



38th

Annual General Meeting

Tuesday, September 26, 2023

11.00 A.M Indian Standard Time (IST)

Mode: Video Conferencing (VC) or
Other Audio-Visual means (OAVM)

Commencement of remote E-Voting:
9.00 A.M (IST) Saturday, September 23, 2023

End of remote E-Voting:
5.00 P.M (IST) Monday, September 25, 2023

**Cut-off date for determining the eligibility to
vote at the AGM:**
Tuesday, September 19, 2023

SECUREKLOUD TECHNOLOGIES LIMITED

(CIN : L72300TN1993PLC101852)

Registered Office : No. 37 & 38, ASV Ramana Towers

5th Floor, Venkat Narayana Road, T. Nagar, Chennai – 600 017.

Website : www.securekloud.com E-mail : cs@securekloud.com Phone: 044 6602 8000

NOTICE is hereby given that the thirty eighth (38th) Annual General Meeting (e-AGM) of the members of **SECUREKLOUD TECHNOLOGIES LIMITED** will be held as scheduled below:

DATE : Tuesday

DAY : September 26, 2023

TIME : 11.00 am

MODE : VC/OAVM

To transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the audited standalone financial statements of the Company for the financial year ended March 31, 2023, together with the reports of board of directors and the auditors thereon.
 - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2023, together with the report of the auditors thereon.
2. Re-appointment of Mr. Thyagarajan R (DIN: 00942326), whole-time director of the Company who retires by rotation and, being eligible, seeks re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mrs. Panchi Samuthirakani (DIN: 09205373) as a non-executive and independent director

To consider and if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with schedule IV of Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 including rules made thereunder and regulation 16, 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force), and pursuant to the recommendation of the nomination and remuneration committee and the Board of Directors, consent of the shareholders be and is hereby accorded for the appointment of Mrs. Panchi Samuthirakani (DIN: 09205373), who has submitted a declaration that she meets the criteria for independence as provided under section 149(6) of the Act and regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for appointment as an independent director of the company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from June 26, 2023 till June 25, 2028.

RESOLVED FURTHER THAT Mr. Thyagarajan R, whole-time director and chief financial officer, Mr. Srinivas Mahankali, whole-time director and chief business officer, and/or Ms. Roshini Selvakumar, company secretary of the Company be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the registrar of companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

4. Approval of revision in remuneration of Mr. Thyagarajan R (DIN: 00942326) under section 188(1)(f) of the Companies Act, 2013

To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to the provisions of section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force), as per the recommendation and approval of the nomination and remuneration committee and the audit committee in meetings held on May 29, 2023 and in partial modification of the shareholder's approval obtained at the 37th annual general meeting; approval of the shareholders be and is hereby accorded to the revised terms of appointment of Mr. Thyagarajan R, whole-time director and chief financial officer holding office or place of profit in Healthcare Triangle Inc, step-down subsidiary of the Company and enhance the prescribed limit of salary payable to him, for an amount not exceeding -

- A. Basic Salary: INR 2,50,00,000 per annum
- B. Bonus: INR 1,25,00,000 per annum (payable either in parent company or the subsidiary)
- C. Employee stock compensation: As decided by the compensation and remuneration committee.

RESOLVED FURTHER THAT the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.

5. Ratification of the related party transaction between SecureKloud Technologies Inc and Healthcare Triangle Inc for the financial year 2022-23

To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to section 188 of Companies Act, 2013 and regulation 2(1)(zc), 23(4) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Company's policy on related party transaction(s), the approval of the members be and is hereby accorded for the ratification of the material related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), carried out in the ordinary course of business and at arm's length price; as mentioned in the explanatory statement, between SecureKloud Technologies Inc (subsidiary of SecureKloud Technologies Limited) and Healthcare Triangle Inc (being step-down subsidiary of SecureKloud Technologies Limited), on such terms and conditions as may be agreed between the parties for an aggregate value of its subsidiary INR 13,800 lakhs (rupees thirteen thousand eight hundred lakhs only) during financial year 2022-23.

RESOLVED FURTHER THAT all actions taken by the Board and/or management of its subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.

