures and associates in India and abroad.

The Leadership, Nominations & Remuneration Committee ("committee") shall administer the scheme.

- (b) The total number of options to be granted is 12,00,000 to the associates of the company (*i.e.* 840,000 options for the associates of the company and 360,000 options for the associates of its subsidiaries, joint ventures and associates in India and abroad).

- (c) All employees as defined under the said regulations shall be entitled to participate in the Scheme.

- (d) Vesting of Options will be as per the schedule given below:

Period	% Options vesting
12 months from the date of Grant	10%
18 months from the date of Grant	15%
24 months from the date of Grant	20%
30 months from the date of Grant	25%
36 months from the date of Grant	30%

- (e) The maximum period within which the options shall be vested is 36 months from the date of grant.
- (f) Exercise price shall be the market price as defined in the Regulations.
- (g) There shall be a minimum gap of one year between the date of grant of options and the date of vesting of options. Options can be exercised by making an application for issue of shares against the options vested within a maximum period of 5 years from the date of grant. Payment of exercise price has to be by normal banking channels. The detailed process for exercise is available on the company's internal portal and accessible to eligible employees.
- (h) The options to be granted to eligible associates shall be determined by the committee based on an appraisal process consisting, *inter alia*, of the employee's grade, years of service, present performance and potential, conduct and such other factors as may be decided by the committee from time to time.
- (i) Maximum number of options to be issued per employee per year shall not exceed 60,000 and 12,00,000 in the aggregate.
- (j) Maximum quantum of benefits to be issued per employee under the scheme shall not exceed 60,000 per year.
- (k) The scheme will be implemented and administered directly by the company.
- (l) The scheme involves issue of new shares by the company.
- (m) No loan will be provided for implementation of the scheme.

- (n) There is no secondary acquisition contemplated under the scheme.
- (o) The company shall conform to the Accounting Policies specified in clause 15 of the Regulations.
- (p) The company adopts the Intrinsic value method for valuing the stock options.
- (q) The Company hereby declares that it shall disclose in the Directors' Report, the impact on the profit and on EPS, the difference between the employee compensation cost computed using the Intrinsic value of stock options and the employee compensation cost that shall have been recognized, if the company has used fair value of stock options.

The Regulations provide for a separate special resolution in general meeting in case of offer of options to the employees of the company and its subsidiaries. Accordingly, the Board seeks your approval by way of special resolution in terms of Section 62 of the Companies Act, 2013.

None of the directors or relatives of other directors is concerned or interested in the Resolution at Item No. 9 of the accompanying Notice. The Key Managerial Personnel (KMP) to whom the stock options may be granted will be deemed to be interested or concerned in the resolutions.

Your Directors recommend the resolution for your approval.

Item No. 11: Appointment to office or place of profit

Mr. B. Ashok Reddy is President - Corporate Affairs and Infrastructure of the company. He heads the legal and secretarial, corporate social responsibility (CSR) and infrastructure functions in the company. Besides, he has fiduciary responsibility vis-à-vis the various subsidiaries of the company and chairs the respective boards. He is also a director on the board of the company's Bangalore based JV,

Infotech HAL Limited. Mr. Ashok Reddy has been with the Company since June 1999 and until 2014, also headed the global HR function in the company.

Under Mr. Reddy's stewardship, the company has designed and implemented robust, effective and best in class governance practices. Under his leadership, the company won the 14th ICSI National Award for Excellence in Corporate Governance.

With Mr. Ashok Reddy at the helm of affairs, the Cyient Foundation has adopted 13 schools and presently supports over 10,000 children in schools from primary to high school education. The foundation has also adopted the Andhra Polytechnic College, Kakinada. As a part of its business aligned initiatives aimed at giving back to the society, Cyient Foundation is also supporting Innovation Centre at LV Prasad Eye Institute, Hyderabad.

Mr. B. Ashok Reddy is Chairman, Skill Development Council of the Southern Region of Confederation of Indian Industry for 2015.

Except Mr. B.V.R. Mohan Reddy, Executive Chairman, none of the other Directors or Key Managerial Personnel (KMP) or relatives of other directors and KMP is concerned or interested in the Resolution at Item No. 11 of the accompanying Notice.

Your Directors recommend the resolution for your approval.

By Order of the Board

Place : Hyderabad
Date : 23 April 2015

Sudheendhra Putty
Company Secretary

Registered Office

4th Floor, A Wing, Plot No.11,
Software Units Layout, Infocity,
Madhapur, Hyderabad 500 081
Telangana
CIN: L72200TGP1991PLC013134
Email: company.secretary@cyient.com
Website: www.cyient.com

Transport arrangements to attend the Annual General Meeting

Your company will be providing transport facility from various strategic locations across the twin-cities at 1.00 p.m. on July 16, 2015 to enable you to reach the venue of the AGM comfortably. Those who wish to avail of this facility are requested to get confirmation to this effect at the following number:

Cell: +91-8978366227; Contact: Mr. N. Chowdary - Facilities Team.

You may also send your requests by email to AGM@cyient.com. Your requests must reach us latest by July 13, 2015.

Shareholders who have been sent soft copies of Annual Report by e-mail are requested to show the DP ID numbers and Client ID numbers or Folio numbers for ease of identification.

BRIEF PROFILES OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Item No. 3: Mr. Alain De Taeye

Mr. Alain De Taeye, born in Belgium, graduated as engineer-architect from the University of Gent. After having done research work in the field of Operations Research at the Business School of the Gent University, he founded Informatics & Management Consultants (I&M) where next to IT consultancy, he continued his work on digital map databases and routing.

In 1989 I&M was integrated into the Dutch Tele Atlas group and as of 1990 Alain headed Tele Atlas. During this period he successfully introduced Tele Atlas on both the Frankfurt and the Amsterdam Stock Exchanges. In 2008 Tele Atlas was acquired by TomTom and Alain joined the Management Board of TomTom.

The names of companies and committees in which Mr. Alain De Taeye, is a Director/Member are available for inspection at the Registered Office of the company during business hours.

Item No. 4: Mr. Thomas W. Prete

Mr. Tom Prete is vice president of Engineering at Pratt & Whitney, a world leader in the design, manufacture and service of aircraft engines and auxiliary power units. Mr. Prete is responsible for leading Pratt & Whitney's global Engineering organization, with a focus on customer requirements, advancing market-differentiating technologies, leading continuous improvement and standard work and developing technical leadership.

Mr. Prete joined Pratt & Whitney in 1988 and since then has held positions of increasing responsibility in Engineering and Customer Service. Among his leadership roles, he served as chief engineer for Operational Military Engines, director for Global Services Engineering and chief engineer of Hot Section Engineering. While supporting the Military Engines business unit, he received the William G. Chamberlain Award for outstanding military customer service in leading the F100 and J52 engineering organizations.

In 2008, he was inducted into the University of Connecticut School of Engineering Academy of Distinguished Engineers, reserved for alumni who have consistently demonstrated professional achievements and advanced the quality and reputation of the School of Engineering. Mr. Prete also serves on the University of Connecticut's School of Engineering Senior Advisory Board and is an inducted member of the Connecticut Academy of Science and Engineering.

He holds a Bachelor of Science degree in mechanical engineering from the University of Connecticut, a Master of Science degree in mechanical engineering from Rensselaer at Hartford and an MBA from the University of Connecticut.

The names of companies and committees in which Mr. Tom Prete, is a Director/Member are available for inspection at the Registered Office of the company during business hours.

Item No. 5: Mr. Shankar Narayanan

Mr. Shankar Narayanan is a Managing Director and Co-Head of Carlyle Asia Growth Partners. He is based in Mumbai.

Mr. Narayanan has been in private equity since 1993 with the unique distinction of having run some of the investee companies as a CEO. He has on-the-ground work experience across the country which allows him to have a very practical perspective of growth prospects and challenges across industries.

Since joining Carlyle in 2004, Mr. Narayanan has led and advised Carlyle on key investments such as Claris Lifesciences, Elitecore Technologies, Repco Home Finance, Tirumala Milk Products, Visen Industries, Value and Budget Housing Corporation, Edelweiss Financial Services, South Indian Bank, Infotech Enterprises and Newgen Knowledge Works. Mr. Narayanan has also successfully delivered exits from Tirumala Milk Products, Cyberoam Technologies and Repco Home Finance (IPO). He was also actively involved in managing the fund's investments and exits in Newgen Knowledge Works, Financial Software & Systems, Learning Mate Solutions, QuEST and Sharekhan.

Prior to joining Carlyle, Mr. Narayanan spent six years at Hathway Investments in Mumbai and during that time served as Managing Director and CEO. He was also with Deutsche Bank Capital Partners, based in Hong Kong, as a Director covering South Asia and India. He was involved in a number of prominent private equity investments in India, including Johnson Tiles, Exide Industries, Hathway Cable, Asianet Satellite Communications, Pushpa Polymers, Tata Infomedia and AFL Limited and served on the Board of Directors of all these Companies.

Prior to Hathway Investments, Mr. Shankar Narayanan worked at Citibank in Mumbai. Mr. Narayanan received a Post Graduate Diploma in Management from XLRI Jamshedpur where he was a Gold Medalist standing first in the graduating class in the area of Finance & Accounting and

a Bachelor of Technology degree in Civil Engineering from Indian Institute of Technology, New Delhi.

The names of companies and committees in which Mr. Shankar Narayanan, is a Director/Member are available for inspection at the Registered Office of the company during business hours.

Item No. 7: Mr. John Paterson

Mr. John Paterson recently retired as President - Marine & Industrial Power Systems in Rolls-Royce. In this role he also had responsibility for chairing the Supervisory Board, of Tognum, a 50/50 Joint Venture with Daimler, covering all the Reciprocating businesses within Rolls-Royce.

Prior to this, he served as President - Marine, for approximately five years. Mr. Paterson joined Rolls-Royce, as Managing Director Repair and Overhaul in March 2004 from The Swire Group, where he was Chief Operating Officer of Hong Kong Aircraft Engineering Company.

Mr. Paterson attended Oxford University, where he received a BA (Hons) in Engineering Science in 1978, and then joined John Swire and Sons as a Management Trainee.

He worked for the Swire Group for 25 years, during which time he took on a number of management roles. The majority of these were for Cathay Pacific Airways, where he had assignments in the US, Japan, UK, the Middle East and South East Asia. In his last role in Cathay Pacific he was responsible for all Ground Services worldwide and included the transition of Cathay's operations to the New Airport in Hong Kong.

In 1998 he was appointed to the Board of HAECO (Hong Kong Aircraft Engineering Company) as Commercial Director, and then in 2000 seconded as Director and General Manager HAESL (Hong Kong Aero Engine Services), a joint venture between Rolls-Royce, HAECO and SIAEC. He was appointed Chief Operating Officer of HAECO in 2002.

The names of companies and committees in which Mr. John Paterson, is a Director/Member are available for inspection at the Registered Office of the company during business hours.

Item No. 8: Ms. Andrea Bierce

Ms. Andrea Bierce is currently Managing Director with the international boutique consulting firm, GuptonMarrs International headquartered in New York City. With over

thirty years of consulting and financial industry experience, she works with some of the world's largest financial institutions on all aspects of Governance, Enterprise Risk, Compliance and Reporting. Her work has focused on Operational Risk, Compliance Strategy and Execution, Enterprise and Business Unit Governance and Regulatory Reporting.

Ms. Bierce is a former partner from A. T. Kearney, where she was a senior partner running the Business Practice Offshoring Practice globally. She worked extensively in India beginning in 2002 conducting client projects relating to growth strategies, new product and market studies, cost reduction opportunities, go to market strategies and the like. She has extensive international experience and has worked globally transforming companies to foster growth, augment talent, and/or reduce costs. Andrea spent 22 years at KPMG, New York office where she was a consulting partner. She was the lead partner on Morgan Stanley globally which was the largest client in financial services in the United States. She was responsible for significant business development and was asked to lead several firm initiatives relating to growth, client and employee engagement. At one point, she was the Interim Chief Marketing Director.

Ms. Bierce was recruited to Wachovia Bank, now Wells Fargo, to lead Customer Experience and Loyalty across the Enterprise. Through her leadership, they implemented a number of best practices which enhanced their already world class customer service. During the financial crisis, she implemented multiple programmes to retain customers, and a comprehensive communications plan for the CEO encompassing Shareholders, Investors, Customers, Clients and Employees.

She held other corporate positions as the former Assistant Treasurer of JC Penney Co., Inc and Assistant Treasurer of Deutsche Bank, both in New York City.

Ms. Bierce received her Bachelors of Arts from the University of Pennsylvania and attended Yale School of Management Executive Education Program. She is a frequent speaker and has taught at both Duke University Fuqua School and University of North Carolina, Chapel Hill.

The names of companies and committees in which Ms. Bierce, is a Director/Member are available for inspection at the Registered Office of the company during business hours.

Directors' Report

Dear Members,

Your directors have pleasure in presenting the 24th Directors' Report on the business and operations of your company, for the financial year ended 31 March 2015.

FINANCIAL HIGHLIGHTS

(Amount in ₹ Million)

Particulars	Consolidated		Standalone	
	2014-15	2013-14	2014-15	2013-14
Total Income	28,577.0	22,233.7	13,969.5	12,769.2
EBIDTA	5,255.9	4,271.7	4,053.6	3,967.3
Finance Cost	57.6	13.7	5.1	3.6
Depreciation	712.8	720.0	618.1	648.7
Profit Before Tax	4,455.5	3,538.0	3,430.5	3,315.0
Current Tax	1,024.2	1,036.0	707.6	763.1
Earlier Years' Tax	24.0	1.3	1.3	-
MAT Credit	(2.0)	0.5	(2.0)	-
Deferred Tax	50.2	(7.7)	12.0	2.8
Share of profit in associate company	150.4	152.0	-	-
Share of loss attributable to Minority interest	22.4	-	-	-
Profit After Tax	3,532.0	2,660.0	2,711.6	2,549.1
Basic Earnings per share (₹)	31.48	23.80	24.17	22.81
Diluted Earnings per share (₹)	31.37	23.70	24.09	22.71
Interim dividend paid (₹/ Share)	3.00	2.00	3.00	2.00
Final dividend recommended (₹/Share)	5.00	3.00	5.00	3.00
Paid up Equity Share Capital	561.8	559.8	561.8	559.8
Reserves	17,878.8	15,323.4	15,244.3	13,298.3

APPROPRIATIONS

Dividend

Your directors have recommended a final dividend of ₹ 5 per share (100%) on par value of ₹ 5 per share. The total dividend including dividend distribution tax (gross) is ₹ 676.8 million as against ₹ 633.8 million for the previous year. During the year, the board also declared an interim dividend of ₹ 3.00 per share (60%). The total interim dividend paid including the dividend distribution tax (gross) was ₹ 393.6 million. The interim dividend was paid on 29 September 2014. Total dividend (including dividend distribution tax) as a percentage of profit after tax is 39.5% as compared to 24.9% in the previous year.

Transfer to Reserves

Your directors have voluntarily transferred ₹ 217.1 million to the General Reserve retaining ₹ 5,683.1 million in the Profit and Loss Account.

LIQUIDITY

Your company maintains sufficient cash reserves to meet its operations and strategic objectives. As at 31 March 2015, your company had liquid assets of ₹ 4,760.6 million as against ₹ 6,208.3 million at the previous year end. These funds have been invested in short term deposits and mutual funds with scheduled banks and debt based mutual funds.

FIXED DEPOSITS

Your company has not accepted any deposits and as such, no amount of principal or interest was outstanding as on 31 March 2015.

SHARE CAPITAL

Allotment of Shares

Your company has allotted 396,452 equity shares of ₹ 5 each to the associates of the company and its subsidiaries upon exercise of an equal number of stock options vested in them

pursuant to the extant Stock Option Schemes of the company.

In view of the above allotments, the outstanding shares of the company increased from 111,964,613 equity shares of ₹ 5 each to 112,361,065 equity shares of ₹ 5 each.

NAME CHANGE AND RE-BRANDING

During the year, the company changed its name from 'Infotech Enterprises Limited' to 'Cyient Limited'. This was done by means of a special resolution passed by postal ballot by the shareholders of the company. The fresh certificate of incorporation evidencing/approving the change of name was issued by the Registrar of Companies, Andhra Pradesh on 5 May 2014.

This name change is part of the company's re-branding exercise.

STATE OF AFFAIRS/COMPANY'S PERFORMANCE

DNO

With a goal to provide specialized solutions across our customer's value chain, the Data Transformation, Network and Operations (DNO) group has been engaged in wide-ranging long-term customer engagements, that has enabled the company to emerge as a renowned organization in the industry with marquee customers in the sectors addressed.

In the Data Transformation, we have over 2 decades of experience in providing varied services in the geospatial technology and mapping industry. Over the years, this Data Transformation group has moved from creating of spatial data to also developing insights from the data, positioning itself as an end to end data transformation business.

With some of the world's largest Communication Service Providers and Utilities as our customers, this Network & Operations group provides specialized services spanning across the "Plan - Build - Operate" life cycle of our customers.

This operating unit generated revenues of ₹ 5,833.5 million as against previous year's ₹ 5,463.9 million, at a growth rate of 6.8%. As a percentage of operating revenues, this vertical contributed 45.1%. Number of employees - 5,047

Engineering

This operating unit provides complete produce life cycle support, from product ideation and design engineering, through product realization to aftermarket services, across Aerospace & Defense, Transportation, Industrial Equipment, Oil & Gas, Energy, Mining, Semiconductors,

Consumer, and Medical industries. With deep domain knowledge combined with engineering expertise, application know how and innovative business models, Cyient positioning itself as an ideal partner for clients who want to design innovative products faster, optimize their engineering costs and improve time to market.

The operating unit generated revenues of ₹ 7,106.5 million as against last year's revenues of ₹ 6,764.6 million, resulting in an increase of 5.1%. This vertical contributed 54.9% of the total operating revenues. Number of employees - 3,836

Product Realization

This operating unit is the latest entry in Cyient offerings and has been incubated to embark on Cyient's S3 journey. This business unit focuses on building capabilities that support conceptualizing, system engineering, prototyping, testing, certification and high-value realization for customers and prospects.

Focused on Aerospace & Defense, Medical, Rail and Industrial, this business unit of the company offers Design Led Product Realization for its customers by providing sub systems partnerships, accelerated product development and customizing product for emerging markets.

SUBSIDIARIES

Cyient Europe Limited (CEL) (formerly Infotech Enterprises Europe Limited)

Incorporated in London as Dataview Solutions in 1992, it became a part of the Infotech Group in 1999.

Our services are designed to cater to leading tier-1 and tier-2 telcos, large utility companies, public sector agencies, and commercial businesses. We enjoy long-term relationships with several of our partners and customers that have built a strong foundation of trust and reliability.

Cyient Benelux BV (formerly Infotech Benelux BV), based in Breda, the Netherlands provides support to our business in the Benelux region, while the Middle East operations are managed at the Dubai Office.

We are an ISO 9001 and ISO 27001 certified organization. Leveraging the global execution capability of our parent organization, we maintain client relationships and ensure efficient project management in Europe.

Cyient Inc. (CI) (formerly Infotech Enterprises America Inc.)

Headquartered in East Hartford, Connecticut, CI provides engineering services in North America. We have additional offices across the US and Canada, with over 1,000 associates working in North America alone.

We cater to a broad spectrum of clients, from Fortune 500 companies to small organizations and local, state, and federal government agencies, generating annual revenues of over \$150M.

We leverage the global delivery capability of Cyient Limited while engaging clients and executing projects in the American region.

Cyient GmbH (CG) (formerly Infotech Enterprises GmbH)

Cyient GmbH offers world-class engineering services and solutions in Germany. It was established as Advanced Graphics Software (AGS) in Leonberg, Germany, in 1992 - a 3D CAD/CAM, e-solution software and application provider.

After becoming a part of Cyient Group in 2000, we extended our foray into other service areas like GIS and IT solutions. Owing to our large pool of engineering, GIS, IT resources, we provide high-quality services and solutions to our clients with offshore cost advantage and onsite project management

Cyient KK (CKK) (formerly Infotech Enterprises Japan KK)

Established in 2008 in Central Tokyo, CKK is a leading engineering service provider in Japan. We provide our end-to-end services and solutions across a wide variety of sectors.

We leverage the global delivery capability of Cyient KK, while maintaining client relationships and managing projects locally.

Cyient Australia Pty Limited (CAPL)

Headquartered in Melbourne and incorporated during the year 2014-15, CAPL, seeks to provide engineering, data and network operations services for Asia Pacific region. Commercial operations of the company will commence during the year 2015-16.

Infotech Geospatial (India) Private Limited (IGIPL)

IGIPL, based in Hyderabad, addresses geospatial business opportunities in India and the Middle East. The Indian government's Open Map Policy and Survey of India's large-scale mapping initiatives are unlocking geospatial opportunities in several areas. These include: land records; urban planning; environment, forestry and natural resources; utility infrastructure planning and management; and defence. Similarly, the rapid pace of infrastructure development in the Middle East has led to a growing demand for geospatial services in that region.

Infotech Enterprises Information Technology Services Private Limited (IEITSPL)

IEITSPL is based in Hyderabad and offers innovative

software solutions and services for the retail and supply chain sector across the globe.

We have expertise in a wide of variety of software platforms, including Internet and e-commerce technologies. Leveraging our huge pool of resources and technical acumen, we deliver cutting-edge and cost-effective solutions and services. With global software giants as our partners, we develop end-to-end solutions for the retail sector, including manufacturing, transportation and finance.

Cyient Insights Private Limited (CIPL) (formerly Invati Insights Private Limited)

Cyient acquired a majority stake in Invati Insights Private Limited, a Hyderabad, India and Troy, Michigan, USA based datasciences company in October 2014. The company was subsequently renamed Cyient Insights Private Limited.

CIPL enables customers drive business innovation and deliver quantifiable business results through smart data analytics and actionable intelligence. CIPL prides itself on the unique approach in acquiring, managing and analyzing the vast amount of data generated by sensors embedded in machines and devices, and the unmatched commitment to add value to customers with the proven global delivery model.

CIPL leverages Cyient's relationships in different verticals such as Auto and Heavy Engineering, Aerospace, Transportation, and Utilities and its global delivery model in executing projects.

Rangsons Electronics Private Limited (REPL)

Established in 1993 and headquartered in Mysore, Karnataka, REPL operates world class production facilities to support the requirements for Electronics Manufacturing Services (EMS) and System Integration requirements from customers globally. Cyient acquired a majority stake in REPL in February 2015.

REPL is one of the fastest growing companies with customers in India, North America, Europe, Japan and China. Through a dynamic team of professionals with a relentless focus on Quality and delivery, REPL is aiming to be the market leader in High-Mix, High-Tech Electronic Manufacturing Services in Medical, Defense & Aerospace, Telecom, Automotive, Railways and Industrial segments.

REPL's strategic positioning in the Railways segment is further boosted with the receipt of IRIS certification, an international railway industry standard. Further, the NADCAP AC7120 accreditation demonstrates the company's commitment towards customer satisfaction and meeting stringent industry specifications on a global scale.

JOINT VENTURE/ASSOCIATE

Infotech Aerospace Services Inc (IASI)-Associate Company

Established in 2003 in Puerto Rico, Infotech Aerospace Services Inc. (IASI) provides engineering outsourcing and other professional services to Defense, Aerospace, and Power Generation Industries. IASI is a venture between Cyient and Pratt & Whitney, a pioneer in flight technology.

We also provide engineering and supply chain services, including aerospace engineering, mechanical design and software development for military, industrial and applications.

Infotech HAL Limited (IHL)-Joint Venture Company

IHL aims to provide comprehensive solutions involving conceptual design, re-design and derivatives of modules, systems and components, prototyping and supply of these through Manufacturing Programme Management. IHL offers design services in the field of aerospace, viz., aero thermo and mechanical design, structural, stress, thermal and rotor dynamic analysis, aeronautics, computational fluid dynamics, combustion studies, preparation of digital mock up, testing and analysis, control system design, development and software applications.

IHL is a joint venture between Cyient and Hindustan Aeronautics Limited. IHL delivers engineering as well as after market engineering and support services, i.e., technical publications, repair design, service bulletins, testing, performance analysis and maintenance monitoring in the aerospace domain.

IHL is well positioned to undertake work under offset program from various original equipment manufacturers.

Pursuant to Section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of company's subsidiaries in Form AOC-1 is enclosed elsewhere in this report.

BUSINESS RESPONSIBILITY REPORT

The company has suo moto adopted the 'National Voluntary Guidelines on Social, Environmental and Economical Responsibilities of Business' issued by the Ministry of Corporate Affairs (MCA).

The nine areas of business responsibility adopted by the company are briefly described as follows:

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

Principle 3: Businesses should promote the well being of all employees.

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

Principle 5: Businesses should respect and promote human rights

Principle 6: Business should respect, protect, and make efforts to restore the environment.

Principle 7: Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

Principle 8: Business should support inclusive growth and equitable development.

Principle 9: Business should engage with and provide value to their customers and consumers in a responsible manner.

The business responsibility report is enclosed as Annexure 'A'.

CORPORATE SOCIAL RESPONSIBILITY

The company believes in giving back to society in some measure that is proportionate to its success in business. Corporate Social Responsibility (CSR) aims at balancing the needs of all stakeholders. The company's CSR initiative goes beyond charity and believes that as a responsible company it should take into account its impact on society as much as creating business impact. The CSR initiatives are conducted through Cyient Foundation. An elaborate report on CSR is published elsewhere in this annual report. The CSR Annual Report is enclosed as Annexure 'B'.

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

None of the directors of the company is disqualified under the provisions of the Act or under the Listing Agreement with the Stock Exchanges.

Appointments

Mr. B.V.R. Mohan Reddy was appointed as Executive Chairman on 12 April 2014. Mr. Krishna Bodanapu was appointed as Managing Director & CEO by the board on 24 April 2014.

Mr. John Paterson and Mrs. Andrea Bierce were appointed as additional directors of the company on 15 October 2014. Mr. John Paterson and Mrs. Andrea Bierce are proposed to

be appointed as directors under the provision of section 160 of the Companies Act, 2013 at the ensuing Annual General Meeting (AGM).

At the 23rd AGM of the company held on 17 July 2014, Mr. M.M. Murugappan, Mr. K. Ramachandran, Mr. Harsh Manglik and Mr. Som Mittal were appointed as independent directors under the provisions of section 149 of the Companies Act, 2013.

Pursuant to Article 56 of the Articles of Association of your company and the provisions of Section 152 of the Companies Act, 2013, Mr. Thomas Prete, Mr. Alain De Taeye and Mr. Shankar Narayanan retire by rotation at the ensuing AGM and offer themselves for re-appointment.

Pursuant to the provisions of Clause 49 of the Listing Agreement, brief particulars of the directors who are proposed to be appointed/re-appointed are provided as an annexure to the notice convening the AGM.

Cessations

Mrs. B. Sucharitha ceased to be Whole Time Director with effect from 12 April 2014. At the 23rd AGM held on 17 July 2014, Mrs. B. Sucharitha, Mr. Vikas Sehgal and Mr. G. V. Prasad retired by rotation. Your directors place on record their appreciation and gratitude to each of them for their valuable contributions during their tenure as directors.

Except as stated above, there is no change in the key managerial personnel during the year.

Policy on directors' appointment and remuneration and other details

The Company's policy on directors' appointment and remuneration and other matters provided in section 178(3) of the Act have been disclosed in the corporate governance report, which forms part of the directors' report.

Number of board meetings during the year

During the year, 6 meetings of the board were held, the details of which form part of the report on corporate governance.

Board evaluation and assessment

The company believes that formal evaluation of the board and of the individual directors, on an annual basis, is a potentially effective way to respond to the demand for greater board accountability and effectiveness. For the company, evaluations provide an ongoing means for directors to assess their individual and collective performance and effectiveness. In addition to greater board accountability, evaluation of board members helps in:

- More effective board processes
- Better collaboration and communication
- Greater clarity with regard to members' roles and responsibilities and
- Improved Chairman - Managing Director - Board relations

By focusing on the board as a team and on its overall performance, the company ensures that communication and overall level of participation and engagement also improves. In this background, the board undertook a formal board assessment and evaluation process during 2014-15. The Leadership, Nomination & Remuneration Committee has overall stewardship for the process. The evaluation process covers the following aspects:

- Peer and self-evaluation of Directors
- Evaluation of the performance and effectiveness of the board
- Evaluation of the performance and effectiveness of Board Committees
- Feedback from the Non-Executive Directors to the Chairman, and
- Feedback on management support to the Board

The evaluation process elicits responses from the directors in a judicious manner - ranging from composition and induction of the board to effectiveness and governance. It also seeks feedback on board and committee charters, strategy, risk management and quality of discussion and deliberations at the board. The Lead Independent Director provides feedback to the Executive Chairman. The same is discussed and acted upon accordingly at the board.

AUDITORS

Pursuant to the provisions of section 139 of the Act and the rules framed thereunder, Deloitte Haskins & Sells, Chartered Accountants, were appointed as statutory auditors of the company from the conclusion of the 23rd AGM of the company held on 17 July 2014 till the conclusion of the 28th AGM to be held in the year 2019, subject to ratification of their appointment at every AGM.

AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT

The auditors' report and secretarial auditors' report do not contain any qualifications, reservations or adverse remarks.

Report of the secretarial auditor is given as an annexure which forms part of this report (Annexure 'C').

EMPLOYEE STOCK OPTION PLANS

During the year under report, the company had the Infotech Associate Stock Option Plans in operation for granting stock options to the associates of the company and its wholly owned subsidiaries, in accordance with the Securities Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

Disclosures pursuant to the above Guidelines and Securities & Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 is enclosed as Annexure 'D'.

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

These are enclosed as Annexure 'E'.

MANAGEMENT DISCUSSION & ANALYSIS

Pursuant to the provisions of Clause 49 of the Listing Agreement, a report on Management Discussion & Analysis is enclosed as Annexure 'F'.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the company for that period;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the company and such internal financial controls are adequate and operating effectively;

- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

RELATED PARTY TRANSACTIONS

None of the transactions with related parties falls under the scope of section 188(1) of the Act. Information on transactions with related parties pursuant to section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form AOC-2 and is enclosed as Annexure 'G'.

EXTRACT OF ANNUAL RETURN (MGT 9)

The extract of the annual return in Form MGT 9 as required under the provisions of section 92 of the Act is enclosed as Annexure 'H'.

PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

Executive Directors	Ratio to Median remuneration
B V R Mohan Reddy	91.65
B Sucharitha*	3.38
Krishna Bodanapu	56.89
Non - Executive Directors	
M.M. Murugappan	1.94
K. Ramachandran	1.94
Som Mittal	1.94
Harsh Manglik	1.94
John Paterson*	2.02
Andrea Bierce*	2.02

* Since this information is for part of the year, the same is not comparable.

- b. **The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:**

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
B.V.R Mohan Reddy	5.6%
Krishna Bodanapu*	280.3%
Ajay Aggarwal	12%
Sudheendhra Putty	10%

*Since this information is for part of the year, the same is not comparable.

- c. **The percentage increase in the median remuneration of employees in the financial year:** 8%

- d. **The number of permanent employees on the rolls of Company:** 10,399

- e. **The explanation on the relationship between average increase in remuneration and Company performance:**

On an average, employees received an annual increase of 8% in India. The individual increments varied from 4% to 13 %, based on individual performance.

Employees outside India received wage increase varying from 1 % to 3 %. The increase in remuneration is in line with the market trends in the respective

countries. In order to ensure that remuneration reflects company performance, the performance pay is also linked to organization performance, apart from an individual's performance.

- f. **Comparison of the remuneration of the key managerial personnel against the performance of the Company:**

Aggregate remuneration of key managerial personnel (KMP) in FY'15	₹ 116,756,102
Revenue	₹ 12,940,137,647
Remuneration of KMPs (as % of revenue)	0.9
Profit before Tax (PBT)	₹ 3,430,460,583
Remuneration of KMP (as % of PBT)	3.1

- g. **Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:**

Particulars	March 31, 2015	March 31, 2014	% Change
Market Capitalization (₹ lakhs)	563,980.18	364,780.70	54.60
Price Earnings Ratio	20.77	14.28	45.38

- h. **Percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:**

Particulars	March 31, 2015	IPO Date/ first listing date	IPO Price	Adjusted IPO price by considering CA *	% Change
Market Price (BSE)	503.6	September 25, 1997	87.70	7.31	6791
Market Price (NSE)	501.9	September 30, 1998	124.30	10.36	4745

* Adjusted for corporate action (CA) 1:1 bonus issue in 2002 and 2010

Sub divided 1 share of ₹ 10 into 2 shares of ₹ 5 in 2006

One bonus share issue for every 2 shares of ₹ 5 each in 2006

- i. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The average annual increase was around 8%. However, during the course of the year, the total increase is approximately 8%, after accounting for promotions and other event based compensation revisions.

Increase in the managerial remuneration for the year was 46%.

j. **Comparison of each remuneration of the key managerial personnel against the performance of the Company:**

(Amount in ₹)

	B.V.R. Mohan Reddy Executive Chairman	Krishna Boadanapu MD & CEO	Ajay Aggarwal Chief Financial Officer	Sudheendhra Putty Company Secretary
Remuneration in FY15	56,751,883	35,227,616	12,914,163	1,890,162
Revenue	12,940,137,647			
Remuneration as % of revenues	0.44%	0.27%	0.10%	0.01%
Profit before Tax (PBT)	3,430,460,583			
Remuneration (as % of PBT)	1.65%	1.30%	0.38%	0.06%

k. **The key parameters for any variable component of remuneration availed by the directors:**

The members of the Company vide postal ballot in October 2014 approved payment of commission to the non-executive directors within the ceiling of 1% of the net profits of the Company as computed under the applicable provisions of the Act. The said commission is decided each year by the board of directors and distributed amongst the non-executive directors based on their attendance and contribution at the board and certain committee meetings, as well as the time spent on operational matters other than at meetings.

l. **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:**

None.

m. **Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company affirms remuneration is as per the remuneration policy of the Company.

n. **The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.**

RISK MANAGEMENT

The board of directors has formed a risk management committee to identify, evaluate, mitigate and monitor the risk management in the company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. A comprehensive enterprise risk management mechanism has been put in place and the same is regularly reviewed.

A more detailed analysis of the risk management in the company is published in the management discussion and analysis report published elsewhere in the annual report.

CORPORATE GOVERNANCE

The Company will continue to uphold the true spirit of Corporate Governance and implement the best governance practices. A report on Corporate Governance pursuant to the provisions of Clause 49 of the Listing Agreement forms part of the Annual Report. Full details of the various board committees are also provided therein. As required under Clause 49 of the Listing Agreement, the Auditors' Certificate regarding compliance of conditions of corporate governance is enclosed as Annexure 'I'.

DISCLOSURE REQUIREMENTS

Details of the familiarization programme of the independent directors are available on the website of the Company (<http://www.cyient.com/investors/corporate-governance/>).

Policy for determining material subsidiaries of the Company is available on the website of the Company (<http://www.cyient.com/investors/corporate-governance/>).

Policy on dealing with related party transactions is available on the website of the Company (<http://www.cyient.com/investors/corporate-governance/>).

The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the section 177(9) of the Act and the revised Clause 49 of the Listing Agreements with stock exchanges (<http://www.cyient.com/investors/corporate-governance/>).

The company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All associates of the company are covered under this policy. There were no complaints received under the policy during 2014-15.

CEO's DECLARATION

Pursuant to the provisions of clause 49 (II)(E) of the Listing Agreement, a declaration by the Managing Director & CEO of the company declaring that all the members of the board and the senior management personnel of the company have affirmed compliance with the Code of Conduct of the company is enclosed as Annexure 'J'.

The CEO/CFO certification to the board pursuant to clause 49(V) of the listing agreement is enclosed Annexure 'K'.

ACKNOWLEDGMENTS

The board of directors expresses its thanks to the company's customers, shareholders, vendors and bankers for their support to the company during the year. Your directors would like to make a special mention of the support extended by the various Departments of the Central and State Governments, particularly the Software Technology Parks of India, Development Commissioners - SEZ, Department of Communication and Information Technology, the Direct and Indirect tax authorities, the Ministry of Commerce, the Reserve Bank of India, Ministry of Corporate Affairs/Registrar of Companies, Securities and Exchange Board of India, the Stock Exchanges and others and look forward to their support in all future endeavours.

Your directors wish to place on record their deep sense of appreciation for the committed services of the associates of the company at all levels.

For and on behalf of the Board

B.V.R. Mohan Reddy
Executive Chairman
(DIN-00058215)

Place : Hyderabad
Date : April 23, 2015

Note: Except as otherwise stated, all the numbers in the Directors' Report are on standalone basis.

It is the credo of the company that corporate sustainability is a business approach that creates long term customer and associate value by not only creating a green strategy aimed towards the natural environment, but also by taking into account every dimension of how the business operates in the social, cultural and economic environment.

For the company, it means meeting the needs of the direct and indirect stakeholders of the company (including the shareholders, associates, clients, pressure groups, communities and so on) without compromising its ability to meet the needs of the future stakeholders. The company believes that a single minded focus on economic sustainability can only succeed in the short term; social and environmental sustainability must be satisfied simultaneously to ensure a smooth continuity of business in the long term.

To this end and in discharge of its responsibilities as a good corporate citizen, the company has *suo moto* adopted the "National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business", issued by the Government of India, Ministry of Corporate Affairs.

What follows hereunder is the Business Responsibility Report as envisaged under the said guidelines. In the preparation of the Report, the company has largely followed the GRI guidelines and the salutary guidance provided by the Institute of Company Secretaries of India (ICSI).

Annual Business Responsibility Report – 2014-15

Section A: General Information about the Company

1. Corporate Identity Number (CIN) of the Company :L72200TG1991PLC013134
2. Name of the Company : Cyient Limited (Formerly Infotech Enterprises Limited)
3. Registered address : 4th Floor, 'A' Wing, Plot No. 11, Software Units Layout, Infocity, Madhapur, Hyderabad - 500081
4. Website : www.cyient.com
5. E-mail id : Company.Secretary@cyient.com
6. Financial Year reported : 2014-15 (1 April 2014 to 31 March 2015)
7. Sector(s) that the Company is engaged in : Engineering, geospatial services and solutions and product realization.
8. List three key products/services that the Company manufactures/provides (as in balance sheet) - Engineering services addressing solutions in the

engineering, manufacturing and infrastructure verticals; geospatial services to the utilities and telecom sectors, as well as data transformation and analytics services to the utility and transportation segments, both in public and private realm and product realization.

9. Total number of locations where business activity is undertaken by the Company - 38 locations.
 - i. Number of International Locations: Full list provided elsewhere in the Annual Report
 - ii. Number of National Locations - Hyderabad, Bangalore, Noida, Kakinada and Vizag
10. Markets served by the Company - International

Section B: Financial Details of the Company

1. Paid up Capital (₹) 56.18 crores
2. Total Turnover (₹) 1,294 crores
3. Total profit after taxes (₹) 271 crores
4. Total Spending on Corporate Social Responsibility (CSR) – (₹) 3.56 crores

Section C: Other Details

1. Does the Company have any Subsidiary Company/ Companies? - Yes.
2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s) - Yes; 8
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]
Yes-More than 60%

Principle 1.

Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

- 1.1 For the company, good governance is an intrinsic part of its fiduciary responsibility, and hence, emphasis is on the transparency of operations. The cornerstone of the company's philosophy on corporate governance is accountability to stakeholders, transparency in operations and fairness to all stakeholders. Governance practices in the company are predicated upon an ethos of transparency, accountability and disclosure.

- 1.2 The company's values operate on the FIRST principle - Fairness, Integrity, Respect, Sincerity and Transparency. These are articulated across the company and all relevant stakeholders on a holistic and continuous basis.

Fairness - means equity and solidarity where the associates and customers experience an unbiased environment, irrespective of their cultural backgrounds. The company believes in providing an encouraging and motivating ambience which enables associates to meet their personal and organizational objectives.

Integrity - cultivates the development of high professional standards and values. The company in all dimensions of work, aligns its actions with its words and delivers what it promises. The company is committed to the moral and ethical values of the organization and law of the land and expects the same honesty and integrity from its associates and customers.

Respect - the company believes that the most productive environment is where associates are valued and treated with respect and dignity; the company recognizes and rewards them for their hard work and performance.

Sincerity - is a commitment to present a work place which establishes professionalism, dedication towards quality, cost delivery and value systems and speaking and acting truly about the company's vision and realistic goals. The company has always demonstrated utmost reliability and accountability for all its commitments and promises and strives for the same ahead.

Transparency - is an open door policy. The company believes that a fair and open communication is the key to success. The company believes in clear billing processes and ensures availability of relevant information required for cooperation and collective decision making. Encouraging feedback from the clients and associates helps build a trustworthy company.

- 1.3 The company has designed and implemented a code of conduct for its associates. The code of conduct encompasses the core values that the company upholds and lives by: Integrity and Transparency, Teamwork, Customer Delight, Leadership by Example, Fairness and Pursuit of Excellence. The code covers such matters as honest and ethical conduct, avoidance of conflicts of interests, legal compliances, disclosures and confidentiality obligations, competition and fair dealing. There is a more stringent code of conduct

applicable for senior management and the board of directors buttressing the same principles of ethics and transparency. Besides, the company also has in place policies on anti-bribery and corruption.

- 1.4 The company has designed and implemented a vigil mechanism (whistle blower policy) that provides a formal mechanism for all associates of the company including subsidiaries to approach the Ombudsperson of the company and make protective disclosures about unethical behaviour and actual or suspected fraud. The objective of the Whistle Blower Policy is to provide associates, customers and vendors an avenue to raise concerns, in line with the Company's commitment to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication. Further, the policy also provides necessary safeguards for protection of associates from reprisals or victimization for whistle blowing in good faith.
- 1.5 With a view to providing greater non-financial disclosures, the company has voluntarily adopted the secretarial standards issued by the Institute of Company Secretaries of India (ICSI) and substantially complies with the guidance note issued by the ICSI on Non-Financial Disclosures.
- 1.6 The company recognizes that individuals have an expectation that personal data provided during their dealing with the company will be protected from inappropriate use or disclosure. In furtherance of this, the company introduced a Data Privacy Policy to reinforce its commitment to comply with applicable data privacy and security requirements in which the company and its subsidiaries operate. The policy provides common core values, policies and procedures intended to achieve nearly universal compliance.
- 1.7 In recognition of its exemplary and laudable corporate governance practices, the company was awarded the 14th National Award for Excellence in Corporate Governance by the Institute of Company Secretaries of India in December, 2014.

Principle 2.

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

- 2.1 The company is committed to continuously improve its Safety Standards, Sustainability and Environmental Management System through processes defined below:
- Minimizing the consumption of electrical energy, chemicals and natural resources.

- Encouraging use of renewable/replenishable / sustainable resources.
 - Compliance to applicable legal requirements and other requirements related to environmental aspects.
 - Prevention of pollution to air, water and land by using environment friendly chemicals (where applicable) and continuous reduction of hazardous material in the processes.
 - Reduction in generation of identified wastes.
 - Promotion & adoption of environmental friendly and non-hazardous materials, components and processes
 - Setting, maintaining and monitoring the environmental objectives & targets
 - Promoting environmental and safety awareness among all the associates, vendors and contractors.
- 2.2 The company ensures that the various support services such as house keeping, security services, pantry, transportation are all sourced and maintained in a sustainable manner. In particular, the services are sourced from agencies in the vicinity of the operations of the company. This helps in encouraging local entrepreneurship and reducing environmental pollution by minimizing transportation.
- 2.3 The company has canteen/pantry services at its various locations to cater to the needs of its associates. The said services are outsourced and the food waste is disposed off by the contractor in an environment friendly manner with no contribution to pollution.
- 2.4 The company has tied up with a pollution control board certified electrical and electronic waste disposal agency to handle the e-waste generated by it in compliance with the E-Waste Management & Handling Rules, 2011.
- 2.5 The company encourages the usage of electronic mode for all its activities (with associates, customers and society, in general) and minimizes the use of paper. Every paper is used to the optimum and one-sided paper is used meticulously.
- 2.6 The company disposes the paper waste to ITC, which is renowned for preparation of recycling paper products.
- 2.7 The company conducts training programmes on First Aid and fire fighting training program to ERT [Emergency Response Team] members to handle emergency situation during office hours. Evacuation

drills at all our locations are organized during the year 2014-15, during which all associates including senior leadership actively participated.

Principle 3.

Businesses should promote the well being of all employees.

- 3.1 At Cyient, talent is a key component of the company's strategy for sustainable growth. People represent the most important asset; the company emphasizes the importance of aligning its human resources with business goals; and the human resource priorities comprise the following:
- Building high performing talent and teams by empowering associates to excel
 - Providing pro-active HR Service delivered through systems and process aligned to startegic business needs
 - Integration and prioritization of approaches to address the needs of internal and external customers
 - Attracting, retaining and engaging associates in line with organizational objectives
 - Nurturing a strong workforce through leadership development and training for a company with over 12,000 associates, the prime objective of the human resource function continued to be associate development.
 - Management and personal effectiveness initiatives
- 3.2 Associate satisfaction levels plays a prime role at Cyient, there are numerous activities to measure and keep the associate engagement levels high at Cyient.
- **Associate satisfaction survey:** Every year associate satisfaction survey is conducted where associates provide their genuine feedback. This helps the company to evaluate feedback and start working on those areas for effective engagement. This year, the response rate received a new high of 86%, and 10,737 associates responded to the A-Sat survey. On the basis of informal meets basis the A-Sat survey were around 22 & Manager capability workshops were spread across 12 sessions covering around 150 managers. These workshops were conducted to understand the challenges being faced by managers.
 - **Health & Wellness initiatives:** Lot of health and wellness activities are conducted every month for associates to take out their precious time and get the check up's done at the office premises. There

are some activities extended to family members of Cyient associates too. Some of the initiatives are:

- ◆ Eye check-up by Dr. Agarwals - 1000+ associates availed the benefit
- ◆ BMI Check-up - 1000 + associates have benefited with the special check-up
- ◆ Heart check-up - 300+ associates at Uppal location have H1N1 Vaccine drive at a subsidized cost - 500 + associates across Hyderabad and other locations in India took the vaccination
- ◆ Typhoid immunization - 1000+ associates took the vaccination at the vaccination drive conducted
- ◆ Yoga sessions - About 75+ associates are participating in the yoga session
- ◆ Aerobic sessions - About 100+ associates are participating in the aerobics.
- **Recognition tool on mycyient:** A common intranet platform for associates to voice out their concerns and reach out to the large audience at company in a go. To enhance it further, the awards were moved on the platform for associates to redeem their awards with products or transfer the same to their salary account. The tool is being utilized by close 7000+ associates.
- **Cyient Festival:** Under the banner of Cyient festival, the year saw the highest engagement activities such as Kids day at Cyient which saw a footfall of 1000 people including associates' spouses and children. Talent hunt, Antakshari, Rangoli, Kites festival saw a participation of 250+ associates. Cyient Premier League for Men & Women saw 628 associates including 588 - Men and 40 Women participating in the contest.
- **CSR activity:** There were 2 initiatives conducted from the engagement which also coincided with CSR activity, one such event was a Musical evening by VishwaDrukh Foundation- Visually challenged cultural team. This was a fund raiser for visually challenged children where a whopping amount of close to 200000 INR/- was raised by associates & another activity was Bring a Child wish list to life in the month of December 2014 where associates contributed towards turning small / big wish list of poor children true. This event was a huge success with more than 2000+ associates participating voluntarily in the event.

- **Special attention to Women Associates:** Special health screening from Yashoda hospital was conducted for female associates as well as health counselling. Through Women Achievers Award we also appreciate women for their efforts at work. Close to 88 women achievers were presented with awards and certificates for their achievements at work.
- **Festival celebrations:** Cyient has always welcomed cultural and traditional diversity, and here we have taken up the spirit from all the various festivals across religions, be it Ugadi, Ramzan, Dussera, Diwali or Christmas we have celebrated all these festivals with fun. These activities engage close to 7000+ associates at Cyient.

Principle 4.

Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

- 4.1 The company values the support of its stakeholders and respects the interests and concerns they have towards it. The company and its associates provide value-based services to the stakeholders.
- 4.2 The company has continuous engagement with its various stakeholders to understand their concerns and assess their requirements and respond to their needs in an effective manner. The company recognizes the importance and value of the four key stakeholders, viz., associates, investors, customers and the society and as documented/detailed elsewhere, caters to each of their requirements. Customer Satisfaction Survey, Associate Engagement Survey and Investor Satisfaction Survey are conducted each year to gauge the feedback of the respective stakeholders and the same is analysed for further improvement.
- 4.3 The company is conscious of the impact of its policies, decisions, products and services and associated operations on the stakeholders and shall avoid such actions which adversely affect the health, safety and welfare of the stakeholders.
- 4.4 The company proactively engages with and respond to those sections in the society that are disadvantaged, vulnerable and marginalized. It shall also give special attention to stakeholders in areas that are underdeveloped.
- 4.5 With a view to enhancing shareholder democracy, the company extends e-voting as part of postal ballot. Further, the company recognizes the fact that all

shareholders do not attend the Annual General Meeting (AGM) of the company and despite the fact that the resolutions proposed thereat are passed with the requisite majority, a holistic response of the shareholders is not reflected in the same.

- 4.6 As a good governance practice and to enhance the levels of corporate democracy, the company introduced a non-mandatory ballot through the internet as a channel for shareholders to informally provide their consent/dissent on the resolutions included for transaction at the 22nd and 23rd AGMs in 2013 and 2014 respectively. This process will enable the company to assess the views of the shareholders who do not attend and participate in the AGM. This is being implemented this year too.
- 4.7 The Company shall resolve differences with stakeholders in a just, fair and equitable manner.

Principle 5.

Businesses should respect and promote human rights

- 5.1 The company appreciates that human rights are inherent, universal, indivisible and interdependent in nature. The spirit of Fundamental Rights and Directive Principles of State Policy of the Indian Constitution shall, as far as practicable, be imbibed in all the company's policies and systems. The Company shall strive to adhere to the human rights laws and guidelines of the International Bill of Human Rights.
- 5.2 The company integrates respect for human rights in management systems and ensure that all individuals impacted by the business have access to grievance redressal mechanisms. To this extent, the company has devised a whistle blower mechanism to enable all associates of the company including subsidiaries to approach the Ombudsperson of the company and make protective disclosures about unethical behaviour and actual or suspected fraud.
- 5.3 The company recognizes and respects the human rights of all relevant stakeholders and groups within and beyond the workplace, including that of communities, consumers and vulnerable and marginalized groups. As such, the company does not discriminate against people on any grounds whatsoever and is an equal opportunity employer.
- 5.4 The company recognizes the individual rights of the associates about their "personal information" and safeguards the same in line with a data privacy policy.
- 5.5 The company, within its sphere of influence, promotes the awareness and realization of human rights across its value chain.

5.6 Policy on sexual harassment:

The company is an equal employment opportunity provider and is committed to creating a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. The company also believes that all associates of the company, have the right to be treated with dignity.