6. Ratification and approval of related party transaction between SecureKloud Technologies Limited and Healthcare Triangle Inc for the financial year 2022-23

To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to section 188 of Companies Act, 2013 and regulation 2(1)(zc), 23(4) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Company's policy on related party transaction(s), the approval of the members be and is hereby accorded for the ratification of the material related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), carried out in the ordinary course of business and at arm's length price; as mentioned in the explanatory statement, between SecureKloud Technologies Limited and Healthcare Triangle Inc (step-down subsidiary of SecureKloud Technologies Limited), on such terms and conditions as may be agreed between the parties for an aggregate value of INR 4,250 lakhs (rupees four thousand two hundred and fifty lakhs only) during financial year 2022-23.

RESOLVED FURTHER THAT all actions taken by the Board and/or management in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.

7. Approval for modification in related party transaction between SecureKloud Technologies Inc and Healthcare Triangle Inc for the financial year 2023-24

To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to section 188 of Companies Act, 2013 and regulation 2(1)(zc), 23(4) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Company's policy on related party transaction(s), the approval of the members be and is hereby accorded to modify the material related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), carried out in the ordinary course of business and at arm's length price; as mentioned in the explanatory statement, between SecureKloud Technologies Inc (subsidiary of SecureKloud Technologies Limited) and Healthcare Triangle Inc (step-down subsidiary of SecureKloud Technologies Limited) on such terms and conditions as may be agreed between the parties, to be increased for an aggregate value not exceeding INR 18,000 lakhs (rupees eighteen thousand lakhs only) entered or to be entered during financial year 2023-24.

RESOLVED FURTHER THAT the Board and/or the Board of Directors (including any duly constituted committee thereof) of the respective subsidiaries be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to

negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the concerned subsidiary (as the board of directors or a duly constituted committee thereof of such subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

RESOLVED FURTHER THAT all actions taken by the Board and/or management of its subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.

8. Approval for material related party transaction with Healthcare Triangle Inc for the financial year 2023-24

To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to section 188 of Companies Act, 2013 and regulation 2(1)(zc), 23(4) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Company's policy on related party transaction(s), the approval of the members be and is hereby accorded to modify the material related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), carried out in the ordinary course of business and at arm's length price; as mentioned in the explanatory statement, between SecureKloud Technologies Limited and Healthcare Triangle Inc, between the parties on such terms and conditions as may be agreed, for an aggregate value of INR 5,525 lakhs (rupees five thousand five hundred and twenty five lakhs only), for the current financial year 2023-24.

RESOLVED FURTHER THAT the Board of Directors and / or key managerial personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

RESOLVED FURTHER THAT all actions taken by the Board and/or management in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.

9. Prior approval for material related party transaction with SecureKloud Technologies Inc for the financial year 2024-25

To consider and if thought fit, to pass the following Resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to section 188 of Companies Act, 2013 and regulation 2(1)(zc), 23(4) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Company's policy on related party transaction(s), the approval of the members be and is hereby accorded to modify the material related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), carried out in the ordinary course of business and at arm's length price; as mentioned in the explanatory statement, between SecureKloud Technologies Limited and SecureKloud Technologies Inc, subsidiary of SecureKloud Technologies Limited, on such terms and conditions as may be agreed, for an aggregate value of INR 10,500 lakhs (rupees ten thousand five hundred lakhs only), to be entered during financial year 2024-25.

RESOLVED FURTHER THAT the Board of Directors and / or key managerial personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

RESOLVED FURTHER THAT all actions taken by the Board and/or management in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.

10. Prior approval for the material related party transaction with Healthcare Triangle Inc for the financial year 2024-25.

To consider and if thought fit, to pass the following Resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to section 188 of Companies Act, 2013 and regulation 2(1)(zc), 23(4) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Company's policy on related party transaction(s), the approval of the members be and is hereby accorded to modify the material related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), carried out in the ordinary course of business and at arm's length price; as mentioned in the explanatory statement, between SecureKloud Technologies Limited and Healthcare Triangle Inc, step-down subsidiary of SecureKloud Technologies Limited, on such terms and conditions as may be agreed between the parties, for an aggregate value not exceeding INR 6,800 lakhs (rupees six thousand eight hundred lakhs only), to be entered during financial year 2024-25.