Sexual harassment at the work place or other than work place if involving associates is a grave offence and is, therefore, punishable. In keeping with our avowed commitment to the adoption of best practices, the principles of Values FIRST and compliance of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the company has adopted and implemented a Policy to prevent and prohibit sexual harassment at the work place. The policy further provides for the redressal of complaints of sexual harassment. Implementation of this policy also makes us compliant to the Convention on the Elimination of all Forms of Discrimination against Women (United Nations Entity for Gender Equality and the Empowerment of Women).

- 5.6.1 Internal Complaints Committees, as required to be constituted under the Act, have been set up in respect of all the locations in India.

Principle 6.

Business should respect, protect, and make efforts to restore the environment.

- 6.1 The company has a pronounced commitment to achieve economic, ecological and social responsibility objectives of sustainable development through its varied business operations and activities. Being an Environmentally responsible citizen, the company commits itself to take all necessary initiatives towards optimization and continual reduction in utilization of natural resources and also man-made resources.
- 6.2 The company is determined to focus its attention to achieve the goal of "Reduce, Reuse and Recycle" in all its operations for sustainable development. Company is committed to put efforts towards renewable resources to avoid depletion of natural resources.
- 6.3 The company complies with all applicable legal / regulatory requirements related to environment protection, pollution control management and sustainable development.
- 6.4 The company focuses on how to minimize negative impacts from the development and construction process and how to improve on previously contaminated sites. Care is taken not to disturb natural

topography and not create much hard scape. In order to reduce the carbon foot print, the company ensures that adequate basic services are available near to the place of work. This helps in the site -vehicle pollution reduction. Further, the company encourages car-pooling and has specific sites for parking of pooled cars. Surplus open space is used for vegetation and promotes bio-diversity. Parking is allowed over vegetated green surface to reduce Urban Heat Island Effect.

- 6.5 Regarding conservation of water, the company has adapted plant species such as *Cyperusalternifolius* and *Allamanda* that aid in the conservation of ground water levels. Drip irrigation is also encouraged for irrigating the vegetation. Other measures include an onsite sewage treatment plant and usage of low flow water fixtures in water closets and wash basins. This has resulted in a 51% reduction in the usage of baseline potable water.
- 6.6 The company is specially focuses on the reduction of energy usage and encourages the usage of alternative energy sources in its premises. The various energy conservation measures include:
- Energy Efficient lighting
 - Occupancy sensors in all the feasible areas.
 - High performance Air conditioning systems.
 - Efficient supply fans
 - Eco-Friendly Refrigerants
 - Reducing ODP & GWP
- 6.7 With a view to focussing on achieving High Indoor Environment Quality and Conditions for Enhanced Productivity of Occupants, the company provides for adequate fresh air and Use of day lighting at its various premises. The measures in this regard include:
- Adequate supply of fresh air - 30% extra than ASHRAE 62.1 & CO2 monitoring for occupants' well being& productivity
 - Individual Controllability of Lighting for occupants Visual Comfort & Productivity
 - Temperature & RH controls for occupants thermal comfort & productivity
 - Outside View to the building spaces for occupants wellbeing & Productivity
- 6.8 The company promotes the re-cycling of waste. The re-cyclable waste is segregated and other waste is sent for sand fills. The company actively promotes the usage of re-cycled content material so as to reduce the usage of virgin material. This includes:

S.No.	Products with recycled content
1	Ultima Mineral Fibre Tile
2	MDF
3	Glass
4	ACP
3	Structural Steel
4	Vitrified tiles
5	False ceiling

- 6.9 Further, these are sourced from local manufacturers so that they are encouraged and transportation costs and pollution is also minimized.

Principle 7.

Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

- 7.1 As a Corporate Citizen, the company understands its responsibility to function within the democratic set up and the constitutional framework. It recognizes that businesses operate within the specified legislative and policy frameworks prescribed by the Government and other regulators, which guide their growth and also provide for certain desirable restrictions and boundaries. The company and its associates respect the legal / regulatory framework and comply with all the applicable provisions of laws. They shall also abide by the policies, procedures, rules and regulations relating to the business of the company. The company believes that policy advocacy must preserve and expand public good and does not advocate any policy change to benefit itself alone or a select few in a partisan manner.
- 7.2 In case of any grievance with any legislative / regulatory mandates, it shall seek redressal of the same and resort to policy advocacy consistent with the principles and policies contained in the Code.
- 7.3 The company is an active member, inter alia, of the following bodies:
- Confederation of Indian Industry (CII)
 - National Association of Software and Services Companies (NASSCOM)
 - The Federation of the Andhra Pradesh Chambers of Commerce & Industry
 - National HRD Network
 - Hyderabad Management Association
 - Indo-American chamber of commerce
 - National Aerospace Laboratories
 - Association of Geospatial Industries
 - International Corporate Governance Network

- 7.4 The company maintains cordial relations with bodies such as the Indian Institute of Technology, Indian School of Business, Institute of Company Secretaries of India, the Institute of Chartered Accountants of India and the Institute of Directors, besides several universities and educational institutions.
- 7.5 The senior management of the company is also represented on various committees and boards constituted by the government on regulatory matters. The Executive Chairman of the Company, Mr. Mohan Reddy is the Chairman of NASSCOM for 2015-16.

Principle 8.

Business should support inclusive growth and equitable development.

- 8.1 Details of community investment and development work undertaken indicating the financial resources deployed and the impact of this work with a longer term perspective:

The company believes in giving back to society in a measure that is proportionate to its success in business. Infotech Enterprises Charitable Trust (IECT) was set up on 27 March 2002 at Hyderabad. Cyient CSR initiative goes beyond charity and it works with the belief that as a responsible corporate, it should take into account its impact on society as much as creating business value.

8.2 Strategy:

- 8.2.1 The goal is to make the adopted Government schools the preferred place to learn. To achieve this, we provide infrastructure support like brick and mortar buildings, library, labs, teaching aids and teaching staff with an aim to increase student enrolment, attendance, and retention and enhanced pass out rate. Company appreciates the need for supporting basic organizational or administrative needs at the institutional level towards building a sustainable society with self-reliant people.

- 8.2.2 The company's Chairman has been an active champion of CSR initiatives. His enthusiastic support for schemes such as mid-day meals and adopting unaided schools, adoption of government polytechnic colleges and improving the digital literacy in communities around the adopted schools has greatly helped in bringing equitable and inclusive growth. Support offered includes notebooks, school bags and uniforms to all the adopted school children and motivates and inspires them towards success in life.

Vision:

To facilitate access to quality education and to

participate in projects with business aligned social innovation and Invest in environmental development projects.

Mission:

Achieving long-term, holistic development of community around us by being committed to creating and supporting programs that bring about sustainable changes through education, environment and health care systems.

8.3 Program Implementation:

- 8.3.1 Cyient Foundation (CF) first foot print: 13th Aug, 2007, Cyient signed an MOU for Adoption of Gachibowli School.

- Since then CF has been working towards improving the quality of education through adoption of Govt. Schools.
- Presently CF is supporting children from Pre Primary to High Schooling.
- CF took up initiatives in providing various amenities / facilities at the schools.

Adoption of Polytechnic College: On 25th April '14, Cyient Foundation had signed MoU with Andhra Polytechnic College, Kakinada. Through this adoption Cyient Foundation supports 2000 students pursuing their diploma.

Cyient Foundation NDLM Centers:

- National Digital Literacy Mission (NDLM), aims to empower neighborhood communities with digital literacy, and facilitate deployment of digitally-enabled citizen services. As part of the programme, 3000 community members, one from each family, would be trained to operate a computer or a digital access device (such as a tablet), and use the Internet to search for information, send/receive emails and access various e-governance services. Training modules would be developed in association with NASSCOM, covering content on health, education, literacy and livelihood. The Cyient Foundation will also partner with an NGO specialized in executing community development programmes. Engaging primarily with children, youth and women the programme would generate social, cultural and economic advantages for under-served communities. The initial phase of the program would focus on the Cyient Foundation adopted schools in suburban Hyderabad.

CYIENT FOUNDATION - NDLM CENTERS

S.No.	Training Program	Location	Beneficiaries	Status
1.	Cyient Foundation NDLM Center - Gachibowli	Hyderabad	269	L1 & L2 Training Completed
2	Cyient Foundation NDLM Center - Khajaguda	Hyderabad	242	L1 & L2 Training Completed

The foundation has already identified 3,500 students from 19 engineering colleges in the vicinity of Hyderabad where specialized training programs will be provided.

This will ensure students enhance their skills while they are still in the colleges, thereby improving chances for employability.

Cyient Foundation Skill Development Initiative:

- Cyient Foundation through its Skill Development Initiative will groom engineering students on a large scale, through high-quality training programmes aimed at equipping them with industry-relevant skills.
- The foundation has already identified 3,500 students from 19 engineering colleges in the vicinity of Hyderabad where specialized training programmes will be provided.
- This will ensure students enhance their skills while they are still in the colleges, thereby improving chances for employability.
- The Cyient Foundation has identified a number of Engineering colleges where specialized training programmes will be offered which will augment the efforts of the colleges to ensure the students get industry orientation while they are still in the colleges and thus enhance their employability.
- The first phase will focus on training students in communication and life skills. At the end of the first phase based on the assessment carried out, in the second phase a select group of students would undergo the Foundation programme in technical skills.
- Based on further assessment at the end of this phase a smaller group will be shortlisted for whom advanced technical training shall be imparted and further live projects shall be assigned.
- At the end of this phase Cyient will make offers to a select group of students and the rest shall be made available to other companies who may be interested in recruiting them.

CYIENT FOUNDATION - SKILL DEVELOPMENT DETAILS

Phases	Training Program	Students to undergo training	Maximum No of Hours of Training	Status
Phase 1	Communication Skills Training	3260	60	Completed
Phase 2	Foundation Training in Product Design	960	60	Completed
Phase 3	Core Training in Product Design	240	176	In progress

Social Innovation aligned to Business Innovation:

- As a part of our business aligned initiatives aimed at giving back to the society, Cyient Foundation is supporting Innovation Centre at LV Prasad Eye Institute,
- The vision of this Innovation Centre is to provide infrastructure to support research, develop new practices, tools, capabilities in the field of Ophthalmology, and also serve as an 'idea hub' for knowledge dissemination.
- Cyient Foundation has committed to donate an amount of ₹ 2,50,00,000 (Rupees Two Crores Fifty Lakhs) over a period of five years.
- Apart from this monetary support, Cyient will also leverage its engineering capabilities to support LVPEI in developing new products for diagnosing eye diseases and imaging eye tissues - products that will be helpful in disease management, therapy, and rehabilitation of vision impaired patients.

- LVPEI-MIT-CYIENT Engineering the Eye Innovation Workshop: Doctors and engineers united for seven days of non stop idea generation and prototyping on some of the biggest challenges in eye health.
- LV Prasad Eye Institute (LVPEI), in collaboration with MIT Media Lab and Tata Centre for Technology and Design, inaugurated the 'Redx: Engineering the Eye Workshop' as part of the designs innovation series from LVPEI's Innovation Centre - Srujana, which is supported by CYIENT.

8.4 Cyient Foundation Progress in supporting underprivileged children:

8.4.1 Cyient Foundation has made remarkable progress by adopting 13 schools in the neighbourhood of its facilities in Hyderabad, Kakinada and Noida.

8.4.2 Empowering Underprivileged Children

- Till date, we have supported over 8,000 underprivileged children across 13 adopted schools in our neighborhood
- Overall, more than 10,000 children from early child education to secondary school of education benefit from our initiatives

8.5 Cyient Foundation Activities to improve the new admissions and reduce the dropouts:

- Cyient Associates volunteer to conduct various meetings with children, parents and the local community in bringing awareness on education and its social impact for a child's future.
- Volunteers conduct career guidance programmes to show sustainable earning sources to the children after completing their SSC.
- Providing assistance to the needy to continue their higher education through Scholarships, fellowships, grants etc.
- Providing nutritious food supplements and supply snacks to the children who attend the extra classes to keep them agile.
- Results: The overall Dropouts reduced to 4% from 15% and the New Admissions improved to 23% from 13%.

8.6 Cyient Foundation Activities in providing quality education:

- Constructed seven additional class rooms for higher classes in adopted Schools.
- Developed play areas and secured the school premises by proper fencing to avoid trespassing

by public thus creating a congenial school atmosphere.

- Restored power connection and provided lights & ceiling fans for the comfort of students.
- Appointed 36 qualified teaching staff for Science, Mathematics and English subjects.
- Conducting special classes for 9th & 10th class students.
- Distributing Note Books, Exam Kits School Bags & Uniforms and Teaching Aids to school Children for every academic year.
- Conducting various competitions like essay writing, elocution and painting to bring out the latent talent in children as an ongoing exercise and encourage children with prizes.

Results: The overall pass out rate has improved to 82.7% from 28%.

Results: The overall pass out rate has improved to 81% from 28%.

8.7 Cyient Foundation Activities in improving the new admissions and pass percentage of girl students:

- Cyient constructed separate wash rooms for girls. Provided quality uniforms to the girl students.
- Female Volunteers conduct career guidance programs to show sustainable earning sources to the girl children after completing their SSC.
- Provide assistance to the needy to continue their higher education through Scholarships, grants etc.

Girl student dropout % reduced to 3% from 13%. Girl student enrollment % has improved from 20% to 53%. Girl student pass% has improved from 31% to 73%.

Our passion: Improving education for girls:

- Female volunteers conducted parental awareness sessions and career guidance and counseling programs Recruited qualified teaching staff
- Girl student dropouts decreased from 13% to 4%.
- Enrollment of girl students improved from 20% to 53%.
- Pass percentage of girl students improved from 31% to 73.5%.

8.8 Details of innovative practices, products and services that particularly enhance access and allocation of resources to the poor and the marginalized groups of the society

Training and Curriculum:

Provided the best of the learning material and partnered with various voluntary groups. There was periodic training sessions by the external faculty and visitors.

Faculty augmentation and training:

The training was undertaken by the company directly and the salaries paid to the teaching staff by the company on monthly basis. Qualified teaching staff from nearby B.Ed. institutions were hired for this purpose.

Monitoring mechanism for Quality:

To have the long-term sustainability, weekly and monthly audits were conducted by the dedicated CSR resources. Surprise visits are also conducted to ensure that the amount spent on quality of education is reaching the children properly.

Community Engagement:

Local Community and Government support in Cyient Foundation CSR activities to improve the quality of Education.

- Government participation in Cyient Foundation Events:

With the follow up of Cyient Foundation on the requests raised for additional Class Rooms, Government of Andhra Pradesh extended support to Cyient Adopted Schools in building 25 additional class rooms in 5 of the Cyient Adopted Schools with ₹ 1.20 Crores

- Parent meets in Cyient Adopted Schools:

To bring awareness among parents of school children and the local community about Cyient CSR initiatives, Cyient holds monthly meetings (with parents and guardians) to encourage them to send their children to school.

8.9 Celebrate successes:

- To sustain the momentum of our CSR programme, we involve the active participation of the company leadership and highlight the success of these initiatives that give the programmes (Cyient CSR Activities) a real meaning
- In the rapidly expanding global workplace, the celebration of these successes not only drives the implementation of CSR initiatives, but also allows sound corporate HR practices to enable them
- Additionally, the publicity around these successes creates an understanding of the cultures of each

region within the company. The local population would know that in addition to providing jobs, the company takes an active interest in, and participates in, local issues

8.10 Share and Communicate CSR value to company and community:

- Community Relations - Encouraging Community Relations through our HR team includes implementing reward programmes for (pat-on-back for CSR Volunteers) charitable contributions and encouraging community involvement and practices. These events are showcased and published by way of email announcements, corporate newsletters and other media releases to build more awareness.
- Training and Development - Educate and enlighten the associates about company CSR vision and mission through induction programmes and floor walks and meetings
- Cohesive Global CSR Platform - In order to encourage and maintain a clear and cohesive Global workplace, created multi-functioning HR platform (Corporate Affairs) and created designated CSR Team, which allows for distributing a sound corporate responsibility plan

8.11 Impact of the Cyient School Adoption Programme:

Cyient aims at improving the quality of education imparted to under privileged children in adopted schools. With Cyient involvement the community and the society at large where our schools are located are impacted.

- Reaching out to the Underprivileged:

Cyient Adopted School Adoption is driven to reach out to the community. Presently operating primarily in states where Cyient operates in India, the programme mainly focuses on improving the quality of education imparted to disadvantaged and maximum enrolment of girl children.

- Special focus on the Girl Child: Cyient Foundation is specially intended to impart education to girl children who have been deprived of education for long. Through an inbuilt strategy, our initiatives attempt to overcome the challenges that prevent girl children from attending school. Specially designed girl-child policy, separate toilet for girls, one female teacher in each shift and special sensitization campaigns through Cyient volunteers have been put in place to encourage parents to send their daughters to school.

8.12 Impact on Teaching-Learning:

Cyient Activities focus on holistic, conceptual and experiential learning helping students emerge as agents of change in the society.

8.13. Impact on Community:

There has been an increased parent and community participation because of the various connection points that have been created by our activities, such as the Cyient Volunteering activities, participation of parents and community members in school events, parent teacher meetings, etc.

- Reaching out to the Underprivileged: Cyient Foundation School/College Adoption is driven to reach out to the community by providing various amenities and facilities.
- Impact on Community: There has been an increased parent and community participation. Cyient CSR Volunteers to conduct meetings with children parents & local community. Career guidance programmes to show sustainable earning sources.

8.14 Generation of Employment:

The Cyient CSR activities also helped in generating employment opportunities in the community where our schools are located:

- Recruitment of local qualified youth as teachers (Cyient Foundation appointed vidya volunteers to maintain ideal teacher to student ratio in Cyient Adopted schools).
- Hiring of locals as school maids (care takers)
- Hiring of locals as school watchmen and cleaners.
- The Mid-Day Meal Supplement vendors are community members, especially parents of students in our schools.
- School Bags, Note Books, Examination kits & Uniforms are also procured from local suppliers.

8.15 Innovative Practices Adopted:

Implemented E-Learning facilities in Cyient Adopted Schools. The volunteers from the company have conducted various computer learning sessions for the School Children.

Children were given access to the quality of education and continuous monitoring by the volunteers team. Inter school competitions to raise the competitive spirit amongst the schools. Infotech customers from various countries conducted the learning sessions on essay writing, painting and elocution competitions.

Principle 9.

Business should engage with and provide value to their customers and consumers in a responsible manner.

We are continuously focused on delivering value to our customers. We look at every project from three perspectives: technical, business and human. A few instances/case studies:

Technical Value:

Product Cost reduction - Partnered in development of heavy duty truck used in the construction industry, in 11 month time frame and to meet roadability requirements of all states in USA. Through the use of alternate materials and design optimizations, team was successful in reducing the weight of the product by 30% while completing the project within time.

Business Value:

Innovations in network planning and Design: Leading service provider in Netherlands was finding it difficult to analyze the FTTh market needs and design an optimized fiber network. We have implemented a holistic plan and design solution to help the client address deployment challenges. By analyzing the existing FTTh deployment areas, optimizing the fiber cable routes for infrastructure placements and utilizing existing duct routes, we have enabled delivery of FTTh to 300,000 homes in 22 cities in a record time, with 70% reduced field survey costs and 40% savings in deployment costs

Human Value:

Affordable health tracking system for cost sensitive markets - Developed an e-health product for the Indian market that has the capacity to capture vital health parameters, sending them to the patient health records systems through wireless network.

Quieter and greener skies - For one of our aerospace clients, we participated in development of a next-generation aero engine program. We have contributed to 27% of the design effort and proposed more than 100 design concepts and resulted in faster development at lower costs. The final design of the engine is 14% more fuel efficient and 50% less noisy.

We use our knowledge and skills to create solutions that are future facing, imaginative and practical for our customers. All interactions with our customers are based on a strong foundation of our 'Values First' philosophy of Fairness, Integrity, Respect, Sincerity and Transparency.

Designing tomorrow together is our vision and the basis of our brand promise. These three simple words describe our unique approach of working with our customers to improve their business and the lives of their customers.

Annual Report on CSR Activities

Annexure-B

- The company believes in the philosophy of returning to society as a measure of gratitude for what it has taken from it. In view of this, the company's corporate social responsibility (CSR) aims to extend beyond charity and enhance social impact. The company's CSR vision includes:

- To help underprivileged children to access the quality of education and
- To participate in projects with business aligned innovation

The company's CSR mission is:

Achieving long-term, holistic development of community around us by being committed to creating and supporting programmes that bring about sustainable changes through education and health care systems."

The CSR policy, projects and programmes may be accessed at <http://www.cyient.com/who-we-are/corporate-social-responsibility-csr>

- The CSR committee of the company is comprised of:

Mr. K. Ramachandran
Mr. B.V.R. Mohan Reddy and
Mr. Krishna Bodanapu.

Mr. B. Ashok Reddy, President - Corporate Affairs & Infrastructure is a permanent invitee to the committee.

- Average net profit of the company for last three financial years: ₹ 16,346.6 Lakhs
- Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): ₹ 326.9 Lakhs
- Details of CSR spent during the financial year.
 - Total amount to be spent for the financial year: ₹ 355.8 Lakhs
 - Amount unspent, if any; Nil
 - Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR Project or Activity identified	Sector in which the Project is covered	Projects or programs (1) Local Area or Other (2) Specify the state and district where projects or programs undertaken	Amount outlay (budget) project or program wise (₹) Lakhs	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on project or programs. (2) Overheads: (₹) Lakhs	Cumulative expenditure upto the reporting period (₹) Lakhs	Amount Spent: Direct or through implementing agency
1.	Hygiene & Wellbeing in adopted Schools	Education - In Cyient Foundation adopted schools	State: Telangana & Andhra Pradesh Districts: Ranga Reddy & East Godavari	60.0	57.6	57.6	All the amounts have been spent through the Cyient Foundation
2.	Improve Quality Education in adopted Schools	Education - In Cyient Foundation adopted schools	State: Andhra Pradesh Districts: Ranga Reddy & East Godavari	82.0	81.4	81.4	
3.	Community Development	Flood Relief - Hudhud - Donation AP Chief Minister Relief Fund, Sanitation to community, Heart Patients support	State: Telangana Districts: Ranga Reddy	70.0	67.0	67.0	
4	Social Innovation aligned to business innovation	Health - LVPEI - HYDERABAD EYE RESEARCH FOUNDATION	State: Telangana Districts: Ranga Reddy	50.0	50.0	50.0	
5.	IT Literacy to community - National Digital Literacy	National Digital Literacy Mission Centers - NASSCOM FOUNDATION	Telangana & Andhra Pradesh Districts: Ranga Reddy & East Godavari	32.0	30.7	30.7	
6.	Skill Development Initiative	Knowledge and Skill Training to Engineering Graduates for Employability	State: Telangana Districts: Ranga Reddy	57.0	69.1	69.1	
TOTAL				351.0	355.8	355.8	

- In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report - Not Applicable
- The CSR Committee confirms that the implementation and monitoring of the CSR Policy, is in compliance with CSR objectives and Policy of the company.

Date : 23 April 2015

Place : Hyderabad

Krishna Bodanapu
(Managing Director & CEO)
(DIN-05301037)

K. Ramachandran
(Chairman - CSR Committee)
(DIN-00193357)

SECRETARIAL AUDITORS' REPORT

Annexure-C

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Cyient Limited
(Formerly Infotech Enterprises Limited)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Cyient Limited (formerly Infotech Enterprises Limited) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided and declarations made by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by "the Company" for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Employees' State Insurance Act, 1948 and Employees' State Insurance (General) Regulations, 1950;
- (vii) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and The Employees' Provident Funds Scheme, 1952;
- (viii) The Payment of Bonus Act, 1965 and the Payment of Bonus Rules, 1965;
- (ix) The Contract Labour (Regulation and Abolition) Act, 1970 and the Contract Labour (Regulation and Abolition) Central Rules, 1971;
- (x) Income Tax Act, 1961 and rules made thereunder;
- (xi) Service Tax Act, 1994 and rules made thereunder;
- (xii) A.P. Shops and Establishment Act, 1988;
- (xiii) The Contract Labour (Regulation and Abolition) Act, 1970 and the Contract Labour (Regulation and Abolition) Central Rules, 1971;
- (xiv) The Special Economic Zones Act, 2005 and rules made thereunder;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;

- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

I further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Except in case of Board Meeting held on 11.09.2014 adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The Board Meeting held on 11th September, 2014 the said meeting was called at a shorter notice to consider and transact some urgent matters and the Independent Directors of the Company have attended the said meeting through Video Conference and the minutes of the said meeting were circulated to all the directors and ratified by the Independent Directors.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period:

1. The name of the Company was changed from Infotech Enterprises Limited to Cyient Limited vide fresh certificate of incorporation dated 5th May, 2014 issued by the Registrar of Companies, Andhra Pradesh.
2. The Company has set up a wholly owned subsidiary at Australia - Cyient Australia Pty Ltd.
3. The Board of Directors of the Company at their meeting held on 15th January, 2015 have revised the investments in Rangsons Electronics Private Limited from ₹ 200 crores to ₹ 300 crores in the aggregate.

S. Chidambaram

Practicing Company Secretary
FCS No. 3935
C P No: 2286

Place : Hyderabad
Date : 22.04.2015

Details of Stock Options pursuant to SEBI regulations

Infotech Associate Stock Option Plans (Infotech ASOPs)

Sl.No.	Description	ASOP 2008
1.	Number of options outstanding at the beginning of the period	956,144
2.	Options granted during the year	105,000
3.	Pricing formula	Market price as defined in SEBI (ESOS&ESPS) Guidelines, 1999
4.	Options vested	519,325
5.	Options exercised	396,452
6.	Total no. of shares arising as a result of exercise of options	396,452
7.	Options lapsed	27,309
8.	Variation of terms of options	Nil
9.	Money realized by exercise of Options (₹)	67,132,138
10.	Total no. of options outstanding at the end of the period	637,383
11.	Total no. of options exercisable at the end of the period	432,195
12.	Employee wise details of options granted to	
	i) Senior Managerial Personnel:	
	Ajay Aggarwal	15,000
	Katie Cook	5,000
	Tom Edwards	5,000
	N J Joseph	5,000
	Sanjay Krishnaa	10,000
	Sunil Kumar Makenna	10,000
	Anand Parmeswaran	15,000
	John Renard	15,000
	Rajendra Velagapudi	10,000
	Brain Wyatt	10,000
	ii) Any other employee who received a grant in any one year of options amounting to 5% or more of options granted during the year:	Nil
	iii) Identified employees who were granted options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant:	Nil
13.	Diluted EPS as per Accounting Standard 20 (INR)	24.09

cyient.com

2014-15

Annual Report

14. i) Method of calculation of employee compensation cost : The Company has calculated the employee compensation cost using the intrinsic value of the stock options
- ii) Difference between the employee compensation cost so computed at (i) above and the employee compensation cost that shall have been recognized if it had used the fair value of the options : ₹ 4.49 Million (increase)
- iii) The Impact of this difference on profits and on EPS of the company :
- | | | |
|---|---|-----------------|
| Profit After Tax (PAT) | ₹ | 2711.59 million |
| Less: Additional employee compensation cost based on fair value | ₹ | 4.49 million |
| Adjusted PAT | ₹ | 2707.10 million |
| Adjusted EPS | ₹ | 24.05 |

- iv) Weighted average exercise price and fair value of stock options granted:

Stock Options granted on	Weighted average exercise price (in ₹)	Weighted average fair value (in ₹)	Closing market price at NSE on the date of grant (in ₹)
13/06/08	250.00	108.13	251.15
12/05/09	169.00	70.46	164.70
16/09/09	271.00	119.02	269.50
05/04/10	375.00	179.57	377.95
08/04/10	359.00	173.31	360.70
15/04/10	350.00	175.72	362.30
02/07/10	188.00	87.81	186.60
16/07/10	169.00	82.99	170.50
23/10/10	165.00	76.34	165.00
02/02/11	165.00	76.93	162.90
22/03/11	161.00	78.44	162.95
13/06/11	142.00	141.90	142.25
19/10/11	118.00	115.00	115.50
17/10/13	184.00	184.45	184.45
12/06/04	324.00	325.00	325.00

- v) Description of the method and significant assumptions used during the year to estimate the fair value of the options, including the following weighted average information : The Black Scholes option pricing model was developed for estimating fair value of traded options that have no vesting restrictions and are fully transferable. Since option pricing models require use of substantive assumptions, changes therein can materially affect fair value of options. The option pricing models do not necessarily provide a reliable measure of fair value of options.
- vi) The main assumptions used in the Black Scholes option-pricing model during the year were as follows:
- | | | |
|--|---|-----------|
| Risk free interest rate (%) | : | 8.00% |
| Expected life of options from the date(s) of grant | : | 1-3 years |
| Expected volatility (%) | : | 59.07% |
| Dividend yield (%) | : | 1.95% |

On behalf of the Board of Directors

Place : Hyderabad
Date : April 23, 2015

B.V.R. Mohan Reddy
Executive Chairman
(DIN-00058215)

1. Conservation of Energy

It is our continuous endeavor to implement the best practices in areas of energy conservation and in this regard, company is in the process of availing solar power for the Manikonda facility. Also, as part of energy conservation, we have initiated the process of implementing energy savings practices at organization level and this has resulted in considerable savings to the organization. This includes, replacing the existing conventional lighting with LED lighting, creating awareness to associates by sending mailers, continuous monitoring after office hours and during weekends and send mailers on observations. This would result in considerable savings. After analysis of the savings the company would like to replicate the same at other locations. Also, as part of the initiative taken by the company, the E-Waste [old systems, hard disks, printers] related assets are sold to a firm approved by Pollution Control Boards.

As part of the conservation of our natural resources, the paper waste from our locations is given to ITC for recycling of paper for making of recycled products. To save energy, energy audit at our locations was conducted.

In order to conserve natural resources, another STP plant was installed at our Kakinada - SEZ location there by resulting in usage of the STP water for plantation purpose. More information is available at the business responsibility report.

2. Research & Development and Benefits thereon

Your company has a modern R&D facility with a state-of-the-art Technology Centre working on various R&D projects.

Smart City Lab

Nature of activities: This facility is being leveraged as a key enabler of Cyient's innovations for the Utilities industry. We are able to leverage its expertise across Utilities, Telecom and Engineering to develop a variety of integrated applications, electronic devices and components that can potentially play a part in the Smart Grid visions of global utilities.

This framework leverages the company's expertise on utility core systems such as GIS, Smart Metering and Analytics to minimize utility operational costs while enhancing grid reliability.

Some of the key benefits to the utility are reduced outages, effective planning for improved future capacity, and reduced truck rolls, thus minimizing their costs.

Experience Centre

Nature of activities: As part of Cyient's corporate vision of Designing Tomorrow Together, we recently inaugurated a state-of-the-art Experience Center which gives its engineers the ability to see, touch and learn about products and components the company designs. The purpose of the Cyient Experience Center is to close the gap between the engineers design and the final product, resulting in a shorter design cycle for Cyient customers. Spanning an area of over 15,000 sq. ft., the new facility at the company's Hyderabad campus is spread over two floors with dedicated spaces for product display, prototyping, inspection and assembly. An investment of ₹ 50 million was made by Cyient to build this facility. The Cyient Experience Center focuses on Innovation at Cyient, which will help Cyient engineers to prototype their designs better.

The facility also enables efficient product realization giving rapid prototyping capabilities to the engineers, thereby accelerating the development cycle time from concept to final design. Prototyping of parts with advanced Computer Numerical Control (CNC) machines, 3D printers and table-top machines capable of producing plastic and metal components ensures seamless transition from Computer Aided Design (CAD) to physical outcome. The Center will exhibit actual products designed by Cyient to help engineers see, analyze, learn and experiment with new ideas. In the near future advanced flying industrial drone platforms, Internet-of-things lab setup, state-of-the-art co-innovation labs with worlds leading CAD/CAE and mapping companies & virtual reality simulation centers are planned for initiating several R&D projects in this facility. Rapid Prototyping lab is a part of experience centre, 3D Printing or additive manufacturing related rapid prototyping research is a strong focus area in our organization.) It involves various processes for making a three-dimensional object of almost any shape from a 3D model or other electronic data source primarily through additive processes in which successive layers of material are laid down under computer control. A 3D printer is a type of industrial robot.

(₹ in million)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Revenue Expenditure	14.69	13.21
Capital Expenditure	51.82	Nil
Total R&D Expenditure	66.51	13.21
R&D Expenditure as percentage of		
Total Revenue	0.51%	0.11%

3. Technology Absorption, Adaptation and Innovation

Information technology continued to play a vital role as business enabler with its vision of "Deliver "effective" IT results in terms of innovation, cost, quality and speed of service" by establishing real-time business information systems platform and by taking complete control on the information systems ensuring information systems are appropriately authorised, controlled and provided when needed.

The state-of -the art IT infrastructure comprising of latest hardware and software technologies that facilitating growth and safety had enhanced with new software technologies and security devices to improve information systems availability and end point protection technologies.

As an ongoing endeavor, we strengthened our compliance culture across information security, Risk management and handling intellectual property. We further strengthened the Information technology

processes and security culture that make it possible to align with our partners and suppliers in maintaining a compliance environment.

We further expect to strengthen IT systems and information assets security by standardising the environment for their continued availability by absorbing latest 'provisioning and deployment strategies', encryption technologies and cloud based solutions.

4. Foreign Exchange Earnings and Outgo

Most of your company's earnings are from the export of Engineering and Software Services. During the year, export earnings accounted for 94.7% of the total income. In order to promote product sales and services, your company participated in various exhibitions and carried product promotion activities. Details of Foreign Exchange Earnings and Outgo areas follows:

(₹ in million)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Foreign Exchange Earning	12,181.2	12,169.8
Foreign Exchange Outgo	2,184.6	2,336.9

On behalf of the Board of Directors

B.V.R. Mohan Reddy
Executive Chairman
(DIN-00058215)

Place : Hyderabad
Date : April 23, 2015

Overview of Economy

The global economy is continuing to expand at a moderate and uneven pace. Global growth in 2014 was a modest 3.4 percent, reflecting a pickup in growth in advanced economies relative to the previous year and a slow down in emerging market and developing economies.

Growth in the United States was stronger than expected, averaging about 4% annualized in the last three quarters of 2014. In Japan, after a weak second half of the year, growth in 2014 was close to zero. In the euro area, activity was weaker than expected in the middle part of 2014 but showed signs of a pickup in the third quarter and in early 2015, with consumption supported by lower oil prices and higher net exports. Also, increased geopolitical tensions played a role in explaining the growth slowdown in the Middle East. Exchange rate movements in recent months have been sizable, reflecting changing expectations about growth and monetary policy across major economies, as well as the large decline in oil prices.

We continue to believe that an improving global growth profile will emerge through the balance of the year 2015 and into 2016. This is based upon expectations that the combination of low borrowing costs, low gas online prices, significant currency relief for many countries, the rising trend in stock market valuations, increased infrastructure spending in a number of regions, and a stronger trend in U.S. output will provide sufficient stimulus to kick-start growth. Overall, global growth is projected to reach between 3.5 percent and 3.8 percent in 2015 and 2016, respectively.

Overview of Industry

Engineering Research & Development (ER&D)

Global engineering spend grew by nearly 3% in 2014 to reach USD 1.44 trillion. While industry specific trends are driving ER&D, common themes emerging include green technologies (fuel efficiencies) and digital (connected cars, connected aircrafts, smart grids, Internet of Things (IOT), analytics, etc.)

In terms of geographies, North America and Europe dominate with over 80% of the global engineering spend, Japan is progressively becoming more open to offshoring and though it accounts for only 10% of exports currently, it is growing at over 40% CAGR for last 5 years. Asia, especially China is emerging as both a manufacturing hub and a large local market - this is likely to see more ER&D outsourced from these locations. Indian ER&D market is still very small, currently estimated at USD 14 billion with outsourced ER&D at ~\$ 1.3 billion (9% share in total ER&D spend). The government's focus on indigenization, self-reliance and offsets would drive ER&D spend in Aerospace sector in India. Make in India, a major new national program, designed to

facilitate investment, foster innovation, enhance skill development and build best-in-class manufacturing infrastructure, will drive growth in manufacturing (\$ 8 Billion opportunity) businesses across India.

While cost continues to be a relevant factor, globally other factors are gaining prominence - innovating products for emerging markets, lowering time-to-market (gaining first mover advantage), meeting government regulations, etc. are also influencing outsourcing strategies. As a result clients are becoming more open to offshore both low-to mid-complexity work (testing & validation, etc.,) to very high complexity work (prototyping, concept development, etc.,). Share of high complexity work done from India is expected to be >25% by 2020. Due to this shift, ER&D services portfolio is witnessing greater emphasis on product engineering (end-to-end ownership) and innovation at both product and process levels.

Increasingly, digital technologies - cloud platforms, cloud based products, IoT, M2M connectivity etc., are being implemented, giving unprecedented access to different level of data. This in turn is seeing the growing application of analytics - both data analytics and engineering analytics - across verticals.

Indian engineering and product development segment's growth story is set to continue, with revenue in FY2016 expected to grow double digit. Cyient is well placed to take advantage of its rich experience in complete product life-cycle engineering, digital and analytics technologies to develop innovative, affordable and differentiated products.

Networks & Operations

Global Utilities out sourceable market is estimated at \$ 110 billion (2014). Emergence of Smart Grids and growth in Mobile workforce requirements are driving the market for GIS services, estimated at \$ 1.2 billion in 2014. Smart grid managed services and Meter Data Management (MDM) services are driving \$ 2 billion market, majority in Europe and North American regions. These markets also have strong potential for Power Engineering and design work estimated at \$1.7 billion. Global spending on Operational Services is valued at \$ 3.6 billion in 2014 and is expected to grow at a rate of 7% to amount to \$4.2 billion in 2016. Some of the key trends witnessed by this industry in 2014, are Emergence of Advanced Metering Infrastructure; renewable inflows to the grid; increasing role of Communications in grid operations; Information Technology & Operations Technology Convergence and aging assets.

Telecom outsourcing is estimated at \$ 50 billion (2014). Europe and North America are the major contributors in the market. Market for telecom network services is estimated at \$17 billion in 2015. Asia Pacific holds the major share (approximately 40%) in the market followed by North

America. Global market for Operational Support Systems services is expected to reach \$14 Billion in 2015 and expected to grow at a CAGR of 4% till 2016. Machine to Machine (M2M) market is estimated at \$ 37billion in 2014 and it is estimated to reach \$54billion in 2017. Asia is the largest regional M2M market accounting for 42% of global M2M connections, followed by Europe (28%) and North America.

Combining over two decades of experience in network engineering with its deep industry knowledge and resource and technology investments, Cyient is very well positioned to deliver significant value and business benefits to its clients in the Utilities and Communications markets.

Commercial Geospatial

The Commercial Geospatial market including, Spatial Data Mapping & Processing, 3D Modeling & Indoor Mapping, Geospatial Information Systems (GIS) based software development, including spatial analytics stood at \$26 billion in 2014. The growing demand for accurate high resolution 3D geospatial data has fueled the use of mobile mapping systems which are in turn used for Navigation purposes. 3D city modeling, is currently a big trend in the industry..Additionally, there is an exponential increase in the amount of geospatial information available. These tera bytes of spatial data can be analyzed for addressing specific business challenges such as: real time vehicle tracking, driver behavior, change detection etc. fuelling the need for big data analytics in the GIS industry. Another interesting area is Indoor Mapping: the inadequate strength of satellite signals in indoor environments has created the need for indoor positioning and indoor navigation (IPIN) technologies. Cyient's deep roots and expertise around Geospatial puts the company in a strong position to capitalize on these trends and opportunities.

Electronics Manufacturing Services (EMS)

The global EMS market size is \$436.7 billion, this sector has grown by 5.1% in revenue in 2014. A lot of this positive growth was due to strong demand for smart phones. The automotive (smart cars) and healthcare industries (instruments) are fueling growth for electronics which has a positive impact on EMS. There is increased demand in Aerospace and Defense as well with EMS revenues from this market expected to grow from \$16.64 billion in 2014 to \$25.23 billion by 2019. Even though there is a decline in the defense sector due to sequestration of defense budgets, aerospace sector will continue to grow based on increased adoption of electronics.

Indian's Electronics Systems Design and Manufacturing (ESDM) is expected to be \$94.2 billion by 2015. The key market drivers are significant local demand due to government schemes like digitization policy, National Knowledge Network (NKN), National Optical Network (NOFN) etc. and rising manufacturing costs in alternate markets. Additionally, government policies like Electronics

Manufacturing Cluster Schemes, Skill Development Scheme etc., are also driving this growth.

Business Overview

Overview

Cyient is a provider of complete product life cycle engineering solutions, Network and Operation solutions to clients worldwide. The company's solutions include product development and life-cycle support, process and network engineering, operations management and support, data transformation and analytics. The company provides expertise in the aerospace, rail transportation, energy, medical, oil and gas, mining, heavy equipment, semiconductor, telecom, utilities and geospatial industries.

The breadth and depth of Cyient's domain and technology expertise has been built over the last 23 years through a unique combination of long standing client relationships and investments in people, processes and technologies. This makes Cyient, an ideal partner for clients who want to design innovative products faster, optimize their engineering costs, and improve time to market, enhance operational efficiency or maximize the return on investment in their networks. These long-term partnerships with clients around the world is enabling the company to do more and reach further, resulting in a better tomorrow. The value and outcomes we help to deliver could be a quieter flight, automated signaling system, more robust broadband connectivity, or more reliable GPS navigation.

Long term stability and the growth momentum of the company continues to deliver strong financial results, attract top global talent and win new clients while strengthening existing relationships.

Strategy

Over the course of Financial Year 14-15, Cyient undertook a comprehensive strategy development exercise with an objective to prepare ground for accelerated growth in the next 3 to 5 years. This aspiration is defined and articulated as the S3 Strategy (Services, Systems, and Solutions).

S3 strategy is our articulation of Technology & Business model value chain by industry and our plan to address the part of the value chain where we see the best value for clients, employees & investors.

Over the past two and a half decades, we have acquired deep domain knowledge in our core industries, developed a range of engineering and technology competencies and established a well-tested global delivery model. By leveraging these strong assets and complementing them with new capabilities, Cyient can address more of our clients' value chain.

S3 gives us the opportunity to transition from pure services play to becoming a more deeply engaged systems and solutions partner. Our value proposition is reflected in the

S3 continuum: from product ideation and design engineering, through product realization to aftermarket services; and by aligning to new trends around Internet of Things and data analytics, Cyient can solve business problems and fulfill a much broader range of client needs.

S3 strategy creates several new opportunities for individual growth, opens up new leadership roles, and provides avenues for new skills acquisition and opportunities to be involved with innovative and industry-changing technologies. It also allows us to build deep and resilient client relationships by taking responsibility and ownership across more of their value chain.

Cyient's acquisition focus during the course of FY15 has further reinforced our strategy and execution. Softential extends our Communications play by delivering a "Network Design to Operate" value proposition that leverages our award winning Service Management/Assurance solutions portfolio. Cyient Insights (formerly Invati Insights) combines engineering, networks and operations expertise with data science capabilities to offer new solutions in the evolving space of Data Analytics and the Industrial Internet of Things. Rangsons Electronics puts us in the Product Realization space with well-tested capabilities around Electronic Manufacturing Services and strengthens our Design-Build-Maintain strategy.

S3 is vitally important to our growth and sustenance over the next five years. We believe it will be game-changing and re-define our market leadership.

Strengths

We believe our competitive strengths include our strong competencies in focus industry segments along with an innovative and collaborative culture, customercentricity, flexibility with business models, cross border delivery and global footprint.

Cyient's S3 strategy and its implementation positions and differentiates the company as a "concept to solution" partner. Our acquisitions in FY15 have helped to strengthen this value proposition and make us an even more relevant and valued partner for clients worldwide.

Opportunities

Based on the NASSCOM IT-BPM strategic review 2015 report, over the next five years, we would witness 86% and 58% growth in concept development and prototyping respectively, which highlights client need for complete solutions. Client's demand is shifting from low-end tactical support services to owning complete product responsibility, which will enable them to design market specific products with faster time to market. In some industry segments ER&D is shifting from design to manufacturing and sustenance engineering.

Sustainability (improving fuel efficiency, R&D on advanced materials, alternate fuels), localization of products for end-

user geographies, and miniaturization continue to be key areas of focus for ER&D firms. Increasingly, digitization technologies, cloud platforms, cloud based products, IoT, M2M connectivity are being implemented, giving unprecedented access to different level of data. This in turn is driving the growing application of analytics.

The Make in India program is expected to transform India into a leading manufacturing hub by raising global interest in local business. The Indian government has brought about various changes in standing policies like increased FDI, improved IPR apparatus, robust infrastructure for manufacturing, etc., to encourage Make in India program. In total there are 25 sectors that are identified for this program including aviation, defense manufacturing, electronic systems, mining, railways, oil & gas, thermal power etc., where your company has significant strengths in driving design lead manufacturing services. As per NASSCOM estimates, only manufacturing portion of Make in India is expected to be \$8 Billion opportunity for Information, Communication and Technology (ICT) sector.

The \$7 Billion Digital India initiative with a vision of creating digital infrastructure, enabling governance and digital empowerment of citizens, offers huge opportunities to Cyient. Creation of infrastructure, providing digital governance, electronic delivery of services, etc., involves network and digitization solutions that your company has been providing for clients across the globe.

Other government initiative of developing 100 smart cities mission intends to promote adoption of smart solutions for efficient use of available assets, resources and infrastructure in the country. This requires smartdesign, smart utilities, smart housing, smart mobility, smart technology etc., which again opens whole lot of opportunities in creating and operating smart grids, increasing connectivity and matching to machine communication, digitizing the environments, and lots of analytics.

Cyient's S3 strategy and the opportunity choices we have made align very well with industry trends including Internet of Things/Machine to Machine communication, Smart Cities, Smart Grids, complete product life cycle support and Digital & Analytics.

Outlook

In FY15, due to our continued efforts on client and associate engagement, delivery excellence and synergistic acquisitions, we have delivered strong revenue growth of 24.3% Y-o-Y. We will continue to focus on delivering superior financial performance and industry leadership in our chosen verticals. With global economic outlook improving, anticipated double digit growth in ER&D and product development segment and with the new opportunities in domestic market like Make in India and Digital India, Cyient is confident of delivering broad based growth in FY16 as well.

Threats, Risks and Concerns

RISK	IMPACT	MITIGATION
Currency volatility	A major portion of our revenues are in foreign currencies and significant portion of our expenses are in Indian rupees. So volatility in currency exchange movements result in transaction and translation exposure	● Currency hedging policies and practices in place ● Hedging strategy is reviewed periodically to manage this risk appropriately
Global economic uncertainty	Economic uncertainties in leading economics like US and Europe can impact the demand for the IT & Engineering services	● Proactively working with clients to demonstrate our value addition and how it would drive their efficiencies and help meeting their business goals ● Aggressively focusing on new markets ● Also, equal focus on all industries for growth
Cost pressures	Increasing employee costs and escalating operating expenses are creating pressures on margins	● Continuous focus on increasing productivity ● Developing knowledge based engineering automation tools to increase efficiencies ● Leveraging offshore wherever possible ● Control on the employee pyramid for cost management
Pricing pressures	In this highly competitive environment, severe pressure on price increases, there by impacting margins	Focus is on ● providing higher value and differentiated services ● Taking system level ownership rather than offering services ● New business models
Integration risks in M&A	Post-acquisition challenges include cultural, financial and systems/technology integration. If not addressed at the earliest could result in failure to achieve the strategic objectives of the acquisition and resultant synergy revenues	● Dedicated team monitoring the Post-merger integration with well laid out plans and close monitoring of the same ● Periodic review of the activities and taking timely actions
Operations risk	Risks integral to business operations like Fraud, security breaches, business continuity, etc., that can impact reputation and business performance	● Developed operational risk management mechanisms, enterprise risk management ● Enterprise risk management program instituted to facilitate informed and responsible risk taking by the organization ● ISO27001 certified and have implemented stringent security measures ● Have comprehensive business continuity management program to ensure minimum disruption to client services during disasters
Anti-bribery and compliance	Anti-bribery and compliance laws are becoming more stringent worldwide. Non-compliance can lead to reputation loss in addition to penal action	● Policies and guidelines in place to increase awareness ● Mechanisms put in place for due-diligence and for regular monitoring

Internal Controls

The company has in place adequate systems of internal control commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliance of corporate policies. The company has a well-defined manual for delegation of authority for approving revenue and expenditure. The company uses an SAP system to record data for accounting, consolidation and management information purposes, which connects to different locations for exchange of information. It has continued its efforts to align all its processes and controls with global best practices.

M/s Ernst & Young LLP carried out the internal audit for the financial year 2014-15 and will be performing the internal audit in financial year 2015-16 based on an internal audit plan, which is reviewed each year in consultation with the statutory auditors (M/s Deloitte Haskins & Sells) and the audit committee. The internal audit process is designed to review the adequacy of internal control checks and covers all significant areas of the company's global operations.

The company has an audit committee of the Board of Directors, the details of which have been provided in the corporate governance report.

The audit committee reviews audit reports submitted by the internal auditors. Suggestions for improvement are considered and the audit committee follows up on the implementation of corrective actions. The committee also meets the company's statutory auditors to ascertain, inter alia, their views on the adequacy of internal control systems in the company and keeps the board of directors informed of its key observations from time to time.

Re-branding

It has now been a year since we officially adopted the new Cyient brand. During launch events across Asia Pacific, Europe, India and North America we collectively began a new chapter in the journey that we have been on since 1991.

During these events, we talked about how we've been in the business of solving our client's problems for 20 years and how we can use that expertise to become a truly global competitor and shape the future of the industries we serve. We explained how we decided on the name Cyient, which is at once forward thinking and rhymes with client but also contains a nod to our past with the letters "IENT" from Infotech Enterprises. And we laid out our brand promise, our way of working, the motto for everything we do - 'Designing Tomorrow Together'.

Since that time we have worked hard to ensure that all our

stakeholders from investors to associates, clients to prospects understand and identify with the brand. We have launched online ads, airport billboards, new sales collateral, a new website, Cyient branded giveaways and much more. While the excitement at launch was electrifying, the momentum continued to build over the year as we adopted the new brand and claimed it as our own. The feedback has been positive from both the market and our associates and better positions us as a for our S3 strategy of providing services, systems and solutions. But we remain humble and realize that we still have a long way to go to ensure that the Cyient brand flourishes and delivers on its promise to all our stakeholders. Going forward we will need to continue to invest in the brand to improve overall brand awareness in our key markets.

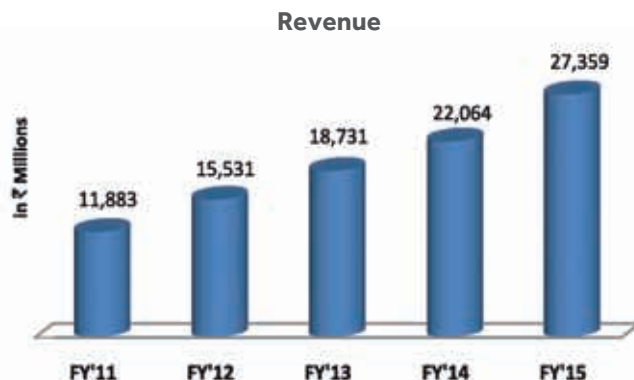
As we move into the second year of being Cyient, we encourage each of our associates to ask this question everyday - What I am doing to shape a better future with my clients. The response to this question will become the single-biggest driving force behind Cyient realizing its vision as a unique, global and forward-looking company that is helping its clients design and deliver a better tomorrow.

Shareholder Value Creation

The company has worked towards shareholder value creation over the years. This has resulted in significant growth in revenue and profit of 20% and 24% respectively over the last 5 years. Dividend payout has substantially improved over last 5 years from 8% to 30% currently. The free cash generation has also improved significantly in view of the focus on receivables management, tax optimization and prudent capex strategy. These improvements in business performance also resulted in market capitalization increase by 90% in last year.

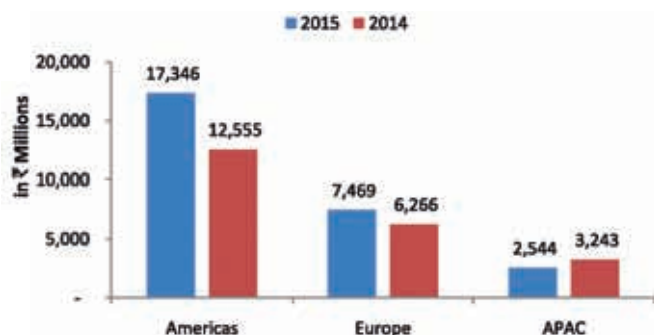
Revenue Growth

The company has sustained robust revenue growth momentum in the last 5 years with an impressive compounded annual growth rate (CAGR) of 20%. The revenue for the company has more than doubled driven by focus on a well-diversified business and geography portfolio.



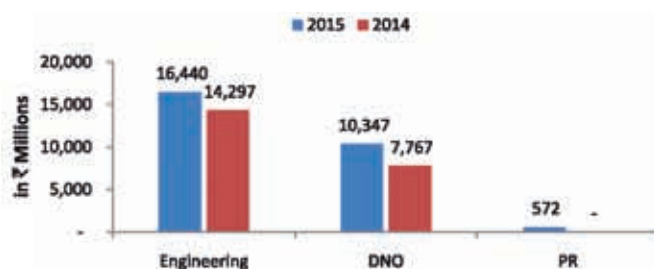
Revenue by Geography

The company has delivered robust growth across all geographies. Largest geo by revenue (Americas), followed by (EMEA) and emerging markets (APAC and Others) led the overall growth for the company.



Revenue by Operating Units

The company had been operating by three different Operating Units (OU) and each of the unit have grown strongly across all the geographies and industry segments.

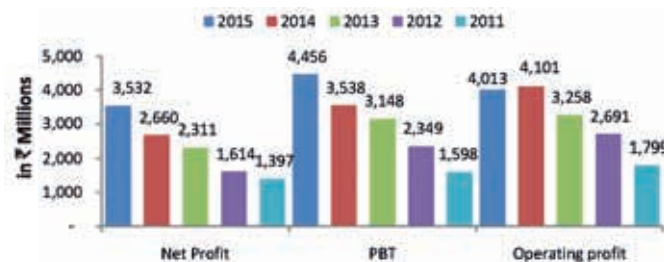


Better Client Mining

The company understands importance of getting more business from existing clients and has taken specific initiatives to improve its client mining capabilities. Revenue per client for the company is up from US\$ 0.8 Mn in FY'10 to US\$ 1.2 Mn in FY'15 and revenue from Non-Top 10 customers as % of revenue is up from 40% to 50% for the same period. Number of customers contributing more than US\$ 20mn revenues has also doubled in last 3 years from 2 in FY'13 to 4 at the end of FY'15. The company will continue to focus on improving revenue per customer by focusing on strategic customers and generating more up-sell and cross-sell opportunities.

Profits Trend

The company focused on strategy of revenue growth concomitant with better profitability. The company achieved significant growth on all measures of profitability. Net Profit grew at a 5 year CAGR of 24%.



Business Free Cash Flow Generation

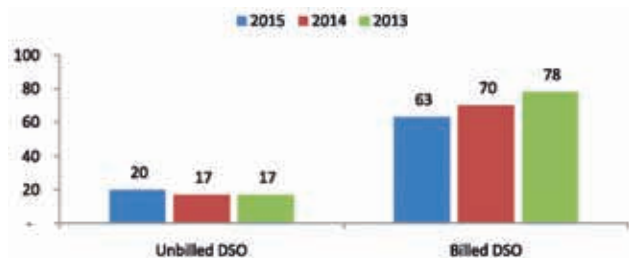
The company has achieved significant improvement in free cash flow (FCF) generation capabilities of the business in last 3 years. In FY'15, the company generated its highest ever FCF at 2,968 mn which is doubled of the FCF generated in FY'13 at 1,126 Mn. Company's FCF as % of operating profit doubled from 30% in FY'13 to 57% in FY'15. FCF improvement was driven by company's specific focus on improving days sales outstanding, achieving lower tax rate and optimizing the capital expenditure. While substantial cash was generated, the cash balance was lower due to investments in acquisitions.



* Free Cash flow Definition: PBT + Depreciation and Amortization + Changes in Working Capital - Capex

Days Sales Outstanding

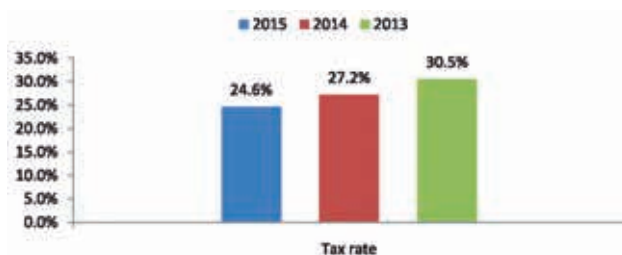
The company has delivered consistent improvement in Days Sales Outstanding (DSO) in last 3 years owing to focus on better collection cycle management and DSO in FY'15 stood 83 Days. The company is confident of continued improvement in DSO.



* DSO Calculation: Total receivables at the end of quarter / (Quarterly Annualized Revenue*90)

Tax Rate

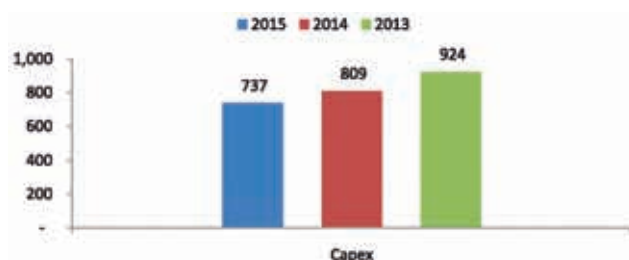
Driven by Special Economic Zone (SEZ) deployment strategy, the company has realized substantial tax reduction in last 3 years. Effective tax rate for the organization has improved by 260 bps from 27.2% in FY'14 to 24.6% in FY'15. The company has added close to ~3,000 people in SEZ in last 3 years.



* Excluding one-time impact of dividend tax credit on dividend received from overseas subsidiaries

Capex

The company ended the FY'15 with capital expenditure of ₹ 737 mn, which is 2.7% of total revenue. It is the lowest ever capex spend as % of revenue which is driven by company's focus on an asset light model, implementation of lease and buyback strategy and robust internal capex control.



Net worth

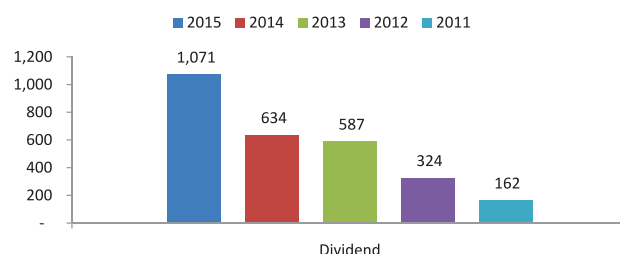
Net worth of the company has grown by 80% in last 5 years from ₹ 10,293 Mn to ₹ 18,441 Mn. It can be attributed to the profitable growth in each of the last years, driven by both organic and inorganic initiatives.

Net Worth



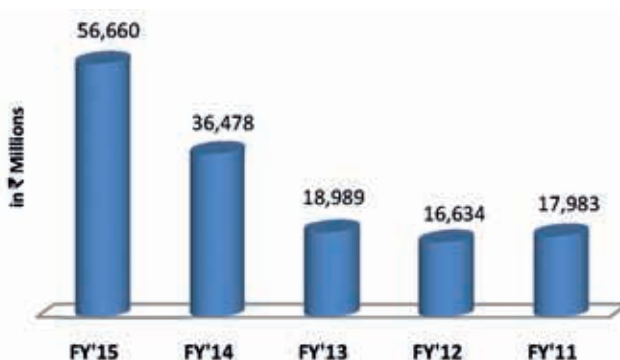
Return to investors

Dividend: Dividend payment trend for the company has improved substantially in last 5 years. There is a 6 fold increase in dividend payout ratio. Dividend payout has gone up from a low of 12% in FY'11 to 30% in recent years. The company expects the current dividend payout ratio to be maintained.



Market Capitalization: Market capitalization of the company have improved significantly.

Market Capitalization



FINANCIAL PERFORMANCE FOR THE YEAR 2014-15 (CONSOLIDATED)

The financial statements of Cyient Limited and its subsidiaries, associate company and joint venture, are prepared in compliance with the Companies Act, 2013, and generally accepted accounting principles in India (Indian GAAP).

The discussion mentioned below relates to consolidated financial statements and the same be read together with the same. Significant accounting policies used for preparation of these financial statements are disclosed in the notes to consolidated financial statements.

A. FINANCIAL RESULTS

Particulars	March 31, 2015		March 31, 2014	
	₹ Mill	% of Revenue	₹ Mill	% of Revenue
Income from operations	27,359	100.0	22,064	100.0
Other income	1,218	4.5	169	0.8
Total income	28,577		22,234	
Expenses				
Employee benefits expense	16,756	61.2	13,678	62.0
Cost of materials consumed	291	1.1	-	-
Changes in inventories of finished goods and work in progress	168	0.6	-	-
Operating, administration and other expenses	6,136	22.4	4,284	19.4
Finance Costs	58	0.2	14	0.1
Depreciation	713	2.6	720	3.3
Total expenses	24,122	88.2	18,696	84.7
Profit before tax, share of profit of associate and minority interest	4,455	16.3	3,538	16.0
Tax expense	1,097	4.0	1,030	4.7
Profit after tax, before share of profit in associate company and minority interest	3,359	12.3	2,508	11.4
Share of profit from associate company	150	0.5	152	0.7
Profit after tax before share of profit/(loss) attributable to minority interest	3,510	12.8	2,660	12.0
Share of loss attributable to Minority interest	22	0.1	-	-
Profit for the year	3,532	12.9	2,660	12.0

REVENUE

Analysis of revenue growth

The growth in constant currency is 24.3%. The company grew across geographies and major verticals.

Growth attributable to	%
Volume growth	24.3
Price increase	0.00
Impact of exchange rate	(0.3)
Total growth	24.0

Other income

Other income for the year was at ₹ 1,218 million as compared to ₹ 169 million last year. The increase was mainly due to higher realized gain on forward contracts and increase in treasury income.

The movement of Rupee against major currencies was as follows :

	YE March 2015		YE March 2014	
	Closing	Average	Closing	Average
USD	62.59	61.14	60.10	60.15
EUR	67.51	77.52	82.58	80.55
GBP	92.46	98.57	99.85	95.51

Employee benefits expense

Employee benefits expense has increased by 22.5% from ₹ 13,678 million to ₹ 16,756 million, mainly due to increase in manpower, salary increases, impact of acquisitions and foreign exchange impact.

Operating, administration and other expenses

	March 31, 2015		March 31, 2014	
	₹ Mill	% of Revenue	₹ Mill	% of Revenue
Rent	429	1.6	279	1.3
Travel	1,203	4.4	1,066	4.8
Subcontracting charges	1,648	6.0	649	2.9
Repairs and maintenance	709	2.6	564	2.6
Others	2,147	7.9	1,726	7.8
TOTAL	6,136	22.4	4,284	19.4

Other operating expenses have been higher at 22.4% of revenues as compared to 19.4% of revenue last year.

Finance costs

Finance costs have increased from ₹ 14 million last year to ₹ 58 million this year, mainly on account of borrowings in subsidiaries.

Depreciation

Depreciation has decreased by 1% from ₹ 720 million last year to ₹ 713 million this year. This decrease is mainly due to changes in Companies Act 2013. Depreciation as a percentage of revenue is at 2.6%.

Profit before tax

The profit before tax has increased by 25.9% from ₹ 3,538 million last year to ₹ 4,456 million in current year.

Tax expense

The effective tax rate has reduced from 27.2% in 2014 to 24.6% in 2015. The reduction is mainly due to deployment of new business in special economic zones.

Share of profit from associate company (IASI)

Share of profit from associate company has decreased from ₹ 152 million last year to ₹ 150 million in this year.

Profit after tax

The profit after tax has increased by 32.8% from ₹ 2,660 million last year to ₹ 3,532 million in 2015.

FINANCIAL POSITION AS AT MARCH 31, 2015 (CONSOLIDATED)**Share capital**

The paid-up capital has increased from ₹ 560 million as at March 31, 2014 to ₹ 562 million as at March 31, 2015. The increase is on account of issue of ASOPs to associates of the company

Reserves and Surplus

Reserves and surplus as at March 31, 2015 stood at ₹ 17,879 million as compared to ₹ 15,323 million as at March 31, 2014.

Securities premium account increased by ₹ 65 million on account of premium on issue of new shares.

An amount of ₹ 217 million was transferred to general reserve from surplus in profit and loss account during the year. An amount of ₹ 161 million was transferred to general reserve from contingency reserve.

Balance in profit and loss, after appropriation of dividend and absorption of share of loss attributable to minority interest on consolidation of subsidiaries stood at ₹ 8,181 million (₹ 5,972 million as at March 31, 2014).

Foreign currency translation reserve decreased from ₹ 455 million as at March 31, 2014 to ₹ 268 million as at March 31, 2015, due to movement in exchange rates of currencies in the year 2014-2015.

Short term borrowings

The short-term borrowings increased from ₹ 58 million as at March 31, 2014 to ₹ 813 million as at March 31, 2015. This relates to short-term borrowings in our subsidiary and utilization of overdraft facilities, which also helps company in interest arbitrage.

Trade payables

Trade payables consist of payables towards purchase of goods and services and stood at ₹ 2,754 million as at March 31, 2015 (₹ 1,745 million as at March 31, 2014). The increase is in line with increase in business.

Short-term provisions

Short term provisions increased from ₹ 713 million as at March 31, 2014 to ₹ 956 million as at March 31, 2015, mainly due to provision for proposed dividend (including dividend tax thereon) and provision for current taxes.

Fixed assets

There has been an addition of ₹ 737 million to the gross block of fixed assets. The additions are mainly towards computer software and infrastructure facilities.

Non-current investments

Increase in non-current investments of ₹ 150 million is on account of share of profit from associate company for the year 2014-15.

Current investments

Current investments, comprising of investment in mutual funds, have reduced from ₹ 400 million as at March 31, 2014 to ₹ 336 million as at March 31, 2015. The said funds have been invested in bank deposits and also utilised in acquisitions.

Cash and bank balances

The cash and bank balances have decreased from ₹ 6,913 million as at March 31, 2014 to ₹ 6,229 million as at March 31, 2015, mainly due to investment into acquisitions.

Total cash and cash equivalents :

	(₹ Mill)	
	March 31, 2015	March 31, 2014
Cash and bank balances	6,229	6,913
Investment in Mutual funds	336	400
TOTAL	6,565	7,313

Trade receivables

The trade receivables have increased from ₹ 4,800 million as at March 31, 2014 to ₹ 5,336 million as at March 31, 2015, mainly due to increase in business. However, there has been a reduction in DSO from 87 days as at March 31, 2014 to 83 days as at March 31, 2015, due to focused approach in collection of dues.

Short-term loans and advances

Short-term loans and advances have increased from ₹ 710 million as at March 31, 2014 to ₹ 1,363 million as at March 31, 2015, mainly due to increase in derivative assets.

Other current assets

Other current assets have increased from ₹ 1,625 million as at March 31, 2014 to ₹ 1,834 million as at March 31, 2015, due to increase in unbilled revenue. The company keeps a close watch on unbilled revenue.

Material Developments in Human Resources (HR)

Leadership & Development

Learning & Development is identified as a focus area across the associate levels at Cyient. All new associates (fresh and lateral hires) undergo induction training to understand Cyient practices and processes. They interact with leaders across the functions to gain deeper insights into work ethos and values. Soft skill training is provided to the associates based on client feedback, changing business need and role requirement. Technical training is provided as and when associates undertake a project which requires additional skills. Competency wise Subject Matter Experts provide necessary support to the associates on a continuous basis.

Leadership development at Cyient, focuses on establishing robust talent pipeline for present and future needs. Associates progressing from Individual Contributor to Team Leader/Manager roles, undergo First Time Manager programs. High potential associates in middle management and junior management participate in flagship programs viz., Emerging Leadership Program (ELP) and Business Leader Program (BLP). Over 90 high potential associates participated in this training. In addition, the top 85 leaders completed their assessments including the 360 feedback. Accordingly, specific learning initiatives are proposed to the associates. The leadership programs at Cyient comprise of Individual Development Plan, learning-in-action, e-learning, classroom training and guidance from a senior leader / expert. Leaders frequently conduct training sessions as teachers which facilitates context based learning and transfer of knowledge.

Talent Acquisition

The company has added 872 resources on a net basis in the year 2014-15. 265 of these net additions have been in NAM, APAC and 584 from Rangsons acquisition. The company today has associates from over 21 nationalities working across the globe.

Financial year	FY 10	FY 11	FY12	FY13	FY 14	FY 15
Employee Base	7637	8711	9334	10517	12094	12929

The talent acquisition process has been strengthened with adequate emphasis on Organization and Location fit of the candidates, along with Role fit. Further, the competency based interviewing was introduced to assess the technical and behavioral competencies. The refined process improved the objectiveness and enabled potential assessment. Over 250 interviewing managers were trained on the revised methodology and being certified.

The company has also continued to hire fresh college graduates from various technical and nontechnical campuses and as last financial year has ensured that it has adhered to all the commitments made on campus by on boarding these resources within the same financial year.

We have also strengthened our shared services center in India for the supporting the talent acquisition team in US and Europe with the India team sourcing and screening the candidates.

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

The company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2014-15.

2. Details of material contracts or arrangement or transactions at arm's length basis

(a) Name(s) of the related party and nature of relationship

Entity	Relationship
Cyient Europe Limited (Formerly Infotech Enterprises Europe Limited)	Subsidiary
Cyient Benelux BV (Formerly Infotech Enterprises Benelux BV)	Step-down Subsidiary
Cyient Schweiz GmbH (Formerly Infotech Enterprises GmbH)	Step-down Subsidiary
Cyient Inc., (Formerly Infotech Enterprises America Inc.)	Subsidiary
Cyient Canada Inc., (Formerly Infotech Software Solutions Canada Inc.)	Step-down Subsidiary
Softential Inc.	Step-down Subsidiary
Cyient GmbH (Formerly Infotech Enterprises GmbH)	Subsidiary
Cyient AB (Formerly Infotech Enterprises AB)	Step-down Subsidiary
Infotech Geospatial (India) Private Limited, (IGIL)	Subsidiary
Cyient KK (Formerly Infotech Enterprises Japan KK)	Subsidiary
Infotech Enterprises Information Technology Services Private Limited (IEITS)	Subsidiary
Infotech Enterprises Information Technology Services GmbH	Step-down Subsidiary
Cyient Insights Private Limited	Subsidiary
Invati Insights LLC	Step-down Subsidiary
Rangsons Electronics Private Limited	Subsidiary
Techno Tools Precision Engineering Private Limited	Step-down Subsidiary
Cyient Australia Pty Limited*	Subsidiary
Infotech HAL Limited	Joint Venture

* yet to commence commercial operations

(b) Nature of contracts/arrangements/transactions

IT Enabled Engineering Services & Geospatial Services.

(c) Duration of the contracts/arrangements/transactions

Intercompany agreements entered into with subsidiary companies, as amended and ongoing.

(d) Salient terms of the contracts or arrangements or transactions including the value, if any:

To provide IT Enabled Engineering Services & Geospatial Services to the client/customers to the company as a tripartite agreement.

The payment terms of each project as per the intercompany agreements entered with the respective subsidiaries.

(e) Date(s) of approval by the Board, if any: Not applicable as these are at arms length basis and in the ordinary course of the business.

(f) Amount paid as advances, if any: Nil

For and on behalf of the Board

Place : Hyderabad
Date : April 23, 2015

B.V.R. Mohan Reddy
Executive Chairman
(DIN-00058215)

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31 March 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L72200TG1991PLC013134
ii)	Registration Date	28-Aug-91
iii)	Name of the Company	Cyient Limited (Formerly Infotech Enterprises Limited)
iv)	Category/Sub-Category of the Company	Company Limited by shares/Indian Non-Government Company
v)	Address of the Registered office and contact details	4th Floor, A, Wing, Plot No. 11, Software Units Layout, Infocity, Madhapur, Hyderabad 500 081, India. Tel: 040-67641322; Fax:040-66624368 E-mail: company.secretary@cyient.com; Website: www.cyient.com
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Private Limited Unit: Cyient Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032 Contact Person: Mr. Mohd Mohsin Uddin, Manager-Corporate Registry Ph: 040 - 6716 1562 E-mail: mohsin.mohd@karvy.com Website: www.karvycomputershare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
Software Enabled Engineering and GIS services	72200	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name of the Company	Country of Incorporation	CIN/GLN	Holding/ Subsidiary/ Associate	Extent of Holding as at 31 March 2015	Applicable Section
1	Cyient Europe Limited (Formerly Infotech Enterprises Europe Limited)	U.K	Not applicable	Subsidiary	100%	Sec. 2(87)
2	Cyient Inc., (Formerly Infotech Enterprises America Inc.)	U.S.A	Not applicable	Subsidiary	100%	Sec. 2(87)
3	Cyient GmbH (Formerly Infotech Enterprises GmbH)	Germany	Not applicable	Subsidiary	100%	Sec. 2(87)
4	Cyient KK (Formerly Infotech Enterprises Japan KK)	Japan	Not applicable	Subsidiary	100%	Sec. 2(87)
5	Cyient Australia Pty Ltd@	Australia	Not applicable	Subsidiary	100%	Sec. 2(87)
6	Infotech Geospatial (India) Private Limited (IGIL)	India	U72200TG2006PTC049449	Subsidiary	100%	Sec. 2(87)
7	Infotech Enterprises Information Technology Services Pvt Ltd (IEITS)	India	U72200TG2008PTC061416	Subsidiary	100%	Sec. 2(87)
8	Cyient Insights Private Limited (formerly Invati Insights Private Limited)	India	U72200TG2013PTC087527	Subsidiary	51%	Sec. 2(87)
9	Rangsons Electronics Private Limited	India	U31909KA1993PTC014470	Subsidiary	74%	Sec. 2(87)
10	Infotech Aerospace Services Inc.	U.S.A	Not applicable	Associate	49%	Sec. 2(87)
11	Infotech HAL Limited	India	U2900KA2007PLC043691	Joint Venture	50%	Sec. 2(87)

@ yet to commence commercial operations.

Note: The above includes step-down subsidiaries, wherever applicable.

IV. i) SHAREHOLDING PATTERN (Equity share Capital Breakup as percentage of Total Equity)

Code	Category of Shareholder	No. of shares held at the beginning of the year (1 April 2014)				No. of shares held at the end of the year (31 March 2015)				% Change during the year
		No of share in Demat form	No of share in Physical form	Total	% of total shares	No of share in Demat form	No of share in Physical form	Total	% of total shares	
(I)	(II)	(V)		(V)	(VI)	(V)		(V)	(VI)	
(A)	PROMOTER AND PROMOTER GROUP									
(1)	INDIAN									
(a)	Individual /HUF	24972026	0	24972026	22.30	24952226	0	24952226	22.21	-0.09
(b)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(1) :	24972026	0	24972026	22.30	24952226	0	24952226	22.21	-0.09
(2)	FOREIGN		0	0			0	0		0.00
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(2) :	0	0	0	0.00	0	0	0	0.00	0.00
	Total A=A(1)+A(2)	24972026	0	24972026	22.30	24952226	0	24952226	22.21	-0.09
(B)	PUBLIC SHAREHOLDING		0	0			0	0		0.00
(1)	INSTITUTIONS		0	0			0	0		0.00
(a)	Mutual Funds /UTI	9524144	0	9524144	8.51	15280733	0	15280733	13.60	5.09
(b)	Financial Institutions /Banks	3270	0	3270	0.02	25867	0	25867	0.02	0.00
(c)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	42569585	200	42569785	38.02	40049123	200	40049323	35.64	-2.38
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(1) :	52096999	200	52097199	46.52	55355723	200	55355923	49.27	2.74
(2)	NON-INSTITUTIONS		0	0			0	0		0.00
(a)	Bodies Corporate	6100457	1500	6101957	5.45	5265368	1500	5266868	4.69	-0.76
(b)	Individuals		0	0			0	0		0.00
	(i) Individuals holding nominal share capital upto ₹ 1 lakh	4230193	409780	4639973	4.14	4372283	405400	4777683	4.25	0.11
	(ii) Individuals holding nominal share capital in excess of ₹ 1 lakh	1714205	63000	1777205	1.59	1483901	0	1483901	1.32	-0.27
(c)	Others		0	0			0	0		
	Foreign Nationals	373154	38400	411554	0.37	356540	16050	372590	0.33	-0.04
	Foreign Collaborators	16792960	0	16792960	15.00	16792960	0	16792960	14.95	-0.05
	Foreign Bodies	1812223		1812223	1.62	0	0	0	0	-1.62
	Clearing Members	17497	0	17497	0.02	29771	0	29771	0.03	0.01
	Non Resident Indians	2762899	417000	3179899	2.86	2750023	417000	3167023	2.82	-0.04
	Trusts	0	162120	162120	0.14	0	162120	162120	0.14	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(2) :	33803588	1091800	34895388	31.18	31050846	1002070	32052916	28.53	-2.67
	Total B=B(1)+B(2) :	85900587	1092000	86992587	77.70	86406569	1002270	87408839	77.79	0.00
	Total (A+B) :	110872613	1092000	111964613	100.00	111358795	1002270	112361065	100.00	0.00
(C)	Shares held by custodians, against which		0	0			0	0		
	Depository Receipts have been issued		0	0			0	0		
(1)	Promoter and Promoter Group		0	0			0	0		
(2)	Public	0	0	0	0.00	0	0	0	0.00	
	GRAND TOTAL (A+B+C) :	110872613	1092000	111964613	100.00	111358795	1002270	112361065	100.00	

IV. ii) Shareholding of Promoters

Sl. No.	Shareholder's name	Shareholding at the beginning of the year (1 April 2014)			Shareholding at the end of the year (31 March 2015)		
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares
1	B.V.R. Mohan Reddy	14597366	13.04	0	14597366	12.99	0
2	B. Sucharitha	6541200	5.84	0	6541200	5.82	0
3	B.G. V. Krishna	1850760	1.65	0	1850760	1.65	0
4	Bodanapu Sri Vaishnavi	1790400	1.60	0	1790400	1.59	0
5	D. Nageswara Reddy	115200	0.10	0	115200	0.10	0
6	Carol Ann Reddy	38400	0.03	0	38400	0.03	0
7	A. Amala Reddy	22000	0.02	0	3000	0.01	0
8	B.V.S. Ratna Kumari	15600	0.01	0	15600	0.01	0
9	B. Ashok Reddy	1100	0.00	0	300	0.00	0
	Total	24972026	22.30		24952226	22.21	

iii) Change in promoters' shareholding (Pl. specify, if there is no change)

Sl. No.	Name of the Promoter	Shareholding at the beginning of the year		Cumulative shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	B.V.R. Mohan Reddy	14597366	13.04	14597366	13.04
	Increase/(Decrease) during the year	Nil	Nil	Nil	Nil
	At the end of the year			14597366	12.99
2	B. Sucharitha	6541200	5.84	6541200	5.84
	Increase/(Decrease) during the year	Nil	Nil	Nil	Nil
	At the end of the year			6541200	5.82
3	B.G. V. Krishna	1850760	1.65	1850760	1.65
	Increase/(Decrease) during the year	Nil	Nil	Nil	Nil
	At the end of the year			1850760	1.65
4	Bodanapu Sri Vaishnavi	1790400	1.6	1790400	1.60
	Increase/(Decrease) during the year	Nil	Nil	Nil	Nil
	At the end of the year			1790400	1.59
5	D. Nageswara Reddy	115200	0.1	115200	0.10
	Increase/(Decrease) during the year	Nil	Nil	Nil	Nil
	At the end of the year			115200	0.10
6	Carol Ann Reddy	38400	0.03	38400	0.03
	Increase/(Decrease) during the year	Nil	Nil	Nil	Nil
	At the end of the year			38400	0.03
7	B.V.S. Ratna Kumari	15600	0.01	15600	0.01
	Increase/(Decrease) during the year	Nil	Nil	Nil	Nil
	At the end of the year			15600	0.01
8	A. Amala Reddy	22000	0.02	22000	0.02
	Increase/(Decrease) during the year	(19000)	0.01	3000	0.01
	At the end of the year			3000	0.01
9	B. Ashok Reddy	1100	0.00	1100	0.00
	Increase/(Decrease) during the year	(800)	0.00	300	0.00
	At the end of the year			300	0.00

Note: The decrease in % of the individual holding is due to increase of total share capital upon allotment of shares due to exercise of stock options.

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of the Top 10 Shareholders*	Shareholding at the beginning of the year		Cumulative shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Carrier International Mauritius Ltd	15292960	13.66	15292960	13.61
2	First Carlyle Ventures Mauritius	11099416	9.91	11099416	9.88
3	Lavender Investments Limited	6350000	5.67	4732101	4.21
4	ICICI Prudential Life Insurance Company Ltd	5595509	5.00	4694674	4.18
5	Deutsche Securities Mauritius Limited	5456424	4.87	5456424	4.86
6	Amansa Capital Pte Limited A/C Amansa Holdings/ Amansa Holdings Pvt. Ltd.	5185573	4.63	4326252	3.85
7	Oppenheimer International Small Company Fund	4201433	3.75	4603554	4.10
8	T. Rowe Price International Discovery Fund	2756655	2.46	2673785	2.38
9	Reliance Capital Trustee Co. Ltd A/c Reliance equity	2635427	2.35	2921225	2.60
10	ICICI Prudential Dynamic Plan	2229445	1.99	979943	1.42

- Note:** 1. The shares of the Company are traded on a daily basis on the stock exchanges and hence date wise increase/decrease in shareholding is not provided.
2. The details of datewise increase/decrease will be provided at the request of shareholder.

v) Shareholding of Directors and Key managerial Personnel

Sl. No.	Name of the Directors and KMP	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	M.M. Murugappan (Director)	30000	0.27	30000	0.27
	Increase/(Decrease) during the year	0	0.00	0	0.00
	At the end of the year			30000	0.27
2.	Ajay Aggarwal (CFO)	3800	0.00	3800	0.00
	Increase/(Decrease) during the year	2100	0.00	5900	0.00
	At the end of the year			5900	0.00
3.	Sudheendhra Putty (CS)	2000	0.00	2000	0.00
	Increase/(Decrease) during the year	(2000)	0.00	(2000)	0.00
	At the end of the year			0	0.00

Note: None of the other directors hold any shares in the company.

V. INDEBTEDNESS

Company has not availed any loans during the year and is a debt free company

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in ₹)

Sl.No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total
		B.V.R. Mohan Reddy Executive Chairman	B. Sucharitha Whole Time Director (till 12 April 2014)	Krishna Bodanapu MD & CEO (w.e.f 24 April 2014)	
1.	Gross salary	17,093,619	85,162	14,005,587	31,184,368
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	4,601,250	2,006,585	3,693,522	10,301,357
	(c) Profits in lieu of salary under section 17(3) Incometax Act, 1961	Nil	Nil	Nil	Nil
2.	Stock Options	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission				
	(a) as % of Profit	35,057,014	Nil	17,528,507	52,585,521
	(b) Others, Specify	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
	Total (A)	56,751,883	2,091,747	35,227,616	94,071,246
	Ceiling as per the Act	177,914,345	177,914,345	177,914,345	355,828,690

B. Remuneration to other directors:

(Amount in ₹)

Sl.No.	Particulars of Remuneration	Fee for attending board/committee meetings	Commission	Others please specify	Total
1.	Independent Directors				
i	M.M. Murugappan	110,000	1,200,000	Nil	1,310,000
ii	K. Ramachandran	110,000	1,200,000	Nil	1,310,000
iii	Harsh Manglik	70,000	1,200,000	Nil	1,270,000
iv	Som Mittal	60,000	1,200,000	Nil	1,260,000
v	John Paterson	19,945	1,251,816	Nil	1,271,761
vi	Andrea Bierce	30,064	1,251,816	Nil	1,281,880
vii	Vikas Sehgal	10,000	-	Nil	10,000
viii	G.V. Prasad	10,000	-	Nil	10,000
	Total (1)	420,009	7,303,632		7,723,641
2.	Other Non-Executive Directors				
i	Mr. Alain De Taeye	30,000	Not claimed	Nil	30,000
ii	Mr. Allan Brockett	Not claimed	Not claimed	Nil	
iii	Shankar Narayanan	Not claimed	Not claimed	Nil	
	Total (2)	30,000			30,000
	Total (B) =(1+2)	450,009	7,303,632		7,753,641
	Total Managerial Remuneration				101,824,887
	Overall Ceiling as per the Act				391,411,559

C. Remuneration to Key Managerial Personnel Other than Managing Director, Whole-time Directors and/or Manager:

(Amount in ₹)

Sl.No.	Particulars of Remuneration	Name of KMP other than MD/WTD/Manager		Total
		Ajay Aggarwal Chief Financial Officer	Sudheendhra Putty Company Secretary	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	11,785,996	1,679,386	13,465,382
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	1,128,167	210,776	1,338,943
2	No. of Stock Options granted during the year	15,000	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission			
	(a) as % of Profit	Nil	Nil	Nil
	(b) Others, Specify	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total (A)	12,914,163	1,890,162	14,804,325

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

A. COMPANY

Type	Section of the Companies Act	Brief Description	Details of Penalty/ punishment/compounding fees imposed	Authority {RD/NCLT/ COURT}	Appeal made, if any (give details)
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

B. DIRECTORS

Type	Section of the Companies Act	Brief Description	Details of Penalty/ punishment/compounding fees imposed	Authority {RD/NCLT/ COURT}	Appeal made, if any (give details)
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

C. OTHER OFFICERS IN DEFAULT

Type	Section of the Companies Act	Brief Description	Details of Penalty/ punishment/compounding fees imposed	Authority {RD/NCLT/ COURT}	Appeal made, if any (give details)
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

Auditors' Certificate regarding compliance of conditions of Corporate Governance

Annexure-I

cyient.com

To
The Members of
Cyient Limited
(formerly Infotech Enterprises Limited)
Hyderabad

We have examined the compliance of conditions of Corporate Governance by Cyient Limited (formerly Infotech Enterprises Limited) (the "Company"), for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 008072S)

Place : Secunderabad
Date : April 23, 2015

Ganesh Balakrishnan
Partner
(Membership No. : 201193)

2014-15

Annexure-J

CEO's Declaration

I, Krishna Bodanapu, Managing Director & CEO do hereby declare that pursuant to the provisions of Clause 49 (II) (E) of the Listing Agreement, all the members of the Board and Senior Management Personnel of the Company have furnished their affirmation of compliance with the Code of Conduct of the Company, for the financial year ended 31 March 2015.

Place : Hyderabad
Date : 16 April 2015

For **Cyient Limited**

Krishna Bodanapu
Managing Director & CEO
(DIN-05301037)

Annual Report

CEO/CFO Certification pursuant to Clause 49(IX) of the Listing Agreement

Annexure-K

The Board of Directors
Cyient Limited
Hyderabad.

16 April 2015

Sub: **Certificate pursuant to Clause 49(IX) of the Listing Agreement**

This is to certify that

- a. We have reviewed financial statements and the cash flow statement for the year 2014-15 and that to the best of our knowledge and belief :
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

(Krishna Bodanapu)
Managing Director & CEO
(DIN-05301037)

(Ajay Aggarwal)
Chief Financial Officer

cyient.com

2014-15

Annual Report

Report on Corporate Governance

Company's Philosophy on Corporate Governance

Good corporate governance is about internalizing and manifesting a firm commitment to the adoption of ethical practices across the company to deliver value in all of its dealings with a wide group of stakeholders encompassing associates, customers, vendors, regulators and shareholders at all times. It is in this background that the company whole heartedly embraces good governance practices. The company believes that corporate governance is an integral means for the existence of the company. It ensures adherence to the moral and ethical values, legal and regulatory framework and the adoption of good practices beyond the realms of law.

Corporate governance is a system of structuring, operating, guiding and directing a company; corporate governance facilitates effective, entrepreneurial and prudent management that can deliver the long term success of the company. It is a continuous process by which the values, principles, management policies and procedures of the company are inculcated and manifested.

Corporate governance in the company is predicated upon an ethos of transparency, accountability and fairness. It aims at and has the following specific aims:

- Fulfilling long-term strategic goals
- Maintaining excellent relations with customers and suppliers
- Taking care of the interests of the associates
- Caring for the environment and local community
- Complying with all applicable laws and regulatory requirements

Corporate governance is intertwined with the business of the company and the principles are dovetailed into its activities. The company's philosophy on corporate governance is effectively captured below:

<i>Sustainable development of all stakeholders</i>	Company ensures the growth of all those associated with it on a sustainable basis
<i>Effective management and distribution of wealth</i>	Company maximizes wealth and judiciously deploys the wealth so created for providing maximum benefit to all stakeholders; it enhances wealth creation capabilities to promote sustainability
<i>Discharge of social responsibility</i>	Company takes a holistic approach to stakeholders by including the entire society and contributing to its welfare
<i>Application of best management practices</i>	Excellence in functioning permeates every level of the company
<i>Compliance of law in letter and spirit</i>	Enhancing value to all stakeholders by appropriate compliance of law and maintaining the socio-economic balance
<i>Adherence to ethical standards</i>	Ensuring fairness, integrity, respect, sincerity and transparency in all its dealings with stakeholders

Best Governance Practices

The company constantly raises the bar in its relentless pursuit of corporate and business excellence. As such, it adopts, adapts and implements - voluntarily - some of the most robust and laudable good governance practices across the board. These include:

- Leveraging technology to increase company-shareholder interface by facilitating e-voting as part of postal ballot and at the annual general meeting
- Following secretarial standards issued by the Institute of Company Secretaries of India
- Secretarial audit by a practising company secretary
- Investor, vendor and associate satisfaction surveys conducted to elicit feedback from all stakeholders
- Policies and procedures for disclosure and dissemination of information by the company
- Publication of business responsibility report

- Internal Audit conducted by independent professionals
- All board committees headed by independent directors
- Lead independent director and separate meetings of independent directors
- Policy on board diversity

ICSI National Award for Excellence in Corporate Governance

In recognition of the exemplary governance practices adopted, implemented and practised by the company over the years, the company was awarded the 14th ICSI National Award for Excellence in Corporate Governance. The award is an apt recognition of the highest levels of transparency and governance practices adopted by the company. It also bears testimony to the top management's commitment to creating shareholder value, employee empowerment and customer delight that are par excellence.

The award was presented by Mr. D.V. Sadananda Gowda, Hon'ble Minister for Law and Justice, Govt. of India at New Delhi on 19 December 2014. The award, which was based on the recommendations of an eminent jury headed by Justice M. N. Venkatachalaiah, Former Chief Justice of India, will spur the company on to focus more relentlessly and strive for further excellence.

Good governance policies

The company constantly strives to conduct its business and strengthen its relationships in a dignified, distinctive and responsible manner. The company lives by the ethos of Values FIRST - Fairness, Integrity, Respect, Sincerity and Transparency in all its operations and dealings. Towards this, the company has adopted several policies and guidelines for ethical and transparent operations. These include:

- Code of conduct for board of directors and senior management
- Code of business conduct for all associates
- Anti-corruption and bribery policy
- Code of Conduct for prevention of insider trading
- Code of Practices & Procedures for disclosure of unpublished price sensitive information
- Prevention of sexual harassment policy
- Policy on related party transactions
- Policy on material subsidiaries
- Data privacy policy and
- Whistle blower policy/vigil mechanism

Board of Directors

The board acts on an informed basis and in the best interests of the company with good faith, care and diligence, for the benefit of shareholders, while having regard to all relevant stakeholders.

The role of the board, includes responsibilities for entrepreneurial leadership, risk management, strategy, securing the necessary financial and human resources and performance review. The board also sets the company's values and standards, and ensure it meets its obligations to shareholders and others.

At the company, the board is accountable to shareholders and relevant stakeholders and is responsible for protecting and generating sustainable value over the long term. In fulfilling their role effectively, board of directors of the company:

- guide, review and approve corporate strategy and financial planning, including major capital expenditures, acquisitions and divestments;
- monitor the effectiveness of the company's governance practices, environmental practices, and social practices, and adhere to applicable laws;
- embody high standards of business ethics and oversee the implementation of codes of conduct that engender a corporate culture of integrity;

- d) oversee the management of potential conflicts of interest, such as those which may arise around related party transactions;
- e) oversee the integrity of the company's accounting and reporting systems, its compliance with internationally accepted standards, the effectiveness of its systems of internal control, and the independence of the external audit process;
- f) oversee the implementation of effective risk management and proactively review the risk management approach and policies annually or with any significant business change;
- g) ensure a formal, fair and transparent process for nomination, election and evaluation of directors;
- h) appoint the chief executive officer (CEO) and develop succession plans;
- i) align CEO and senior management remuneration with the longer term interests of the company and its shareholders; and
- j) conduct an objective board evaluation on a regular basis, consistently seeking to enhance board effectiveness.

The board also makes available communication channels for periodic dialogue on governance matters with shareholders and stakeholders as appropriate.

The board meets regularly to discharge its duties and directors allocate adequate time to board meeting preparation and attendance. Board members are aware of the business, its operations and senior management well enough to contribute effectively to board discussions and decisions. The board demonstrates that it has the necessary governance policies, processes and systems in place and as such generates trust and support among its stakeholders. It maintains robust governance arrangements to ensure it always acts in a way that will generate sustainable value for the company.

None of the directors on the board is a member of more than 10 committees or Chairman of more than 5 committees (as specified in clause 49 of the Listing Agreement), across all companies in which he/she is a director. The necessary disclosures regarding committee positions have been made by the directors. All independent directors have provided an affirmation of their independence as required under the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

- a) The names and categories of the directors on the board, their attendance at board meetings and general meeting held during the year and the number of directorships and committee chairmanships/memberships held by them in other public companies as on 31 March 2015 are given herein below:

Name of the Director	Category	Board Meetings		Last AGM attended	No. of directorships in other public companies		No. of committee positions held in other public companies	
		Held	Attended		Chairman	Director	Chairman	Member
Mr. B.V.R. Mohan Reddy ^s DIN 00058215	Promoter, Executive	6	6	Yes	-	3	-	1
Mrs. B. Sucharitha* DIN 00709959	Promoter, Executive	2	2	Yes	-	-	-	-
Mr. Krishna Bodanapu [#] DIN 05301037	CEO & MD	6	6	Yes	-	-	-	-
Mr. M.M. Murugappan DIN 00170478	Independent, Non-Executive	6	4	Yes	-	9	4	4
Mr. G.V. Prasad* DIN 00057433	Independent, Non-Executive	2	1	No	NA	NA	NA	NA
Mr. K. Ramachandran DIN 00193357	Independent, Non-Executive	6	6	Yes	-	1	-	-
Mr. Alain De Taeye DIN 03015749	Non-Independent, Non-Executive	6	4	Yes	-	-	-	-
Mr. Vikas Sehgal* DIN 05218876	Independent, Non-Executive	2	1	No	NA	NA	NA	NA

(Contd.)

Name of the Director	Category	Board Meetings		Last AGM attended	No. of directorships in other public companies		No. of committee positions held in other public companies	
		Held	Attended		Chairman	Director	Chairman	Member
Mr. Harsh Manglik DIN 01461387	Independent, Non-Executive	6	5	Yes	-	-	-	-
Mr. Shankar Narayanan DIN 00219212	Non-Independent, Non-Executive	6	4	No	-	-	-	-
Mr. Som Mittal# DIN 00074842	Independent, Non-Executive	6	5	No	-	1	-	-
Mr. Jayant Sabnis DIN 06719021 (Alternate Director to Mr. Thomas Prete DIN 06634086)	Non-Independent, Non-Executive	6		No	-	-	-	-
Mr. John Paterson@ DIN 07102549	Independent, Non-Executive	3	2	NA	-	-	-	-
Mrs. Andrea Bierce @ DIN 06997266	Independent, Non-Executive	3	2	NA	-	-	-	-

\$ Executive Chairman w.e.f 12 April 2014
 * Ceased to be director w.e.f. 17 July 2014.
 @ Appointed as director w.e.f. 15 October 2014.
 # Appointed as director w.e.f. 24 April 2014

In the above table the number of directorships do not include the company itself, alternate directorships, directorships of private limited companies, companies incorporated under section 25 of the Companies Act, 1956 or section 8 of Companies Act, 2013 and of companies incorporated outside India. Chairmanship/Membership of committees include only Audit and Shareholders/Investors Grievance Committees.

The company does not have any 'material non-listed subsidiary company' as defined under Clause 49 of the Listing Agreement.

b) Meetings held during the financial year 2014-15:

Quarter	No. of Meetings	Dates on which held
April '14 to June '14	1	April 24, 2014
July '14 to September '14	2	July 17 and Sep 11, 2014
October '14 to December '14	1	October 15, 2014
January '15 to March '15	2	Jan 15 and March 31, 2015

(11 September 2014 meeting held by AudioVisual means)

Board Effectiveness

An effective board is a key feature of the governance journey to building a successful company. The duty of the board is to represent and protect the interests of all the stakeholders. The board's role is to provide entrepreneurial leadership of the company within a framework of prudent and effective controls which enables risks to be assessed and managed. An effective board develops and promotes its collective vision of the company's purpose, its culture, its values and the behaviour it wishes to promote in conducting its business. In particular it:

- provides direction for management;
- lays down strategy and vision;
- demonstrates ethical leadership, displaying - and promoting throughout the company - behaviour consistent with the culture and values it has defined for the company;

- creates a performance culture that drives value creation without exposing the company to excessive risk of value destruction;
- makes well informed and high quality decisions based on a clear line of sight into the business;
- creates the right framework for helping directors meet their statutory duties under the relevant statutory and regulatory regimes;
- is accountable, particularly to those that provide the company's capital; and
- thinks carefully about its governance arrangements and embraces evaluation of their effectiveness.

The board's effectiveness is measured by the way in which the members of the board as a whole work together under the chairman, whose role in corporate governance is fundamental and its collective ability to provide both the leadership and the checks and balances which effective governance demands.

Term of Board membership

As per the provisions of the Companies Act, 2013 (Act) one third of the board members retire every year. The executive directors are appointed by the shareholders for a period of five years at a time, but, they are eligible for re-appointment in accordance with the provisions of the Act. The board on the recommendations of the Leadership, Nomination and Remuneration committee (LNR) considers the appointment/re-appointment of executive and non-executive directors. Independent directors are appointed for a term of up to 5 years. As per company policy, the retirement age for directors is 70 years.

Training of board members

Non-executive directors who are inducted on the board are given an orientation about the company, its operations, services, details of subsidiaries and joint ventures, board procedures and processes and major risks and risk management strategies. The company ensures that directors are inducted through a familiarization process comprising, *inter alia*, their roles and responsibilities.

The company sees director induction as a first step of the board's continuing improvement. It is the company's firm belief that investment in board development strengthens the board as well as the individual directors. Directors are regularly updated on changes in policies and programmes, laws and the general business environment.

Details of the familiarization programme for Non-Executive Directors and their letter of appointment are published on the website of the company.

Board Evaluation and Assessment

The company believes that formal evaluation of the board and of the individual directors, on an annual basis, is a potentially effective way to respond to the demand for greater board accountability and effectiveness. For the company, evaluations provide an ongoing means for directors to assess their individual and collective performance and effectiveness. In addition to greater board accountability, evaluation of board members helps in:

- More effective board processes
- Better collaboration and communication
- Greater clarity with regard to members' roles and responsibilities and
- Improved Chairman - Managing Director - Board relations

By focusing on the board as a team and on its overall performance, the company ensures that communication and overall level of participation and engagement also improves. In this background, the board undertook a formal board assessment and evaluation process during 2014-15. The Leadership, Nomination & Remuneration Committee has overall stewardship for the process. The evaluation process covers the following aspects:

- Peer and self-evaluation of Directors
- Evaluation of the performance and effectiveness of the board
- Evaluation of the performance and effectiveness of Board Committees
- Feedback from the Non-Executive Directors to the Chairman, and
- Feedback on management support to the Board

The evaluation process elicits responses from the directors in a judicious manner - ranging from composition and induction of the board to effectiveness and governance. It also seeks feedback on board and committee charters, strategy, risk management and quality of discussion and deliberations at the board. The Lead Independent Director provides feedback to the Executive Chairman. The same is discussed and acted upon accordingly at the board.

Board membership criteria

The Leadership, Nomination & Remuneration Committee reviews and assesses board composition on behalf of the board and recommends the appointment of new directors. The committee also oversees the conduct of the annual review of Board effectiveness.

- In reviewing board composition, the committee considers the benefits of all aspects of diversity including, differences in the skills, regional and industry experience, background, race, gender and other distinctions, in order to enable it to discharge its duties and responsibilities effectively.
- In identifying suitable candidates for appointment to the board, the committee considers candidates on merit against objective criteria and with due regard for the benefits of diversity on the board.

Board accountability

The board presents a fair, balanced and understandable assessment of the company's position and prospects. This responsibility extends to interim and other price-sensitive public reports and reports to regulators as well as to information required to be presented by statutory requirements. The board is responsible for determining the nature and extent of the significant risks it is willing to take in achieving its strategic objectives. The board also maintains sound risk management and internal control systems.

Board processes, procedures and practices

The company believes that the effectiveness of the board is reinforced by its structures and the processes and procedures it follows. It has in place robust practices and processes that contribute to the effective and efficient performance of the board. The processes facilitate and reinforce the roles, responsibilities and authorities of the board in the governance, management and control of the company. Board systems and procedures broadly comprise convening the meetings, contents of the agenda, conducting the meetings, decision making at the meetings, adequacy of minutes and working of board committees.