RESOLVED FURTHER THAT the Board of Directors and / or key managerial personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

RESOLVED FURTHER THAT all actions taken by the Board and/or management in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.

11. Prior approval for material related party transaction between SecureKloud Technologies Inc and Healthcare Triangle Inc for the financial year 2024-25.

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to section 188 of Companies Act, 2013 and Regulation 2(1)(zc), 23(4) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Company's Policy on related party transaction(s), the approval of the members be and is hereby accorded to the material related party contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) carried out in the ordinary course of business and at arm's length price; as mentioned in the explanatory statement, between SecureKloud Technologies Inc (subsidiary of SecureKloud Technologies Limited) and Healthcare Triangle Inc (step-down subsidiary of SecureKloud Technologies Limited) on such terms and conditions as may be agreed between the parties, for an aggregate value not exceeding INR 21,000 lakhs (rupees twenty one thousand lakhs only) to be entered during financial year 2024-25.

RESOLVED FURTHER THAT the Board and/or the Board of Directors (including any duly constituted committee thereof) of the respective subsidiaries be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the concerned subsidiary (as the board of directors or a duly constituted committee thereof of such subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

RESOLVED FURTHER THAT all actions taken by the Board and/or management of the respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.

12. Prior approval for material related party transaction between Healthcare Triangle Inc and Devcool Inc for the financial year 2024-25.

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to section 188 of Companies Act, 2013 and regulation 2(1)(zc), 23(4) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Company's policy on related party transaction(s), the approval of the members be and is hereby accorded to the material related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or

series of transactions or otherwise) carried out in the ordinary course of business and at arm's length price; as mentioned in the explanatory statement, between Healthcare Triangle Inc (step-down subsidiary of SecureCloud Technologies Limited) and Devcool Inc (wholly owned subsidiary of Healthcare Triangle Inc) on such terms and conditions as may be agreed between the parties for an aggregate value not exceeding INR 37,000 lakhs (rupees thirty seven thousand lakhs only) to be entered during financial year 2024-25.

RESOLVED FURTHER THAT the Board and/or the Board of Directors (including any duly constituted committee thereof) of the respective subsidiaries be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the concerned subsidiary (as the Board of Directors or a duly constituted committee thereof of such subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

RESOLVED FURTHER THAT all actions taken by the Board and/or management of the respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.

**By the Order of the Board
For SecureCloud Technologies Limited**

Date: August 10, 2023
Place: Chennai

Roshini Selvakumar
Company Secretary and Compliance Officer

NOTES

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide circular No. 14/2020 dated April 8, 2020, circular No.17/2020 dated April 13, 2020 and circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee and stakeholders relationship committee, auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under section 103 of the Companies Act, 2013.
5. Pursuant to MCA circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of section 112 and section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) circular No. 17/2020 dated April 13, 2020, the notice calling the AGM/EGM has been uploaded on the website of the Company at <https://www.securecloud.com/annual-reports>. The notice can also be accessed from the websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of

CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA circular No. 14/2020 dated April 8, 2020 and MCA circular No. 17/2020 dated April 13, 2020 and MCA circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's general circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the general circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013)

Item 03 – Appointment of Mrs. Panchi Samuthirakani (DIN: 09205373) as non-executive and independent director

Based on recommendation of nomination and remuneration committee, the Board of Directors appointed Mrs. Panchi Samuthirakani (DIN: 09205373) as an additional director (independent category) of the Company, not liable to retire by rotation, for a term of 5 years subject to approval of the members. The Company has received a notice in writing from the member of the Company in terms of section 160 of the Companies Act, 2013 proposing her candidature for the office of director.