Decisions relating to the policy and operations of the company are arrived at meetings of the board held periodically. Meetings of the board enable discussions on matters placed before them and facilitate decision making based on collective judgment of the board. The company follows the best practices in convening and conducting meetings of the board and its committees. These include:

Annual Calendar

The annual board calendar is drawn up a year in advance together with a well thought out action planner for the year. All tasks are scheduled in advance so that everyone concerned can plan their work systematically. This also enables better time management of and for the board besides aiding their efficiency.

Board Charter

A board charter is prepared setting out the respective roles, responsibilities and authorities of the board, the various committees and the senior management. This helps in better management, governance and control within the board as well as within the company itself. Further, it ensures that the board decisions can be measured against the charter.

Meeting location

The meetings of the board of directors are usually held at the registered office or other development centres in Hyderabad. At times, some meetings are also held at the other development centres of the company.

Frequency of meetings

A minimum of four board meetings is held each year with the time gap between any two successive meetings not exceeding four months. Meetings of the committees are also planned and scheduled to be held along with the board meetings.

Board agenda

It strikes a fine balance between the reviews of the past performance and forward looking issues. The agenda is structured

such that routine and administrative matters do not consume too much board time. The agenda also shows the amount of time allocated for each item. The agenda is made available to the directors along with supporting documents sufficiently in advance of the meetings.

Briefing papers

Board materials, including the notes on agenda are summarized and formatted in such a way that the directors can readily grasp and focus on the more significant issues in the preparation for the board meetings. Relevant and complete information is presented in an orderly manner. The board papers associated with a particular agenda item are set out as an executive summary with further details annexed thereto. The papers present the issue for discussion, offer solutions on how to effectively address the issue and provide management's view on what action to take. The briefing papers are crisp and succinct and facilitate decision making.

Decision making process

The board follows a culture of openness and debate by facilitating effective contribution of all directors and ensuring constructive relations among the directors. Constructive discussions are facilitated leading to effective decision making. The chairman's role in securing good corporate governance is crucial. The chairman is responsible for leadership of the board and ensuring its effectiveness. The chairman ensures that adequate time is available for discussion of all agenda items, in particular, strategic issues.

Directors' participation

All the directors participate, discuss and deliberate, threadbare the proposals and matters put up to it. On some occasions, where a director is not physically present, the company arranges for telecon or Webex to enable participation. On matters where a director is concerned or interested, he/she does not participate.

Besides, heads of the business units, geography and subsidiary heads, and key executives also participate in the board meetings to provide the business perspective.

On a case to case basis, external experts and consultants are also invited to make presentations to the board as required.

Board Minutes

The minutes of the meetings of the board and committees are drafted such that they strike the right balance between being a bare record of decisions and a full account of the discussions. They mention the brief background of the proposal, summarize the deliberations and the rationale for taking the decision. The minutes are drafted in unambiguous terms and comprise a fair and correct summary of the proceedings conducted thereat.

E-Initiatives

The company leverages technology and synergizes it with the green initiatives to the optimum. Notices of the meetings, circulation of non-price sensitive agenda, circular resolutions, draft minutes and other board/committee related correspondence are transacted in the electronic mode. As permitted by the law, the company also held a meeting of the board through audio-visual means.

Availability of information to the board

The board is supplied in a timely manner with information in a form and of a quality appropriate to enable it to discharge its duties. Under the advice and direction of the chairman, the company secretary's responsibility includes ensuring good information flows within the board as well as between senior management and non-executive directors.

The following information, *inter alia*, is provided to the directors of the company:

- o Annual operating plans of businesses and budgets including capital budgets and any updates
- o Quarterly results of the company and its operating divisions or business segments
- o Company's annual Financial Results, Financial Statements, Auditors' Report and Board's Report
- o Minutes of meetings of the audit committee and other committees of the board
- o Show cause, demand, prosecution notices and penalty notices, which are materially important
- o Fatal or serious accidents, dangerous occurrences, and any material effluent or pollution problems

- o Any material default in financial obligations to and by the company, or substantial non-payment for services sold by the company
- o Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order, which may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company
- o Details of any joint venture or collaboration agreement
- o Transactions that involve substantial payment towards goodwill, brand equity or intellectual property
- o Significant labour problems and their proposed solutions.
- o Any significant development in Human Resources/Industrial Relations front like implementation of Voluntary Retirement Scheme, etc.
- o Sale of material nature of investments, subsidiaries, assets, which are not in normal course of business.
- o Quarterly details of foreign exchange exposures, and steps taken by management to limit risks of adverse exchange rate movement, if material
- o Non-compliance of any regulatory, statutory or listing requirements, and shareholders' service, such as dividend non-payment, share transfer delay (if any), among others
- o Appointment, remuneration and resignation of directors
- o Formation/reconstitution of board committees
- o Terms of reference of board committees
- o Minutes of Board meetings of unlisted subsidiary companies
- o Declaration of independent directors at the time of appointment/annually
- o Disclosure of directors' interest and their shareholding
- o Appointment or removal of the Key Managerial Personnel
- o Appointment of Internal Auditors and Secretarial Auditors
- o Quarterly/Annual Secretarial Audit reports submitted by Secretarial Auditors
- o Dividend declaration
- o Quarterly summary of all long-term borrowings made, bank guarantees issued and loans and investments made
- o Significant changes in accounting policies and internal controls
- o Takeover of a company or acquisition of a controlling or substantial stake in another company
- o Statement of significant transactions, related party transactions and arrangements entered by unlisted subsidiary companies
- o Issue of securities
- o Recommending appointment of and fixing of remuneration of the Auditors as recommended by the Audit Committee
- o Internal Audit findings and External Audit Reports (through the Audit Committee)
- o Proposals for major investments, mergers, amalgamations and reconstructions
- o Status of business risk exposures, its management and related action plans
- o Making of loans and investment of surplus funds
- o Borrowing of monies, giving guarantees or providing security in respect of loans
- o Buyback of securities by the Company
- o Diversification of the business of the Company

- o Brief on statutory developments, changes in government policies, among others with impact thereof, Directors' responsibilities arising out of any such developments
- o Compliance Certificate certifying compliance with all laws as applicable to the Company
- o Reconciliation of Share Capital Audit Report under SEBI (Depositories and Participants) Regulations, 1996

Whistle blower policy/Vigil Mechanism

The company has formulated a Whistle Blower Policy with a view to providing a mechanism for associates to approach the Ombudsperson/Chairman of the Audit Committee of the Company to, *inter alia*, report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or policy. Further, the policy provides necessary safeguards for protection of associates from reprisals or victimization, for whistle blowing in good faith. Ombudspersons have been nominated for the various geographies and the board oversees the implementation of the same.

Action Taken Report

The company has put in place MIS processes for the prompt dissemination of the decisions taken by the board to the various levels in the company. An action taken report on the decisions of the board at its previous meeting is systematically put up to the board at the following meeting for its information.

Secretarial Standards

The Institute of Company Secretaries of India (ICSI) has issued secretarial standards on various important facets of corporate functioning and management. Although the secretarial standards on board and general meetings are mandatory from 1 July 2015, the company has voluntarily adopted and complied with the standards for the last several years. Further, the company has also as a measure of good governance, voluntarily adopted and complied with the ICSI secretarial standards on dividend, registers and returns, minutes, transmission of shares, passing of resolutions by circulation, affixing of common seal and board's report.

Meetings of Independent Directors

The company facilitates/enables the conduct of separate meetings of the independent directors to update them on all business related issues and new initiatives. These meetings afford an opportunity to the independent directors for exchanging valuable views on the issues to be raised at the board meetings. During the year, the independent directors met twice (April and October 2014).

Lead Independent Director

Mr. M.M. Murugappan is designated the lead independent director and he chairs meetings of the independent directors.

Role of the Chairman

The chairman is responsible for leadership of the board and ensuring its effectiveness on all aspects of its role. The chairman lives and upholds the highest standards of integrity and probity inside and outside the boardroom, through setting clear expectations in terms of culture and values, as well as in terms of the style and tone of board discussions.

The chairman runs the board and sets the agenda - he is pivotal in creating the conditions for overall board and individual director effectiveness. The role includes:

- setting a board agenda which is primarily focused on business, strategy, accountability, competitive performance and value creation;
- ensuring that issues relevant to this objective are reserved for board consideration, including determining the nature and extent of the significant risks the board is willing to embrace in the implementation of its strategy;
- making certain that an effective decision-making process is in place in the board, and that the board's committees are properly structured with appropriate terms of reference;
- encouraging the active engagement of all board members in board and committee meetings, drawing fully on their skills, experience, knowledge and, where appropriate, independence;
- building effective relationships founded on mutual respect and open communication - both inside and outside the boardroom - between the non-executive directors and executive team, in particular with regard to the identification and oversight of significant risks;

- developing, in particular, a productive working relationship with the CEO, providing support and advice while respecting executive responsibility;
- consulting the senior independent director on board matters consistent with regulations;
- ensuring effective processes are established relating to succession planning and the composition of the board, having regard to the benefits of diversity;
- taking the lead on issues of director development and acting on the results of board evaluation;
- ensuring effective communication with shareholders and other stakeholders and ensuring that all directors are made aware of the views of major investors.

Decision making at the board

Effective and good decision-making at the board is facilitated by:

- ensuring that directors are afforded adequate time to prepare for meetings;
- allowing time for debate and challenge, especially for complex, contentious or business-critical issues;
- achieving timely closure on decisions taken; and
- providing clarity for executives on the actions required.

Succession planning at the board:

The company uses succession management and planning to ensure that it identifies and develops future leaders to face the challenges of growth, effectively and successfully. For a conscious board, a succession plan that provides guidance on identifying and sourcing potential board members who can fulfill key requirements is essential. This succession plan helps appoint new directors quickly in a structured manner, and the board can continue its business without disruption, meeting any business challenges that may be encountered.

The LNR committee is entrusted with the task of succession planning for the board. This committee is responsible for:

- Developing a database of eligible board candidates on a continuous basis
- Interviewing potential candidates
- Recommending candidates to the board and
- Ensuring each new Board member receives induction and training.

Role of company secretary in overall governance process

The company secretary has a key role to play in facilitating the effective functioning of the board through the timely presentation of board information which - by being accurate, clear and comprehensive - assists high-quality decision making.

Under the direction of the chairman, the company secretary's responsibilities include ensuring good information flows within the board and its committees, between senior management and non-executive directors, as well as facilitating induction and assisting with professional development. All directors have access to the advice and services of the company secretary who is responsible to the Board for ensuring that Board procedures are complied with. In addition, the Company Secretary discharges the functions prescribed under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Remuneration Policy of Directors

Levels of remuneration are determined such that they attract, retain and motivate directors of the quality required to run the company successfully. All board level compensation is approved by the shareholders and disclosed separately in the financial statements. The annual compensation of the executive directors is approved by the board within the overall limits set by the shareholders at their meetings.

The non-executive directors (NEDs) are eligible for commission not exceeding an aggregate of 1% of the net profits of the company, as per the resolution passed by the shareholders of the company through postal ballot on October 30, 2014. Consistent with globally accepted governance practices, the company has ushered in flexibility in respect of payment of remuneration to NEDs. The remuneration paid to NEDs is linked to their attendance at the meetings of the Board or committees thereof, their contributions at the meetings or otherwise, and on their position in various Committees of the

board, whether as that of Chairman or Member. The board approves the commission paid to directors individually, based on the recommendations of the LNR committee.

The company pays sitting fees of ₹ 10,000 per meeting to the independent directors for attending the meetings of the board and other committees. The company pays remuneration by way of salary, perquisites and allowances (fixed component) and commission (variable component) to Executive Chairman and Managing Director & CEO as approved by the shareholders of the company. The company pays remuneration by way of salary, perquisites and allowances to the Whole Time Director as approved by the shareholders of the company.

Details of remuneration to the Executive Directors:

(Amount ₹)

Name of the Director	Salary	Commission	PF	Superannuation	Total
Mr. B.V.R. Mohan Reddy	17,093,619	35,057,014	2,045,000	2,556,250	56,751,883
Mrs. B. Sucharitha	2,075,547	Nil	7,200	9,000	2,091,747
Mr. Krishna Bodanapu	14,005,587	17,528,507	1,641,565	2,051,957	35,227,616

The above amounts do not include provisions for encashable leave, gratuity and premium paid for Group Health Insurance as separate actuarial valuation/premium paid are not available for the managing director and whole time director.

Details of remuneration to the Non-Executive Directors@:

(Amount ₹)

Name of the Director	Commission	Sitting Fee	Total
Mr. M.M. Murugappan	1,200,000	110,000	1,310,000
Mr. K. Ramachandran	1,200,000	110,000	1,310,000
Mr. Alain De Taeye	0*	30,000	30,000
Mr. Allan Brockett	0*	0	0
Mr. G.V. Prasad	0*	10,000	10,000
Mr. Vikas Sehgal	0*	10,000	10,000
Mr. Harsh Manglik	1,200,000	70,000	1,270,000
Mr. Shankar Narayanan	0*	0	0
Mr. Som Mittal	1,200,000	60,000	1,260,000
Mr. John Paterson	1,251,816	19,945	1,271,761
Mrs. Andrea Bierce	1,251,816	30,064	1,281,880

*not claimed

@ Excluding Service Tax

Shareholding of the Directors in the Company as on 31 March 2015

Mr. B.V.R. Mohan Reddy, Executive Chairman, holds 145,97,366 equity shares, Mrs. B. Sucharitha, Wholetime Director holds 65,41,200 equity shares and Mr. Krishna Bodanapu, Managing Director & CEO holds 18,50,760 equity shares. Except Mr. M.M. Murugappan who holds 30,000 equity shares in the company, no other non-executive director holds any shares, convertible instruments or stock options in the company as on 31 March 2015.

Board committees

Board committees are pillars of corporate governance. In this background, the board has constituted various committees, statutory as well as non-statutory, as a means of improving board effectiveness and efficiency where more focused, specialized and technically oriented discussions are required. The company believes that committees prepare the ground work for decision making and report at the subsequent board meetings. Further, committees enable better management of the board's time and allow in-depth scrutiny and focused attention. The company is of the view that committees:

- Review information in greater detail before it is placed before the board
- Manage issues with greater efficiency by having experts focusing on specific matters
- Provide an objective and independent insight into board's functioning and judgment

The board identifies the requirements of the committee to support its work and responsibilities. As such, it lays down the terms of reference/charter for each committee so created. The terms of reference comprise, a clear statement which describes the purpose of the committee, its membership composition, authority, major areas of responsibility and reporting mechanism to the board.

During the year 2014-15, the company had, *inter alia*, the following board committees:

- Audit & Risk Management Committee
- Leadership, Nomination & Remuneration Committee
- Stakeholder Engagement Committee
- Customer Engagement Committee
- Strategy Committee
- Corporate Social Responsibility Committee

Audit & Risk Management Committee:

The committee is a vital cog in the wheel of good corporate governance. It has been established with the aim of enhancing confidence in the integrity of the processes, procedures and practices relating to internal controls and corporate financial reporting. The committee functions as a liaison between the board of directors and the auditors - internal and external. The committee is an efficient mechanism for focusing on issues relevant to the integrity of the company's financial reporting.

The committee has been constituted in accordance with and derives the terms of reference from the provisions of section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the stock exchanges.

The specific charter of the committee is:

Audit:

- Recommend appointment and remuneration; evaluate performance of the auditors and effectiveness of the audit process.
- Evaluate the independence of auditors and their areas of un-resolved concerns if any.
- Review effectiveness of internal audit function, reporting structure, scope coverage and frequency of internal audit
- Examine internal audit report to focus on significant findings, follow up actions in place, internal investigations, conclusions arrived, failures or irregularities in the internal controls framework and the reports submitted to highlight the same.
- Review the statutory audit scope and plan for various locations before commencement of the audit; provide inputs and areas of focus if any.
- Summarize the findings of statutory audit report; understand process gaps, mitigation plans implemented to address the same.

Risk Management:

- Assessing and providing oversight to management with regards to the identification and evaluation, of major strategic, operational, regulatory, information and external risks inherent in the business of the Company and the control processes with respect to such risks;
- Overseeing the risk management, compliance and control activities of the company, including but not limited to the development and execution by management of strategies to mitigate risks;
- Overseeing the integrity of the company's governance framework of operational controls with respect to legal and regulatory compliance

Financial Review:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Reviewing with the management, the annual and quarterly financial statements and auditor's report thereon before submission to the board for approval

- o Approval or any subsequent modification of transactions of the company with related parties;
- o Scrutiny of inter-corporate loans and investments;
- o Valuation of undertakings or assets of the company, wherever it is necessary;
- o To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- o To review the functioning of the Whistle Blower mechanism

The committee also discharges functions of the risk management committee as contemplated under clause 49 of the listing agreement.

The composition and details of the meetings of the Audit Committee as on 31 March 2015 are as follows:

Name of the Member	Position	Meetings held during the year	Meetings attended
Mr. M.M. Murugappan	Chairman	4	4
Mr. K. Ramachandran	Member	4	4
Mr. Harsh Manglik#	Member	2	1
Mr. Som Mittal@	Member	1	1
Mr. Jayant Sabnis\$	Member	1	1

Vacated office w.e.f. 17 July 2014

@ inducted w.e.f. 15 October 2014

\$ inducted w.e.f. 17 July 2014 and vacated office on 15 October 2014

The company secretary acts as secretary of the committee.

The Chairman of the Audit Committee was present at the 23rd Annual General Meeting (AGM).

The Executive Chairman, Managing Director & CEO and CFO are permanent invitees to the committee. On a case to case basis, the heads of the business units, HR and other functions are also invited and attend the meetings of the committee. Representatives of the statutory and internal auditors attend the meetings of the audit committee.

Leadership, Nomination & Remuneration (LNR) Committee:

The role of the committee, *inter alia*, includes the following:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees
- Formulation of criteria for evaluation of Independent Directors and the Board
- Devising and administering a policy on Board diversity
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Reviewing Leadership Development programmes
- Review of Succession Planning
- Discussing and evaluating best practices in Leadership Development, Succession Planning and Executive Compensation

The composition of the Committee is as follows:

Name of the Member	Position
Mr. K. Ramachandran	Chairman
Mr. M.M. Murugappan	Member
Ms. Andrea Bierce	Member

All the members of this committee are independent directors.

During the year the committee met twice.

Criteria for selection and appointment of independent directors:

The nominations committee adopts a formal and transparent process for the appointment of new independent directors on the board. The search for the board appointees is conducted, and appointments recommended, based on merit, against objective criteria and with due regard to the diversity of the board. In particular, the committee has a responsibility to ensure that the calibre of the independent directors is such that they enhance and maintain the standards of corporate governance. The specific criteria considered, include, inter alia, their ability to bring an independent judgment to bear on the issues of strategy, performance, resources and standards of conduct. The directors are also expected to allocate sufficient time to the company to discharge their responsibilities effectively. The recommendations of the nominations committee are considered by the board and the appointment is made by the board as a whole.

Board Diversity

Cyient recognizes and embraces the benefits of having a diverse board, and sees increasing diversity at board level as an essential element in maintaining a competitive advantage. The company believes that a truly diverse board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions between Directors. These differences are considered in determining the optimum composition of the board and when possible are balanced appropriately. All board appointments are made on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective. The company also has a policy on board diversity.

Stakeholder Engagement Committee:

Shareholders are the ultimate owners of the company and the board is accountable to them. The shareholders grievance committee has been constituted to handle investor correspondence/grievances. The primary function of the committee is to assist the board in handling shareholders' grievances and their immediate redressal. As per its charter, derived from clause 49 of the listing agreement, this committee is formed to inter alia look into the redressal of shareholder and investor complaints such as transfer of shares, issue of duplicate share certificates, non-receipt of balance sheet and non-receipt of declared dividend. The committee also oversees the work of the R&T agents.

The composition of this Committee as on 31 March 2015 is as follows:

Name of the Member	Position
Mr. K. Ramachandran	Chairman
Mr. B.V.R. Mohan Reddy	Member
Mr. Krishna Bodanapu	Member

The Chairman of this committee is an independent director.

During the year, the committee met once.

Mr. Sudheendhra Putty is the designated compliance officer under clause 49 of the listing agreement. Mr. N. Ravi Kumar is the compliance officer in respect of other matters.

No. of Shareholders Complaints/requests received during the year 2014-15:

A total of 111 requests/ complaints were received from the shareholders and all were disposed of during the year. Their break up is as follows:

Sl. No.	Nature of Complaint	Received	Disposed
1	Change/Correction of Address	09	09
2	Non Receipt of Dividend Warrants	50	50
3	Request for ECS	03	03
4	Change/Correction of Bank Mandate	02	02
5	Non Receipt of Annual Reports	20	20
6	Non Receipt of Share Certificates	6	6
7	Dividend Warrants for revalidation	14	14
8	Receipt of indemnity bonds for issue of duplicate dividend warrants	07	07
TOTAL		111	111

All the complaints were resolved to the satisfaction of shareholders and there are no share transfers which were pending at the end of the financial year.

Corporate Social Responsibility (CSR) Committee:

The Company has set up a CSR committee in accordance with the provisions of section 135 of the Act read with the Companies (Corporate Social Responsibility) Rules, 2014. The primary responsibility of the CSR committee is to assist the board in its discharge of the social responsibilities by way of formulating and implementing the CSR policy of the company. The committee also recommends the amount of expenditure to be incurred on CSR and monitors the implementation of the CSR policy.

The composition of the committee as on 31 March 2015 is as follows:

Name of the Member	Position
Mr. K. Ramachandran	Chairman
Mr. B.V.R. Mohan Reddy	Member
Mr. Krishna Bodanapu	Member

During the year, the committee met twice. Mr. B. Ashok Reddy, President - Corporate Affairs & Infrastructure is a permanent invitee to the committee. A detailed report on the CSR activities is published elsewhere in the annual report.

Strategy Committee:

A strategy committee of the board has been created to review and advise on the organization strategy. The objectives of the committee, *inter alia*, include:

Strategy & Planning

- Review and provide inputs and guidance for company's organization strategy
- Review and provide inputs and guidance for company's industry- and geography-level strategies
- Monitor key success parameters to assess effectiveness of strategy execution
- Conduct quarterly discussions on the strategy, achievements/gaps in execution plan, provide feedback and guidance
- Provide inputs around external factors (macro economic environment, geo-political developments, etc.) that could impact strategy, help to reassess planning and execution in this context

Business Performance

- Periodically review company's customer and competitor analyses, recommend management direction and performance expectations in this landscape
- Periodically review company's profitability and growth by service lines, customers and geographies and management analysis of performance

Inorganic Growth Strategy

- Periodically review and provide feedback on management's articulation of strategic inorganic needs, including make versus buy decisions
- Periodically review company's acquisition targets against strategic needs; provide feedback and guidance around business and financial evaluation; advise on business cases developed by Management for Board approval
- Periodically review major strategic investment proposals developed to support Cyient's entry into new service areas, new industry verticals and new geographic markets and support feedback/recommendations to the Board
- Evaluate any divesture recommendations

All the members of the committee are independent directors. The committee met once during the year and deliberated upon the UT strategy, specifically M&A plans to expand capabilities in UT. Timelines for other vertical strategies were also shared with the committee. The strategy to move up the value chain using product realization as the anchor was also deliberated on.

Customer Engagement Committee

The overall objective of the Client Engagement Committee is to provide guidance to the management team around strategies and tactics to strengthen company's relationships with existing clients, develop relationships with prospective clients and ensure those strategies result in sustainable and profitable revenue growth.

The committee will review and provide recommendations on the following:

- key success parameters (client satisfaction, revenue growth, profitability, relationship depth, etc)
- client satisfaction survey methodology and results and ensure key insights are taken and translated to action.
- the key account planning process and representative plans and recommend management direction and performance expectations.
- the client experience and Cyient's communication strategy, touch points and execution (relationship health reporting, newsletters, social media connect, onboarding, etc.)
- new initiatives to strengthen client performance engagement (client advisory board, client communities or forums, etc) and provide recommendations.
- understanding the client mindset, challenges and priorities and work to align client experience and benefits to defined client profiles.

The composition of the committee is as follows:

Name of the Member	Position
Ms. Andrea Bierce	Chairperson
Mr. John Paterson	Member
Mr. Alain De Taeye	Member
Mr. Harsh Manglik	Member

During the year, the committee met twice.

General Meetings

The board uses the annual general meeting as a means to communicate with the investors and to encourage their participation.

Annual General Meeting	Venue	Time, Day & Date	No. of special resolutions passed
23rd AGM	L&D Centre (company's Campus), Plot No. 2, IT Park, Nanakramguda, Manikonda, Hyderabad - 500 032	2:30 p.m. on Thursday, July 17, 2014	1. Appointment of Mr. BVR Mohan Reddy as Executive Chairman 2. Appointment of Mr. Krishna Bodanapu as Managing Director and CEO 3. Revision of remuneration by way of commission to Non - Executive Directors
22nd AGM	---- do ---	2:30 p.m. on Thursday, July 18, 2013	Nil
21st AGM	Bhaskara Auditorium, BM Birla Museum, Adarsh Nagar, Hyderabad - 500 063	2:30 p.m. on Thursday, July 18, 2012	Nil

The company is offering an option to its shareholders to participate in a non-mandatory voting process through internet. This is an additional facility provided to the shareholders to vote on the AGM resolutions in the electronic mode. This will also enable a greater number of shareholders to participate in the general meeting process. Details of the same are published elsewhere in the annual report.

No Extra-Ordinary General Meeting of the shareholders was held during the year.

Special Resolutions passed through postal ballot during the year 2014-15:

1. During the year, the company conducted two postal ballots - one for change of name from Infotech Enterprises Limited to Cyient Limited and second for rationalization of remuneration to non-executive directors. A summary of the postal ballot results is as follows:

Particulars	For change of name of the Company	Revision of remuneration of Non-Executive Directors
Number of valid postal ballot forms/e-votes received	175	263
Number of votes in favour of the Resolution	287,74,967	472,41,642
Number of votes against the Resolution	66,974	6,894
Number of invalid/neutral postal ballot forms received	1	2

E-Voting: In pursuance of Clause 35B of the Listing Agreement, the company conducted the above postal ballot by providing e-voting facility as an alternative to its shareholders, to enable them to cast their vote electronically instead of casting vote through physical postal ballot. This was facilitated through Karvy Computershare private Limited and by accessing the website: '<https://evoting.karvy.com>'

Mr. S. Chidambaram, Company Secretary in Practice was appointed as scrutineer for both the postal ballots.

Procedure for postal ballot:

Company will conduct the postal ballot, where required, in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder.

Investor Relations

The company recognizes the investor community as a key stakeholder of the business, and aims to build its investor relations on pillars of trust and transparency. To ensure, informed decisions by investors, the company provides comprehensive information in the form of annual reports, quarterly earnings reports, investor releases and investor presentations. Additionally regular conference calls, management interviews, face to face investor meetings and annual general meetings ensure a direct interaction with the management team.

The company has been taking continuous initiatives to meet investor expectations, and has rolled out several initiatives in pursuit of an effective two way communication channel with investors. These initiatives include "Investor Satisfaction Survey", "Annual Investors' Day", focus on investor return metrics, improved disclosures, and increased frequency of management interactions with investors.

Investor Satisfaction Survey

In the company's continued quest to improve investor satisfaction, it launched a new initiative to formally measure Investor Satisfaction (ISAT) via a yearly survey. The company partnered with an independent research firm, for carrying out this survey. The insights based on investors feedback were presented to the management and the board. Based on the ISAT survey, company wishes to align itself better with investor expectations so that it can deliver greater and positive value to its investors in the coming years.

Scores

The Securities Exchange Board of India has initiated a platform for redressing the investor grievances through SCORES, a web based complaints redressal system. The system processes complaints in a centralized web based mechanism. The company is in compliance with this system.

Handbook

The company has in place a shareholder handbook and the same is available on the company's website. This is a comprehensive document and a one-stop-shop for all queries of the shareholders.

The company obtains a Certificate of Compliance from Mr. S. Chidambaram, Company Secretary in Practice, at half-yearly intervals, certifying that the share transfer requests complete in all respects have been processed and share certificates

with transfer endorsements have been issued by the company within the stipulated time periods. This certificate is also filed with both Stock Exchanges where the company's shares are listed.

In order to facilitate speedier redressal of investors' grievances, the company has an exclusive email ID Company.Secretary@cyient.com. Shareholders may lodge their queries addressed to this email ID which would be attended to on priority.

Disclosures

- a) The Managing Director & CEO and Chief Financial Officer have given a Certificate to the Board as contemplated in Clause 49 of the Listing Agreement. This is published elsewhere in annual report.
- b) There are no materially significant related party transactions please refer note No. 39 of the consolidated financial statements, forming part of this Annual Report
- c) There were no pecuniary transactions with any of the Non-Executive Directors, except payment of sitting fee and commission.
- d) A compliance report of all applicable laws and regulations duly signed by the Executive Chairman, Chief Financial Officer and the Company Secretary is placed at periodic intervals for review by the Board. The Board reviews the compliance of all the applicable laws and gives appropriate directions wherever necessary.

The board considers materially important show cause/demand notices received from statutory authorities and the steps/action taken by the company in this regard. A status report of material legal cases and disputed liabilities pending before the various courts/judicial forums is also put up to the board on a quarterly basis.

- e) The board of directors has laid-down a 'Code of Conduct' (Code) for all the board members and senior management personnel of the company and this Code is posted on the website of the Company. Annual declaration is obtained from every associate covered by the Code. The declaration of the Managing Director & CEO, as required under Clause 49 of the Listing Agreement, is published elsewhere in the Annual Report.
- f) The board regularly discusses the significant business risks identified by the management and the mitigation process being taken up. A detailed note on the risk identification and mitigation is included in the Management Discussion and Analysis annexed to the Directors' Report.
- g) No penalties or strictures were imposed on the company by the Stock Exchanges, SEBI or other statutory authorities relating to the above.
- h) Mrs. Sucharitha is the spouse of Mr. B.V.R. Mohan Reddy. Mr. Krishna Bodanapu is their son.

Means of Communication

- a) The company has a "Corporate Disclosure Policy" with an objective of ensuring timely and adequate disclosure of information. This policy deals with prompt disclosure of price sensitive information, parameters for overseeing and coordinating disclosure, responding to market rumours, timely reporting of changes in shareholding and details of medium of disclosure and dissemination.
- b) Statutory advertisements and financial results of the company (Quarterly, Half-yearly and Annual) are normally published in 'Business Standard', or 'Financial Express' newspapers in English and 'Andhra Prabha'/'Nava Telangana' regional language dailies (Telugu).
- c) A quarterly investor update is sent to all the shareholders in the electronic mode. This update provides a qualitative insight into the company's performance, the financial and business highlights, a message from the management and various other operational metrics.
- d) Apart from the financial results, all press releases of the company and presentations made to the institutional investors and analysts, if any, are placed on the company's website: www.cyient.com
- e) The company also releases all price sensitive information simultaneously to NSE/BSE and the media.
- f) The website of the company gives comprehensive information about the management, vision, mission, policies, corporate governance, corporate sustainability, investor relations, sales network, updates and news. The section on 'Investors' serves to inform the shareholders, by giving complete financial results, press releases, shareholding pattern, information relating to R&T agents and frequently asked questions for the shareholders.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report forms part of the Directors' Report. All matters pertaining to industry structure and developments, opportunities and threats, segment/product wise performance, outlook, risks and concerns, internal control and systems, are discussed in the said report. The said report also contains a section on risk management.

Compliance of Insider Trading Norms

The Company has adopted the code of internal procedures and conduct for listed companies notified by the SEBI prohibiting insider trading.

General Shareholder Information

- a) AGM - Date, Time and Venue : Thursday, July 16, 2015 at 2.30 p.m.
L & D. Centre, Plot No.2, IT Park,
Manikonda, Hyderabad 500032, Telangana
- b) Financial Year : 1 April 2014 to 31 March 2015
- c) Date of Book Closure : July 13 to July 16, 2015 (both days inclusive)
- d) Dividend Payment Date : August 1, 2015
- e) Listing on Stock Exchanges : BSE Ltd.
National Stock Exchange of India Ltd.
- f) Stock Code : BSE : 532175
NSE : CYIENT/EQ
CIN : L72200TG1991PLC013134
ISIN : INE136B01020
- g) Market price data: High/Low during each month in the financial year 2014-15 and performance in comparison to broad based indices such as BSE Sensex and Nifty is as follows:

Month & Year	BSE (₹)		SENSEX		NSE (₹)		NIFTY	
	High	Low	High	Low	High	Low	High	Low
April 14	348.90	303.05	22,939.31	22,197.51	348.95	306.00	6,869.85	6,650.40
May 14	333.00	265.00	25,375.63	22,277.04	325.90	261.00	7,563.50	6,638.55
June 14	360.00	294.00	25,725.12	24,270.20	360.95	296.05	7,700.05	7,239.50
July 14	384.95	323.35	26,300.17	24,892.00	385.00	322.50	7,840.95	7,422.15
Aug 14	449.10	375.00	26,674.38	25,232.82	450.00	367.00	7,968.25	7,540.10
Sep 14	483.00	422.00	27,354.99	26,220.49	485.00	422.15	8,180.20	7,841.80
Oct 14	512.20	427.25	27,894.32	25,910.77	512.00	426.10	8,330.75	7,723.85
Nov 14	543.40	465.40	28,822.37	27,739.56	544.70	464.55	8,617.00	8,290.25
Dec 14	577.85	494.95	28,809.64	26,469.42	578.90	500.25	8,626.95	7,961.35
Jan 15	592.80	507.00	29,844.16	26,776.12	591.95	506.70	8,996.60	8,065.45
Feb 15	560.00	516.50	29,560.32	28,044.49	560.05	515.00	8,941.10	8,470.50
Mar 15	574.90	488.00	30,024.74	27,248.45	575.20	486.60	9,119.20	8,269.15

- h) Registrar and Transfer Agents : Karvy Computershare Private Limited
Unit: Cyient Limited
Plot No. Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.
Tel : +91-40-6716 1562
Email : mohsin.mohd@karvy.com; einward.ris@karvy.com
Website : www.karvycomputershare.com

i) Share Transfer System

Shares lodged for physical transfer are registered within a period of 8 days as against service standard of 15 days, if the documents are clear and complete in all respects. The shares duly transferred are dispatched to the shareholders concerned within a week from the date of approval of transfers by the Share Transfer Committee. For this purpose, the Share Transfer Committee meets as often as required. Adequate care is taken to ensure that no transfers are pending for more than a fortnight. As the Company's shares are currently traded in dematerialized form, the transfers are processed and approved in the electronic form by NSDL / CDSL through their depository participants. Karvy Computershare Private Limited is the Common R&T Agent for both physical and dematerialised mode.

j) Distribution of Shareholding

The Distribution of shareholding of the Company as on March 31, 2015 is as follows:

Sl. No.	Category			Cases	% of Cases	Amount	% Amount
1	upto	5000		13616	90.60	8789330.00	1.56
2	5001 -	10000		634	4.22	4367535.00	0.78
3	10001 -	20000		380	2.53	5440705.00	0.97
4	20001 -	30000		108	0.72	2771320.00	0.49
5	30001 -	40000		50	0.33	1793360.00	0.32
6	40001 -	50000		31	0.21	1413390.00	0.25
7	50001 -	100000		63	0.42	4705670.00	0.84
8	100001 &	ABOVE		146	0.97	532524015.00	94.79
TOTAL				15028	100.00	561805325.00	100.00

Shareholding pattern:

Sl. No.	Description	Cases	Shares	% Equity
1	Banks	4	25867	0.02
2	Clearing Members	47	29771	0.03
3	Employees	205	343940	0.31
4	Foreign Collaborators	2	16792960	14.95
5	Foreign Institutional Investor	64	39559670	35.21
6	Foreign Nationals	24	372590	0.33
7	Foreign Portfolio Investors	12	489653	0.44
8	H U F	239	76766	0.07
9	Bodies Corporates	397	5266868	4.69
10	Mutual Funds	53	15280733	13.60
11	Non Resident Indians	476	3167023	2.82
12	Company Promoters	9	24952226	22.21
13	Resident Individuals	13492	5840878	5.20
14	Trusts	4	162120	0.14
TOTAL		15028	112361065	100.00

Shareholders holding more than 1% of shares:

Name of the Shareholder	No. of equity shares	% of shareholding
Carrier International Mauritius Ltd	15292960	13.61
BVR Mohan Reddy	14597366	12.99
First Carlyle Ventures Mauritius	11099416	9.88
Deutsche Securities Mauritius Limited	5456424	4.86
Lavender Investments Limited	4732101	4.21
ICICI Prudential Life Insurance Company Ltd	4694674	4.18
Oppenheimer International Small Company Fund	4603554	4.10
Amansa Holdings Private Limited	4326252	3.85
Reliance Capital Trustee Co. Ltd A/C Reliance Equity Opportunities Fund	2921225	2.60
T. Rowe Price International Discovery Fund	2673785	2.38
B G V Krishna	1850760	1.65
Bodanapu Sri Vaishnavi	1790400	1.59
SBI Magnum Taxgain Scheme	1600000	1.42
Franklin Templeton Mutual Fund A/C Franklin Indiaprime Fund	1588297	1.41
Tele Atlas Data 'S Hertogenbosch B V	1500000	1.33
National Westminster Bank Plc as Depositary of First State Asia Pacific Fund A Sub Fund of First State Investments ICVC	1399043	1.25

Reconciliation of Share Capital

Mr. S. Chidambaram, Company Secretary in Practice carried out an audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued/paid up capital and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL. This reconciliation is done on a quarterly basis and reported to the board of directors and also to the Stock Exchanges.

k) Dematerialization of shares and liquidity

As per SEBI guidelines on investor protection, the Company's shares are to be traded only in dematerialized mode. Accordingly, the company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to establish electronic connectivity for scripless trading. As at the end of March 31, 2015, 99.11% of the outstanding equity shares of the company are in electronic form.

l) Outstanding GDRs/ADRs/Warrants or any other convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants/convertible debentures during the year 2014-15 and there are no outstanding convertible instruments which will impact the equity.

m) Development Facilities

The Company has Software Development facilities, the particulars of which are as follows:

Development Facilities	Location
Hyderabad	1. Plot No.8, 9, 10 & 11, Software Units Layout, Infocity, Madhapur, Hyderabad - 500 081 2. Plot No.2, IT Park, Nanakramguda, Manikonda, Hyderabad-500 032. 3. Plot No. 6, Survey No. 1, IDA Uppal, Hyderabad - 500 039
Bangalore	1. Plot No.110 A & 110B, Phase - I, Electronics City, Adjacent to E.City, Fire Station, Hosur Main Road, Bangalore-560 100 2. 1st Floor, Wing-B, Block-9, Pritech Park SEZ, Sarjapur - Marthahalli Ring Road, Bellandur, Bangalore - 560 103
Visakhapatnam	Survey No. 410, Plot No. 14, SEZ Units, Hill No. 3, Rushikonda, Madhuravada (V), Visakhapatnam-530 007
Kakinada	Plot Nos. 1,2,3,4 & 5A, APIIC SEZ, Sarpavaram, Kakinada - 533 001
Noida	1. Plot No. 11, Block "B", Sector 63, NOIDA - 201 307 2. Plot No. 7, Noida Dadri Road, NOIDA - 201 305

*Complete list of development centres, subsidiaries and other offices is available elsewhere in the Annual Report/ Company's website.

n) Address for correspondence and contact persons for investors' queries

Investors' correspondence may be addressed to Mr. Sudheendhra Putty, company secretary and any queries relating to the financial statements of the Company may be addressed to Mr. Ajay Aggarwal, Chief Financial Officer at the Registered Office of the Company at 4th Floor, 'A' Wing, Plot No.11, Software Units Layout, Infocity, Madhapur, Hyderabad - 500 081 Tel:+91-40-2311-2296/6764-1322 Fax: +91-40-6662-4368, E-mail : Company.Secretary@cyient.com / Ajay.Aggarwal@cyient.com.

o) Equity shares in the suspense account:

In accordance with the requirement of Clause 5A(I) and (II) of the Listing Agreements entered into with the Stock Exchanges, the Company reports the following details in respect of equity shares lying in the suspense account:

Particulars	Number of shareholders	Number of equity shares
Aggregate number of shareholders and the outstanding shares in the suspense account as on 1 April 2014	121	99,739
Shareholders who approached the Company for transfer of shares from suspense account during the year	2	474
Shareholders to whom shares were transferred from the suspense account during the year	2	474
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31 March 2015	119	99,265

The voting rights on the shares outstanding in the suspense account as on March 31, 2015 shall remain frozen till the rightful owner of such shares claims the shares.

Details of dividend declaration dates and due dates of transfer to IEPF:

Financial Year	Rate of Dividend	Date of Declaration of Dividend (Date of AGM)	Due date to claim the dividend
2007-2008	24%	July 23, 2008	August 29, 2015
2008-2009	30%	July 01, 2009	August 07, 2016
2009-2010	40%	July 14, 2010	August 20, 2017
2010-2011	25%	July 20, 2011	August 26, 2018
2011-12 (Interim)	25%	October 27, 2011	December 3, 2018
2011-12 (Final)	25%	July 18, 2012	August 24, 2019
2012-13 (Interim)	40%	November 7, 2012	December 13, 2019
2012-13 (Final)	50%	July 18, 2013	August 24, 2020
2013-14 (Interim)	40%	October 17, 2013	November 23, 2020
2013-14 (Final)	60%	July 17, 2014	August 23, 2021
2014-15 (Interim)	60%	September 29, 2014	October 28, 2021

For the financial year 2006-07, company has transferred the unclaimed dividend to the IEPF and filed the relevant forms with the Registrar of Companies, Telangana.

The company sends reminders to the shareholders concerned to claim the unclaimed and unpaid dividends before they are transferred to the IEPF.

Compliance of Mandatory and Non-mandatory requirements of Clause 49 of listing agreement

The company complies with the mandatory requirements of clause 49 of the listing agreement. Status of implementation of non-mandatory requirements of Clause 49 of listing agreement is as follows:

Sl.No.	Requirement	Status of implementation
1	A non-executive chairman may be entitled to maintain a chairman's office at the company's expense and also allowed reimbursement of expenses incurred in performance of his duties.	Not applicable as the company has an executive chairman
2	A half-yearly declaration of financial performance including summary of the significant events in last six months, may be sent to each household of shareholders.	The company sends a quarterly investor update to the shareholders comprising key financial, business and operations update. This is sent in electronic mode
3	Company may move towards a regime of unqualified financial statements	The company has constantly endeavoured towards this and until now the company's audit reports are all 'clean reports.'
4	The company may appoint separate persons to the post of Chairman and Managing Director/CEO.	The company has an Executive Chairman - Mr. B.V.R. Mohan Reddy. Mr. Krishna Bodanapu is the Managing Director & CEO.
5	The Internal auditor may report directly to the Audit Committee.	The Internal auditor directly reports to the audit committee

INDEPENDENT AUDITORS' REPORT ON ABRIDGED FINANCIAL STATEMENTS

TO THE MEMBERS OF CYIENT LIMITED

(formerly Infotech Enterprises Limited)

- (i) We have examined the abridged Balance Sheet of **Cyient Limited** (formerly Infotech Enterprises Limited) ('the Company') as at March 31, 2015, the abridged Statement of Profit and Loss and the abridged Cash Flow Statement for the year then ended, together with the notes thereon. These financial statements are the responsibility of the Company's Management.
- (ii) These abridged financial statements have been prepared by the Company in accordance with Form AOC-3, pursuant to Rule 10 of the Companies (Accounts) Rules, 2014 and are based on the audited financial statements of the Company for the year ended March 31, 2015 prepared in accordance with the provisions of sub-section (1) of Section 136 of the Companies Act, 2013 and covered by our report dated April 23, 2015 to the members of the Company, which report is attached hereto.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)

(GANESH BALAKRISHNAN)
(Partner)
(Membership No.201193)

SECUNDERABAD
April 23, 2015

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
CYIENT LIMITED (formerly Infotech Enterprises Limited)

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **CYIENT LIMITED** (formerly **INFOTECH ENTERPRISES LIMITED**) ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain

reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our

information and according to the explanations given to us:

- a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 22.1 (i) to the financial statements.
- b. The Company did not have any material foreseeable losses relating to long-term contracts including derivative contracts - Refer Note 25 to the financial statements.
- c. There has been no delay in transferring amounts, required to be transferred, to the Investors Education and Protection Fund by the Company.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)

SECUNDERABAD
April 23, 2015

(GANESH BALAKRISHNAN)
(Partner)
(Membership No. 201193)

Annexure to the Independent Auditors' Report on the Standalone Financial Statements

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report on the standalone financial statements of even date)

- (i) Having regard to the nature of the Company's business during the year, clauses (ii), (v), (vi), (viii), (ix) and (xi) of paragraph 3 of the Order are not applicable to the Company.
- (ii) In respect of its fixed assets:
- The Company has generally maintained proper records showing particulars, including quantitative details and situation of the fixed assets.
 - Some of the fixed assets were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, the Company is in the process of reconciliation and discrepancies, if any, noted would be dealt with in the year in which such reconciliation is completed.
- (iii) According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. In respect of such loans:
- The receipts of principal amounts and interest have been as per stipulations.
 - There is no overdue amount remaining outstanding as at the year-end.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of services and during the course of our audit we have not observed any continuing failure to correct major weaknesses in such internal control system.
- (v) According to the information and explanations given to us in respect of statutory dues:
- The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. Excise Duty is not applicable to the Company.
 - There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable. Excise Duty is not applicable to the Company.
 - Details of dues of Sales Tax, Service Tax and Value Added Tax which have not been deposited as on March 31, 2015 on account of disputes are given below:

Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (in ₹)
Central Sales Tax Act, 1956	Sales Tax (including penalty)	Sales Tax Appellate Tribunal	2004-05 to 2010-11	7,656,660
Andhra Pradesh Value Added Tax Act, 2005	Value Added Tax (including penalty)	Sales Tax Appellate Tribunal	2005-06 to 2009-10	1,964,650
Finance Act, 1994	Service Tax (including penalty)	Central Excise and Service Tax Appellate Tribunal	2006-07 to 2012-13	127,221,068

There are no disputed dues of Income tax, Wealth Tax, Customs Duty and Cess which have not been deposited as on March 31, 2015. Excise Duty is not applicable to the Company.

- d) There are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made there under.
- (vi) In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from banks and financial institutions are not, prima facie, prejudicial to the interests of the Company.
- (vii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)

SECUNDERABAD
April 23, 2015

(GANESH BALAKRISHNAN)
(Partner)
(Membership No. 201193)

Abridged Balance Sheet as at March 31, 2015

(Amount in ₹)

cyient.com

2014-15

Annual Report

	As at March 31, 2015		As at March 31, 2014	
(A) EQUITY AND LIABILITIES				
Shareholders' funds				
Share capital				
Equity	561,805,325		559,823,065	
Reserves and surplus				
Revenue reserves	9,561,206,659		9,027,365,372	
Surplus	5,683,080,036	15,806,092,020	4,270,896,936	13,858,085,373
Share application money pending allotment		-		1,428,050
Non-current liabilities				
Long-term provisions		472,594,945		346,577,249
Current liabilities				
Trade payables	850,489,578		1,003,539,286	
Other current liabilities	502,158,865		488,546,565	
Short-term provisions	777,176,286	2,129,824,729	521,807,646	2,013,893,497
TOTAL		18,408,511,694		16,219,984,169
(B) ASSETS				
Non-current assets				
Fixed assets				
Tangible assets	2,647,686,377		2,687,663,394	
Intangible assets	438,416,490		441,625,161	
Capital work-in-progress	23,754,427		25,961,712	
Intangible assets under development	8,999,949	3,118,857,243	8,999,949	3,164,250,216
Non-current investments		4,460,291,860		1,447,043,088
Deferred tax assets (net)		5,923,976		12,162,855
Long-term loans and advances		1,104,392,459		1,058,878,016
Current assets				
Current investments	336,076,496		400,359,602	
Trade receivables	2,983,916,788		2,664,468,290	
Cash and cash equivalents	4,424,552,331		5,807,910,084	
Short-term loans and advances	842,531,828		703,354,105	
Other current assets	1,131,968,713	9,719,046,156	961,557,913	10,537,649,994
TOTAL		18,408,511,694		16,219,984,169
See accompanying notes forming part of abridged financial statements				

In terms of our report attached on abridged financial statements

For **Deloitte Haskins & Sells**
Chartered Accountants**Ganesh Balakrishnan**
PartnerPlace : Secunderabad
Date : April 23, 2015

For and on behalf of the Board of Directors

B.V.R. Mohan Reddy
Executive Chairman
(DIN – 00058215)**Ajay Aggarwal**
Chief Financial OfficerPlace : Hyderabad
Date : April 23, 2015**Krishna Bodanapu**
Managing Director & CEO
(DIN – 05301037)**Sudheendhra Putty**
Company Secretary

Abridged Statement of Profit and Loss for the year ended March 31, 2015

(Amount in ₹)

	For the year ended March 31, 2015	For the year ended March 31, 2014
INCOME		
Revenue from operations		
Income from services	12,940,137,647	12,244,890,846
Other income (net)	1,029,322,771	524,296,047
TOTAL INCOME	13,969,460,418	12,769,186,893
EXPENSES		
Employee benefits expense	6,439,413,053	5,716,488,511
Operating, administration and other expenses	3,476,409,497	3,085,385,873
Finance costs	5,123,862	3,607,991
Depreciation and amortisation expense	618,053,423	648,661,957
TOTAL EXPENSES	10,538,999,835	9,454,144,332
Profit before tax	3,430,460,583	3,315,042,561
Tax expense		
(a) Current tax	707,603,747	763,123,944
(b) Tax pertaining to earlier years	1,321,761	-
(c) MAT credit entitlement	(2,009,229)	-
(d) Deferred tax (net)	11,955,005	2,770,417
Profit for the year	2,711,589,299	2,549,148,200
Earnings per share (Equity shares, par value of ₹ 5 each)		
- Basic	24.17	22.81
- Diluted	24.09	22.71
Weighted average number of equity shares		
- Basic	112,182,127	111,743,379
- Diluted	112,578,995	112,227,332
See accompanying notes forming part of abridged financial statements		

In terms of our report attached on abridged financial statements

For **Deloitte Haskins & Sells**
Chartered Accountants**Ganesh Balakrishnan**
PartnerPlace : Secunderabad
Date : April 23, 2015

For and on behalf of the Board of Directors

B.V.R. Mohan Reddy
Executive Chairman
(DIN – 00058215)**Ajay Aggarwal**
Chief Financial OfficerPlace : Hyderabad
Date : April 23, 2015**Krishna Bodanapu**
Managing Director & CEO
(DIN – 05301037)**Sudheendhra Putty**
Company Secretary

Abridged Cash Flow for the year ended March 31, 2015

(Amount in ₹)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Net cash flow from operating activities	2,137,501,109	1,440,002,784
Net cash (used in) / flow from investing activities	(3,032,714,406)	332,797,772
Net cash flow (used in) financing activities	(723,773,622)	(472,291,563)
Net (decrease) / increase in Cash and cash equivalents	(1,618,986,919)	1,300,508,993
Cash and cash equivalents at the beginning of the year	5,784,527,366	4,227,239,815
Effect of exchange differences on translation of foreign currency cash and cash equivalents	230,302,670	256,778,558
Cash and cash equivalents at the end of the year (Refer Note (i) below)	4,395,843,117	5,784,527,366

Notes:

- (i) Reconciliation of Cash and cash equivalents with the Balance sheet

Cash and bank balances as per Balance Sheet

4,424,552,331

5,807,910,084

Less: In earmarked accounts (Refer Note (ii) below)

Unpaid dividend accounts

7,085,306

4,250,458

Balances held as margin money/security for bank guarantees

21,623,908

19,132,260

Cash and cash equivalents at the end of the year*

4,395,843,117

5,784,527,366

*Comprises:

(a) Cash on hand

127,852

293,570

(b) Balances with banks

(i) In current accounts

313,799,947

242,851,951

(ii) In EEFC accounts

297,394,454

220,707,897

(iii) In deposit accounts

3,784,520,864

5,197,408,505

(c) Remittances in transit

-

123,265,443

TOTAL

4,395,843,117

5,784,527,366

- (ii) The earmarked account balances with banks can be utilised only for the specific identified purposes.

- (iii) Purchase of fixed assets includes payments for items in capital work-in-progress and capital advances for purchase of fixed assets. Adjustments for increase/decrease in current liabilities relating to the acquisition of fixed assets has been made to the extent identified.

See accompanying notes forming part of Abridged financial statements

In terms of our report attached on abridged financial statements

For **Deloitte Haskins & Sells**
Chartered Accountants

Ganesh Balakrishnan
Partner

For and on behalf of the Board of Directors

B.V.R. Mohan Reddy
Executive Chairman
(DIN – 00058215)

Ajay Aggarwal
Chief Financial Officer

Krishna Bodanapu
Managing Director & CEO
(DIN – 05301037)

Sudheendhra Putty
Company Secretary

Place : Secunderabad
Date : April 23, 2015

Place : Hyderabad
Date : April 23, 2015

Notes to the abridged financial statements

1. Corporate Information

(Refer to Note No. 1 of the standalone financial statements)

Cyient Limited ('Cyient' or 'the Company') is engaged in providing global technology services and solutions specialising in geospatial, engineering design IT solutions and data analytics. The Company has its headquarters and development facilities in India and serves a global customer base through its subsidiaries in United States of America (USA), United Kingdom (UK), Germany, Japan, Australia and India. Cyient's range of services include digitisation of drawings and maps, photogrammetry, computer aided design/engineering (CAD/CAE), design and modelling, repair development engineering, reverse engineering application software development, software products development, consulting, analytics and implementation. Cyient specialises in software services and solutions for the manufacturing, utilities, telecommunications, transportation & logistics, local government and financial services markets.

The Company changed its name from Infotech Enterprises Limited to Cyient Limited w.e.f May 7, 2014, post approval of the Board of Directors and the shareholders through postal ballot.

2. Related Party Transactions

(Refer to Note No.30 of the standalone financial statements)

- (i) List of related parties on which the Company is able to exercise control.

Subsidiaries:

Name of the Subsidiary	Country of incorporation	Extent of holding (%) as at March 31, 2015	Extent of holding (%) as at March 31, 2014
Cyient Europe Limited (formerly Infotech Enterprises Europe Limited)	UK	100%	100%
Cyient Inc. (formerly Infotech Enterprises America Inc.)	USA	100%	100%
Cyient GmbH (formerly Infotech Enterprises GmbH)	Germany	100%	100%
Infotech Geospatial (India) Private Limited, (IGIL) (Refer Note (i) below)	India	100%	100%
Cyient KK (formerly Infotech Enterprises Japan KK)	Japan	100%	100%
Infotech Enterprises Information Technology Services Private Limited (IEITS)	India	100%	100%
Cyient Insights Private Limited (formerly Invati Insights Private Limited) (Refer Note (ii) below)	India	51%	-
Cyient Australia Pty Limited (Refer Note (iii) below)	Australia	100%	-
Rangsons Electronics Private Limited (Refer Note (iv) below)	India	74%	-

Note:

- (i) W.e.f., October 23, 2013, Infotech Geospatial (India) Limited was converted into a private limited Company and was renamed as Infotech Geospatial (India) Private Limited.
- (ii) The Company acquired 51% stake in Invati Insights Private Limited on October 15, 2014. The acquisition was executed through a share purchase agreement for a consideration of ₹ 87,938,018. Subsequent to the acquisition, Invati Insights Private Limited acquired 100% stake in Invati Insights LLC, USA on October 16, 2014. Consequent to the acquisition, Invati Insights Private Limited was renamed to Cyient Insights Private Limited.
- (iii) On September 05, 2014, the Company incorporated a wholly owned subsidiary, Cyient Australia Pty Limited, in Melbourne, Australia. Cyient Australia Pty Limited is yet to commence commercial operations and there are no financials transactions for the year ended March 31, 2015.
- (iv) The Company acquired 74% stake in Rangsons Electronics Private Limited, India and its wholly owned subsidiary, Techno Tools Precision Engineering Private Limited on February 04, 2015. The acquisition was executed through a share purchase agreement for a consideration of ₹ 2,925,310,754.

Joint Venture:

Name of the Joint Venture Company	Country of incorporation	Extent of holding (%) as at March 31, 2015	Extent of holding (%) as at March 31, 2014
Infotech HAL Limited	India	50%	50%

Associate:

Name of the Associate	Country of incorporation	Extent of holding (%) as at March 31, 2015	Extent of holding (%) as at March 31, 2014
Infotech Aerospace Services Inc.	USA	49%	49%

Subsidiary of Cyient Inc. (formerly Infotech Enterprises America Inc.):

Name of the Subsidiary	Country of incorporation	Extent of holding (%) as at March 31, 2015	Extent of holding (%) as at March 31, 2014
Cyient Canada Inc. (formerly Infotech Software Solutions Canada Inc.)	Canada	100%	100%
Softential Inc.*	USA	100%	-

* With effect from April 01, 2014, the Company acquired 100% stake in Softential Inc, through its wholly-owned subsidiary Cyient Inc. (formerly Infotech Enterprises America Inc.)

Subsidiary of Cyient Europe Limited (formerly Infotech Enterprises Europe Limited):

Name of the Subsidiary	Country of incorporation	Extent of holding (%) as at March 31, 2015	Extent of holding (%) as at March 31, 2014
Cyient Benelux BV (formerly Infotech Enterprises Benelux BV)	Netherlands	100%	100%
Cyient Schweiz GmbH (formerly Infotech Enterprises GmbH)	Switzerland	100%	100%

Subsidiary of Cyient GmbH (formerly Infotech Enterprises GmbH):

Name of the Subsidiary	Country of incorporation	Extent of holding (%) as at March 31, 2015	Extent of holding (%) as at March 31, 2014
Cyient AB (formerly Infotech Enterprises AB)	Sweden	100%	100%

Subsidiary of Infotech Enterprises Information Technology Services Private Limited:

Name of the Subsidiary	Country of incorporation	Extent of holding (%) as at March 31, 2015	Extent of holding (%) as at March 31, 2014
Infotech Enterprises Information Technology Services GmbH*	Germany	100%	-

*On March 23, 2015, the Company acquired 100% stake in Infotech Enterprises Information Technology Services GmbH, Germany through its wholly owned subsidiary, IEITS.

Subsidiary of Cyient Insights Private Limited (formerly Invati Insights Private Limited):

Name of the Subsidiary	Country of incorporation	Extent of holding (%) as at March 31, 2015	Extent of holding (%) as at March 31, 2014
Invati Insights LLC *	USA	51%	-

* On October 16, 2014, Cyient Insights Private Limited (formerly Insights Private Limited) acquired 100% stake in Invati Insights LLC, USA.

Subsidiary of Rangsons Electronics Private Limited:

Name of the Subsidiary	Country of incorporation	Extent of holding (%) as at March 31, 2015	Extent of holding (%) as at March 31, 2014
Techno Tools Precision Engineering Private Limited *	India	74%	-

*On February 4, 2015, the Company acquired 74% stake in Rangsons Electronics Private Limited and its wholly owned subsidiary, Techno Tools Precision Engineering Private Limited.

Key Managerial Personnel:

Name	Designation
B V R Mohan Reddy	Chairman & Managing Director (up to April 11, 2014) Executive Chairman (w.e.f April 12, 2014)
B Sucharitha	Whole Time Director (up to April 12, 2014) (Ceased to be director w.e.f. 17 July 2014)
Krishna Bodanapu	Managing Director & CEO (w.e.f April 24, 2014)
Ajay Aggarwal	Chief Financial Officer

Relative of Executive Chairman & Managing Director & CEO

B. Ashok Reddy	President - Corporate Affairs
----------------	-------------------------------

(ii) Summary of the transactions and balances with the above related parties are as follows:

Transactions during the year:		(Amount in ₹)	
Nature of the transaction	Party name	For the year ended March 31, 2015	For the year ended March 31, 2014
Revenue	Cyient Inc. (formerly Infotech Enterprises America Inc.)	2,587,602,236	2,641,925,084
	Softential Inc.	423,632,769	-
	Cyient Europe Limited (formerly Infotech Enterprises Europe Limited)	683,794,337	213,575,198
	Cyient Benelux BV (formerly Infotech Enterprises Benelux BV)	257,232,214	215,656,689
	Cyient Schweiz GmbH (formerly Infotech Enterprises GmbH)	55,293,485	26,941,565
	Cyient GmbH (formerly Infotech Enterprises GmbH)	1,081,549,687	1,596,298,993
	Cyient AB (formerly Infotech Enterprises AB)	149,465,507	61,273,648
	Cyient Canada Inc. (formerly Infotech Software Solutions Canada Inc.)	119,879,611	91,199,141
	Infotech Geospatial (India) Private Limited	11,704,655	2,635,904
	Cyient KK (formerly Infotech Enterprises Japan KK)	114,201,113	65,271,854
	Infotech HAL Limited	19,486,078	14,899,928
	Infotech Enterprises Information Technology Services Private Limited	-	1,576,090

Transactions during the year (Contd..)

(Amount in ₹)

Nature of the transaction	Party name	For the year ended March 31, 2015	For the year ended March 31, 2014
Subcontracting charges	Cyient Inc. (formerly Infotech Enterprises America Inc.)	329,424,657	320,807,133
	Cyient Europe Limited (formerly Infotech Enterprises Europe Limited)	17,784,436	7,919,702
	Cyient Benelux BV (formerly Infotech Enterprises Benelux BV)	15,604,731	6,559,059
	Cyient GmbH (formerly Infotech Enterprises GmbH)	56,777,709	67,277,292
	Cyient AB (formerly Infotech Enterprises AB)	9,602,853	185,238
	Cyient Canada Inc. (formerly Infotech Software Solutions Canada Inc.)	11,307,678	105,800,203
	Infotech Geospatial (India) Private Limited	7,476,291	9,774,773
	Cyient KK (formerly Infotech Enterprises Japan KK)	5,837,288	14,854,282
	Cyient Insights Private Limited (formerly Invati Insights Private Limited)	4,366,367	-
	Infotech Enterprises Information Technology Services Private Limited	19,686,196	16,206,809
Reimbursement of Expenses	Cyient Inc. (formerly Infotech Enterprises America Inc.)	26,759,321	16,267,945
	Cyient Europe Limited (formerly Infotech Enterprises Europe Limited)	2,717,003	9,274,782
	Cyient Benelux BV (formerly Infotech Enterprises Benelux BV)	3,312,163	126,979
	Cyient GmbH (formerly Infotech Enterprises GmbH)	8,346,347	16,647,832
	Cyient AB (formerly Infotech Enterprises AB)	821,959	-
	Cyient Canada Inc. (formerly Infotech Software Solutions Canada Inc.)	1,880,238	-
	Infotech Geospatial (India) Private Limited	10,000	-
Corporate guarantee given to subsidiary's bankers	Cyient Europe Limited (formerly Infotech Enterprises Europe Limited)	-	180,229,250
	Cyient Inc. (formerly Infotech Enterprises America Inc.)	688,498,800	-
	Cyient GmbH (formerly Infotech Enterprises GmbH)	-	363,352,000
Commitments	Financial support to a subsidiary	479,323,840	-
Investments in Subsidiaries	Cyient Insights Private Limited (formerly Invati Insights Private Limited)	87,938,018	-
	Rangsons Electronics Private Limited	2,925,310,754	-
Advance given/ (recovered)	Infotech Geospatial (India) Private Limited	(227,888)	699,598
	Cyient KK (formerly Infotech Enterprises Japan KK)	(20,591,059)	4,121,675
	Infotech Enterprises Information Technology Services Private Limited	(10,856,459)	(53,961,414)
	Infotech HAL Limited	2,898,094	240,471
Loans given	Infotech HAL Limited	-	3,750,000
	Cyient Insights Private Limited (formerly Invati Insights Private Limited)	26,000,000	-

Transactions during the year (Contd..)

(Amount in ₹)

Nature of the transaction	Party name	For the year ended March 31, 2015	For the year ended March 31, 2014
Loans recovered	Infotech HAL Limited	2,812,500	937,500
Interest on Loans given	Cyient Insights Private Limited (formerly Invati Insights Private Limited)	417,489	-
Repayment of Loan by KMP	B Ashok Reddy	121,176	93,960
	Ajay Aggarwal	-	466,159
Interest recovered from loan to KMP	B Ashok Reddy	12,048	39,264
Other Income	Infotech HAL Limited	727,644	678,039
Remuneration to Key Managerial Personnel#	B V R Mohan Reddy	56,751,883	53,748,110
	B Sucharitha	2,091,747	2,345,995
	Krishna Bodanapu	35,227,616	9,264,128
	Ajay Aggarwal	12,914,163	11,476,213
	B Ashok Reddy	9,770,693	8,790,598
Dividend to KMP's	B V R Mohan Reddy	87,584,196	65,688,147
	B Sucharitha	39,247,200	29,434,400
	Krishna Bodanapu	11,104,560	8,215,920
	Ajay Aggarwal	25,800	-
Dividend from Subsidiaries	Cyient Inc. (formerly Infotech Enterprises America Inc.)	-	233,584,601
	Cyient GmbH (Formerly Infotech Enterprises GmbH)	-	166,866,665
# Does not include provision for compensated absences.			

(b) Balances at the year-end:

(Amount in ₹)

Nature of the Balance	Party name	As at March 31, 2015	As at March 31, 2014
Trade Receivables	Cyient Inc. (formerly Infotech Enterprises America Inc.)	343,120,321	489,540,960
	Cyient Europe Limited (formerly Infotech Enterprises Europe Limited)	395,602,017	47,816,028
	Cyient Benelux BV (formerly Infotech Enterprises Benelux BV)	81,965,489	36,510,380
	Cyient Schweiz GmbH (formerly Infotech Enterprises GmbH)	311,306	10,057,401
	Cyient GmbH (formerly Infotech Enterprises GmbH)	199,190,355	283,545,015
	Cyient AB (formerly Infotech Enterprises AB)	48,250,373	15,690,852
	Cyient Canada Inc. (formerly Infotech Software Solutions Canada Inc.)	98,919,137	51,569,881
	Infotech Geospatial (India) Private Limited	13,151,351	3,033,637
	Cyient KK (formerly Infotech Enterprises Japan KK)	96,377,382	88,489,862
	Infotech Enterprises Information Technology Services Private Limited	1,795,478	1,795,478
	Infotech HAL Limited	14,983,950	9,801,055

Balances at the year-end: (Contd.)

(Amount in ₹)

Nature of the Balance	Party name	As at March 31, 2015	As at March 31, 2014
Unbilled Revenue	Cyient Inc. (formerly Infotech Enterprises America Inc.)	154,975,887	154,557,006
	Cyient Europe Limited (formerly Infotech Enterprises Europe Limited)	69,311,851	1,019,668
	Cyient Benelux BV (formerly Infotech Enterprises Benelux BV)	17,465,863	19,277,799
	Cyient Schweiz GmbH (formerly Infotech Enterprises GmbH)	3,602,715	2,754,068
	Cyient GmbH (formerly Infotech Enterprises GmbH)	87,400,279	211,143,282
Trade payables	Cyient Inc. (formerly Infotech Enterprises America Inc.)	90,694,598	98,286,216
	Cyient Europe Limited (formerly Infotech Enterprises Europe Limited)	-	6,374,978
	Cyient Benelux BV (formerly Infotech Enterprises Benelux BV)	251,352	-
	Cyient GmbH (formerly Infotech Enterprises GmbH)	-	8,394,656
	Cyient KK (formerly Infotech Enterprises Japan KK)	17,427,346	14,628,338
	Cyient Insights Private Limited (formerly Invati Insights Private Limited)	2,970,585	-
	Infotech Enterprises Information Technology Services Private Limited	3,677,283	4,455,766
Corporate guarantee given to subsidiary's bankers	Cyient Inc. (formerly Infotech Enterprises America Inc.)	1,001,452,800	300,500,000
	Cyient Europe Limited (formerly Infotech Enterprises Europe Limited)	166,888,676	339,989,250
	Cyient GmbH (formerly Infotech Enterprises GmbH)	297,045,760	363,352,000
	Infotech Geospatial (India) Private Limited	40,000,000	40,000,000
Commitments	Financial support to a subsidiary Company	479,323,840	-
Advance to subsidiaries	Cyient KK (formerly Infotech Enterprises Japan KK)	82,613,278	103,204,337
	Infotech Geospatial (India) Private Limited	31,347,462	31,575,351
	Infotech Enterprises Information Technology Services Private Limited	3,631,158	14,487,618
	Infotech HAL Limited	4,383,665	1,509,008
Outstanding loans	Infotech HAL Limited	-	2,812,500
	Cyient Insights Private Limited (formerly Invati Insights Private Limited)	26,417,489	-
	B. Ashok Reddy	426,693	547,869
Outstanding Balance payable to KMP	BVR Mohan Reddy	35,057,014	49,858,261
	Krishna Bodanapu	17,528,507	-

3. Earnings Per Share (EPS)

(Refer to Note No. 32 of the standalone financial statements)

(Amount in ₹)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Profit After Tax (₹)	2,711,589,299	2,549,148,200
Basic:		
Number of shares outstanding at the year end	112,361,065	111,964,613
Weighted average shares outstanding	112,182,127	111,743,379
Earnings Per Share (₹)	24.17	22.81
Diluted:		
Effect of potential equity shares on employee stock options outstanding	396,868	483,953
Weighted average number of equity shares outstanding (including dilution)	112,578,995	112,227,332
Earnings Per Share (₹)	24.09	22.71

4. Segment Information

(Refer to Note No.29 of the standalone financial statements)

Segment information has been presented in the Consolidated Financial Statements as permitted by Accounting Standard (AS 17) on Segment Reporting as notified under the Companies (Accounting Standards) Rules, 2006.

5. Stock Option Plans

(Refer to Note No. 36 of the standalone financial statements)

Infotech Employee Stock Offer Scheme 1999 (ESOP Plan)

In 1998-99, the Company set up ESOP plan and allotted 80,900 equity shares of ₹ 10 each at a premium of ₹ 100 per share to the Infotech ESOP trust. The trust on recommendation of management and upon receipt of full payment upfront transfers the equity shares in the name of the selected employees. The Company modified the ESOP Plan and adjusted the number of options and exercise price on account of bonus issue and stock split cum bonus issue during 2002-03, 2006-07 and 2010-11 respectively.

Associate Stock Option Plans (ASOP Plan)

The Company currently has three ASOP plans - ASOP 2002, ASOP 2004 and ASOP 2008. Under each of these schemes, options will be issued to employees at an exercise price which shall not be less than the market price on the date of the grant. These options vest over a period ranging from one to three years from the date of grant, starting with 10% at the end of the first year, 15% at the end of one and half years, 20% after two years, 25% at the end of two and half years and 30% at the end of the third year.

Options Outstanding:

Plan	As at March 31, 2015	As at March 31, 2014
ASOP 2002	—	—
ASOP 2004	—	—
ASOP 2008	637,383	956,144

6. Contingent Liabilities and Commitments

(Refer to Note No.22 of the standalone financial statements)

(Amount in ₹)

Contingent liabilities (to the extent not provided for)	As at March 31, 2015	As at March 31, 2014
(i) Claims against the Company not acknowledged as debt (Refer Note (a), (b), (c) & (d) below)	356,391,935	396,821,168
(ii) Guarantees (Refer Note (e) below)	1,505,387,236	1,043,841,250

- a. The Company has disputed various demands (including draft notice of demand) raised by Income Tax authorities for the assessment years 1997-98 to 2010-11 (March 31, 2014 - 1997-98 to 2009-10). The orders are pending at various stages of appeals. The aggregate amount of disputed tax not provided for is ₹ 138,351,334 (March 31, 2014 - ₹ 204,461,783). The Company is confident that these appeals will be decided in its favour.
- b. The Company has disputed various demands raised by the Sales Tax authorities for the financial years 2004-05 to 2009-10 (March 31, 2014 - 2004-05 to 2009-10). The Company has filed appeals, which are pending with the appropriate authorities. The aggregate amount of disputed tax not provided for is ₹ 20,096,061 (March 31, 2014 - ₹ 20,096,061). The Company is confident that these appeals will be decided in its favour. The above does not include show cause notices received by the Company.
- c. The Company has disputed various demands raised by the Service Tax authorities for the financial years 2006-07 to 2012-13 (March 31, 2014 - 2006-07 to 2012-13). The Company has filed appeals, which are pending with the appropriate authorities. The aggregate amount of disputed tax not provided for is ₹ 172,263,324 (March 31, 2014 - ₹ 172,263,324). The Company is confident that these appeals will be decided in its favour. The above does not include show cause notices received by the Company.
- d. The Company received an order during the year from Provident Fund (PF) authorities regarding PF payment on certain allowances given by the Company to its employees for the years 2010-11 to 2012-13. The Company appealed against the order and the same is pending before Provident Fund Appellate Tribunal. The Company paid ₹ 5,136,244 under protest, being 20% of the total demand of ₹ 25,681,216 (March 31, 2014 - ₹ Nil).
- e. Corporate guarantee given to subsidiary's bankers to obtain line of credit ₹ 1,505,387,236 (March 31, 2014 - ₹ 1,043,841,250).

Commitments:

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)		
Tangible assets	49,137,538	41,630,339
Intangible assets	21,326,862	82,268,922
ii) Financial support to a subsidiary Company	479,323,840	-

Note: Commitment towards intangible assets include software and related purchases

- iii) The Company acquired 74% of the share capital of Rangsons Electronics Private Limited on February 4, 2015 (Refer Note 2(i)). According to conditions stipulated in Investment Agreement, the Company has an option to acquire the balance 26% of the share capital, on or before seven years from the date of the acquisition. These balance shares are currently placed in an Escrow account with a registered escrow agent as the custodian.

7. Cash & Bank Balances:

(Refer to Note No. 14 of the standalone financial statements)

The details of cash and bank balances at the year end are as follows:

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
Cash on hand	127,852	293,570
Balance with banks		
In current accounts	313,799,947	242,851,951
In EEFC accounts	297,394,454	220,707,897
In deposits accounts (Refer Note i below)	3,784,520,864	5,197,408,505
In earmarked accounts		
Unpaid dividend account	7,085,306	4,250,458
In deposits held as margin money/security for bank guarantees (Refer Note ii below)	21,623,908	19,132,260
Remittance in transit	-	123,265,443
TOTAL	4,424,552,331	5,807,910,084

Of the above, balances that meet the definition of cash and cash equivalents as per Accounting Standard -3

Cash Flow Statement	4,395,843,117	5,784,527,366
---------------------	---------------	---------------

Note:

- (i) Balances with banks include deposits amounting to ₹ 1,663,581 (March 31, 2014 - ₹ 54,176,286) and margin monies amounting to ₹ 1,414,970 (March 31, 2014 - ₹ 630,250) which have an original maturity of more than 12 months from the Balance Sheet Date.
- (ii) Includes deposits placed in lien for credit facilities availed by a wholly owned subsidiary, Infotech Geospatial (India) Private Limited aggregating ₹ 20,212,938 (March 31, 2014 - ₹ 18,531,010) and margin monies amounting ₹ 1,414,970 (March 31, 2014 - ₹ 601,250).

8. Book value and Market Value of Quoted Investments:

(Refer to Note No. 12 of the standalone financial statements)

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
Aggregate cost of quoted investments	336,076,496	400,359,602
Aggregate market value of quoted investments	336,079,777	401,650,703

9. Employee benefits expense

(Refer to Note No. 18 of the standalone financial statements)

Particulars	(Amount in ₹)	
	Year ended March 31, 2015	Year ended March 31, 2014
Salaries and bonus	5,622,608,015	5,086,510,392
Contribution to provident and other funds	274,907,886	242,355,104
Social security and other benefits for overseas employees	75,057,097	72,161,558
Gratuity	158,581,848	54,951,004
Staff welfare expenses	308,258,207	260,510,453
TOTAL	6,439,413,053	5,716,488,511

- 10.** The Board of Directors of the Company approved the merger of Infotech Geospatial (India) Private Limited, the Company's wholly-owned subsidiary, with itself w.e.f April 01, 2015.

11. Depreciation & amortisation

(Refer to Note No. 41 of the standalone financial statements)

Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be Nil as on April 1, 2014, and has adjusted an amount of ₹ 11,314,383 (net of deferred tax of ₹ 5,716,126) against the opening Surplus balance in the Statement of Profit and Loss under Reserves and Surplus

The depreciation expense in the Statement of Profit and Loss for the year is lower by ₹ 52,919,089 consequent to the change in the useful life of the assets.

12. Regrouping/Reclassification

(Refer to note No. 43 of the standalone financial statements)

Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosures.

For and on behalf of the Board of Directors

B.V.R. Mohan Reddy

Executive Chairman

(DIN – 00058215)

Krishna Bodanapu

Managing Director & CEO

(DIN – 05301037)

Ajay Aggarwal

Chief Financial Officer

Sudheendhra Putty

Company Secretary

Place : Hyderabad

Date : April 23, 2015

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

CYIENT LIMITED (formerly Infotech Enterprises Limited)

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **CYIENT LIMITED** (formerly **INFOTECH ENTERPRISES LIMITED**) (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associate and jointly controlled entity comprising of the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associate and Jointly controlled entity in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associate and jointly controlled entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit

report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and jointly controlled entity as at March 31, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of thirteen subsidiaries and a jointly controlled entity whose financial statements reflect total assets of ₹ 7,314,289,915 as at March 31, 2015, total revenues of ₹ 5,931,779,565 and net cash flows amounting to ₹ 424,207,419 for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also

include the Group's share of net profit of ₹ 150,374,958 for the year ended March 31, 2015, as considered in the consolidated financial statements, in respect of one associate, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entity and associate, and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, jointly controlled entity and associate, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, subsidiary companies and jointly controlled entity incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
 2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate company and jointly controlled entity incorporated in India, none of the directors of the Group companies, its associate company and jointly controlled entity incorporated in India is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associate and jointly controlled entity - Refer Note 31.1(i) to the consolidated financial statements.
 - ii. The Group, its associate and jointly controlled entity did not have any material foreseeable losses on long-term contracts including derivative contracts - Refer Note 33 to the consolidated financial statements.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies, associate company and jointly controlled entity incorporated in India.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)

(GANESH BALAKRISHNAN)
(Partner)
(Membership No. 201193)

SECUNDERABAD
April 23, 2015

Annexure to the Independent Auditor's Report on the Consolidated Financial Statements

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report on the consolidated financial statements of even date)

- cyient.com
- i. Our reporting on the Order includes five subsidiary companies and one jointly controlled entity, to which the Order is applicable, which have been audited by other auditors and our report in respect of these entities is based solely on the reports of the other auditors, to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements.
 - ii. Having regard to the nature of the business of the Holding Company, subsidiary companies and jointly controlled entity during the year, clauses (v), (vi) and (viii) of paragraph 3 of the Order are not applicable to the Holding Company, subsidiary companies and jointly controlled entity incorporated in India.
 - iii. In respect of the fixed assets of the Holding Company, subsidiary companies and jointly controlled entity incorporated in India:
 - a) The respective entities have maintained proper records showing particulars, including quantitative details and situation of the fixed assets.
 - b) Some of the fixed assets were physically verified during the year by the Management of Holding Company incorporated in India, in accordance with a programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, the Company is in the process of reconciliation and discrepancies, if any, noted would be dealt with in the year in which such reconciliation is completed.

The fixed assets were physically verified during the year by the Management of the subsidiary companies and jointly controlled entity incorporated in India, in accordance with a regular programme of verification which, in the opinion of the other auditors, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to the other auditors, no material discrepancies were noticed on such verification.

- 2014-15
- iv. In respect of the inventories of subsidiary companies incorporated in India:
 - a) As explained to the other auditors, the inventories were physically verified during the year by the Management of the respective entities at reasonable intervals.
 - b) In the opinion of the other auditors and according to the information and explanations given to the other auditors, the procedures of physical verification of inventories followed by the Management of the respective entities were reasonable and adequate in relation to the size of the respective entities and the nature of their business.
 - c) In the opinion of the other auditors and according to the information and explanations given to the other auditors, the respective entities has maintained proper records of their inventories and no material discrepancies were noticed on physical verification.
 - v. According to the information and explanations given to us, the Holding Company and jointly controlled entity incorporated in India have granted loans, secured or unsecured, to companies, firms or other parties covered in the Registers maintained under Section 189 of the Companies Act, 2013 by the respective entities. In respect of such loans:
 - a) The receipts of principal amounts and interest have been as per stipulations.
 - b) There is no overdue amount remaining outstanding as at the year-end.

According to the information and explanations given to the other auditors, the subsidiary companies incorporated in India have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Registers maintained under Section 189 of the Companies Act, 2013 by the respective entities.

- Annual Report
- vi. In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, there is an adequate internal control system in the Holding Company, subsidiary companies and jointly controlled entity incorporated in India, commensurate with the size of the respective entities and the nature of their business for the purchase of inventory and fixed assets and for the sale of goods and services and during the course of our and the other auditors audit no continuing failure to correct major weaknesses in such internal control system has been observed.
 - vii. According to the information and explanations given to us, in respect of statutory dues of the Holding Company, subsidiary companies and jointly controlled entity incorporated in India:

- a) The respective entities have generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to the respective entities with the appropriate authorities.
- b) There were no undisputed amounts payable by the respective entities in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
- c) Details of dues of Income-tax, Sales Tax, Service Tax and Value Added Tax which have not been deposited as on March 31, 2015 on account of disputes by the aforesaid entities are given below:

Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (in ₹)
Central Sales Tax Act, 1956	Sales Tax (including penalty)	Sales Tax Appellate Tribunal	2004-05 to 2010-11	7,656,660
Andhra Pradesh Value Added Tax Act, 2005	Value Added Tax (including penalty)	Sales Tax Appellate Tribunal	2005-06 to 2009-10	1,964,650
Finance Act, 1994	Service Tax (including penalty)	Central Excise and Service Tax Appellate Tribunal	2006-07 to 2012-13	127,221,068
Income tax Act, 1961	Income tax	Income tax Appellate Tribunal	2008-09 to 2009-10	3,966,320
Finance Act, 1994	Service Tax	Central Excise and Service Tax Appellate Tribunal	2011-2012	592,349

There are no disputed dues of Excise duty, Wealth Tax, Customs Duty and Cess which have not been deposited as on March 31, 2015.

- d) There are no amounts that are due to be transferred by the aforesaid entities to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956(1 of 1956) and Rules made there under.
- viii. In the opinion of the other auditors and according to the information and explanations given to the other auditors, the subsidiary companies incorporated in India have not defaulted in the repayment of dues to financial institutions and banks. The Holding Company, subsidiary companies and jointly controlled entity incorporated in India have not issued any debentures.
- ix. According to the information and explanations given to us, the Holding Company, subsidiary companies and jointly controlled entity incorporated in India have not given guarantees for loans taken by others from banks and financial institutions.
- x. In the opinion of the other auditors and according to the information and explanations given to the other auditors, the term loans have been applied by the subsidiary companies and jointly controlled entity incorporated in India during the year for the purposes for which they were obtained.
- xi. To the best of our knowledge and according to the information and explanations given to us and the other auditors, no fraud by the Holding Company, its subsidiary companies and jointly controlled entity incorporated in India and no material fraud on the Holding Company, its subsidiary companies and jointly controlled entity incorporated in India has been noticed or reported during the year.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)

SECUNDERABAD
April 23, 2015

(GANESH BALAKRISHNAN)
(Partner)
(Membership No. 201193)

Consolidated Balance Sheet as at March 31, 2015

(Amount in ₹)

	Note	As at March 31, 2015		As at March 31, 2014	
(A) EQUITY & LIABILITIES					
Shareholders' funds					
Share capital	3	561,805,325		559,823,065	
Reserves and surplus	4	17,878,786,170	18,440,591,495	15,323,444,457	15,883,267,522
Share application money pending allotment	47		-		1,428,050
Minority Interest			122,325,318		-
Non-current liabilities					
Long-term borrowings	5		466,774,083		-
Deferred tax liability (net)	42.2		50,521,417		51,758,956
Other long-term liabilities	6		3,143,422		-
Long-term provisions	7		582,353,713		381,714,687
Current liabilities					
Short-term borrowings	8	812,891,299		58,179,244	
Trade payables	9	2,753,561,257		1,745,131,992	
Other current liabilities	10	1,597,720,011		719,209,117	
Short-term provisions	11	955,769,664	6,119,942,231	712,732,848	3,235,253,201
TOTAL			25,785,651,679		19,553,422,416
(B) ASSETS					
Non-current assets					
Fixed assets					
Tangible assets	12A	3,156,352,714		2,867,203,673	
Intangible assets	12B	465,255,860		475,225,847	
Capital work-in-progress	12C	55,154,079		61,862,178	
Intangible assets under development	48	40,914,778	3,717,677,431	8,999,949	3,413,291,647
Goodwill (on consolidation)	35		4,263,450,299		23,291,076
Non-current investments	13		675,415,332		525,040,374
Deferred tax assets (net)	42.2		65,238,912		73,535,744
Long-term loans and advances	14		1,358,959,361		1,068,425,022
Other non-current assets	15		1,840,800		2,082,582
Current assets					
Current investments	16	336,076,496		400,359,602	
Inventories	17	606,063,549		-	
Trade receivables	18	5,335,859,590		4,799,793,634	
Cash and bank balances	19	6,228,505,537		6,912,704,788	
Short-term loans and advances	20	1,362,762,093		710,057,850	
Other current assets	21	1,833,802,279	15,703,069,544	1,624,840,097	14,447,755,971
TOTAL			25,785,651,679		19,553,422,416
Corporate information and significant accounting policies					
See accompanying notes forming part of the Consolidated financial statements					

In terms of our report attached

For **Deloitte Haskins & Sells**
Chartered Accountants

Ganesh Balakrishnan
Partner

For and on behalf of the Board of Directors

B.V.R. Mohan Reddy
Executive Chairman
(DIN – 00058215)

Krishna Bodanapu
Managing Director & CEO
(DIN – 05301037)

Ajay Aggarwal
Chief Financial Officer

Sudheendhra Putty
Company Secretary

Place : Secunderabad
Date : April 23, 2015

Place : Hyderabad
Date : April 23, 2015

Consolidated Statement of Profit and Loss for the year ended March 31, 2015

(Amount in ₹)

	Note	For the year ended March 31, 2015	For the year ended March 31, 2014
INCOME			
Revenue from operations (Gross)	22	27,365,103,096	22,064,327,615
Less: Excise duty		5,773,285	-
Revenue from operations (Net)		27,359,329,811	22,064,327,615
Other income (Net)	23	1,217,657,735	169,400,578
TOTAL INCOME		28,576,987,546	22,233,728,193
EXPENSES			
Employee benefits expense	24	16,756,048,085	13,677,784,422
Cost of materials consumed	25	291,098,173	-
Changes in inventories of finished goods and work in progress	26	167,536,224	-
Operating, administration and other expenses	27	6,136,430,253	4,284,268,457
Finance costs	28	57,558,151	13,670,423
Depreciation and amortisation expense	12D	712,775,106	719,982,916
TOTAL EXPENSES		24,121,445,992	18,695,706,218
Profit before tax, share of profit of associate and minority interest		4,455,541,554	3,538,021,975
Tax expense:			
(a) Current tax	42.1	1,023,585,606	1,036,005,604
(b) Tax pertaining to earlier years	42.3	23,962,344	1,264,263
(c) MAT credit entitlement	42.5	(1,427,883)	501,164
(d) Deferred tax (net)	42.2	50,148,807	(7,719,859)
Profit after tax, before share of profit in associate company and minority interest		3,359,272,680	2,507,970,803
Share in profit of associate company		150,374,958	152,049,600
Profit after tax before share of profit/(loss) attributable to minority interest		3,509,647,638	2,660,020,403
Add: Share of loss attributable to Minority interest		22,388,776	-
Profit for the year attributable to the shareholders of the Company		3,532,036,414	2,660,020,403
Earnings per share	41		
(Equity shares, par value of ₹ 5 each)			
- Basic		31.48	23.80
- Diluted		31.37	23.70
Weighted average number of equity shares			
- Basic		112,182,127	111,743,379
- Diluted		112,578,995	112,227,332
Corporate information and significant accounting policies	1 and 2		
See accompanying notes forming part of the Consolidated financial statements			

In terms of our report attached

For **Deloitte Haskins & Sells**
Chartered Accountants

Ganesh Balakrishnan
Partner

Place : Secunderabad
Date : April 23, 2015

For and on behalf of the Board of Directors

B.V.R. Mohan Reddy
Executive Chairman
(DIN – 00058215)

Ajay Aggarwal
Chief Financial Officer

Place : Hyderabad
Date : April 23, 2015

Krishna Bodanapu
Managing Director & CEO
(DIN – 05301037)

Sudheendhra Putty
Company Secretary

Consolidated Cash Flow Statement for the year ended March 31, 2015

(Amount in ₹)

Particulars		For the year ended March 31, 2015	For the year ended March 31, 2014
cyient.com	A. CASH FLOW FROM OPERATING ACTIVITIES		
	Profit before tax, share of profit of associate and minority interest	4,455,541,554	3,538,021,975
	<i>Adjustments for:</i>		
	Depreciation and amortisation expense	712,775,106	719,982,916
	Loss on sale of fixed assets sold/written-off (net)	652,572	1,241,474
	Finance costs	57,558,151	13,670,423
	Interest income	(489,965,130)	(389,788,120)
	Dividend income from current investments	(18,616,967)	(23,379,793)
	Rental income from operating leases	(2,541,159)	(1,341,716)
	Liabilities/provisions no longer required written back	(86,585,256)	(54,637,202)
	Bad debts/advances written off	-	1,822,325
	Provision for doubtful trade receivables	82,441,827	32,766,314
	Unrealised gain on translation differences	(68,325,805)	338,331,306
	Effect of exchange differences on translation of foreign currency cash and cash equivalents	(230,302,670)	(256,778,558)
	Unrealised forex (gain)/loss	41,252,715	45,406,068
	Operating profit before working capital changes	4,453,884,938	3,965,317,412
	<i>Changes in working capital:</i>		
	<i>Adjustments for (increase)/decrease in operating assets:</i>		
	Trade receivables	43,486,078	(927,405,686)
	Short-term loans and advances	(322,669,851)	(12,536,346)
	Long-term loans and advances	(124,121,515)	(27,104,337)
	Other current assets	(95,183,209)	(406,465,617)
	Other non-current assets	241,782	(1,890,440)
	Inventories	200,948,748	-
	<i>Adjustments for increase/(decrease) in operating liabilities:</i>		
	Trade payables	561,768,467	578,461,650
	Other current liabilities	85,354,896	117,311,945
	Other long-term liabilities	2,676,156	-
	Short-term provisions	(212,696,330)	(12,954,472)
	Long-term provisions	194,883,067	23,880,198
	Cash generated from operations	4,788,573,227	3,296,614,307
	Net income tax paid	(1,171,468,538)	(1,024,694,680)
	Net cash flow from operating activities (A)	3,617,104,690	2,271,919,627
Annual Report	B. CASH FLOW FROM INVESTING ACTIVITIES		
	Capital expenditure on fixed assets, including capital advances (Refer Note (iii) below)	(818,496,491)	(765,565,924)
	Proceeds from sale of fixed assets	15,133,645	4,569,657
	Current investments		
	- Purchased	(1,959,570,311)	(1,971,416,352)
	- Proceeds from sale	2,023,853,418	2,180,828,422
	Purchase of long-term investments		
	- Subsidiaries	(4,518,552,376)	-
	Interest received	452,874,958	353,665,821
	Dividend income received	18,616,967	23,379,793
	Rental income from operating leases	2,541,159	1,341,716
	Movement in Bank balances not considered as cash and cash equivalents	(498,326,792)	(2,944,029)
	Net cash flow used in investing activities (B)	(5,281,925,823)	(176,140,896)

Consolidated Cash Flow Statement (Contd.)

(Amount in ₹)

	For the year ended March 31, 2015	For the year ended March 31, 2014
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of equity shares	65,704,088	50,751,736
Share application money received/(refunded)	-	1,428,050
Finance costs	(55,613,296)	(13,670,423)
Movement in short term borrowings (net)	45,344,327	54,981,470
Movement in long term borrowings (net)	409,713,252	-
Dividend paid	(669,507,255)	(503,440,265)
Tax on dividend paid	(114,846,593)	(17,423,093)
Net cash flow used in financing activities (C)	(319,205,477)	(427,372,525)
Net (decrease)/increase in cash and cash equivalents (A+B+C)	(1,984,026,611)	1,668,406,206
Cash and cash equivalents at the beginning of the year	6,886,377,478	4,961,192,714
Cash and cash equivalents on acquisition of subsidiaries during the year	571,197,898	-
Effect of exchange differences on translation of foreign currency cash & cash equivalents	230,302,670	256,778,558
Cash and cash equivalents at the end of the year (Refer Note (i) below)	5,703,851,435	6,886,377,478
Notes:		
(i) Reconciliation of Cash and cash equivalents with the Balance sheet		
Cash and cash equivalents as per Balance Sheet (Refer Note 19)	6,228,505,537	6,912,704,788
Less: In earmarked accounts (Refer Note (ii) below)		
- Unpaid dividend accounts	7,085,306	4,250,458
- Balances held as margin money/security for bank guarantees	517,568,796	22,076,852
Cash and cash equivalents at the end of the year*	5,703,851,435	6,886,377,478
*Comprises:		
(a) Cash on hand	297,085	406,511
(b) Balances with banks		
(i) In current accounts	1,538,525,967	1,195,330,725
(ii) In EEFC accounts	334,722,030	264,603,763
(iii) In deposit accounts	3,790,671,247	5,299,173,872
(c) Remittances in transit	39,635,106	123,265,442
(d) Cheques in Hand	-	3,597,165
	5,703,851,435	6,886,377,478

(ii) The earmarked account balances with banks can be utilised only for the specific identified purposes.

(iii) Purchase of fixed assets includes payments for items in capital work-in-progress and capital advances for purchase of fixed assets. Adjustments for increase/decrease in current liabilities relating to the acquisition of fixed assets has been made to the extent identified.

See accompanying notes forming part of the Consolidated financial statements

In terms of our report attached

For **Deloitte Haskins & Sells**
Chartered Accountants

Ganesh Balakrishnan
Partner

Place : Secunderabad
Date : April 23, 2015

For and on behalf of the Board of Directors

B.V.R. Mohan Reddy
Executive Chairman
(DIN – 00058215)

Ajay Aggarwal
Chief Financial Officer

Place : Hyderabad
Date : April 23, 2015

Krishna Bodanapu
Managing Director & CEO
(DIN – 05301037)

Sudheendhra Putty
Company Secretary

Notes forming part of the Consolidated financial statements

1. Corporate information

Cyient Limited ('Cyient' or 'the Company') and its subsidiaries, joint venture and associate (collectively referred to as 'the Group') is engaged in providing global technology services and solutions specialising in geospatial, engineering design, IT solutions and data analytics. During the year, the group has also started operating in the areas of total electronics manufacturing solutions in the fields of medical, industrial, automotive, telecommunications, defence and aerospace applications, including manufacturing and machining of components for aerospace, automotive and defence industries. The Company has its headquarters and development facilities in India and serves a global customer base through its subsidiaries in the United States of America (USA), United Kingdom (UK), Germany, Japan and India. Cyient Group's range of services include digitisation of drawings and maps, photogrammetry, computer aided design/engineering (CAD/CAE), design and modelling, repair development engineering, reverse engineering application software development, software products development, consulting, analytics and implementation. Cyient Group specialises in software services and solutions for the manufacturing, utilities, telecommunications, transportation & logistics, local government and financial services markets.

The company changed its name from Infotech Enterprises Limited to Cyient Limited w.e.f May 7, 2014, post approval of the Board of Directors and the shareholders through postal ballot.

2. Significant accounting policies

2.1 Basis of accounting and preparation of the consolidated financial statements

- i) The financial statements of the Group have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention.

The financial statements of the subsidiary companies used in consolidation are drawn up to the same reporting date as at Cyient Limited.

Accounting policies are consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use. Where a change in accounting policy is necessitated due to changed circumstances, detailed disclosures to that effect along with the impact of such change is duly disclosed in the consolidated financial statements.

- ii) The Accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.2 Principles of consolidation

The consolidated financial statements have been prepared on the following basis:

- i) The financial statements of the Company and its subsidiaries have been combined on a line-by line basis by adding together like items of assets, liabilities, income and expenses. Inter-company balances and transactions and unrealised profits and losses have been fully eliminated.
- ii) The consolidated financial statements include the share of profit / loss of associate company, which are accounted under Equity method as per which the share of profit / loss is adjusted to the cost of investment.
- iii) The excess of cost to the Group of its investments in its subsidiary companies over its share of the equity at the dates on which the investments are made, is recognised as Goodwill (on Consolidation), being an asset in the consolidated financial statements. Alternatively, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of the investment of the Group, it is recognised as Capital Reserve (on Consolidation) and shown under the head 'Reserves and Surplus' in the consolidated financial statements.
- iv) Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the date on which investments are made in the subsidiary company and future movements in the share of the equity, subsequent to the dates of investment.

- v) On disposal of a subsidiary, the attributable goodwill is included in the determination of the profit and loss on disposal.

2.3 Use of estimates

The preparation of the consolidated financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities and disclosures relating to contingent liabilities as at the date of the consolidated financial statements and the reported amounts of income and expenditure during the year. Examples include provisions for doubtful debts, provision for employee benefits, provision for taxation, useful lives of depreciable assets, provisions for impairment, provision for contingencies, provision for warranties/ discounts etc. The management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable.

Future results could differ from those estimates. The effects of changes in accounting estimates are reflected in the financial statements in the period in which results are known and, if material, are disclosed in the financial statements.

2.4 Revenue recognition

Income from Services:

Revenue recognition depends on the arrangements with the customer which are either on "Time and material" or on a "Time bound fixed-price" basis.

Revenue from software services performed on a "time and material" basis is recognised as and when services are performed.

The Group also performs work under "Time bound fixed-price" arrangements, under which customers are billed, based on completion of specified milestones and/or on the basis of man-days/man hours spent as per terms of the contracts. Revenue from such arrangements is recognised over the life of the contract using the percentage completion method. The cumulative impact of any revision in estimates of the percentage of work completed is reflected in the year in which the change becomes known. Provision for estimated losses on such engagements is made in the year in which such loss becomes probable and can be reasonably estimated.

Revenue from sale of equipment is recognised when the product has been delivered, in

accordance with the sales contract and when the title is transferred to the customer.

Revenues from fixed-price maintenance contracts are recognised pro-rata over the period of the contract in which the services are rendered.

Reimbursement of expenditure is recognised under revenue along with recognition of sale of service to which it relates.

Revenue is net of volume discounts / price incentives which are estimated and accounted for based on the terms of the contracts and also net of applicable indirect taxes.

Amounts received or billed in advance of services performed are recorded as unearned revenue. Unbilled revenue represents amounts recognised based on services performed in advance of billings in accordance with contract terms and is net of estimated allowances for uncertainties and provision for estimated losses.

Manufacturing income and service charges are recorded at invoice value and accrued manufacturing income is recognized as at year-end.

Sale of Products:

Revenue is recognized net of sales returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the dispatch of goods to customers. Sales include excise duty but exclude sales tax and value added tax.

Export benefits under DEPB license and excise benefits are accounted on accrual basis.

2.5 Inventories

Inventories are valued in accordance with the method of valuation prescribed under the Accounting Standard and are as under:

- i) Raw Materials & Consumables - At Cost or Net realizable Value whichever is less.
- ii) Stores and Spares - At Cost.
- iii) Work in Process & Finished Goods - At Cost or Net realizable Value whichever is less.

Cost is determined on a weighted average basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Cost includes direct material, labour and a proportion of manufacturing overheads.

2.6 Other income

Income from interest is recognised on a time proportion basis taking into account the amount outstanding and rate applicable in the transaction.

Dividend income is recognised when the Company's right to receive dividend is established.

2.7 Fixed assets, intangible assets and capital work-in-progress

Fixed Assets are stated at actual cost, less accumulated depreciation and net of impairment. Cost includes all expenses incurred to bring the assets to its present location and condition. Subsequent expenses on fixed assets after its purchase is capitalised only if such expenses results in an increase in the future benefits from such assets beyond the previous announced standards of performances.

The cost and the accumulated depreciation for fixed assets sold, retired or otherwise disposed off are removed from the stated values and the resulting gains and losses are recognised in the Consolidated Statement of Profit and Loss.

Asset under installation or under construction as at Balance sheet date are shown as Capital Work in Progress (CWIP).

Intangible assets

Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortisation and impairment.

Intangible assets under development

Expenditure incurred towards development (Refer Note 2.11) eligible for capitalization are carried as intangible assets under development where such assets are not yet ready for their intended use.

2.8 Depreciation & amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.:

Type of asset	Useful life
Leasehold Land	Over the lease period of 6 - 79 years
Building	28 years
Leasehold Improvements	Shorter of lease period or estimated useful lives
Plant and Equipment*	10 years
Tools & Equipment	5 years

*Except a subsidiary Company

Intangible assets are amortised over their estimated useful life on straight line method basis as follows:

Software	3 years
Software purchased for use in the projects	Over the period of the respective project
Customer rights	3 years

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

Depreciation is charged on pro-rata basis from the date of capitalisation. Individual assets costing ₹ 5000 or less are fully depreciated in the year of acquisition.

2.9 Impairment of assets

At each balance sheet date, the Management reviews the carrying amounts of its assets to determine whether there is any indication those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessment of time value of money and the risk specific to the asset.

When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Consolidated Statement of Profit and Loss.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment annually. If the recoverable amount of the cash generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

2.10 Investments

Investments are either classified as current or long-term based on their nature / holding period / Management's intent at the time of making the investment. Current investments are carried individually at the lower of cost and fair value.

Long-term investments are carried individually at cost less provision made to recognise any diminution, other than temporary, in the value of such investment. Cost of investments include acquisition charges such as brokerage, fees and duties. Provision is made to recognise any reduction in the carrying value of long-term investments and any reversal of such reduction is credited to the Consolidated Statement of Profit and Loss.

2.11 Research and development

Research costs are expensed as incurred. Development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic

benefits are probable, the Company has intention and ability to complete and use the asset and the costs are measure reliably, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use.

2.12 Foreign currency transactions / translations

The transactions in foreign exchange entered into by the company are accounted at the exchange rate prevalent on the date of the transaction. Foreign currency monetary items (other than derivative contracts) outstanding as at Balance Sheet date are restated at year end exchange rate. Non-monetary items are carried at historical cost and the exchange gains or losses are recognised in the Consolidated Statement of Profit and Loss. Exchange differences arising on a monetary item that, in substance, form part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.

The operations of foreign branches of the Company are integral in nature and the financial statements of these branches are translated using the same principles and procedures as those of head office.

For the purposes of consolidation, income and expenses are translated at average rates and the assets and liabilities are converted at closing rate. The net impact of such change is accumulated under foreign currency translation reserve.

The Company uses foreign exchange forward contracts to hedge its exposure to movements in foreign exchange fluctuations. The use of these foreign exchange forward contracts reduces the risk or cost to the Company and the Company does not use those for trading or speculation purposes.

In case of forward exchange contract or any other financial instruments that is in substance a forward exchange contract (other than for a firm commitment or a highly probable forecast) to hedge the foreign currency risk, the premium or discount arising at the inception of the contract is amortised as expense or income over the life of the contract. Exchange differences on such forward exchange contracts are recognised in the Consolidated Statement of Profit and Loss in the reporting period in which the exchange rates change. Gain/Loss on settlement of transaction arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense for the period.

2.13 Derivative instruments and hedge accounting

The Company uses foreign exchange forward contracts (derivative contracts) to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable forecast transactions. The use of foreign exchange forward contracts is governed by the Company's policies on the use of such financial derivatives consistent with the Company's risk management strategy. The Company does not use derivative financial instruments for speculative purposes.

The Company designates such derivative contracts in a cash flow hedging relationship by applying the hedge accounting principles set out in Accounting Standard 30 "Financial Instruments - Recognition and Measurement" (AS-30) as issued by ICAI in respect of such derivative contracts, designated in a hedging relationship, used to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable forecast transactions. These derivative contracts are stated at the fair value at each reporting date. Changes in fair value of these foreign exchange forward contracts that are designated and effective as hedges of future cash flows are recognised directly in the "Hedging reserve account" under Reserves and Surplus, net of applicable deferred income taxes and the ineffective portion is recognised immediately in the Statement of Profit and Loss. Amounts accumulated in the "Hedging reserve account" are reclassified to the Statement of Profit and Loss in the same periods during which the forecasted transaction affects profit and loss. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. For forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in the "Hedging reserve account" is retained until the forecasted transaction occurs. If the forecasted transaction is no longer expected to occur, the net cumulative gain or loss recognised in "Hedging reserve account" is immediately transferred to the Statement of Profit and Loss.

Derivative contracts that are not designated in a cash flow hedging relationship are marked to market, where ever required, as at the Balance Sheet date and the unrealised losses, if any, are dealt with in the Statement of Profit and Loss. Unrealised gains, if any, on such derivatives are not recognised in the Statement of Profit and Loss.

2.14 Employee benefits

Employee benefits include provident fund, superannuation fund, employee's state insurance scheme, gratuity fund and compensated absences.

Defined contribution plans

Contributions in respect of Employees Provident Fund and Pension Fund which are defined contribution schemes, are made to a fund administered and managed by the Government of India and are charged as an expense based on the amount of contribution required to be made and when service are rendered by the employees.

Contributions under the superannuation plan which is a defined contribution scheme, are made to a fund administered and managed by the Life Insurance Corporation of India and are charged as an expense based on the amount of contribution required to be made and when service are rendered by the employees.

Cyient Inc. (formerly Infotech Enterprises America Inc.) provides a defined contribution plan benefit through the Cyient Inc. (formerly Infotech Enterprises America Inc.) 401(K) Retirement Plan to all of its eligible employees. The plan is administered by Cyient Inc. (formerly Infotech Enterprises America Inc.) while the trustee for the plan is an external agency. The contribution from the Company is at the discretion of the Board of Directors of Cyient Inc., (formerly Infotech Enterprises America Inc.).

Defined benefit plans

The Company also provides for other retirement benefits in the form of gratuity. The Company accounts for its liability towards Gratuity based on actuarial valuation made by an independent actuary as at the balance sheet date based on projected unit credit method. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur.

Compensated absences

The employees of the Group are entitled to compensated absences. The employees can carry-forward a portion of the unutilised accrued compensated absence and utilise it in future periods or receive cash compensation at retirement or termination of employment for the unutilised accrued compensated absence. The Group records an obligation for compensated absences in the period in which the employee renders the services that increase this entitlement. The Group measures the expected

cost of compensated absence based on actuarial valuation made by an independent actuary as at the balance sheet date on projected unit credit method.

Other short-term employee benefits

Other short-term employee benefits, including overseas social security contributions and performance incentives expected to be paid in exchange for the services rendered by employees are recognised during the period when the employee renders service.

2.15 Taxes on Income

Current income tax expense comprises of taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the applicable rates and the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

For subsidiaries the current charge for income tax is calculated in accordance with the relevant tax regulations. A provision is made for income tax annually, based on tax liability computed, after considering tax allowances and exemptions. Tax expense for a year comprises of current tax and deferred tax.

Deferred tax is recognised on timing difference, being the difference between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

MAT credit

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In

the year in which the MAT credit becomes eligible to be recognised as an asset, in accordance with the provisions contained in the Guidance Note on Accounting for Credit Available under Minimum Alternate Tax, issued by the ICAI, the said asset is created by way of a credit to the Consolidated Statement of Profit and Loss and shown as 'MAT Credit Entitlement'. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Advance taxes and provisions for current income taxes are presented in the Consolidated Balance Sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and the intention is to settle the asset and liability on net basis.

2.16 Leases

(a) Where the Company is the lessee -

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the lease term.

(b) Where the Company is the lessor -

Assets subject to operating leases are incurred in fixed assets. Lease income is recognised in the statement of Profit and Loss over the lease period. Costs, including depreciation, are recognised as an expense in the statement of Profit and Loss.

2.17 Warranty Costs

Post-sales client support and warranty costs are estimated by the Management on the basis of technical evaluation and past experience of costs. Provision is made for the estimated liability in respect of warranty costs in the year of recognition of revenue and is included in the Consolidated Statement of Profit and Loss. The estimates used for accounting for warranty costs are reviewed periodically and revisions are made as and when required.

2.18 Earnings per share (EPS)

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares

outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of any extra ordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

2.19 Associates Stock Options

Stock options granted to the associates of the Company under various Stock Option Schemes established after June 19, 1999 are evaluated as per the accounting treatment prescribed under SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999, as amended, issued by Securities Exchange Board of India and the Guidance note on Accounting for Employee Share-Based payments, issued by ICAI.

The exercise price under the aforesaid schemes is the market price as defined in the SEBI Guidelines from time to time. i.e. market price equals the latest available closing price, prior to the date of the meeting of the Board of Directors in which options are granted/ shares are issued, on the stock exchange on which the shares of the Company are listed. If the shares are listed on more than one stock exchange, then the stock exchange where there is highest trading volume on the said date is considered. The Company measures compensation cost relating to employee stock option scheme using the intrinsic value method and considering that all options are granted as above there is no compensation cost to be charged to the Consolidated Statement of Profit and Loss.

2.20 Provisions, Contingent liabilities and Contingent Assets

A provision is recognised when the Group has a

present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the consolidated financial statements.

2.21 Cash and cash equivalents (for the purpose of Consolidated Cash Flow Statement)

Cash comprises cash on hand, in bank and demand deposits with banks. The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalents. Such cash equivalents are subject to insignificant risk of changes in value.

Cash flows are reported using indirect method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transaction of non- cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

2.22 Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service rendered is accounted and when there is no uncertainty in availing/utilising the credits.

2.23 Borrowing Costs

Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of profit and loss in the period they occur. Borrowing costs, allocated to acquisition of qualifying assets upto the date of capitalisation of such asset is added to the cost of assets.

2.24 Operating Cycle

Based on the nature of activities of the group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the group has determined its operating cycle as 12 months for the purpose of classification of assets and liabilities as current and non-current.

(Amount in ₹)

Note	As at March 31, 2015		As at March 31, 2014	
	Number of shares	Amount in ₹	Number of shares	Amount in ₹
3. Share capital				
Authorised capital:				
Equity shares of ₹ 5 each	270,000,000	1,350,000,000	270,000,000	1,350,000,000
		1,350,000,000		1,350,000,000
Issued and subscribed and fully paid-up capital:				
Equity shares of ₹ 5 each	112,361,065	561,805,325	111,964,613	559,823,065
		561,805,325		559,823,065

Notes:**a. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:**

Particulars	As at March 31, 2015		As at March 31, 2014	
	Number of shares	Amount in ₹	Number of shares	Amount in ₹
Equity shares				
Opening balance	111,964,613	559,823,065	111,602,967	558,014,835
Equity shares allotted pursuant to exercise of stock options	396,452	1,982,260	361,646	1,808,230
Closing balance	112,361,065	561,805,325	111,964,613	559,823,065

b. Rights, preferences and restrictions attached to equity shares:

The Company has only one class of equity shares having a par value of ₹ 5 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their shareholding.

c. Details of shares held by each shareholder holding more than 5% of equity shares :

Name of the share holder	As at March 31, 2015		As at March 31, 2014	
	Number of shares held	%	Number of shares held	%
BVR Mohan Reddy	14,597,366	12.99%	14,597,366	13.04%
Carrier International Mauritius Limited	15,292,960	13.61%	15,292,960	13.66%
First Carlyle Ventures Mauritius	11,099,416	9.88%	11,099,416	9.91%
B Sucharitha	6,541,200	5.82%	6,541,200	5.84%
Lavender Investments Limited	4,732,101	4.21%	6,350,000	5.67%
ICICI Prudential Life Insurance Company Limited	4,694,674	4.18%	5,899,708	5.27%

d. Aggregate number and class of shares allotted as fully paid up by way of bonus shares during 5 years immediately preceding the Balance Sheet date:

As at March 31, 2015 - 55,552,348 (March 31, 2014 - 55,552,348) equity shares of ₹ 5 each as fully paid-up by way of bonus shares by capitalising free reserves of the Company during the 5 years immediately preceeding the said dates (Refer Note 46.2).

e. Details of shares allotted under Associate Stock Option Plans (Refer Note 46.1)

- (i) 80,900 (As at March 31, 2014 - 80,900) equity shares of ₹ 10 each fully paid-up was allotted to Infotech ESOP trust pursuant to the Infotech Employee Stock Offer Scheme - 1999 (ESOP - 1999)
- (ii) 1,650,630 (As at March 31, 2014 - 1,650,630) equity shares of ₹ 5 each fully paid-up was allotted to associates of the Company pursuant to the Associate Stock Option Plan - 2001 (ASOP - 2001)
- (iii) 2,123,507 (As at March 31, 2014 - 2,123,507) equity shares of ₹ 5 each fully paid-up was allotted to associates of the Company pursuant to the Associate Stock Option Plan - 2002 (ASOP - 2002)
- (iv) 3,296,545 (As at March 31, 2014 - 3,296,545) equity shares of ₹ 5 each fully paid-up was allotted to associates of the Company pursuant to the Associate Stock Option Plan - 2004 (ASOP - 2004)
- (v) 685,259 (As at March 31, 2014 - 288,807) equity shares of ₹ 5 each fully paid-up was allotted to associates of the Company pursuant to the Associate Stock Option Plan - 2008 (ASOP - 2008)

f. Details of shares reserved for issue:

For details of shares aggregating 637,383 and 956,144 as at March 31, 2015 and March 31, 2014 respectively, reserved for issue under Associate Stock Options (Refer Note 46.1).

(Amount in ₹)

		As at March 31, 2015	As at March 31, 2014
4. Reserves and Surplus			
a)	Securities premium account		
	Balance at the beginning of the year	3,744,508,666	3,691,644,410
	Add: Premium on shares issued during the year	65,149,877	52,864,256
	Balance at the end of the year	3,809,658,543	3,744,508,666
b)	General reserve		
	Balance at the beginning of the year	4,780,292,065	4,525,292,065
	Add: Transferred from surplus in Consolidated Statement of Profit and Loss	217,100,000	255,000,000
	Transferred from Contingency Reserve (Refer Note 51)	161,000,000	-
	Balance at the end of the year	5,158,392,065	4,780,292,065
c)	Hedging reserve (Refer Note 33)		
	Balance at the beginning of the year	207,993,639	33,660,779
	Add: Changes in the fair value of effective portion of outstanding cashflow hedges (net)	459,585,048	207,993,639
	Less: Losses transferred to Consolidated Statement of Profit and Loss on occurrence of forecasted hedge transactions during the year (net)	(207,993,639)	(33,660,779)
	Balance at the end of the year	459,585,048	207,993,639
d)	Contingency reserve		
	Balance at the beginning of the year	161,000,000	161,000,000
	Less: Transferred to general reserve (Refer Note 51)	161,000,000	-
	Balance at the end of the year	-	161,000,000
e)	Surplus in Consolidated statement of Profit and Loss		
	Balance at the beginning of the year	5,972,309,590	4,153,640,704
	Less: Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with Nil remaining useful life (Net of deferred tax) (Refer Note 53)	11,389,934	-
	Add: Profit for the year	3,532,036,414	2,660,020,403
	Less: Share of loss of Minority Interest (Refer Note (i) below)	23,904,059	-
	Amount available for appropriation	9,469,052,010	6,813,661,107
	Appropriations:		
	Less: Interim Dividend	336,397,269	223,366,738
	Dividend proposed to be distributed to equity shareholders (Refer Note (ii) below)	561,805,325	335,893,839
	Tax on dividend [Net of ₹ Nil relating to dividend tax credit on dividend received from subsidiaries for 2012-13 (2013-14 - ₹ 47,417,311)]	172,198,503	27,004,357
	Residual Dividend Tax	590,719	86,583
	Transfer to general reserve	217,100,000	255,000,000
	Balance at the end of the year	8,180,960,195	5,972,309,590
f)	Currency translation reserve		
	Balance at the beginning of the year	454,726,230	95,660,557
	Additions/(deletions) during the year	(187,150,178)	359,065,673
	Balance at the end of the year	267,576,052	454,726,230
g)	Capital reserve	2,614,267	2,614,267
	TOTAL	17,878,786,170	15,323,444,457

Note: (i) The amount represents share of loss attributable to Minority Interest on consolidation of a subsidiary as absorbed by the Company.
(ii) The Board of Directors at its meeting held on April 23, 2015, have recommended a final dividend of ₹ 5 each per share, which is subject to shareholders' approval in the Annual General Meeting.

(Amount in ₹)

	As at March 31, 2015	As at March 31, 2014
5. Long-term borrowings*		
Term Loans		
Secured		
From Banks (Refer note 5.1 below)	434,368,750	-
Unsecured		
From other parties (Refer note 5.2 below)	32,405,333	-
TOTAL	466,774,083	-

*Current maturities on long-term borrowing have been disclosed under the head Other current liabilities (Refer Note 10).

5.1 Term Loans of Rangsons Electronics Private Limited:

Nature of Security & Terms of Repayment :

(i) Nature of Security -

Term Loans are borrowed from State Bank of Mysore and are secured by -

- Primary Charge : Hypothecation over assets acquired out of Term Loan.
- Collaterals : Hypothecation on Plant and Machinery and other Equipments/ Assets.
- Guarantees : Personal guarantee of three Directors of the Subsidiary Company.

(ii) Terms of Repayment

a. Term Loan of ₹ 60,000,000

Repayable in 48 monthly variable installments commencing from May 2011. Last installment due in April 2015.
Rate of interest 3.00% p.a. above Base Rate. Outstanding balance as at March 31, 2015 is ₹ 1,523,731

b. Term Loan - ₹ 55,000,000

Repayable in 60 monthly variable installments commencing from May 2013. Last installment due in April 2018.
Rate of interest 3.00% p.a. above Base Rate. Outstanding balance as at March 31, 2015 is ₹ 34,300,000

c. Term Loan - ₹ 90,000,000

Repayable in 60 monthly installments commencing from November 2014. Last installment due in Nov 2019.
Rate of interest 3.00% p.a. above Base Rate. Outstanding balance as at March 31, 2015 is ₹ 84,000,000

5.2 Term Loan of Cyient Inc. (formerly Infotech Enterprises America Inc.)

Cyient Inc availed a term loan of ₹ 601,000,000 (USD 10,000,000) taken from HSBC Bank on April 1, 2014 repayable in quarterly installments over a period of 4 years. Interest Rate on the term Loan is LIBOR+1.25% p.a payable monthly. Amount outstanding as on March 31, 2015 ₹ 508,543,750 (USD 8,125,000) (March 31, 2014: ₹ NIL). To cover the fluctuations in LIBOR, Cyient Inc. (formerly Infotech Enterprises America Inc.) has entered into an Interest SWAP agreement with HSBC Bank to convert the floating rate into a fixed rate. Accordingly, the interest and swap charges payable on this term loan has been fixed at 2.2825% per annum. This loan from HSBC Bank, USA is secured by a standby letter of credit from HSBC Bank, India which in turn, is secured by a corporate guarantee from Cyient Limited (formerly Infotech Enterprises Ltd).

(Amount in ₹)

	As at March 31, 2015	As at March 31, 2014
6. Long-term liabilities		
Security Deposits	3,143,422	-
TOTAL	3,143,422	-

(Amount in ₹)

	As at March 31, 2015	As at March 31, 2014
7. Long-term Provisions		
Provision for employee benefits		
Provision for gratuity (net) (Refer Note 36.2(i))	323,400,417	208,634,409
Provision for compensated absences (Refer Note 36.2(ii))	258,953,296	173,080,278
TOTAL	582,353,713	381,714,687

(Amount in ₹)

	As at March 31, 2015	As at March 31, 2014
8. Short-term borrowings		
Secured		
Working capital loans (Refer note 8.1 below)	769,372,061	58,179,244
Unsecured		
from other parties (Refer note 8.3 below)	43,519,238	-
TOTAL	812,891,299	58,179,244

8.1 (a) Working Capital Loan of Rangons Electronics Private Limited

(i) State Bank of Mysore:

Loan outstanding balance as on March 31, 2015 is ₹ 599,807,958

Nature of Security :

- i. Primary Charge :Hypothecation over stocks of raw materials, work-in-progress, finished goods, packing materials, book debts, export receivables and assignment of bills.
- ii. Collaterals :Hypothecation of Plant and Machinery and equipments/assets.
- iii. Guarantees : Personal guarantee of three Directors of the Subsidiary Company.

(ii) HDFC Bank :

Loan outstanding balance as on March 31, 2015 is ₹ 168,570,591

Nature of Security :

- i. Primary Charge : Hypothecation by way of first Pari Passu charge on current assets of the Company with State Bank of Mysore.
- ii. Guarantees : Personal guarantee of three Directors of the subsidiary Company.

8.1 (b) Working Capital facility of Cyient GmbH (formerly Infotech Enterprises GmbH):

Working Capital Facility outstanding as on March 31, 2015 is ₹ 993,512 secured by a stand by letter of credit from HSBC India which inturn is secured by a corporate guarantee from Cyient Limited (formerly Infotech Enterprises Ltd).

8.2 Loan of Cyient Inc. (formerly Infotech Enterprises America Inc.):

During the current financial year Cyient Inc.(formerly Infotech Enterprises America Inc.) borrowed Short term loans aggregating ₹ 1,054,665,000 (USD 17,250,000) and repaid the same before the end of the financial year ended March 31, 2015 under a line of credit arranged with CitiBank NA and no such loans were borrowed during the previous year ended March 31, 2014. This loan is secured by a stand by letter of credit from Citi Bank India which inturn is secured by a corporate guarantee from Cyient Limited (formerly Infotech Enterprises Ltd).

8.3 Unsecured Loan of Rangaons Electronics Private Limited:

Interest free Loan from Directors of the Subsidiary Company is repayable on or before July 31, 2015

	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
9. Trade payables		
Other than acceptances (Refer note 32)	2,753,561,257	1,745,131,992
TOTAL	2,753,561,257	1,745,131,992

	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
10. Other current liabilities		
Current maturities of long-term debt	193,998,731	-
Unearned revenue	695,651,713	77,502,317
Unclaimed dividends (Refer note below)	7,031,045	4,247,197
Interest Accrued but not due on Borrowings	1,944,855	-
Other payables		
- Statutory remittances and others (net)	514,226,266	477,159,848
- Derivative Liability (Refer Note 33.1)	3,232,386	72,547,328
- Payables on purchase of fixed assets	35,786,908	61,495,847
- Advance from customers	141,045,330	17,577,779
- Other liabilities	4,802,777	8,678,801
TOTAL	1,597,720,011	719,209,117

Note: There are no amounts due and outstanding to be credited to Investor Education and Protection Fund

	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
11. Short-term provisions		
Provision for employee benefits		
Provision for gratuity (net) (Refer Note 36.2(i))	11,807,474	64,069,990
Provision for compensated absences (Refer Note 36.2(ii))	145,834,118	116,031,806
Provision - others:		
Provision for warranty (Refer Note 45)	5,578,782	4,097,989
Provision for proposed equity dividend	561,805,325	335,893,839
Provision for tax on proposed equity dividend	115,027,787	57,085,158
Provision for taxation [Net of advance ₹ 1,668,309,906 (As at March 31, 2014: ₹ 1,656,991,684)]	115,716,178	135,554,066
TOTAL	955,769,664	712,732,848

(Amount in ₹)

	As at March 31, 2015	As at March 31, 2014
13. Non-Current Investments - Trade		
Unquoted Investments		
(a) Investment in Associate Company		
Infotech Aerospace Services Inc., USA	524,835,158	372,785,558
490 shares of \$0.01 par value fully paid-up (March 31, 2014 : 490 shares of \$0.01 each fully paid)		
Add : Share of profit	150,374,958	152,049,600
	675,210,116	524,835,158
(b) Other entities		
(i) Canesta, Inc (a California Corporation)	98,206	98,206
10,000 shares of \$ 0.19275 par value each fully paid-up (March 31, 2014 : 10,000 shares of \$ 0.19275 each fully paid)		
(ii) Trafficmaster Plc, United Kingdom		
35,088 ordinary shares of GBP 1 each fully paid-up (March 31, 2014 : 35,088 shares of GBP 1 each fully paid)	6,659,000	6,659,000
Less: Provision for diminution in value of investment	6,551,990	6,551,990
	107,010	107,010
TOTAL	675,415,332	525,040,374
Note:		
Aggregate cost of unquoted investments	675,415,332	525,040,374
Aggregate provision for diminution	6,551,990	6,551,990

(Amount in ₹)

	As at March 31, 2015	As at March 31, 2014
14. Long term loans and advances		
(Unsecured)		
a) Capital advances, considered good	41,649,091	9,073,876
b) Security deposits		
Considered good	117,636,512	94,228,408
Considered doubtful	16,200,000	16,200,000
	133,836,512	110,428,408
Less: Provision for doubtful deposits	16,200,000	16,200,000
	117,636,512	94,228,408
c) Loans and advances to employees	33,902,926	-
d) Prepaid expenses, considered good	88,120,442	20,220,423
e) Advance income taxes (net of provisions ₹ 2,806,816,516) (As at March 31, 2014: ₹ 1,823,605,976)	461,876,077	357,793,378
f) MAT credit entitlement, considered good (Refer Note 42.5)	2,551,688	1,123,805
g) Balances with Government authorities		
Considered good	613,222,625	585,985,132
Considered doubtful - Balances with Government Authorities	452,559	452,559
	613,675,184	586,437,691
Less : Provision for other doubtful - Balances with Government Authorities	452,559	452,559
	613,222,625	585,985,132
TOTAL	1,358,959,361	1,068,425,022

(Amount in ₹)

	As at March 31, 2015	As at March 31, 2014
15. Other non-current assets		
(Unsecured)		
Long-term Deposits, considered good	1,840,800	2,082,582
TOTAL	1,840,800	2,082,582

(Amount in ₹)

	As at March 31, 2015	As at March 31, 2014
16. Current Investments		
Quoted trade investments		
(at lower of cost and fair value)		
Investment in mutual funds:		
Nil (31.03.2014 - 3,000,000) Units of ₹ 10 each 6547/ HDFC FMP 370D October 2013 (2) Series 28 - Regular - Growth	-	30,000,000
Nil (31.03.2014 - 4,707,294) Units of ₹ 10 each 3006 / HDFC Cash Management Fund - Savings Plan - Daily Dividend Reinvestment	-	50,068,662
Nil (31.03.2014 - 39,552) Units of ₹ 1000 each L&T Floating Rate Fund - Daily Dividend Reinvestment Plan	-	40,012,084
Nil (31.03.2014 - 26,192) Units of ₹ 1000 each Reliance Liquid Fund - Treasury Plan - Daily Dividend Reinvestment	-	40,040,988
Nil (31.03.2014 - 50,044) Units of ₹ 1000 each Templeton India Treasury Management Account Super Institutional Plan -Daily Dividend Reinvestment	-	50,077,479
Nil (31.03.2014 - 50,045) Units of ₹ 1000 each DSP Blackrock Liquidity Fund - Institutional Plan - Daily Dividend	-	50,060,640
Nil (31.03.2014 - 44,918) Units of ₹ 1000 each TLSD01 Tata Liquid Fund Plan A - Daily Dividend	-	50,061,465
45,191 (31.03.2014 - 49,973) Units of ₹ 1000 each Religare Invesco Liquid Fund - Daily Dividend	45,241,872	50,027,381
40,222 (31.03.2014 - 40,001) Units of ₹ 1000 each IDFC Money Manager Fund - Investment Plan - Daily Dividend- (Regular Plan)	40,240,224	40,010,903
3,857,933 (31.03.2014 - Nil) Units of ₹ 10 each JM High Liquidity Fund - Daily Dividend Option (39)	40,239,009	-
40,611 (31.03.2014 - Nil) Units of ₹ 1000 each Reliance Liquid Fund - Cash Plan - Daily Dividend Option Dividend Reinvestment	45,246,472	-
44,999 (31.03.2014 - Nil) Units of ₹ 1000 each Taurus Liquid Fund - Existing Plan - Super Insti Daily Divi Reinvestment - Reinvestment	45,010,820	-
3,492,720 (31.03.2014 - Nil) Units of ₹ 10 each Sundaram Ultra Short-term Fund Regular Daily Dividend Option Reinvestment	35,056,430	-
43,885 (31.03.2014 - Nil) Units of ₹ 1000 each Baroda Pioneer Treasury Advantage Fund - Plan A Daily Dividend- Re-investment	45,000,000	-
39,581 (31.03.2014 - Nil) Units of ₹ 1000 each L&T Liquid fund - Daily Dividend Reinvestment Plan	40,041,669	-
TOTAL	336,076,496	400,359,602
Note: Aggregate cost of quoted investments	336,076,496	400,359,602
Aggregate market value of quoted investments	336,079,777	401,650,703

(Amount in ₹)

	As at March 31, 2015	As at March 31, 2014
17. Inventories (Refer note below)		
Raw Materials	439,950,082	-
Work-In-Process	40,293,170	
Finished Goods	113,599,323	
Consumables & Stores	12,220,974	-
TOTAL	606,063,549	-

Note: Inventories are carried at the lower of Cost and Net realisable value.

(Amount in ₹)

	As at March 31, 2015	As at March 31, 2014
18. Trade receivables		
(Unsecured)		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Considered good	483,899,683	237,948,399
Considered doubtful	119,234,124	126,485,153
	603,133,807	364,433,552
Less: Provision for doubtful trade receivables	119,234,124	126,485,153
Other trade receivables, considered good	483,899,683	237,948,399
	4,851,959,907	4,561,845,235
TOTAL	5,335,859,590	4,799,793,634

(Amount in ₹)

	As at March 31, 2015	As at March 31, 2014
19. Cash and cash equivalents		
Cash on hand	297,085	406,511
Cheques on hand	-	3,597,165
Balances with banks (Refer Note (i) below)		
In current accounts	1,538,525,967	1,195,330,725
In EEFC accounts	334,722,030	264,603,763
In deposit accounts (Refer Note (i) below)	3,790,671,247	5,299,173,872
In earmarked accounts (Refer Note (iii) below)		
Unpaid dividend accounts	7,085,306	4,250,458
In deposits held as margin money/ security for bank guarantees (Refer Note (ii) Below)	517,568,796	22,076,852
6,188,573,346		6,785,435,670
Remittance in transit	39,635,106	123,265,442
TOTAL	6,228,505,537	6,912,704,788
Of the above, balances that meet the definition of cash and cash equivalents as per Accounting Standard-3 Cash Flow Statement	5,703,851,435	6,886,377,478

Notes :

- (i) Balances with banks include deposits aggregating to ₹ 1,663,581 (March 31, 2014 - ₹ 54,176,286) and margin monies amounting to ₹ 1,414,970 (March 31, 2014 - ₹ 630,250) which have an original maturity of more than 12 months from the Balance Sheet Date.
- (ii) Includes deposits placed in lien for credit facilities availed by a wholly owned subsidiary, Infotech Geospatial (India) Pvt. Limited aggregating ₹ 20,212,938 (March 31, 2014 - ₹ 18,531,010) and margin monies amounting ₹ 1,414,970 (March 31, 2014 - ₹ 601,250).
- (iii) Deposits in earmarked accounts includes amount placed in Escrow ₹ 62,590,000 (March 31, 2014 - ₹ Nil) being part of the purchase consideration paid by Cyient Inc. (formerly Infotech Enterprises America Inc.) towards purchase of Softential Inc. and to be released to the promoters of Softential Inc. on fulfillment of SPA terms and conditions. An equal amount of liability is also recognised under trade payables.

	(Amount in ₹)			
	As at March 31, 2015		As at March 31, 2014	
20. Short-term loans and advances (Unsecured)				
Security deposits, considered good		190,000		40,000
Loans and advances to employees				
Considered good	58,502,133		55,786,538	
Considered doubtful	235,718		235,718	
	58,737,851		56,022,256	
Less: Provision for doubtful debts	235,718	58,502,133	235,718	55,786,538
Prepaid expenses, considered good		617,686,755		346,620,413
Derivative asset (Refer Note 33.1)		462,817,433		280,540,967
Balances with Government authorities, Considered good		86,519,035		-
Other loans and advances				
Considered good	137,046,737		27,069,932	
Considered doubtful	473,827		473,827	
	137,520,564		27,543,759	
Less: Provision for doubtful loans and advances	473,827	137,046,737	473,827	27,069,932
TOTAL		1,362,762,093		710,057,850

	(Amount in ₹)			
	As at March 31, 2015		As at March 31, 2014	
21. Other current assets				
Unbilled revenue		1,467,084,920		1,180,723,519
Interest accrued on deposits		142,443,075		179,533,248
Others		224,274,284		264,583,330
TOTAL		1,833,802,279		1,624,840,097

	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
22. Revenue from Operations		
Sale of services	26,787,479,644	22,064,327,615
Sale of products, Manufacturing Income and Service Charges	577,607,394	-
Other operating revenues	16,058	-
Revenue from Operations (Gross)	27,365,103,096	22,064,327,615
Less : Excise duty	5,773,285	-
TOTAL	27,359,329,811	22,064,327,615

	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
23. Other income (net)		
Interest income (Refer note (i) below)	489,965,130	389,788,120
Dividend income from current investments	18,616,967	23,379,793
Net gain/(loss) on foreign currency transactions and translations (net) (Refer note 33.2)	596,869,391	(354,252,590)
Other non-operating income (Refer Note (ii) below)	112,206,247	110,485,255
TOTAL	1,217,657,735	169,400,578

Note:**i. Interest income comprises of:**

Interest from banks on deposits	471,369,846	389,001,255
Interest on Income tax refund	16,420,497	-
Others	2,174,787	786,865
Total interest income	489,965,130	389,788,120

ii. Other non-operating income comprises of:

Liabilities/provisions no longer required written back	86,585,256	54,637,202
Miscellaneous income	23,732,404	55,747,811
(Loss)/Profit on sale of fixed assets (net)	(652,572)	(1,241,474)
Rental Income from operating lease	2,541,159	1,341,716
Total other non-operating income	112,206,247	110,485,255

	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
24. Employee benefits expenses		
Salaries and bonus	14,626,826,058	11,914,640,711
Contribution to provident and other funds	292,838,623	251,880,184
Social security and other benefits for overseas employees	934,439,981	858,401,321
Gratuity	164,927,148	61,534,810
Staff welfare expenses	750,303,587	591,327,396
Less: Capitalized	(13,287,312)	-
TOTAL	16,756,048,085	13,677,784,422

	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
25. Cost of materials consumed		
Opening stock	476,313,179	-
Add : Purchases	254,735,076	-
Less : Closing stock	439,950,082	-
TOTAL	291,098,173	-

	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
26. Changes in inventories of finished goods and work-in-progress		
Opening Stock :		
Finished goods	162,588,970	-
Work-in-progress	158,839,747	321,428,717
Closing Stock :		
Finished goods	113,599,323	-
Work-in-progress	40,293,170	153,892,493
Net (increase) / decrease	167,536,224	-

	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
27. Operating, administration and other expenses		
Rent including lease rentals (Refer Note 40)	425,477,935	278,643,023
Factory rent	3,340,522	-
Rates and taxes	90,111,004	80,687,811
Insurance	72,856,971	46,372,849
Consumables & stores consumed	7,580,656	-
Excise duty on closing stock of finished goods (net)	448,413	-
Travelling and conveyance	1,203,026,108	1,065,725,932
Sub contracting charges	1,647,505,952	649,157,027
Communication	188,174,375	159,153,645
Printing and stationery	40,053,549	33,883,718
Power and fuel	228,280,674	221,513,438
Marketing expenses	185,660,693	210,089,011
Advertisement	5,659,556	3,953,000
Repairs and maintenance		
- Buildings	19,789,845	15,347,655
- Machinery	605,421,205	476,544,260
- Others	83,764,037	71,969,028

(Contd.)

(Amount in ₹)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Directors remuneration:		
Non executive directors commission	7,303,632	4,500,000
Directors sitting fees	4,511,839	5,223,186
Expenditure for Corporate Social Responsibility (Refer Note 49)	35,578,562	-
Legal & Professional charges	494,979,911	435,461,007
Bad debts/advances written off	-	1,822,325
Provision for doubtful debts	82,441,827	32,766,314
Trade receivables written off (net)	89,692,855	10,789,944
Less: Reversal of provision for doubtful debts	(89,692,855)	(10,789,944)
Loss on discard of fixed assets	819,358	2,084,504
Auditors' remuneration (refer note (i) below)	37,380,304	32,294,202
Freight Outwards	2,707,363	-
Recruitment expenses	41,752,330	39,800,420
Training and development	44,248,701	41,272,295
Purchase of computer software	308,535,098	114,559,407
Miscellaneous expenses	269,019,833	261,444,400
TOTAL	6,136,430,253	4,284,268,457

Note:

- i. Auditors' remuneration (net of service tax) comprises of:

Company

As auditors - statutory audit	6,500,000	5,500,000
For other services	3,875,000	700,000
For services rendered by affiliates of statutory auditors	2,669,794	3,216,920
Reimbursement of expenses	479,657	315,615

Subsidiaries

As auditors - statutory audit	23,855,853	22,561,667
-------------------------------	------------	------------

Total Auditors' remuneration

37,380,304	32,294,202
-------------------	-------------------

(Amount in ₹)

	For the year ended March 31, 2015	For the year ended March 31, 2014
28. Financial costs		
Interest Expenses on		
Term Loans	17,964,293	-
Working Capital demand loans	16,059,691	78,261
Others	23,534,167	13,592,162
TOTAL	57,558,151	13,670,423

29. Subsequent to change in the name of the parent Company from Infotech Enterprises Limited to Cyient Limited the following subsidiary Companies have changed their names upon receipt of appropriate approvals from respective statutory authorities in align to the name of the parent Company

Subsidiary Name	New Name
Infotech Enterprises Europe Limited	Cyient Europe Limited
Infotech Enterprises Benelux BV	Cyient Benelux BV
Infotech Enterprises GmbH	Cyient Schweiz GmbH
Infotech Enterprises America Inc.	Cyient Inc.
Infotech Software Solutions Canada Inc.	Cyient Canada Inc.
Infotech Enterprises GmbH	Cyient GmbH
Infotech Enterprises AB	Cyient AB
Infotech Enterprises Japan KK	Cyient KK
Invati Insights Private Limited	Cyient Insights Private Limited

30. List of Subsidiaries, Associate and Joint Venture considered for Consolidation:

Sl. No.	Name of the Company	Country of Incorporation	Extent of holding (%) as on March 31, 2015	Extent of holding (%) as on March 31, 2014
Subsidiaries				
1.	Cyient Europe Limited (formerly Infotech Enterprises Europe Limited)	U.K	100%	100%
2.	Cyient Benelux BV (formerly Infotech Enterprises Benelux BV) ^{@1}	Netherlands	100%	100%
3.	Cyient Schweiz GmbH (formerly Infotech Enterprises GmbH) ^{@1}	Switzerland	100%	100%
4.	Cyient Inc., (formerly Infotech Enterprises America Inc.)	U.S.A	100%	100%
5.	Cyient Canada Inc. (formerly Infotech Software Solutions Canada Inc.) ^{@2}	Canada	100%	100%
6.	Softential Inc. ^{@3}	U.S.A	100%	-
7.	Cyient GmbH (formerly Infotech Enterprises GmbH)	Germany	100%	100%
8.	Cyient AB (formerly Infotech Enterprises AB) ^{@4}	Sweden	100%	100%
9.	Infotech Geospatial (India) Private Limited (IGIL) ^{@5}	India	100%	100%
10.	Cyient KK (formerly Infotech Enterprises Japan KK)	Japan	100%	100%
11.	Infotech Enterprises Information Technology Services Private Limited (IEITS)	India	100%	100%
12.	Cyient Insights Private Limited (formerly Invati Insights Private Limited) ^{@6}	India	51%	-
13.	Invati Insights LLC ^{@6}	U.S.A	51%	-
14.	Rangsons Electronics Private Limited ^{@7}	India	74%	-
15.	Techno Tools Precision Engineering Private Limited ^{@7}	India	74%	-
16.	Infotech Enterprises Information Technology Services GmbH (IEITS GmbH) ^{@8}	Germany	100%	-
Associate				
1.	Infotech Aerospace Services Inc. ^{@9}	U.S.A	49%	49%
Joint Venture				
1.	Infotech HAL Limited ^{@10}	India	50%	50%

Note: During the year, the Company incorporated a wholly owned subsidiary, Cyient Australia Pty Limited, in Australia, the Company is yet to commence commercial operations and there are no financial transactions for the year ended March 31, 2015. The said subsidiary was not considered for consolidation.

^{@1} Wholly owned by Cyient Limited through its wholly owned subsidiary Cyient Europe Limited (formerly Infotech Enterprises Europe Limited)

- ② Wholly owned by Cyient Limited through its wholly owned subsidiary Cyient Inc. (formerly Infotech Enterprises America Inc.)
- ③ with effect from April 01, 2014, the Company acquired 100% stake in Softential Inc, through its wholly-owned subsidiary Cyient Inc. (formerly Infotech Enterprises America Inc.) (Refer note 36)
- ④ Wholly owned by Cyient through its wholly owned subsidiary Cyient GmbH (formerly Infotech Enterprises GmbH).
- ⑤ with effect from October 23, 2013, Infotech Geospatial (India) Limited was converted into a private limited Company and was renamed as Infotech Geospatial (India) Private limited.
- ⑥ The Company acquired 51% shareholding in Invati Insights Private Limited, India on October 15, 2014. Subsequent to the acquisition, Invati Insights Private Limited acquired 100% stake in Invati Insights, LLC, USA on October 16, 2014. Consequent to the acquisition, Invati Insights Private Limited was renamed to Cyient Insights Private Limited. (Refer note 35). These entities have been consolidated from October 16, 2014.
- ⑦ The Company acquired 74% shareholding in Rangsons Electronics Private Limited, India (and its wholly owned subsidiary, Techno Tools Precision Engineering Private Limited, India), on February 04, 2015 and the same has been consolidated from February 01, 2015 for convenience as there were no material transactions between February 01, 2015 & February 04, 2015. (Refer note 35)
- ⑧ Infotech Enterprises Information Technology Services Private Limited, a wholly owned subsidiary of the Company acquired 100% shareholding in Infotech Enterprises Information Technology Services GmbH, Germany on March 23, 2015, which has not yet commenced commercial operations as on March 31, 2015.
- ⑨ The Company's associate Infotech Aerospace Services Inc. follows calendar year as its reporting period. The consolidated financial statements include audited figures of the associate for the year ended March 31, 2015 after making adjustments for the operations for the three months ended March 31, 2014 and the three months ended March 31, 2015.
- ⑩ The 50% in the Joint Venture i.e., Infotech HAL Limited has been accounted for using proportionate consolidation method in accordance with the Accounting Standard 27 "Financial Reporting of Interests in Joint Ventures". Cyient's share in the assets, liabilities, incomes and expenses of the joint venture as adjusted for elimination from transactions with various companies in the group is included in the respective schedules in these consolidated financial statements. (Refer Note 44).

31. Contingent Liabilities and Commitments

31.1 Contingent Liabilities

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
(i) Claims against the Company not acknowledged as debt (Refer Note (a), (b), (c), (d), (e) below)	490,940,457	396,821,168
(ii) Guarantees (Refer Note (f) below)	1,505,387,236	1,043,841,250
(iii) Other money for which the Group is contingently liable (Refer Note (g) below)	23,500,000	23,500,000

Notes:

- a. The Company and has disputed various demands (including draft notice of demand) raised by Income Tax authorities for the assessment years 1997-98 to 2010-11 (March 31, 2014 - 1997-98 to 2009-10). The orders are pending at various stages of appeals. The aggregate amount of disputed tax not provided for is ₹ 138,351,334 (March 31, 2014 - ₹ 204,461,783). The Company is confident that these appeals will be decided in its favour.

A subsidiary Company has disputed income tax liabilities raised by Income Tax authorities for the assessment years 2008-09 to 2009-10. The aggregate amount of disputed tax not provided for is ₹ 3,966,320 (March 31, 2014 - Not Applicable. Refer Note 30 ⑦).

- b. The Company has disputed various demands raised by the Sales Tax authorities for the financial years 2004-05 to 2009-10 (March 31, 2014 - 2004-05 to 2009-10). The Company has filed appeals, which are pending with the appropriate authorities. The aggregate amount of disputed tax not provided for is ₹ 20,096,061 (March 31, 2014 - ₹ 20,096,061). The Company is confident that these appeals will be decided in its favour. The above does not include show cause notices received by the Company.
- c. The Company has disputed various demands raised by the Service Tax authorities for the financial years 2006-07 to 2012-13 (March 31, 2014 - 2006-07 to 2012-13). The Company has filed appeals, which are pending with the appropriate authorities. The aggregate amount of disputed tax not provided for is ₹ 172,263,324 (March 31, 2014 - ₹ 172,263,324). The Company is confident that these appeals will be decided in its favour. The above does not include show cause notices received by the Company.

A subsidiary Company has disputed service tax demands raised by the Service Tax authorities for the financial years 2011-12. The aggregate amount of disputed tax not provided for is ₹ 592,349 (March 31, 2014 - Not Applicable. Refer Note 31 ⑦).

- d. The Company received an order during the year from Provident Fund (PF) authorities regarding PF payment on certain allowances given by the company to its employees for the years 2010-11 to 2012-13. The Company appealed against the order and the same is pending before Provident Fund Appellate Tribunal. The company paid ₹ 5,136,244 under protest, being 20% of the total demand of ₹ 25,681,216. (March 31, 2014 - Nil).
- e. Differential amount of Customs Duty (excluding interest) in a subsidiary company in respect of machinery imported under various export promotion schemes ₹ 129,989,853. (March 31, 2014 - Not Applicable. Refer Note 30 @7).
- f. Corporate guarantee given to subsidiary's bankers to obtain line of credit ₹ 1,505,387,236 (March 31, 2014 - ₹ 1,043,841,250). The amount outstanding against such guarantees is ₹ 547,060,987.
- g. The Group has certain obligations towards revenue authorities in a subsidiary company. Pending further evaluation, an amount of ₹ 15,916,183, net of ₹ 23,500,000 retained in an indemnity escrow account by the Escrow Agent under the share purchase agreement and available for adjustment of any liabilities pertaining to pre-acquisition period, has been provided.
- h. A subsidiary company has sub-leased its leased facility with effect from February 1, 2015 till Jun 30, 2017, based on a tripartite agreement. In the event of tenant's default, the company shall be liable to pay the rent to the original landlord.

31.2 Commitments

		(Amount in ₹)	
Particulars		As at March 31, 2015	As at March 31, 2014
(i)	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)		
	Tangible assets	60,179,835	41,630,339
	Intangible assets	25,588,497	82,268,922
(ii)	Financial support to a subsidiary Company	479,323,840	-

Note: Commitment towards intangible assets include software and related purchases.

- (iii) The company acquired 74% of the share capital of Rangsons Electronics Private Limited on February 4, 2015 (Refer Note 35(iii)). According to conditions stipulated in the Investment Agreement, the Company has an option to acquire the balance 26% of the share capital, on or before seven years from the date of the acquisition. These balance shares are currently placed in an Escrow account with a registered escrow agent as the custodian.

31.3 The Company has/had certain outstanding export obligations/commitments as at March 31, 2015 and March 31, 2014. The Management is confident of meeting these obligations/commitments within the stipulated period of time or obtains extensions as applicable.

32. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

		(Amount in ₹)	
Particulars		As at March 31, 2015	As at March 31, 2014
(i)	Principal amount remaining unpaid to any supplier as at the end of the accounting year	4,121,880	-
(ii)	Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii)	The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv)	The amount of interest due and payable for the year	-	-
(v)	The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi)	The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors

33. Derivative Instruments and Hedging - Company

33.1 The Company has applied the hedge accounting principles set out in Accounting Standard - 30 "Financial Instruments - Recognition and Measurement" (AS-30) as issued by ICAI in respect of such derivative contracts, designated in a hedging relationship, used to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable forecast transactions. Accordingly, in respect of all such outstanding contracts as on March 31, 2015, that were designated and effective as hedges of the future cash flows, gain aggregating ₹ 459,585,048 (net) (March 31, 2014 - ₹ 207,993,639) has been recognised under the Hedging Reserve account (Refer Note 4c).

The fair values of such derivative contracts outstanding are:

Particulars	(Amount in ₹)			
	Derivative Asset		Derivative Liability	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Current	462,817,433	280,540,967	3,232,386	72,547,328
Non-current	-	-	-	-

Outstanding forward exchange contracts as on March 31, 2015:

Currency	No of Contracts	Amount in foreign currency	Amount in ₹	Buy/Sell	Cross currency
USD	26	85,000,000	5,590,020,000	Sell	Rupees
EURO	12	24,000,000	2,006,300,000	Sell	Rupees
GBP	12	2,400,000	253,286,000	Sell	Rupees
AUD	12	7,200,000	403,098,000	Sell	Rupees

Outstanding forward exchange contracts as on March 31, 2014:

Currency	No of Contracts	Amount in foreign currency	Amount in ₹	Buy/Sell	Cross currency
USD	34	85,792,760	5,545,282,580	Sell	Rupees
EURO	22	24,000,000	2,099,495,000	Sell	Rupees
GBP	12	2,400,000	255,394,000	Sell	Rupees
AUD	16	6,600,000	385,139,500	Sell	Rupees

33.2 Other income for the year includes ₹ Nil (2013-14 - ₹ 7,993,550) towards loss on settlement of derivative contracts. ₹ 586,511,680 (2013-14 - loss ₹ 487,109,303) towards gain on settlement of derivative contracts under principles of AS-30 and ₹ Nil (2013-14 - loss ₹ 11,262,449) towards reversal of loss on derivative contracts considered ineffective under principles of hedging under AS-30.

33.3 The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Company:

As at March 31, 2015:

(Amount)

Currency	Cash and Cash equivalents	Current and Non-current		Trade and other receivables	Trade Payables	Other current liabilities	Total
		Loans & advances	Other current assets				
AED	47,276	84,010	-	258,912	(78,509)	-	311,689
AUD	2,027,973	105,411	2,394,777	6,794,857	(3,303,175)	(624,317)	7,395,526
BND	-	-	-	369,534	(74,720)	-	294,814
CAD	7,299	86,699	2,390	232,096	(19,145)	-	309,339
CHF	-	-	77,738	4,694	-	(143,053)	(60,621)
DKK	-	-	-	-	-	(150)	(150)
EUR	1,191,091	373,453	2,642,910	5,138,253	(333,185)	(594,243)	8,418,279
GBP	798,462	253,374	1,229,763	4,299,232	(36,357)	-	6,544,474
JPY	-	-	113,075	103,918,933	(33,424,138)	(2,518,717)	68,089,153
KRW	84,321,862	11,924,475	55,941,875	-	(95,247,931)	(163,717,008)	(106,776,727)
MYR	773,081	148,832	781,351	-	(291,499)	(531,778)	879,987
NOK	10,217	25,902	-	-	(54,313)	-	(18,194)
NZD	78,487	-	661,299	1,074,854	(397,014)	-	1,417,626
PHP	197,916	-	-	-	-	-	197,916
QAR	-	-	-	496,527	(259,065)	-	237,462
SAR	-	-	-	-	(14,100)	-	(14,100)
SEK	-	-	-	2,186,189	(95,727)	(71,978)	2,018,484
SGD	224,377	18,865	8,844	247,080	(191,960)	(90,862)	216,344
TWD	946,811	243,743	1,416,247	15,501,754	(365,666)	(738,210)	17,004,679
USD	3,495,501	5,603,275	8,405,255	22,511,165	(3,017,150)	(618,941)	36,379,105
₹ Equivalent	503,757,347	414,769,779	987,846,690	2,680,728,893	(438,602,471)	(153,559,721)	3,994,940,517

As at March 31, 2014:

(Amount)

Currency	Cash and Cash equivalents	Current and Non-current		Trade and other receivables	Trade Payables	Other current liabilities	Total
		Loans & advances	Other current assets				
AED	134,748	48,475	-	23,000	(81,709)	-	124,514
AUD	1,371,818	101,128	632,573	6,615,198	(1,222,852)	-	7,497,865
BND	-	-	-	254,174	-	(21,831)	232,343
CAD	31,198	35,094	14,130	295,423	-	-	375,845
USD	1,425,647	5,297,847	6,448,093	22,862,237	(2,326,736)	(264,218)	33,442,870
GBP	277,687	292,979	387,659	2,416,382	(28,576)	(7,590)	3,338,541
EUR	1,977,684	544,009	2,326,668	3,489,116	(1,642,330)	-	6,694,147
NOK	22,633	25,902	46,761	186,533	(928,276)	-	(646,447)
MYR	564,357	36,027	398,419	2,346,661	(84,845)	(203,924)	3,056,695
SGD	84,486	10,699	7,750	268,789	(12,169)	(7,385)	352,170
KRW	694,294,714	9,456,043	6,599,031	31,617,044	-	-	741,966,832
NZD	96,310	-	-	541,399	(34,205)	-	603,504
JPY	-	-	4,951,139	79,176,160	(25,190,869)	(1,950,844)	56,985,586
QAR	-	-	-	287,241	(45,000)	-	242,241
CHF	-	-	40,495	148,279	-	-	188,774
SEK	-	430,151	-	-	(64,858)	-	365,293
SAR	-	-	-	-	(29,451)	-	(29,451)
TWD	3,732,767	-	-	614,245	(350,913)	(261,869)	3,734,230
₹ Equivalent	422,965,228	406,840,967	668,512,575	2,450,529,456	(378,223,629)	(23,444,762)	3,547,179,835

Subsidiaries:

Currency	March 31, 2015		March 31, 2014	
	Receivable/ (Payable) in Foreign currency	Receivable/ (Payable) (Amount in ₹)	Receivable/ (Payable) in Foreign currency	Receivable/ (Payable) (Amount in ₹)
AUD	77,336	3,675,854	153,308	8,531,628
CHF	369,645	23,714,557	269,337	18,317,436
DKK	159,459	1,434,334	529,349	5,879,691
EUR	6,429,360	434,048,676	7,703,123	636,096,914
GBP	-	-	6,209,183	619,985,678
NOK	840,040	6,499,309	8,096,805	80,926,756
USD	5,340,795	334,284,609	4,782,917	287,452,392
AUD	(164,546)	(7,821,035)	-	-
CHF	(294,253)	(18,877,789)	(413,300)	(28,108,298)
DKK	(302,241)	(2,718,656)	(1,183,179)	(13,142,042)
EUR	(7,319,697)	(494,155,670)	(4,805,100)	(396,788,340)
GBP	(1,842,823)	(170,385,734)	(3,714,282)	(370,870,325)
NOK	(6,565,357)	(50,795,507)	(7,276,101)	(72,723,903)
SEK	(42,748,422)	(309,391,707)	(24,418,457)	(224,928,171)
USD	(7,041,001)	(440,701,885)	-	-
SGD	(122)	(5,543)	-	-
JPY	(1,003,752)	(523,055)	-	-

34. Disclosure required in terms of clause 13.5A of Chapter XIII on Guidelines for preferential issue, SEBI (Disclosure and Investor Protection) Guidelines, 2000.

Particulars	(Amount in ₹)	
	March 31, 2015	March 31, 2014
2,724,000 Compulsorily convertible preference shares (CCPS) of ₹ 360 each issued to GA Global Investments Limited, Cyprus (Refer Note (i) below)	980,640,000	980,640,000
4,417,277 equity shares of ₹ 5 each at premium of ₹ 355 per share issued to GA Global Investments Limited, Cyprus	1,590,219,720	1,590,219,720
1,166,420 equity shares of ₹ 5 each at a premium of ₹ 355 per share issued to Carrier International Mauritius Limited, Mauritius	419,911,200	419,911,200
Total amount received on preferential issue of shares (A)	2,990,770,920	2,990,770,920
Amounts utilised out of the above:		
Purchase of fixed assets	662,833,608	662,833,608
Payment of fee for increasing authorised capital	5,750,000	5,750,000
Investment in wholly-owned subsidiary in Cyient Inc.	508,553,272	508,553,272
Investment in wholly-owned subsidiary TTM (India) Private Limited	40,742,353	40,742,353
Investment in wholly-owned subsidiary TTM Institute of Information Technology Private Limited	100,000	100,000
Investment in 10% stake in Kalyani Net Ventures Limited	26,065,000	26,065,000
Repayment of outstanding Term Loan with Tamilnadu Mercantile Bank Limited	242,522,539	242,522,539
Investment in Rangsons Electronics Pvt Ltd	1,331,079,085	-
Total amount utilised (B)	2,817,645,857	1,486,566,772
Balance (C) = (A) - (B)	173,125,063	1,504,204,148
Sale of Investment in 10% stake in Kalyani Net Ventures Limited	16,882,171	16,882,171
Dividend received on investments	231,145,706	228,224,428
Interest received on investments (Net)	1,016,238,936	838,493,000
Interest accrued but not received, included above	(86,093,850)	(96,077,048)
Total (D)	1,178,172,963	987,522,551
Total Net Balance (E) = (C) + (D)	1,351,298,026	2,491,726,699
Total Net balance, represented by-		
Short-Term Deposits with various banks	1,351,298,026	2,461,726,699
Investments in Mutual Funds	-	30,000,000
	1,351,298,026	2,491,726,699

Notes:

- (i) The Company had issued 2,724,000 Compulsorily Convertible Preference Shares ("CCPS") with a face value of ₹ 360 on July 6, 2007 to M/s. GA Global Investments Limited ("GA" or "the Allottee"). The terms and conditions of the issue of these CCPS including the right to convert the CCPS into Equity Shares were subject to the provisions of the Agreement entered into between the Allottee and the Company, dated June 28, 2007, the guidelines issued by SEBI, RBI etc., and the Special Resolution passed in the Extraordinary General Meeting of members of the Company held on June 23, 2007. The CCPS were to be converted into equal number of equity shares within a period of 18 months from the date of allotment at the option of the Allottee and if no option is exercised, the same shall be automatically converted into equity shares at the end of 18 months.

GA Global investments exercised the option to convert the CCPS and in pursuance of this exercise the Company allotted 2,724,000 equity shares of ₹ 5 each, at a premium of ₹ 355 each on December 9, 2008. As such, there are no preference shares in the Company post the above conversion.

The Company altered the capital clause of the Memorandum of Association by deleting the reference to the clauses pertaining to Compulsorily Convertible Preference Shares (CCPS). The clauses were no longer relevant as the said CCPS were issued in 2007 and have since been converted into equity shares. Form 5 was filed with the Registrar of Companies, Andhra Pradesh, notifying the said alteration (as approved by the members through postal ballot) on June 1, 2010.

- (ii) The Company does not maintain a separate bank account to manage these funds received on a preferential basis. The above allocation is based on Management's information systems.

35. Goodwill (on consolidation)

Particulars	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Opening Balance	23,291,076	26,362,427
Add: Acquisition		
Softential Inc.(Refer Note (i) below)	1,535,063,820	-
Cyient Insights Private Limited (Including goodwill on step down subsidiary - Refer Note (ii) below)	100,069,154	-
Rangsons Electronics Private Limited (Including goodwill on step down subsidiary - Refer Note (iii) below)	2,608,097,600	-
Infotech Enterprises Information Technology Services GmbH (Refer Note (iv) below)	167,011	-
Gross Goodwill	4,266,688,661	26,362,427
Less: Amortisation	3,238,362	3,071,351
Net Goodwill	4,263,450,299	23,291,076

(i) Goodwill arising on acquisition of Softential Inc.

On April 01, 2014, the wholly owned subsidiary Cyient Inc. (formerly Infotech Enterprises America Inc.) acquired 100% stake in Softential Inc. The total cost of acquisition was ₹ 1,503,404,833. The goodwill has been determined as follows:

Particulars	(Amount in ₹)
Consideration paid	1,503,404,833
Less : 100% of net assets as on April 1, 2014	(31,658,987)
Goodwill	1,535,063,820

(ii) Goodwill arising on acquisition of Cyient Insights Private Limited (formerly Invati Insights Private Limited) and its wholly owned subsidiary Invati Insights LLC.

On October 15, 2014, the Cyient Limited (formerly Infotech Enterprises Limited) acquired 51% stake in Invati Insights Private Limited. The total cost of acquisition was ₹ 87,938,018. The goodwill has been determined as follows:

Particulars	(Amount in ₹)
Consideration paid	87,938,018
Less : 51% of net assets as on October 15, 2014	(1,342,953)
Goodwill	89,280,971

Consequent to acquisition, Invati Insights Private Limited was renamed to Cyient Insights Private Limited.

On October 16, 2014, Cyient Insights Private Limited (formerly Invati Insights Private Limited) acquired 100% stake in Invati Insights LLC, USA. Goodwill on consolidation of this step down subsidiary amounted to ₹ 10,788,183.

(iii) Goodwill arising on acquisition of Rangsons Electronics Private Limited (REPL) and its wholly owned subsidiary Techno Tools Precision Engineering Private Limited.

On February 04, 2015, the Cyient Limited (formerly Infotech Enterprises Limited) acquired 74% stake in Rangsons Electronics Private Limited and its wholly owned subsidiary, Techno Tools Precision Engineering Private Limited. The total cost of acquisition was ₹ 2,925,310,754. The goodwill has been determined as follows:

Particulars	(Amount in ₹)
Consideration paid	2,925,310,754
Less : 74% of net assets as on February 4, 2015	347,516,300
Goodwill	2,577,794,454

On January 06, 2015, Rangsons Electronics Private Limited acquired 100% stake in Techno Tools Precision Engineering Private Limited, India. Goodwill on consolidation of this step down subsidiary amounted to ₹ 30,303,146.

(iv) Goodwill arising on acquisition of Infotech Enterprises Information Technology Services GmbH

On March 23, 2015, the wholly owned subsidiary Infotech Enterprises Information Technology Services Private Limited acquired 100% stake in Infotech Enterprises Information Technology Services GmbH. The total cost of acquisition was ₹ 1,837,118. The goodwill has been determined as follows

Particulars	(Amount in ₹)
Consideration paid	1,837,118
Less : 100% of net assets as on March 23, 2015	1,670,107
Goodwill	167,011

36. Employee benefits:

The employee benefit schemes are as under:

36.1 Defined contribution plans

i. Provident Fund:

The Company and five of its subsidiaries and one joint venture makes provident fund contributions which are defined contribution retirement benefit plans for qualifying employees. Under the scheme, the Company, the subsidiaries and the joint venture are required to contribute a specified percentage of the payroll costs to fund the benefits. These contributions are made to the Fund administered and managed by the Government of India. The monthly contributions are charged to the Consolidated Statement of Profit and Loss in the period they are incurred. Total expense recognised during the year aggregated ₹ 255,832,417 (2013-14 - ₹ 247,929,253).

ii. (a) Superannuation fund - India

The qualifying employees of the Company receive benefit under a Superannuation scheme which is a defined contribution scheme wherein the employee has an option to choose the percentage of contribution in between 5% to 15% of the basic salary of the covered employee. These contributions are made to a fund administrated by Life Insurance Corporation of India. The Company's monthly contributions are charged to the Consolidated Statement of Profit and Loss in the period they are incurred. Total expense recognised during the year aggregated ₹ 26,769,754 (2013-14 - ₹ 26,633,378).

(b) Superannuation fund - Australia

The employees at the Australia branch of the Company are also covered under a superannuation scheme with various super funds. The Company contributes 9% of the basic salary of the employee. The Company's monthly contributions are charged to the Consolidated Statement of Profit and Loss in the period they are incurred. Total expense recognised during the year aggregated ₹ 75,057,097 (2013-14 - ₹ 72,161,558).

36.2 Defined Benefit Plans

i. Gratuity

Gratuity expense for the Group for the year ended March 31, 2015 is ₹ 164,927,149 (2013-14 - ₹ 61,534,810).

In accordance with the 'Payment of Gratuity Act, 1972' of India, the Company and five of its subsidiaries and one joint venture of its subsidiaries provides for gratuity, a defined retirement benefit plan (the 'Gratuity Plan') covering eligible employees. Liabilities with regard to such gratuity plan are determined by an independent actuarial valuation and are charged to the Consolidated Statement of Profit and Loss in the period determined. The gratuity plan is administered by the Company's own trust which has subscribed to the "Group Gratuity Scheme" of Life Insurance Corporation of India.

The following table sets out the Defined Benefit Plan - as per actuarial valuation as at March 31, 2015 and March 31, 2014 for the Company and its subsidiary in India:

Particulars	(Amount in ₹)	
	For the year ended March 31, 2015*	For the year ended March 31, 2014
Change in benefit obligation		
Projected benefit obligation at the beginning of the year (including on account of acquisition of subsidiary - ₹ 10,679,846)	335,853,022	302,362,828
Current service cost	57,467,842	50,326,564
Interest cost	31,757,449	27,218,932
Actuarial (gain) / loss	79,284,314	(29,829,644)
Benefits paid	(37,144,749)	(24,905,504)
Past service cost	120,230	-
Projected benefit obligation at the end of the year	467,338,108	325,173,176
Change in Plan assets		
Plan assets at the beginning of the year (including on account of acquisition of subsidiary - ₹ 9,531,924)	79,550,143	48,692,361
Expected return on plan assets	9,449,664	5,194,112
Employer contribution	99,710,169	39,825,903
Benefits payment	(37,547,202)	(24,905,504)
Asset loss	(3,358,867)	1,211,347
Plan Assets at the end of the year	147,803,907	70,018,219
Actual return on plan assets	6,090,797	6,405,459
Amount recognised in the balance sheet		
Projected benefit obligation at the end of the year	467,338,108	325,173,176
Fair value of plan assets at the end of the year	(147,803,907)	(70,018,219)
Liability recognised in the Balance Sheet	319,534,201	255,154,957
Cost of employee benefits for the year		
Current service cost	57,188,091	50,326,564
Interest cost	31,757,449	27,218,932
Expected return on plan assets	(9,449,664)	(5,194,112)
Net actuarial (gain) / loss recognised during the year	82,874,909	(31,040,991)
Net cost recognised in the Consolidated Statement of Profit and Loss	162,370,785	41,310,393
Actuarial Assumptions used in accounting for the Gratuity Plan		
Discount rate (%)	7.80 % - 7.81%	9.00%
Expected return on plan assets	8.00% - 9.00%	9.25%
Long term rate of compensation increase (%)	5.00% - 10.00%	6.00% - 8.00%
Attrition (%)	5.00% - 17.00%	17%
Mortality table	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate
Expected company contributions for the next year	72,936,753	60,761,565

Note:

The above table excludes provision for gratuity made at overseas subsidiaries.

*Includes impact of acquisitions made during the year Refer note 30.

Experience adjustments

(Amount in ₹)

Gratuity	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011
Fair value of plan assets, end of period	150,156,159	70,018,219	48,692,361	23,268,234	3,233,273
Projected benefit obligation, end of period	466,313,228	325,173,176	302,362,828	293,820,370	258,199,857
(Surplus)/deficit in the plan	313,618,809	255,154,957	253,670,467	270,552,136	254,966,584
Experience adjustments on plan assets	(583,841)	1,211,347	589,222	(863,656)	(427,125)
(Gains)/losses due to change in assumptions	24,076,364	(14,706,973)	(75,703,649)	(8,779,263)	12,905,568
Experience (gains)/losses on PBO	55,238,376	(15,122,671)	28,716,265	(8,537,801)	(5,771,633)
Total (gain)/loss	78,803,782	(29,829,644)	(46,987,384)	(17,317,064)	7,133,935

The estimates of future salary increases considered in the actuarial valuation take account of price inflation, seniority, promotion and other relevant factors such as demand and supply in the employment market. The discount rate is based on the prevailing market yields of Government of India securities as at Balance Sheet date for the estimated term of the obligation.

Composition of plan assets

Plan assets comprise of 100% insurer managed funds. Fund is managed by LIC as per IRDA guidelines, category-wise composition of the plan assets is not available

ii. a) Compensated absences – India:

Actuarial assumptions for long-term compensated absences	For the year ended March 31, 2015	For the year ended March 31, 2014
Discount rate	7.80%	9.00%
Expected return on plan assets	NA	NA
Salary escalation	6.00% to 8.00%	6.00% - 8.00%
Attrition	17.00%	17.00%
Leave availment ratio	5%	5%

b) Compensated Absences – Overseas Branches and Subsidiaries:

Actuarial assumptions for long-term compensated absences	For the year ended March 31, 2015	For the year ended March 31, 2014
Discount rate	7.80%	9.00%
Expected return on plan assets	8%	NA
Salary escalation	4.00% to 6.00%	4.00%
Attrition	5.00%	5.00%

The accrual for unutilised leave is determined for the entire available leave balance standing to the credit of the employees at year-end as per Company's policy. The value of such leave balance eligible for carry forward, is determined by an independent actuarial valuation and charged to the Consolidated Statement of Profit and Loss in the period determined.

The estimates of future salary increases considered in the actuarial valuation take account of price inflation, seniority, promotion and other relevant factors such as demand and supply in the employment market. The discount rate is based on the prevailing market yields of Government of India securities as at Balance Sheet date for the estimated term of the obligation.

37. 401(K) benefit plan :

The amount payable towards 401(K) benefit plan in Cyient Inc., (formerly Infotech Enterprises America Inc.) was ₹ 15,370,941 (March 31, 2014 - ₹ 8,976,416).

38. Segment Information

Management evaluates Cyient Group's performance and allocates resources based on an analysis of various performance indicators by business verticals and geographical segmentation of customers.

The Cyient Group classifies its operations into three vertically oriented business segments: Data & Network Operations (DNO), Engineering, Manufacturing, Industrial Products (EMI) and Product Realisation (PR). The businesses cater to the specific requirements of customers in their respective user segments.

During the year, the Company renamed its Network & Content Engineering (N&CE) vertical as Data & Network Operations (DNO). There has been no reclassification on account of change of name.

During the year, the Company added a new segment Product Realisation (PR) to its business. This is a completely new segment and there has been no reclassification on account of addition of this new segment.

Geographic segments of the Cyient Group are India, North America, Europe and Rest of the world.

The Cyient Group has identified business segments as its primary segment and geographic segments as its secondary segment.

I. Data & Network Operations (DNO)

DNO vertical services customers in industries such as power, gas, telecom, transportation and local government. The Cyient Group service offerings to the DNO vertical include data conversion, data maintenance, photogrammetry and IT services.

II. Engineering, Manufacturing, Industrial Products (EMI)

EMI vertical services customers in industries such as aerospace, automotive, off-highway transportation and industrial and commercial products, engineering design, embedded software, IT Solutions, manufacturing support, technical publications and other strategic customers.

III. Product Realisation (PR)

PR vertical services is engaged in providing electronic manufacturing solutions in the fields of medical, industrial, automotive, telecommunications, defence and aerospace applications including manufacture and machining of components for aerospace, automotive and defence industries.

Revenue in relation to these verticals is categorized based on items that are individually identifiable to that vertical.

Fixed assets used in the Cyient Group are not identified to any of the reportable segments and management believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities since a meaningful segregation of the available data is onerous.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market /fair value factors.

Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included under "unallocable revenue /expenses /assets /liabilities".

Business Segment	(Amount in ₹)			
For the year ended March 31, 2015	DNO	EMI	PR	Total
External revenue	10,347,146,929	16,440,332,715	571,850,167	27,359,329,811
Less inter-segment revenues	-	-	-	-
Total revenue	10,347,146,929	16,440,332,715	571,850,167	27,359,329,811
Segment results	1,880,208,393	2,107,044,899	26,307,186	4,013,560,478
Un-allocable income (net of un-allocable expenses)				441,981,076
Profit before tax				4,455,541,554
Tax expense				1,096,268,874
Profit after tax before share of profit in associate Company and minority interest				3,359,272,680
Share of profit in associate Company				150,374,958
Minority interest (loss)				22,388,776
Profit for the year				3,532,036,414

(Amount in ₹)

For the year ended March 31, 2014	DNO	EMI	PR	Total
External revenue	7,781,556,434	14,308,444,439	-	22,090,000,873
Less inter-segment revenues	4,586,029	21,087,229	-	25,673,258
Total revenue	7,776,970,405	14,287,357,210	-	22,064,327,615
Segment results	1,871,660,552	2,185,146,886	-	4,056,807,438
Un-allocable expenses (net of un-allocable income)				(518,785,463)
Profit before tax				3,538,021,975
Tax expense				1,030,051,172
Profit after tax before share of profit in associate Company and minority interest				2,507,970,803
Share of profit in associate Company				152,049,600
Profit for the year				2,660,020,403

The segment disclosures for the previous year have been reclassified to conform to the current year's presentation.

Geographic Segments

(Amount in ₹)

Segment Revenue Geographic Location	Year ended March 31, 2015	Year ended March 31, 2014
India	7,325,360,806	4,890,414,505
North America	13,980,079,482	9,954,745,022
Europe	5,015,455,817	4,708,964,798
Rest of World	1,038,433,706	2,510,203,290
TOTAL	27,359,329,811	22,064,327,615

Segment Assets

(Amount in ₹)

Geographic Location	As at March 31, 2015	As at March 31, 2014
India	14,463,494,052	13,062,095,007
North America	4,561,366,061	3,921,765,250
Europe	2,301,500,261	2,213,342,531
Rest of World	130,602,094	259,392,808
TOTAL	21,456,962,468	19,456,595,596

Segment Capital Expenditure

(Amount in ₹)

Geographic Location	Year ended March 31, 2015	Year ended March 31, 2014
India	681,065,975	509,452,418
North America	47,794,740	93,803,722
Europe	31,312,044	19,071,153
Rest of World	2,457,720	2,028,785
TOTAL	681,065,975	624,356,078

39. Related Party Transactions

(i) Cyient Group has transactions with the following related parties:

a. Joint Venture:

Name of the Joint Venture Company	Country of incorporation	Extent of holding (%) as at March 31, 2015	Extent of holding (%) as at March 31, 2014
Infotech HAL Limited	India	50%	50%

b. Associate:

Name of the Associate	Country of incorporation	Extent of holding (%) as at March 31, 2015	Extent of holding (%) as at March 31, 2014
Infotech Aerospace Services Inc.,	USA	49%	49%

c. Key Managerial Personnel:

Name	Designation
B V R Mohan Reddy	Chairman & Managing Director (up to April 11, 2014) Executive Chairman (w.e.f April 12, 2014)
B Sucharitha	Whole Time Director (up to April 12, 2014) (Ceased to be director w.e.f. 17 July 2014)
Krishna Bodanapu	Managing Director & CEO (w.e.f April 24, 2014)
Ajay Aggarwal	Chief Financial Officer

Relative of Executive Chairman & Managing Director & CEO

Name	Designation
B. Ashok Reddy	President - Corporate Affairs

Summary of the transactions and balances with the above related parties are as follows:

(a) Transactions during the year:

(Amount in ₹)

Nature of the transaction	Party name	For the year ended March 31, 2015	For the year ended March 31, 2014
Share of Profits from Associate	Infotech Aerospace Services Inc.,	150,374,958	152,049,600
Advances given/(recovered)	Infotech HAL Limited	2,898,094	240,471
Loans given	Infotech HAL Limited	-	3,750,000
Loans recovered	Infotech HAL Limited	2,812,500	937,500
Repayment of Loan by KMP	B. Ashok Reddy	121,176	93,960
	Ajay Aggarwal	-	466,159
Interest recovered from loan to KMP	B Ashok Reddy	12,048	39,264
Other Income	Infotech HAL Limited	727,644	678,039
Remuneration to Key Managerial Personnel#	B V R Mohan Reddy	56,751,883	53,748,110
	B Sucharitha	2,091,747	2,345,995
	Krishna Bodanapu	35,227,616	9,264,128
	Ajay Aggarwal	12,914,163	11,476,213
	B. Ashok Reddy	9,770,693	8,790,598
Rental expenses	B Sucharitha	6,019,200	5,734,416
Dividend to KMP's	B V R Mohan Reddy	87,584,196	65,688,147
	B Sucharitha	39,247,200	29,434,400
	Krishna Bodanapu	11,104,560	8,215,920
	Ajay Aggarwal	25,800	-

Does not include provision for compensated absences.

(b) Balances at the year-end:

Nature of the Balance	Party name	As at March 31, 2015	As at March 31, 2014
Advance receivable	Infotech HAL Limited	4,383,664	1,509,008
Outstanding loans	Infotech HAL Limited	-	2,812,500
	B Ashok Reddy	426,693	547,869
Outstanding balance payable to KMP	B V R Mohan Reddy Krishna Bodanapu	35,057,014 17,528,507	49,858,261 -

40. Lease expenses incurred under operating leases aggregating ₹ 425,477,935 (2013-14 - ₹ 278,643,023) have been recognised as an expense in the Consolidated Statement of Profit and Loss. The future minimum lease commitments of Cyient Group under non-cancellable operating leases are as follows:

	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
Maximum obligations on long-term non-cancellable operating leases:		
Not later than one year	372,593,776	237,037,975
Later than one year but not later than five years	686,974,896	551,179,321
Later than five years	137,677,482	99,582,737
TOTAL	1,197,246,155	887,800,033

41. Earnings per Share (EPS)

	(Amount in ₹)	
Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Profit after taxation (₹)	3,532,036,414	2,660,020,403
Basic:		
Number of shares outstanding at the year end	112,361,065	111,964,613
Weighted average number of equity shares	112,182,127	111,743,379
Earnings per share (₹)	31.48	23.80
Diluted:		
Effect of potential equity shares on employee stock options outstanding	396,868	483,953
Weighted average number of equity shares outstanding (including dilution)	112,578,995	112,227,332
Earnings per share (₹)	31.37	23.70

42. Provision for taxation

42.1 Current tax

Company:

The Company has made provision towards current tax in respect of its domestic operations for the year ended March 31, 2015. Further, the Management has assessed the Company's tax position in respect of its overseas operations taking into account the relevant rules and regulations as applicable in the respective countries. Based on professional advice, it has determined that the provision made currently is adequate and no additional provision for current tax for the current year needs to be made in respect of the same.

Subsidiaries:

An amount of ₹ 316,563,205 (2013-14 - ₹ 272,881,660) has been included under Current tax expense in respect of the subsidiaries of the Company.

42.2 Deferred Taxes

Company:

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
(A) Deferred tax (liability)		
(i) Depreciation & Amortisation	(173,117,617)	(167,250,379)
Sub-Total (A)	(173,117,617)	(167,250,379)
(B) Deferred tax asset		
(i) Employee benefits	154,332,121	143,096,388
(ii) Others	24,709,472	36,316,846
Sub-Total (B)	179,041,593	179,413,234
Net Deferred tax assets/(liability) [(A) + (B)]	5,923,976	12,162,855

Note: Deferred tax on impact of change in useful lives of certain class of fixed assets is ₹ 5,716,126 (Refer Note 53)

Subsidiaries:

The breakup of deferred tax assets/liabilities is as follows:

Particulars	(Amount in ₹)	
	As at March 31, 2015*	As at March 31, 2014
(A) Deferred tax (liability)		
(i) Fixed Assets	(38,887,769)	-
(ii) Others	(11,633,648)	(51,758,956)
Sub-Total (A)	(50,521,417)	(51,758,956)
(B) Deferred tax asset		
(i) Employee benefits	2,567,287	2,567,287
(ii) Unabsorbed losses and depreciation	-	-
(iii) Fixed Assets	6,488,660	174,789
(iv) Others	50,258,989	58,630,813
Sub-Total (B)	59,314,936	61,372,889
Net Deferred tax assets/(liability) [(A) + (B)]	8,793,519	9,613,933

* Includes Deferred Tax balances on account of acquisitions made during the year (Refer Note 30).

42.3 Tax pertaining to earlier years

Tax pertaining to earlier years relates to adjustment made to tax provision for earlier year arising from the Income tax assessments in India and its subsidiaries ₹ 23,962,344 (2013 - 14 ₹ 1,264,263).

42.4 Transfer pricing

The Company has entered into international transactions with related parties. In this regard, the Management is of the opinion that all necessary documents as prescribed by the Income Tax Act, 1961, to prove that these transactions are at arm's length are maintained by the Company and that the aforesaid legislation will not have any impact on the financial statements, particularly on the tax expense and the provision for taxation.

42.5 Minimum Alternate Tax (MAT) credit entitlement

Particulars	(Amount in ₹)	
	March 31, 2015	March 31, 2014
Opening MAT credit entitlement	1,123,805	1,624,969
Add: made during the year	2,009,229	-
Less: utilised during the year	581,346	501,164
Closing MAT credit entitlement	2,551,688	1,123,805

43. Research and Development Expenses - Company

Revenue expenditure pertaining to research and development charged to the Statement of Profit and Loss amounts to ₹ 14,687,303 (2013-14 - ₹ 13,212,331). The Company has made an application to the Department of Scientific and Industrial Research (DSIR) for approval of R&D centres and the same is pending approval. The Company has not claimed any deduction on eligible R&D expenditure during the year.

44. Investment in Joint Venture : Infotech HAL Limited

The notes forming part of the Consolidated Balance Sheet and Consolidated Statement of Profit and Loss include the following amounts towards Cyient's share in the Joint Venture:

Balance Sheet:

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
Reserves and surplus	(13,315,089)	(16,626,597)
Short-term provisions	59,994	41,461
Long-term provisions	668,786	362,362
Trade payables	13,754,317	9,215,488
Short-term borrowings	-	1,406,250
Other current liabilities	33,750	194,188
Fixed assets	98,503	104,638
Long-term loans and advances	2,281,291	2,065,154
Trade receivables	10,740,638	3,623,669
Cash and bank balances	1,442,517	2,715,287
Short-term loans and advances	245,802	300,298
Other current assets	6,393,007	5,784,071

Statement of Profit and loss:

Particulars	(Amount in ₹)	
	Year ended March 31, 2015	Year ended March 31, 2014
Income from services	30,018,705	14,302,222
Other Income	134,946	428,552
Employee benefits expense	8,177,220	5,838,475
Other expenses	18,577,488	8,213,829
Finance costs	46,875	109,548
Depreciation and Amortisation expense	11,083	14,202
Tax	12,625	-

45. Details of provisions

The Company has made provision for various contractual obligations and disputed liabilities based on its assessment of the amount it estimates to incur to meet such obligations, details of which are given below:

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
Opening Balance	4,097,989	2,383,485
Additions during the year	6,326,595	6,815,099
Utilisation / Reverse	4,845,802	5,100,595
Closing Balance	5,578,782	4,097,989

Of the above, the following amounts are expected to be utilised within a year:

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
Provision for warranty	5,578,782	4,097,989

46.1 Associate Stock Option Plans

Infotech Employee Stock Offer Scheme 1999 (ESOP Plan)

In 1998-99, the Company set up the Infotech Employee Stock Offer Scheme (ESOP Plan) and allotted 80,900 equity shares of ₹ 10 each at a premium of ₹ 100 per share to the "Infotech ESOP Trust" ("Trust"). The Trust, on the recommendation of the Management and upon the receipt of full payment upfront transfers the equity shares in the name of selected employees. The Company modified the ESOP Plan and adjusted the number of options and exercise price on account of bonus issue and stock split cum bonus issue during 2002-03, 2006-07 and 2010-11 respectively. These equity shares are under lock-in period (i.e., the date of transfer of the shares from the Trust to the employee) and it differs from offer to offer. When the employee leaves the Company before the expiry of the lock-in-period the options allocated to such employee stands transferred to the Trust at a predetermined price. Hence, the lock-in-period has been considered as the vesting period. However, the Trust and the Company have a discretionary power to waive the restriction on selling such stock to the Trust.

As at March 31, 2015 & March 31, 2014, 80,900 equity shares of ₹ 10 each have been allotted to the Infotech ESOP trust.

Associate Stock Option Plan - 2001 (ASOP 2001)

The Company instituted ASOP 2001 in April 2001 and earmarked 225,000 equity shares of ₹ 10 each for issue to the employees under ASOP. The Company modified ASOP 2001 and adjusted the number of options and exercise price on account of stock split cum bonus issue during 2006-07. Under ASOP 2001, options will be issued to employees at an exercise price, which shall not be less than the market price on the date of grant. These options vest over a period ranging from one to three years from the date of grant, starting with 10% at the end of first year, 15% at the end of one and half years, 20% after two years, 25% at the end of two and half years and 30% at the end of third year.

As at March 31, 2015, 1,650,630 (March 31, 2014 - 1,650,630) equity shares of ₹ 5 each has been allotted to the associates under ASOP 2001 plan. Accordingly, options (net of cancellations) for a total number of Nil (March 31, 2014 - Nil) equity shares of ₹ 5 each were outstanding as at March 31, 2015.

Associate Stock Option Plan - 2002 (ASOP 2002)

The Company instituted ASOP 2002 in October 2002 and earmarked 575,000 equity shares of ₹ 10 each for issue to the employees under ASOP. The Company modified ASOP 2002 and adjusted the number of options and exercise price on account of stock split cum bonus issue during 2006-07. Under ASOP 2002, options will be issued to employees at an exercise price, which shall not be less than the market price on the date of grant. These options vest over a period ranging from one to three years from the date of grant, starting with 10% at the end of first year, 15% at the end of one and half years, 20% after two years, 25% at the end of two and half years and 30% at the end of third year.

As the options were granted to the employees at the market price on the date of grant there is no cost relating to grant of options during the year.

Changes in number of options outstanding were as follows:

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
Options outstanding at the beginning of the year	-	158,220
Granted	-	-
Forfeited	-	(158,220)
Exercised	-	-
Options outstanding at the end of year	-	-

There are no outstanding options pertaining to associates of subsidiary companies.

As at March 31, 2015, 2,123,507 (March 31, 2014 - 2,123,507) equity shares of ₹ 5 each has been allotted to the associates under ASOP 2002 plan. Accordingly, options (net of cancellations) for a total number of Nil (March 31, 2014 - Nil) equity shares of ₹ 5 each were outstanding as at March 31, 2015.

Associate Stock Option Plan - 2004 (ASOP 2004)

The Company instituted ASOP 2004 in October 2004 and earmarked 1,150,000 equity shares of ₹ 10 each for issue to the employees under ASOP. The Company modified ASOP 2004 and adjusted the number of options and exercise price on account of stock split cum bonus issue during 2006-07. Under ASOP 2004, options will be issued to employees at an exercise price, which shall not be less than the market price on the date of grant. These options vest over a period ranging from one to three years from the date of grant, starting with 10% at the end of first year, 15% at the end of one and half years, 20% after two years, 25% at the end of two and half years and 30% at the end of third year.

As the options were granted to the employees at the market price on the date of grant there is no cost relating to grant of options during the year.

Changes in number of options outstanding were as follows:

Particulars	(Amount in ₹)	
	March 31, 2015	March 31, 2014
Options outstanding at the beginning of the year	-	217,276
Granted	-	-
Forfeited	-	(105,624)
Exercised	-	(111,652)
Options outstanding at the end of year	-	-

As at March 31, 2015, 3,296,545 (March 31, 2014 - 3,296,545) equity shares of ₹ 5 each has been allotted to the associates under ASOP 2004 plan. Accordingly, options (net of cancellations) for a total number of Nil (March 31, 2014 - Nil) equity shares of ₹ 5 each were outstanding as at March 31, 2015.

Associate Stock Option Plan - 2008 (ASOP 2008)

The Company instituted ASOP 2008 in July 2008 and earmarked 1,000,000 equity shares of ₹ 5 each for issue to the employees under ASOP. Under ASOP 2008, options will be issued to employees at an exercise price, which shall not be less than the market price on the date of grant. These options vest over a period ranging from one to three years from the date of grant, starting with 10% at the end of first year, 15% at the end of one and half years, 20% after two years, 25% at the end of two and half years and 30% at the end of third year.

As the options were granted to the employees at the market price on the date of grant there is no cost relating to grant of options during the year.

Changes in number of options outstanding were as follows:

Particulars	(Amount in ₹)	
	March 31, 2015	March 31, 2014
Options outstanding at the beginning of the year	956,144	1,098,963
Granted	105,000	160,000
Forfeited	(27,309)	(52,825)
Exercised	(396,452)	(249,994)
Options outstanding at the end of year	637,383	956,144

Out of the total outstanding options, 125,000 (March 31, 2014 - 90,000) options pertain to options granted to the associates of subsidiary companies. During the year company has granted 105,000 options to the associates.

As at March 31, 2014, 685,259 (March 31, 2014 - 288,807) equity shares of ₹ 5 each has been allotted to the associates under ASOP 2008 plan. Accordingly, options (net of cancellations) for a total number of 637,383 (March 31, 2014 - 956,144) equity shares of ₹ 5 each were outstanding as at March 31, 2015.

Proforma EPS

In accordance with Securities Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, had the compensation cost for Stock Option plans been recognized based on the fair value at the date of grant in accordance with Black Scholes model, the proforma amounts of the Company's net profit and earnings per share would have been as follows:

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
A. Profit After Tax		
- As reported (₹)	3,532,036,414	2,660,020,403
- Proforma (₹)	3,527,549,277	2,650,304,660
B. Earnings Per Share		
Basic		
- Weighted average number of shares	112,182,127	111,743,379
- EPS as reported (₹)	31.48	23.80
- Proforma EPS (₹)	31.44	23.72
Diluted		
- Weighted average number of shares	112,578,995	112,227,332
- EPS as reported (₹)	31.37	23.70
- Proforma EPS (₹)	31.33	23.62

The following assumptions were used for calculation of fair value of grants:

Particulars	March 31, 2015 Black-Scholes Model	March 31, 2014 Black-Scholes Model
Exercise price (₹) (ASOP 2004),(ASOP 2002)	324	184
Grant Date share price (₹) (ASOP 2008)	325.05	184
Dividend yield (%)	1.95	2.44
Expected volatility (%)	59.07	52
Risk-free interest (%)	8.00	8.50 - 9.00
Expected term (in years)	1- 3	1- 3

During the year company has granted 105,000 options to the associates in respect of ASOP 2008

As no grants were made during the year ended March 31, 2015 and March 31, 2014 in respect of ASOP 2002 and ASOP 2004, the assumptions have not been changed.

46.2 Bonus Issue

The members of the Company during the financial year 2010-11 approved the Bonus Issue at the rate of one equity share of ₹ 5 each for every one equity share of ₹ 5 each held. The effect of bonus issue has been applied to all the outstanding options as at the date of member's approval.

47. Share application money pending allotment

The Company has received ₹ Nil (March 31, 2014 - ₹ 1,428,050) towards share application money pending allotment. The share application money relates to money received from associates pursuant to Associate Stock Option Plan (ASOP) 2008.

48. Intangible assets under development

Intangible assets under development include amounts incurred by the Company to acquire right to use / right to exclusive supply arrangements. Subsequent to the completion of the projects the amounts would be capitalised as Intangible assets. Intangible assets under development includes:

- (a) Amounts incurred by the Company pursuant to an agreement with a customer to reengineer and design certain equipment for which the Company would acquire a right to exclusive manufacture and supply of the cases to the customers over the contracted period ₹ 8,999,949 (March 31, 2014 - ₹ 8,999,949).
- (b) Amounts incurred by the Company's wholly owned subsidiary pursuant to an agreement with a customer towards efficiency improvement in certain equipment on a risk/reward sharing model ₹ 31,914,829 (March 31, 2014 - ₹ Nil)

49. The Company contributes towards Corporate Social Responsibility (CSR) activities through its trust, Cyient Foundation (formerly Infotech Enterprises Charitable Trust). As per Section 135 of the Companies Act, 2013, a CSR committee has been formed by the company. The areas for CSR activities are promoting education, adoption of schools, medical and other social projects.

50. During the year, consequent to an internal reorganisation, the Bristol branch of Cyient GmbH (formerly Infotech Enterprises GmbH) situated in UK was transferred to Cyient Europe Limited (formerly Infotech Enterprises Europe Limited) w.e.f November 1, 2014. This transaction has no impact on the consolidated financial results.

51. Contingency reserve relates to certain tax liabilities. During the current year, the Company received favourable orders from various tax appellate authorities with respect to assessment years. As a result, the Company transferred ₹ 161,000,000 from contingency reserve to general reserve, based on professional advise. Balance in contingency reserve as at March 31, 2015 ₹ Nil (March 31, 2014 ₹ 161,000,000).

52. The Board of Directors of the Company approved the merger of Infotech Geospatial (India) Private Limited with the Company and Softential Inc. with Cyient Inc. (Formerly Infotech Enterprises America Inc.) w.e.f April 01, 2015.

53. Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be Nil as on April 1, 2014, and has adjusted an amount of ₹ 11,389,934 (net of deferred tax of ₹ 5,741,806) against the opening Surplus in the Consolidated Statement of Profit and Loss under Reserves and Surplus.

The depreciation expense in the Consolidated Statement of Profit and Loss for the year is lower by ₹ 54,981,117 consequent to the change in the useful life of the assets (Refer Note 4).

54. Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the "Companies Act, 2013

Name of the entity (Refer Note 1)	Net assets - As at March 31, 2015		Share of profit or loss - Year Ended March 31, 2015	
	As % of consolidated net assets	Amount (in ₹)	As % of consolidated profit or loss	Amount (in ₹)
Parent Company				
Cyient Limited	83.59%	15,517,043,417	76.77%	2,711,589,299
Subsidiaries				
Indian				
1 Infotech Geospatial India Private Limited	-0.16%	(29,438,246)	-0.23%	(8,004,872)
2 Infotech Enterprises Information Technology Services Private Limited (Consolidated)	0.36%	66,000,579	0.26%	9,114,087
3 Cyient Insights Private Limited (formerly Invati Insights Private Limited) (Consolidated)	-0.26%	(47,971,440)	-1.31%	(46,150,555)
4 Rangsons Electronics Private Limited (Consolidated)	1.31%	244,010,262	0.02%	865,369
5 Minority Interest of Cyient Insights Private Limited (formerly Invati Insights Private Limited) (Consolidated)	0.00%	-	0.64%	22,613,771
6 Minority Interest of Rangsons Electronics Private Limited (Consolidated)	-0.66%	(122,325,318)	-0.01%	(224,996)
Foreign (Refer Note 2 below)				
1 Cyient Inc. (formerly Infotech Enterprises America Inc.) (Consolidated)	8.71%	1,617,187,178	15.07%	532,279,538
2 Cyient Eurpore Limited (formerly Infotech Enterprises Europe Limited) (Consolidated)	0.46%	85,947,328	4.73%	167,020,081
3 Cyient GmbH (formerly Infotech Enterprises GmbH) (Consolidated)	3.65%	678,035,701	-0.44%	(15,396,628)
4 Cyient KK (formerly Infotech Enterprises Japan KK)	-0.52%	(96,295,677)	0.13%	4,627,999
Associates (Investment as per the equity method)				
Foreign				
1 Infotech Aerospace Services Inc.	3.58%	664,038,116	4.26%	150,374,958
Joint Ventures (as per proportionate consolidation)				
Indian				
1 Infotech HAL Limited	-0.07%	(13,315,089)	0.09%	3,328,361

Note 1: Step down subsidiary figures have been consolidated with the respective subsidiaries.

Note 2: Cyient Australia Pty Limited has not been consolidated and hence not disclosed in the above note (Refer Note 30).

55. Regrouping/Reclassification

Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosures.

On behalf of the Board of Directors

B.V.R. Mohan Reddy
Executive Chairman
(DIN – 00058215)

Krishna Bodanapu
Managing Director & CEO
(DIN – 05301037)

Ajay Aggarwal
Chief Financial Officer

Sudheendhra Putty
Company Secretary

Place : Hyderabad
Date : April 23, 2015

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014 - AOC I)

Part "A": Subsidiaries

(INR in Millions except % of shareholding)

Name of the subsidiary	Cyient Inc.,	Cyient Europe limited	Cyient GmbH	Cyient KK	Infotech Geospatial (India) Private Ltd	Infotech Enterprises Information technology services Private Limited	Cyient Insights Private Limited	Ransons Electronics Private Limited
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April to March	April to March	April to March	April to March	April to March	April to March	April to March	April to March
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign Subsidiaries.	USD 62.59	GBP 92.46	EUR 67.51	JPY 0.52	INR	INR	INR	INR
Share capital	21,450,000	1,850,000	600,000	9,000,000	40,000,000	100,000	19,994,784	13,670,000
Reserves & surplus	24,228,109	1,233,578	11,233,802	(191,275,581)	(56,549,903)	66,000,579	(69,309,177)	456,811,991
Total assets	96,355,426	22,692,696	25,050,787	278,323,766	34,000,281	122,616,235	23,987,628	2,004,066,359
Total Liabilities	50,677,317	19,609,118	13,216,985	460,599,347	-	56,515,657	73,302,021	1,533,584,368
Investments	1,928	1,949	-	-	-	-	-	-
Turnover	234,218,341	24,360,567	36,347,588	401,995,219	20,588,239	240,345,359	13,047,693	571,850,167
Profit before taxation	13,936,962	1,437,919	1,679,662	(26,724,443)	(12,172,362)	10,647,619	(46,029,145)	1,332,529
Provision for taxation	5,203,737	200,718	534,288	7,000	(4,168,316)	1,245,439	121,140	467,160
Profit after taxation	8,733,225	1,237,201	1,145,375	(26,794,443)	(8,004,046)	9,402,180	(46,150,555)	865,369
Proposed Dividend	-	-	-	-	-	-	-	-
% of shareholding	100%	100%	100%	100%	100%	100%	51%	74%

Notes : The following information shall be furnished at the end of the statement:

1. Cyient Australia Pty Ltd. was incorporated during the year 2014-15. It has not yet started commercial operations.
2. Names of subsidiaries which have been liquidated or sold during the year - None.

Part "B": Associates and Joint Ventures

Name of Associate/Joint Venture	Infotech Aerospace Services Inc., USA	Infotech HAL Limited , India
1. Latest audited Balance Sheet Date	March 31, 2015	March 31, 2015
2. Shares of Associate/Joint Ventures held by the company on the year end		
i. No.	i) 490	i. 2,000,000
ii. Amount of Investment in Associates/Joint Venture	ii) ₹ 11,172,000	ii. ₹ 20,000,000
iii. Extent of Holding%	iii) 49%	iii. 50%
3. Description of how there is significant influence	There is no significant influence	There is significant influence to the extent of shareholding
4. Reason why the associate/joint venture is not consolidated	NA	NA
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	\$ 27,870,020	₹ 13,369,823
6. Profit/Loss for the year		
i. Considered in Consolidation	i) ₹ 150,374,958	i) ₹ 3,328,361
ii. Not Considered in Consolidation	ii) -	ii) -

- Names of associates or joint ventures which are yet to commence operations - None.
- Names of associates or joint ventures which have been liquidated or sold during - None.

A 10 Year Historical Prespective - Standalone

(₹ Millions except per share data, other information and ratios)

Particulars	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15
For the year										
Total Revenue	2,150.52	3,549.40	4,540.86	5,438.11	6,079.50	6,774.24	9,173.78	10,888.66	12,769.19	13,969.46
EBITDA	493.77	988.77	1,091.92	1,123.29	1,960.04	1,667.73	2,645.64	3,196.24	3,967.31	4,053.64
Financial charges	3.03	3.61	28.70	35.14	4.71	0.80	5.65	0.85	3.61	5.12
Depreciation & Amortization	139.34	222.69	343.03	426.64	407.07	375.48	411.59	563.23	648.66	618.05
Provision for Income Tax	65.00	100.08	94.30	110.00	125.70	125.78	714.59	699.14	763.12	706.92
Deferred Tax	(7.88)	(1.34)	25.02	(174.10)	154.92	9.76	(72.15)	71.45	2.77	11.96
Fringe Benefit Tax	10.51	13.27	15.29	17.00	-	-	-	-	-	-
Profit Before Exceptional item	283.76	650.45	585.57	708.62	1,267.65	1,155.91	1,585.96	1,861.56	2,549.15	2,711.59
Exceptional items	-	-	-	-	-	(22.89)	-	18.12	-	-
Profit after tax from ordinary activities	283.76	650.45	585.57	708.62	1,267.65	1,178.80	1,585.96	1,843.45	2,549.15	2,711.59
Dividend	34.24	51.92	62.55	82.84	222.00	138.97	278.54	585.50	559.26	898.79
As at the end of the year										
Share capital	152.19	230.77	1,241.28	276.15	277.50	556.38	557.08	558.01	559.82	561.81
Reserves and surplus	1,963.58	2,504.56	5,014.97	6,622.86	7,760.85	8,523.12	9,792.34	11,108.27	13,298.26	15,244.29
Net Worth	2,115.78	2,735.33	6,256.25	6,899.01	8,038.35	9,079.50	10,349.42	11,666.28	13,858.09	15,806.09
Share application money pending allotment	-	-	-	-	-	-	-	3.92	1.43	-
Loan funds	2.31	151.74	380.54	186.67	-	-	-	-	-	-
Gross block	1,679.44	2,323.50	3,703.78	4,542.28	4,836.26	5,350.39	5,976.23	6,810.10	7,226.05	7,806.43
Capital investment	553.09	644.06	1,380.27	838.50	293.99	514.12	625.84	833.87	415.95	580.38
Net Current assets	757.40	1,046.02	1,766.40	3,203.98	2,651.53	4,495.57	5,438.16	6,230.26	8,523.76	7,589.22
Debt - equity ratio	0.001	0.055	0.061	0.027	-	-	-	-	-	-
Market capitalization										
Per share data										
Bonus/Capital History	1:2				1:1					
Basic earnings from ordinary activities (₹) (EPS)	18.80	14.18	11.54	13.30	11.45	10.60	14.24	16.53	22.81	24.17
Dividend Per Share (₹) (DPS)	2.25	1.13	1.20	1.50	2.00	1.25	2.50	4.50	5.00	8.00
Dividend (%)	22.5%	22.5%	24.0%	30.0%	40.0%	25.0%	50.0%	90.0%	100.0%	160.0%
Dividend Pay-out (%)	12.1%	8.0%	10.7%	11.7%	17.5%	11.8%	17.6%	27.2%	21.9%	33.1%
Book Value (₹)	139	59	120	125	72	82	93	105	124	141
Face Value (₹)	10	5	5	5	5	5	5	5	5	5

The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Figures for FY 10-11 have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

*The Company sub divided it ₹ 10 share into 2 shares of ₹ 5 each. Post that 1 Bonus share was issued for every 2 shares held.

Financial Analysis – Standalone Balance Sheet

(₹ Million and Percentage)

	2014-15	%	2013-14	%	2012-13	%	2011-12	%	2010-11	%
SOURCES OF FUNDS										
Shareholders' Funds										
Share Capital	561.81	3.45	559.82	3.94	558.01	4.65	557.08	5.19	556.38	5.91
Reserves and Surplus	15,244.29	93.65	13,298.26	93.61	11,108.27	92.53	9,792.34	91.21	8,523.12	90.60
Net worth	15,806.09	97.10	13,858.09	97.55	11,666.28	97.18	10,349.42	96.40	9,079.50	96.52
Share application money pending allotment	-	-	1.43	0.01	3.92	0.03	-	-	-	-
Loan Funds										
Secured	-	-	-	-	-	-	-	-	-	-
Unsecured	-	-	-	-	-	-	-	-	-	-
Total debt	-	-	-	-	-	-	-	-	-	-
Long Term Liabilities										
Long Term Provisions	472.59	2.90	346.58	2.44	334.94	2.79	386.41	3.60	323.35	3.44
TOTAL	16,278.69	100.00	14,206.09	100.00	12,005.14	100.00	10,735.83	100.00	9,407.09	100.00
APPLICATION OF FUNDS										
Fixed Assets Gross	7,806.43	57.95	7,226.05	50.87	6,810.10	56.73	5,976.23	55.67	5,350.39	56.88
Depreciation & Amortization	4,687.57	28.80	4,061.80	28.59	3,464.11	28.86	2,924.36	27.24	2,590.40	27.54
Net block	3,118.86	19.16	3,164.25	22.27	3,345.99	27.87	3,051.87	28.43	2,759.99	29.34
Non Current Investments	4,460.29	27.40	1,447.04	10.19	1,447.04	12.05	1,447.04	13.48	1,459.21	15.51
Deferred Tax Assets	5.92	0.04	12.16	0.09	14.93	0.12	86.38	0.80	14.23	0.15
Long Term loans & Advances	1,104.39	6.78	1,058.88	7.45	966.91	8.05	712.37	6.64	671.15	7.13
Other Non Current Assets	-	-	-	-	-	-	-	-	6.95	0.07
Current Assets										
Current Investment	336.08	2.06	400.36	2.82	609.77	5.08	222.49	2.07	334.12	3.55
Trade Receivables	2,983.92	18.33	2,664.47	18.76	1,802.63	15.02	1,813.01	16.89	1,424.55	15.14
Cash & Cash Equivalents	4,424.55	27.18	5,807.91	40.88	4,248.05	35.39	3,908.31	36.40	2,938.63	31.24
Short Term Loans and Advances	842.53	5.18	703.35	4.95	590.89	4.92	251.88	2.35	330.37	3.51
Other Current Assets	1,131.97	6.95	961.56	6.77	814.06	6.78	477.50	4.45	293.29	3.12
Total Current assets	9,719.05	59.70	10,537.65	74.18	8,065.40	67.18	6,673.19	62.16	5,320.96	56.56
Less: Current Liabilities	2,129.82	13.08	2,013.89	14.18	1,835.14	15.29	1,235.03	11.50	825.39	8.77
Net current Assets	7,589.22	46.62	8,523.76	60.00	6,230.26	51.90	5,438.16	50.65	4,495.57	47.79
TOTAL	16,278.69	100.00	14,206.09	100.00	12,005.14	100.00	10,735.83	100.00	9,407.09	100.00

Financial Analysis – Standalone

Profit and Loss Summary

Profit and Loss Summary												
	2014-15		2013-14		2012-13		2011-12		2010-11		(₹ Million and Percentage)	
INCOME		%		%		%		%		%		%
Revenue from Operations	12,940.14	92.63	12,244.89	95.89	10,515.56	96.57	8,638.00	94.16	6,476.67	95.61		
Other Income	1,029.32	7.37	524.30	4.11	373.10	3.43	535.79	5.84	297.57	4.39		
Total Income	13,969.46	100.00	12,769.19	100.00	10,888.66	100.00	9,173.78	100.00	6,774.24	100.00		
EXPENDITURE												
Employee Benefits Expense	6,439.41	46.10	5,716.49	44.77	4,994.72	45.87	4,247.76	46.30	3,320.94	49.02		
Operating, Administration And Other Expenses	3,476.41	24.89	3,085.39	24.16	2,697.70	24.78	2,280.38	24.86	1,785.56	26.36		
Finance Costs	5.12	0.04	3.61	0.03	0.85	0.01	5.65	0.06	0.80	0.01		
Depreciation And Amortisation Expenses	618.05	4.42	648.66	5.08	563.23	5.17	411.59	4.49	375.48	5.54		
Total Expenditure	10,539.00	75.44	9,454.14	74.04	8,256.51	75.83	6,945.39	75.71	5,482.79	80.94		
Profit before exceptional items and tax	3,430.46	-	3,315.04	-	2,632.15	-	2,228.40	24.29	1,291.45	19.06		
Exceptional items	-	-	-	-	18.12	0.17	-	-	(22.89)	(0.34)		
Profit after exceptional items and before tax	3,430.46	24.56	3,315.04	25.96	2,614.03	24.01	2,228.40	24.29	1,314.34	19.40		
Provision for Income Tax	706.92	5.60	763.12	5.98	699.14	6.42	714.59	7.79	125.78	1.86		
Deferred Tax	11.96	0.09	2.77	0.02	71.45	0.66	(72.15)	(0.79)	9.76	0.14		
Fringe Benefit Tax	-	-	-	-	-	-	-	-	-	-		
PROFIT AFTER TAX	2,711.59	19.41	2,549.15	19.96	1,843.45	16.93	1,585.96	17.29	1,178.80	17.40		

Financial Analysis – Consolidated

Balance Sheet

Balance Sheet										
	2014-15		2013-14		2012-13		2011-12		(₹ Million and Percentage)	
		%		%		%		%	2010-11	%
SOURCES OF FUNDS										
Shareholders' Funds										
Share Capital	561.81	2.86	559.82	3.43	558.01	4.09	557.08	4.60	556.38	5.18
Reserves and Surplus	17,878.79	90.91	15,323.44	93.90	12,663.51	92.76	11,017.74	91.05	9,736.74	90.63
Net worth	18,440.59	93.77	15,883.27	97.33	13,221.53	96.85	11,574.81	95.65	10,293.12	95.81
Share application money pending allotment	-	-	1.43	0.01	3.92	0.03	-	-	-	-
Loan Funds										
Secured	466.77	-	-	-	-	-	-	-	-	-
Unsecured	-	-	-	-	-	-	-	-	-	-
Total debt	466.77	2.37	-	-	-	-	-	-	-	-
Long term Liabilities	3.14	0.02							19.87	0.18
Long term Provisions	582.35	2.96	381.71	2.34	380.84	2.79	493.14	4.08	420.02	3.91
Minority Interest	122.33	0.62	-	-	-	-	-	-	-	-
Deferred Tax Liability	50.52	0.26	51.76	0.32	45.07	0.33	33.06	0.27	10.66	0.10
TOTAL	19,665.71	100.00	16,318.17	100.00	13,651.37	100.00	12,101.02	100.00	10,743.66	100.00
APPLICATION OF FUNDS										
Fixed Assets Gross (Including Goodwill)	13,386.58	68.07	7,998.49	49.02	7,555.77	55.35	6,810.63	56.28	6,326.70	58.89
Depreciation & Amortization	5,405.45	27.49	4,561.90	27.96	3,973.39	29.11	3,345.16	27.64	2,933.24	27.30
Net block	7,981.13	40.58	3,436.58	21.06	3,582.38	26.24	3,465.47	28.64	3,393.46	31.59
Non Current Investments	675.42	3.43	525.04	3.22	372.99	2.73	243.94	2.02	578.62	5.39
Deferred Tax Assets	65.24	0.33	73.54	0.45	38.40	0.28	63.22	0.52	25.31	0.24
Long term loans and advances	1,358.96	6.91	1,068.43	6.55	912.45	6.68	734.70	6.07	634.98	5.91
Other non-current assets	1.84	0.01	2.08	0.01	0.19	0.00	-	0.00	24.98	0.23
Current Assets										
Current Investment	336.08	1.71	400.36	2.45	609.77	4.47	222.49	1.84	334.12	3.11
Inventories	606.06	3.68	-	-						
Trade Receivables	5,335.86	27.13	4,799.79	29.41	4,007.48	29.36	3,674.97	30.37	2,567.03	23.89
Cash and cash equivalents	6,228.51	31.67	6,912.70	42.36	4,983.51	36.51	4,559.85	37.68	3,507.49	32.65
Short-term loans and advances	1,362.76	6.93	710.06	4.35	589.25	4.32	352.57	2.91	372.76	3.47
Other current assets	1,833.80	9.32	1,624.84	9.96	1,003.57	7.35	719.24	5.94	414.31	3.86
Total Current Assets	15,703.07	79.85	14,447.76	88.54	11,193.58	82.00	9,529.12	78.75	7,195.70	66.98
Current Liabilities	6,119.94	31.12	3,235.25	19.83	2,448.63	17.94	1,935.44	15.99	1,109.38	10.33
Net current Assets	9,583.13	48.73	11,212.50	68.71	8,744.95	64.06	7,593.68	62.75	6,086.32	56.65
TOTAL	19,665.71	100.00	16,318.17	100.00	13,651.37	100.00	12,101.02	100.00	10,743.66	100.00

(₹ Million and Percentage)

(₹ Million and Percentage)

Ratio Analysis - Standalone

Ratio analysis for the year ended March 31		2015	2014	2013	2012	2011
cyient.com	Ratio - Financial Performance					
	Revenue from Operations/Total revenue (%)	92.63	95.89	96.57	94.16	95.61
	Other Income/Total revenue (%)	7.37	4.11	3.43	5.84	4.39
	Employee cost/Total revenue (%)	46.10	44.77	45.87	46.30	49.02
	Administration expenses/Total revenue (%)	24.89	24.16	24.78	24.86	26.36
	Operating expenses/Total revenue (%)	70.98	68.93	70.65	71.16	75.38
	Depreciation/Total revenue (%)	4.42	5.08	5.17	4.49	5.54
	Financial Charges/Total revenue (%)	0.04	0.03	0.01	0.06	0.01
	Tax /Total revenue (%)	5.06	5.98	6.42	7.79	1.86
	TAX/PBT (%)	20.61	23.02	26.75	32.07	9.57
	EBIDTA/Total revenue (%)	29.02	31.07	29.19	28.84	24.62
	Net Profit (PAT)/Total revenues (%)	19.41	19.96	16.93	17.29	17.40
	Net Profit (PAT)/Average net worth (%)	18.28	19.97	16.75	16.33	13.77
	ROCE (PBIT/Average capital employed) (%)	23.16	26.00	23.92	23.00	15.10
2014-15	Ratios- Balance sheet					
	Debt-equity ratio	-	-	-	-	-
	Debtors turnover (Days)	84	79	63	77	80
	Current ratio	4.56	5.23	4.39	5.40	6.45
	Cash & cash equivalents/Total assets (%)	24.04	35.81	30.69	34.51	32.01
	Cash & cash equivalents/Total revenue (%)	31.67	45.48	39.01	45.03	48.31
	Depreciation/Average gross block (%)	8.22	9.24	8.81	7.27	7.37
	Total Revenue/Average Net Fixed Assets	4.45	3.92	3.40	3.16	2.53
	Total Revenue/Average Total Assets	0.81	0.85	0.84	0.83	0.68
	Ratios - Growth*					
	Revenue from Operations revenue (%)	5.68	16.45	21.74	33.37	15.28
	Total revenue (%)	9.40	17.27	18.69	35.42	11.43
	Operating expenses (%)	12.66	14.42	17.83	27.84	23.96
	EBIDTA (%)	2.18	24.83	20.81	58.64	(14.91)
	Net Profit (%)	6.37	38.28	16.24	34.54	(7.01)
Annual Report	Per Share Data					
	Basic earnings per share (₹)	24.17	22.81	16.53	14.24	10.60
	Cash Earnings per share (₹)	29.74	28.56	21.56	17.93	13.98
	Book value (₹) **	141.17	123.77	104.53	92.89	81.67
	Price/Earning, end of year	20.86	14.28	10.29	10.49	15.26
	Price/Cash Earning, end of year	16.96	11.41	7.89	8.33	11.57
	Price /Book value , end of year	3.57	2.63	1.63	1.61	1.98
	Share price as on March 31 (National Stock Exchange)	504.27	325.80	170.15	149.30	161.75
	No. of Share Outstanding as on March 31, (in Millions)	111.96	111.96	111.60	111.42	111.18
	Dividend Per Share (₹)	8.00	5.00	4.50	2.50	1.25
	Dividend (%)	160%	100%	90%	50%	25.0%

Ratio Analysis - Consolidated

Ratio analysis for the year ended March 31		2015	2014	2013	2012	2011
cyient.com	Ratio - Financial Performance					
	Other Income/Total Revenue (%)	4.26	0.76	1.99	1.12	2.24
	Employee cost/Total Revenue (%)	58.63	61.52	59.68	60.65	60.99
	Operating & Administration expenses/Total Revenue (%)	21.42	19.27	20.41	21.10	21.98
	Depreciation & Amortization/ Total Revenue (%)	2.49	3.24	3.33	3.15	3.99
	Financial Charges/Total Revenue (%)	0.20	0.06	0.02	0.05	0.08
	TAX/PBT (%)	24.60	29.11	30.71	35.56	16.89
	EBIDTA/Total Revenue (%)	18.29	19.21	19.91	18.25	17.03
	Net Profit/Total Revenue (%)	12.36	11.96	12.09	10.27	11.49
	Net Profit/Average Net Worth (%)	20.58	18.28	18.64	14.76	14.43
2014-15	ROCE (PBIT/Average capital employed)	26.30	24.41	25.56	21.70	16.37
	Ratios- Balance sheet					
	Debt-equity ratio	0.03	-	-	-	-
	Debtors turnover (Days)	83	87	95	99	96
	Current ratio	2.57	4.47	4.57	4.92	6.49
	Cash & Cash Equivalents/Total Assets (%)	24.15	35.35	30.95	34.07	32.41
	Cash & Cash Equivalents/Total Revenue (%)	21.80	31.09	26.08	30.45	31.61
	Depreciation & Amortization/Average gross block (%)	6.61	9.14	8.77	8.11	9.47
	Revenue/Average Net Fixed Assets	6.84	6.29	5.32	4.53	3.63
	Revenue/Average Total Assets	1.21	1.24	1.24	1.20	1.03
Annual Report	Ratios - Growth*					
	Operating Revenue (%)	24.00	17.80	20.60	30.70	24.68
	Operating Expenses (%)	28.11	17.16	19.80	27.33	35.40
	EBIDTA (%)	22.34	12.27	32.74	38.45	(18.71)
	Net Profit (%)	32.78	15.12	43.18	15.52	(18.25)
	Per Share Data					
	Basic earnings per share (₹)	31.48	23.80	20.72	14.49	12.56
	Cash Earnings per share (₹)	37.78	30.19	26.40	18.92	16.93
	Book value (₹)	164.12	141.86	118.47	103.89	92.58
	Price/Earning, end of year	16.02	13.69	8.21	10.30	12.87
	Price/Cash Earning, end of year	13.35	10.79	6.45	7.89	9.55
	Price /Book value , end of year	3.07	2.30	1.44	1.44	1.75
	Share price as on March 31 (National Stock Exchange)	504.3	325.8	170.15	149.30	161.75
	No. of Share Outstanding as on March 31, (in Millions)	112.36	111.96	111.60	111.42	111.18
	Bonus Issue					1:1
	Dividend Per Share (₹)	8.00	5.00	4.50	2.50	1.25
	Dividend (%)	160.00%	100.00%	90.00%	50.00%	25.00%
	Per Share Data for FY 2008-09 are on ₹ 5 share					
	The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Figures for FY 10-11 have been regrouped/ reclassified wherever necessary to correspond with the current year's classification/disclosure.					

Significant Milestones in the history of the Company

1991	August	Infotech Enterprises was incorporated as a private limited company
1995	August	The company received its first ISO 9002 certification from BVQi London for its conversion services
1997	March	Re-organized as a public limited company; IPO of Equity shares at ₹ 20 per share and listed in all major stock exchanges in India
	April	Acquisition of SRG Infotech, a 16-year-old local software company providing software services in Oracle and Visual basic client server environments. The acquisition brought into the company the assets, customers, technologies, employees and over 500 person years of expertise
	October	Partner in Development with IBM for developing Enterprise wide Information System. Infotech Enterprises diversifies into Business software development by adding 50 developers, creating an independent profit centre
1998	December	Infotech Enterprises signs a break-through contract to provide GIS conversion, Consulting and Mapping services worth US\$ 5.5 million to Analytical Surveys, Inc. (ASI)
1999	January	Infotech Enterprises enters into an agreement with Navionics Italy the world leader in seamless marine electronic charts for digitization and Conversion services
	June	Infotech and ASI sign a long term contract for ASI to source US\$ 33 million in conversion and software services from Infotech Enterprises
	July	Infotech Enterprises establishes a wholly owned subsidiary Infotech Software Solutions Inc. in the United states of America in the state of California. The Corporation is primarily engaged in the business of supplying computer software and related services
	August	Infotech Enterprises announces acquisition of Europe based GIS software solution company- Dataview Solutions Limited. The company acquired Dataview with an upfront cash payment of US \$ 1.80 million and issue of stock of Infotech for US \$1.80 million over the next two years
	September	Infotech Enterprises acquires Cartographic Sciences Pvt. Mumbai- India from Analytical Surveys Inc. - US
	September	Infotech Enterprises receives an ISO 9001 for its software development services
	September	Infotech Enterprises earned the coveted Fast Track Award from Smallworld Pte. Ltd. U.K. for completion of a prestigious GIS project at Bharti Telenet Limited in a record time of five months
	November	Infotech Enterprises signed a shareholder agreement with Walden Nikko and GE Capital for issue of equity/optionally convertible debentures aggregating to 11,50,000 equity shares of ₹ 10 each at a price of ₹ 350 each
2000	January	Inauguration of the state-of-the-art software development centre spread across 130,000 sq.ft. area in Infocity - Hyderabad. The state-of-the-art development centre built at an approximate cost of ₹ 12 crore and can accommodate 4,000 software engineers
	April	Merger of Cartographic Sciences with the Company
	May	Infotech Enterprises enters into a Master Services Agreement with Pratt & Whitney, a division of United Technologies Corporation, a Fortune 100 company
	October	Infotech Enterprises announces the acquisition of a German company, Advanced Graphics Software GmbH (AGS). AGS is nine-year-old mechanical engineering software and services company specializing in 3D CAD/CAM
	November	Infotech Enterprises wins a multimillion dollar GIS project from the Dutch multi-national group, FUGRO

2001	April	Infotech Europe acquires European GIS distributor Map Centric - a leading independent GIS distributor in Europe
	May	Infotech Enterprises bags a contract worth US \$ 7 million to provide Photogrammetry service to Triathlon, a leading full fledged geomatics company in Canada
	May	Infotech Enterprises ranks 5th among Top Ten Exporters from Andhra Pradesh for the Year 2000-2001
	June	Infotech Enterprises acquires 10-acres of land to set up a software development campus at Manikonda, Hyderabad.
	July	Infotech Enterprises achieves the ISO 9001:2000 from BVQi and joins the list of top few companies in India and the first company in the GIS sector
	August	Infotech Enterprises attains the coveted SEI CMM LEVEL 4 certification for its software development centre at Infocity, Hyderabad
	November	Infotech Enterprises receives ISO 9001:2000 for Software and Engineering Services lines of business by BVQi London
	December	Infotech Enterprises announces the opening of the state-of-the-art Engineering services facility in Bangalore, India
2002	February	Infotech Enterprises Announces strategic business relationship with Pratt & Whitney Division of UTC. Pratt & Whitney to participate with up to ~18% equity stake in Infotech, demonstrating long term partnering intent and endorsing Infotech Business competence
	April	Infotech Enterprises achieves SEI CMM Level 5 for its Software Development & Services Division
	April	Infotech Enterprises' Board recommends issue of Bonus Shares at 1:1 ratio
	August	Infotech Enterprises bags a major GIS contract from KPN Telecom, the largest telecommunications company in the Netherlands, to provide spatial data management services.
	September	Company bags the Federation of Andhra Pradesh Chambers of Commerce & Industry (FAPCCI) Award for Best Information Technology (IT) Company in the state of Andhra Pradesh (2001-2002)
2003	April	Infotech Enterprises attains the best process improvement model- "The Level 5 of the CMMi Version 1.1 for the SW/SE/SS disciplines"
2003	September	Infotech Enterprises announces the inauguration of a new development center in Puerto Rico to provide engineering design services
	September	Infotech Enterprises signs long term outsourcing contact with Bombardier Transportation to provide Engineering Services in India
2004	January	Infotech Enterprises acquires VARGIS - a GIS Company in the US
	July	Change in Business Model. Verticalization brought into place
	September	Infotech Enterprises divests 51% of its stake in Infotech Aerospace Services Inc. in favour of United Technologies Corporation
	September	Infotech Enterprises conferred with BS 7799 standards
2005	March	Infotech Enterprises acquires Tele Atlas India Pvt. Ltd. Tele Atlas (Netherlands) joins as a strategic partner with preferential allotment of shares

	March	Infotech Enterprises opens branch office in Singapore
	April	Infotech Enterprises opens branch office in Melbourne, Australia
	May	Inaugurated Geospatial production facility at Frostburg, Maryland, USA
	July	Infotech Enterprises opens branch office in Dubai
	September	Wins a landmark GIS contract from KPN Telecom and also signs a 5-year major Engineering Design Agreement with Alstom Transport
	October	Completed 5 years of relationship with Pratt & Whitney
2006	March	Signs a major GIS contract with GE for Swisscom
	December	Infotech Enterprises opens branch office at Canada
2007	June	Acquires 74% stake in Geospatial Integra and renamed the company as Infotech Geospatial (India) Limited
	July	Preferential allotment of shares to GA Global Investments Limited & Carrier International Mauritius Limited
	August	Set up Infotech HAL Limited, a Joint Venture Company with HAL, a Navaratna PSU under the Ministry of Defence, at Bangalore
2008	October	Acquired TTM (India) Private Limited and TTM Inc; made foray into Hitech Vertical
	December	Established wholly owned subsidiary in Japan
2009	December	Infotech Enterprises opens branch office in Malaysia
2010	January	Infotech Enterprises signs a long term engineering services contract with Hamilton Sundstrand
	January	Acquired Daxcon Engineering Inc., USA (Step down subsidiary)
	August	Acquired Wellsco Inc., USA (Step down subsidiary)
2011	May	Awarded 'Supplier of the year' by Boeing
	November	IGIL becomes a wholly owned subsidiary
2012	October	Set up branch in South Korea
	October	Won Golden Peacock Award for excellence in Corporate Governance
2013	January	Inaugurated New Development Centre in SEZ at Kakinada
2013	April	Opened office in Silicon Valley
	September	Set up branch in Taiwan
	November	Set up branch in South Africa
2014	March	Acquired Softential Inc.,
	March	Commenced process for name change and re-branding
	April	Mr. Krishna Bodanapu appointed Managing Director & CEO
	May	Re-branding completed, new logo launched and Company's name changed to Cyient
	August	Acquired 51% stake in Invati Insights Pvt. Ltd., Hyderabad
	October	Set up subsidiary in Australia.
	December	Won the 14th ICSI National Award for Excellence in Corporate Governance
2015	January	Acquired 74% stake in Rangsons Electronics Pvt. Ltd., Mysore

Shareholder Handbook

When was Infotech Enterprises Limited (company) founded?

The company was incorporated as a Private Limited company on August 28th, 1991 under the Companies Act, 1956. The Company was converted into a Public Limited company vide resolution dated 21 April 1995.

What is the company's area of operations?

The company has been providing innovative, technology-driven engineering services and solutions for the past two decades across North America, Europe, the Middle East and Asia Pacific. As a full service, top-tier global engineering, data, networks & operations services provider, we deliver solutions quickly and efficiently to help businesses advance. Our wide-ranging domain expertise spans major industries including aerospace and defense, utilities, communications, energy & natural resources, medical, semiconductor and industrial equipment.

Our goal is to provide end to end engineering-focused services and solutions that deliver business agility and competitive advantage to our clients. We have more than 12,900 associates in 36 global locations who work closely with over 310 clients, including 29 of the Fortune 500 companies, to help develop smarter solutions for business problems.

In order to create and deliver services that exceed clients' expectations consistently and enhance their business agility, we employ a framework of robust internal processes to ensure IP security, quality of solution and on-time delivery. We align with industry best practices and internationally renowned standards and frameworks including International Standards Organization (ISO) 9001:2008, Information Security 27001:2005, Aerospace (AS9100 C), and Medical Devices (ISO 13485).

Who are the founder members of the company?

The founder members of the company are: Mr. B.V.R. Mohan Reddy, Mrs. B. Sucharitha, and Mr. K. Rajan Babu.

Did the company ever change its name?

In May 2014, the company changed its name from Infotech Enterprises Limited to Cyient Limited.

When did the Company have its Initial Public Offer (IPO) and at what price?

The company made its maiden public offer in March 1997 at a price of ₹ 10 each for cash at a premium of ₹ 10 per share. The issue was lead managed by Industrial Development Bank of India (IDBI), Madras. The issue was oversubscribed by 1.56 times.

What is the Vision Statement of the company?

Delivering Innovative Solutions together for a better future

What is the Mission Statement of the company?

Provide the best technology services and solutions to Industry and Government worldwide

What is the Quality Policy of the company?

To deliver innovative solutions that delight customers through deployment of robust processes.

What are the Quality Objectives of the company?

- Delight customers through delivery excellence.
- Attract, train and retain talented professionals through active employee engagement.
- Deliver solutions/services based on cutting edge tools, technologies and methodologies.
- Continuous process improvement and achieve operational excellence.

Where is the company located?

The company is headquartered in Hyderabad, India and has a global presence across 38 locations. Full details of the locations are published elsewhere in this Annual Report.

What is the address of the company's registered office?

The Registered Office of the company is located at

4th Floor, 'A' Wing

Plot No. 11, Software Units Layout,

Infocity, Madhapur, Hyderabad - 500 081, Telangana

What is the company's financial year?

The Company follows a financial year that begins on April 1 and ends on March 31.

Who are the company's auditors?

Internal Auditors: Ernst & Young LLP

Statutory Auditors: Deloitte Haskins & Sells

What is the history of Bonus issue of Shares at the Company?

Year	1994-95	1995-96	1996-97	2002-03	2006-07	2010-11
Bonus issue ratio	7 : 5	1 : 1	1 : 1	1:1	1:2	1:1

What is the Dividend History of the Company?

Year	2008	2009	2010	2011	2012 (Interim)	2012 (Final)	2013 (Interim)	2013 (Final)	2014 (Interim)	2014 (Final)	2015* (Interim)	2015^ (Final)
Dividend (%)	24%	30%	40%	25%	25%	25%	40%	50%	40%	60%	60%	100%

* On 11 September 2014 the Board of Directors of the Company declared and paid an interim dividend of 60% for the financial year 2014-15

^ On April 23, 2015, the Board of Directors of the Company recommended a final dividend of 100% for the financial year 2014-15.

Is nomination facility available to the shareholders?

Yes. Nomination facility is available to the Shareholders under section 109A of the Companies Act, 1956. Shareholders are advised to make use of the nomination facility. For further details, investors may contact the R&T Agents of the Company.

How does a Shareholder go about transferring his shares/having related correspondence?

To transfer shares in physical form and general correspondence regarding shares, shareholders may write to the Company's Registrars/the Company -

Karvy Computershare Private Limited

Unit: Cyient Limited

Plot No. Karvy Selenium Tower B, Plot 31-32,

Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.

Tel : +91-40-6716 1562

Email : mohsin.mohd@karvy.com; einward.ris@karvy.com

Website : www.karvycomputershare.com

Transfer of shares in electronic form are effected through your depository participant. Please note that the Securities and Exchange Board of India has issued directives that trading in the scrip of the Company would be in compulsory demat form by all investors w.e.f. August 28, 2000.

In which stock exchanges are the company's shares listed and what are the codes?

The company's equity shares are listed in India on the National Stock Exchange (NSE: CYIENT) and the Bombay Stock Exchange (BSE: 532175).

What is the company's ISIN code?

Infotech Enterprises' ISIN code is INE136B01020

How many shares are outstanding?

As of March 31, 2015, the company had 112,361,065 shares outstanding.

What is the record date and payment date of the interim/final dividend?

You can find the record date/payment date for the last announced dividend in the Announcements section of the Investor page on our website. These details are also notified to the stock exchanges on the same day of the announcement of the dividend and available on the BSE and NSE websites.

Does the company have a quiet period? When is that?

The quiet period at the company begins 14 days before the date of the board meeting and lasts until the day after the quarter's earnings release. During this period, the company's management refrains from communicating with market participants.

When is the AGM held?

The Annual General Meeting (AGM) is typically held in mid-July. The formal announcement will be published on the Investors page of our website, closer to the event. If you are a shareholder, you will receive a formal notice of the meeting, containing details of the date, time and venue, alongside the Annual Report.

How does a person buy the company's shares?

The company's shares can be purchased in the open market in India through either a stock broker or any financial institution that provides brokerage services at the BSE or NSE.

How can a shareholder access information about the company?

Information about the company is available on its website. Further, all information that is material in nature is notified to stock exchanges and appropriate advertisements are also issued in the news papers.

Does the company accept fixed deposits from the public?

The Company does not accept fixed deposits.

How does a shareholder record a change in the address?

For physical holdings, please send a letter, duly signed by the first holder, stating the new address and folio numbers of the shares you own to our R & T agents. An acknowledgement will be sent to your new address confirming the updation of the change in our records.

In the case of dematerialized holdings, please write to your Depository Participant (DP) intimating them of the change and ask for a confirmation that their records reflect the new address.

My dividend cheque is lost/was never received/has expired. How do I get a fresh cheque re-issued?

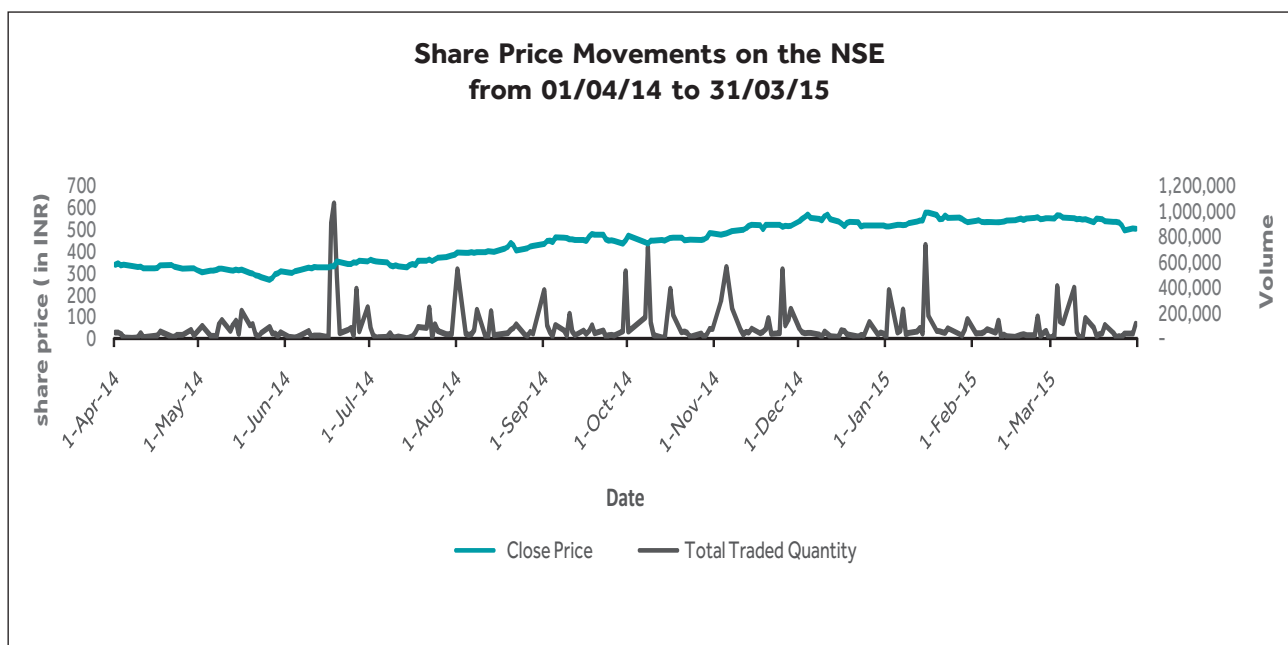
Please write to our R&T Agent, with details of folio numbers (in the case of physical holdings) or the DP ID and Client ID in the case of dematerialized holdings. After verification, they will issue a fresh instrument.

To avoid this problem in the future, you can use the ECS facility in which the dividend amount is automatically credited to the bank account of your choice. To avail of this facility, give your request to our R&T agent in writing.

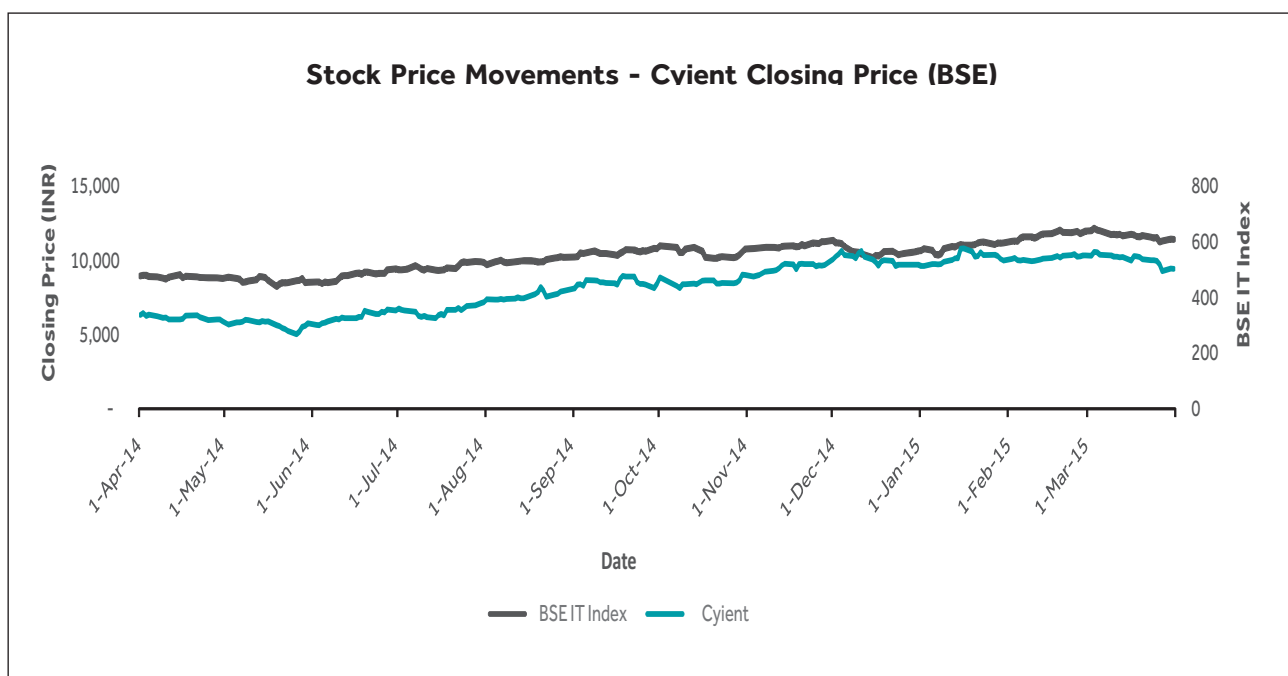
Also, you might consider dematerializing your holdings through a Depository Participant. This would not only eliminate the issues of storage and risk of loss of paper certificates but also ensure automatic crediting of dividends to your bank account.

Share Price Movements

cyient.com



2014-15



Company cautions that the stock price performance shown in the graphs above should not be taken to be indicative of the potential future stock price performance.

Shareholders Queries may be addressed to :

Mr. Sudheendhra Putty

Company Secretary

Cyient Limited

4th Floor, 'A' Wing, Plot No: 11, Software Units Layout,

Infocity, Madhapur

Hyderabad - 500 081, India

Tel: +91-40 6764 1322

Fax: +91-40 6662 4368

E-mail: Sudheendhra.Putty@cyient.com

Queries relating to financial statements of the Company may be sent to :

Mr. Ajay Aggarwal

Chief Financial Officer

Cyient Limited

4th Floor, 'A' Wing, Plot No: 11, Software Units Layout,

Infocity, Madhapur

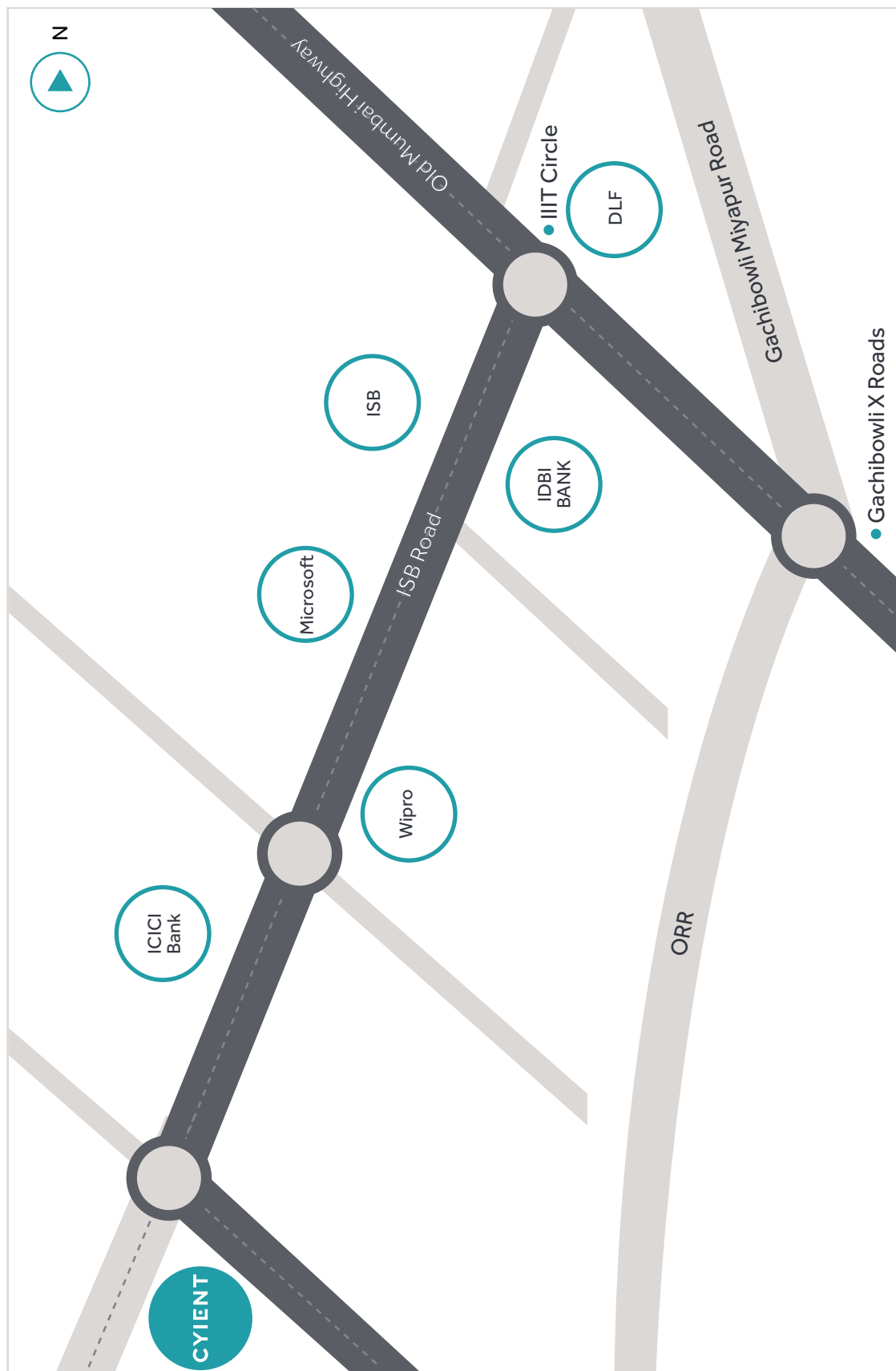
Hyderabad - 500 081, India

Tel: +91-40 2312 4004

Fax: +91-40 6662 4368

E-mail: Ajay.Aggarwal@cyient.com

Route Map to AGM Venue



GLOBAL PRESENCE

Global Headquarters

Cyient Ltd.
Plot No. 11,
Software Units Layout
Infocity, Madhapur
Hyderabad - 500 081
Telangana, India
Tel: +91 40 6764 1000

APAC

Australia

Cyient Ltd.
Level 7, 320 Adelaide Street
Brisbane
Queensland 4000
Australia

Cyient Ltd.
Level 1, 350 Collins Street
Melbourne, Victoria 3000
Australia
Tel: +61 3 8605 4815

Cyient Ltd.
Level 5 / Nexus Norwest
4 Columbia Ct
Baulkham Hills, Sydney
NSW - 2153
Australia
Tel: +61 2 8896 4338

Cyient Ltd.
45 Ventnor Avenue
West Perth, WA 6005
Australia
Tel: +61 8 9429 8812

New Zealand (Virtual Office)

Cyient Ltd.
Level 27, PWC Towers
188 Quay Street
Auckland

South Korea

Cyient Ltd.
21 F Seoul Finance Centre
136 Sejong-daero, Jung-gu
Seoul 100-768, South Korea
Tel: + 82 2 3782 4936

Taiwan

Cyient Ltd.
No. 262, Zhuangjing 6th
St.
Zhubei City Hsinchu
County 30264
Taiwan
Tel: +886 3 668 5522

Japan

Cyient K.K.
Sho-Building 6F
3-14-5, Nihonbashi
Chuo-Ku,
Tokyo 103-0027 Japan
Tel: +81 3 3527 9825

Malaysia

Cyient Ltd.
Level 28
The Gardens South Tower
Mid Valley City
Lingkar Syed Putra
59200 Kuala Lumpur
Malaysia
Tel: +60 3 2298 7321

Philippines

Cyient Ltd.
Ground Floor
Le Metropole Building
326 De La Costa Street
Corner
Tordesillas Street
Salcedo Village
Makati City, 1227
Philippines
Tel: +63-2 817-9704 to 07

Singapore

Cyient Ltd.
1 North Bridge Road
#19-04/05
High Street Centre
Singapore 179 094
Tel: +65 6337 2472

EMEA

Switzerland

Cyient Schweiz GmbH
C/o AAA Services Meier +
Franzelli
Güterstrasse 22
3008 Bern
Switzerland
Tel: +41 31 3825082

Netherlands

Cyient Benelux BV
Minervum 7491
4817 ZP Breda Oost,
Breda
The Netherlands
Tel: +31 76 572 2966

UK

Cyient Europe Ltd.
43/44 Martingale Way
Marine View Office Park
Portishead, Bristol
BS20 7AW
UK
Tel: +44 1454 809700

Cyient Europe Ltd.
High Holborn House
52-54 High Holborn
London WC1V 6RL, UK
Tel: +44 20 7404 0640

Sweden

Cyient AB
Lindholmspiren 3B
417 56 Göteborg

Germany

Cyient GmbH
Mollenbachstr. 37
71229 Leonberg
Germany
Tel: +49 7152 94520

France

Cyient GmbH
18, Rue Saint Vincent
78100
Saint-Germain-en-Laye
France
Tel: +33 130 611673

South Africa

Cyient Ltd.
255 Anna Wilson Street
Kilnerpark
Pretoria - 0186
South Africa

UAE

Cyient Ltd.
Dubai Airport Free Zone
Authority
(DAFZA)
P.O. Box 54713
Dubai, UAE
Tel: +971 50 686 7045

North America**United States of America**

Cyient, Inc.
8001 North University
Street
Peoria IL 61615
Tel: +1 309 697 5975

Cyient, Inc.
330 Roberts Street
Suite 102
East Hartford CT 06108
Tel: +1 860 528 5430

Cyient, Inc.
1707 Linwood Drive
Paragould AR 72450
Tel: +1 870 236 1080

Cyient, Inc.
510 E. Foothill #201
San Dimas CA 91773
Tel: +1 909 321 3760

Cyient, Inc.
1401 Nolan Ryan
Expressway
Arlington TX 76011
Tel: +1 817 268 9501

Cyient, Inc.
1001 State St., Suite 602
Erie PA 16501

Cyient, Inc.
607 Herndon Pkwy
Reston, VA 20170, USA
Tel: +1 866 476 3836

Canada

Cyient Canada Inc.
7575 Trans-Canada Hwy.
Suite 500 St. Laurent,
Québec, H4T 1V6, Canada
Tel: +514 489-0370

India

Cyient Ltd.
Infotech IT Park
Plot No- 110A & 110 B
Phase 1, Electronics City
Hosur Road
Bangalore - 560 100
Tel: +91 80 2852 2341

Cyient Ltd.
Pritech Park SEZ,
1st Floor, Block 9 -B
Sarjapur Marthahalli Ring
Road, Bellandur
Bangalore - 560 103
Tel: +91 80 6772 7200

Cyient Ltd.
Plot No. 2, IT Park
Nanakramguda,
Gachibowli
Hyderabad - 500 032
Telangana
Tel: +91 40 6748 9100

Cyient Ltd.
NSL SEZ Arena Town
Center
Block No. 1
Plot No. 6, Survey No. 1
IDA Uppal,
Hyderabad - 500039
Telangana
Tel: +91 40 6704 3434

Cyient Ltd.
Plot No: 1, 2, 3, 4 & 5A
IT SEZ, Sarpavaram
Kakinada Rural Mandal
East Godavari District
Kakinada - 533 005
Andhra Pradesh
Tel: +91 884 666 1846

Cyient Ltd.
B-11, Sector 63
Noida - 201 307 U.P.
Tel: +91 120 416 1000

Cyient Ltd.
No: 7, Noida Dadri Road
Noida - 201 305 U.P.
Tel: +91 120 669 1000

Cyient Ltd.
Survey No: 410
Plot No: 14, SEZ Unit
Hill No: 3,
Madhurawada(V)
Rushikonda,
Visakhapatnam
Andhra Pradesh
Tel: +91 891 669 3100

This page is intentionally left blank



Dear Sir,

Please TICK ☒ a wherever applicable.

-----For Office Use Only-----

ECS Ref.No.	
----------------	--

[illegible]

Name of
First Holder: _____

Bank Name _____

Branch Name _____

Branch Code									
-------------	--	--	--	--	--	--	--	--	--

(9 Digit Code Number appearing on the MICR band of the cheque supplied by the Bank) Please attach a photo copy of a blank cheque of your bank duly cancelled for ensuring accuracy of the banks name, branch name and code number.

Account type

Savings

Current

Cash Credit

A/c No. (as appearing
in the chequebook)

Effective date of this
Mandate

I hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above, Karvy Computershare Limited, will not be held responsible. I agree to avail the ECS facility provided by RBI, as and when implemented by RBI/Company.

I further undertake to inform the Company any change in my Bank/branch and account number.

Date: _____

(Signature of First holder)

This page is intentionally left blank

Cyient Limited

CIN : L72200TG1991PLC013134

Regd. Office: 4th Floor, A Wing, Plot No. 11, Software Units Layout, Infocity, Madhapur, Hyderabad 500 081

Tel: 91 40 67641322 Fax: 91 40 66624368

Website : www.cyient.com, Email: company.secretary@cyient.com

ATTENDANCE SLIP

(To be presented at the entrance)

24th ANNUAL GENERAL MEETING

I hereby state that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held on Thursday, the 16th day of July, 2015 at 2:30 p.m. at L&D Centre, Plot No. 2, IT Park, Manikonda, Hyderabad - 500 032, India, or/any adjournment thereof.

Name of the attending shareholder: _____
(in block letters)

Name of the proxy: _____
(to be filled in if proxy attends)

Signature of shareholder: _____

Signature of proxy: _____

Regd. Folio Number:
Or DP/Client ID No. _____

Number of shares held: _____

- Note:
1. Shareholders/proxy holders are requested to bring the Attendance Slips with them duly completed when they come to the meeting and hand them over at the gate, affixing their signature on them.
 2. Members are informed that no duplicate attendance slips will be issued at the venue of the meeting.

This page is intentionally left blank

Cyient Limited

CIN : L72200TG1991PLC013134

Regd. Office: 4th Floor, A Wing, Plot No. 11, Software Units Layout, Infocity, Madhapur, Hyderabad 500 081

Tel: 91 40 67641322 Fax: 91 40 66624368

Website : www.cyient.com, Email: company.secretary@cyient.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name and Address of the Shareholder(s)

E-mail id : Folio No./ Dpid & Client id :

I/We being the member(s) of Shares of Cyient Limited, hereby appoint

1. Name : Email id :

Address :

Signature :

Or failing him

2. Name : Email id :

Address :

Signature :

Or failing him

3. Name : Email id :

Address :

Signature :

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the company at Thursday, 16 July 2015 at 2.30 p.m. at L&D Centre (company's Campus), Plot No. 2, IT Park, Manikonda, Hyderabad - 500 032, any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. To receive, consider and adopt, the audited statement of profit and loss for the financial year ended on 31 March 2015 and the balance sheet as at that date and the reports of the board of directors and auditors thereon.
2. To confirm the interim dividend paid during the year and declare final dividend on equity shares for the financial year 2014-15.
3. To appoint a Director in place of Mr. Alain De Taeye, (DIN 03015749), who retires by rotation and offers himself for re-appointment.
4. To appoint a Director in place of Mr. Thomas W. Prete (DIN 06634086), who retires by rotation and offers himself for re-appointment.
5. To appoint a Director in place of Mr. Shankar Narayanan (DIN 00219212), who retires by rotation and offers himself for re-appointment.
6. To ratify the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (ICAI Reg. No. 008072S), as statutory auditors of the company.
7. To appoint Mr. John Paterson (DIN 07102549) as an independent director for a period of four years.
8. To appoint Ms. Andrea Bierce (DIN 06997266) as an independent director for a period of four years.
9. To approve the Cyient Associate Stock Option Plan, 2015 and creating a pool of 8,40,000 options for associates of the company
10. To approve the Cyient Associate Stock Option Plan, 2015 and creating a pool of 3,60,000 options for associates of the company's subsidiaries, joint ventures and associates, whether in India or abroad.
11. To approve revision of remuneration to Mr. B. Ashok Reddy, President - Corporate Affairs & Infrastructure, a relative of Mr. B.V.R. Mohan Reddy, Executive Chairman of the company.

Signed this day of 2015

Signature of Shareholder Signature of Proxyholder(s)

Affix
Revenue
Stamp

NOTE: The proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.

cyient.com

2014-15

Annual Report

This page is intentionally left blank

Notes

cyient.com

2014-15

Annual Report

Notes

cyient.com

2014-15

Annual Report



CYIENT WINS ICSI NATIONAL AWARD FOR EXCELLENCE IN CORPORATE GOVERNANCE

The Institute of Company Secretaries of India (ICSI) National Award for Excellence in Corporate Governance for 2014 was presented to Cyient in recognition of the highest levels of transparency and governance practices adopted by the company.

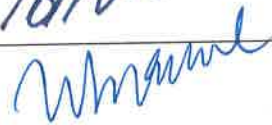


FORM A

**Format of covering letter of the annual audit report to be filed with the stock exchanges
(Under Clause 31 (a) of the listing agreement)**

1.	Name of the Company:	Cyient Limited (Formerly Infotech Enterprises Limited)
2.	Annual financial statements for the year ended	31 March 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable

Signed by

Name	Designation	Signature
Krishna Bodanapu	Managing Director & CEO	
Ajay Aggarwal	Chief Financial Officer	
Ganesh Balakrishnan	Partner, Deloitte Haskins & Sells – Statutory Auditors	
M.M. Murugappan	Chairman, Audit Committee	