Brief profile:

Mrs. Panchi is an engineering graduate with over 25 years of comprehensive experience in the field of information technology and business consulting. She is also a Certified Information Security Auditor with ISACA, USA. She has won many awards in the field of information technology like professional of the year award 2021 by MSME India, Most Promising Startup Award of the year 2021 from Indian Achievers Forum and Women Entrepreneur of the year 2022 from Women Entrepreneur India Magazine. She has more than a decade of experience in architecting and leading a large PSU bank – Indian Overseas Bank's internet/mobile banking/payment gateway, information security; wherein she has headed the Secretariat branch, Chennai for the 3 years. She is currently the director of YesPanchi Tech Services Private Limited. She is currently the Chairperson of the LCC, TN State Women's Commission, Chennai district.

Board's recommendation:

The Board of Directors are of the opinion that Mrs. Panchi Samuthirakani's experience and knowledge in the areas of information technology and business consulting will certainly contribute to the growth of the Company. The Board has recommended the resolution at item no. 3 of this notice relating to her appointment as an independent director of the Company, as a special resolution for members approval.

In the opinion of the Board, Mrs. Panchi Samuthirakani fulfils the conditions for the appointment as an independent director as specified in the Companies Act, 2013 and the rules made there under and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is independent of the management and possesses appropriate skills, experience, and knowledge. Mrs. Panchi Samuthirakani, if appointed by the members of the Company as an independent director shall hold office for a term of five years commencing from June 26, 2023 till June 25, 2028.

Mrs. Panchi Samuthirakani doesn't have any pecuniary relationship with the Company directly or indirectly other than the remuneration (in terms of sitting fees) that she may receive as a non-executive independent director of the Company and is not related to any director or managerial personnel of the Company.

Details of Mrs. Panchi Samuthirakani in terms of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and secretarial standard on general meetings (SS-2) are given hereunder;

Details pursuant to regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and secretarial standards 2 on general meetings

Name of director	Panchi Samuthirakani
DIN	09205373
Date of birth	June 27, 1976
Nationality	Indian
Date of first appointment on the board	June 26, 2023
Qualifications	As mentioned in the explanatory statement
Brief resume	
Experience/ expertise in specific functional area	
No. of shares held in the Company, including shareholding as a beneficial owner	Nil

Name of director	Panchi Samuthirakani
List of Directorships held in other companies including listed entities	<ul style="list-style-type: none"> • Idyafactory Technologies Private Limited • Yespanchi Tech Services Private Limited • Ingu's Knowledge Academy Private Limited • Msubbu Academy Private Limited
No. of board meetings attended during the year	1
Relationship between director inter-se and other key managerial personnel of the company	Nil
Terms and conditions of appointment	Not liable to retire by rotation.

Except Mrs. Panchi Samuthirakani, none of the directors, key managerial personnel or their relatives are concerned or interested in this resolution.

The Board recommends passing of the proposed resolution stated in item no. 3 as a special resolution and requests the approval of the shareholders for the same.

Item 04 – Approval of revision in remuneration of Mr. Thyagarajan R (DIN: 00942326) under section 188(1)(f) of Companies Act, 2013

The shareholders of the Company, at the 37th annual general meeting, approved a remuneration of value not exceeding INR 6,25,000 per month to Mr. Thyagarajan R, for being appointed in office or place of profit, i.e., Healthcare Triangle Inc, a step-down subsidiary of SecureKloud Technologies Limited. The Board of Directors of Healthcare Triangle Inc have appointed Mr. Thyagarajan R, as chief financial officer and principal financial officer of Healthcare Triangle Inc with effect from April 01, 2023, thereby modifying his terms of appointment including remuneration. Further, the Board of Directors of SecureKloud Technologies Limited took note and approved the same at its meeting held on May 29, 2023. Subsequent to his appointment as in the step-down subsidiary, the remuneration has been revised to an amount not exceeding:

- Basic Salary: INR 2,50,00,000 per annum
- Bonus: INR 1,25,00,000 per annum (payable either in parent company or the subsidiary)
- Employee Stock Compensation: As decided by the Compensation and Remuneration Committee.

Except Mr. Thyagarajan R, none of the directors, key managerial personnel or their relatives are concerned or interested in this resolution.

The Board recommends passing of the proposed resolution stated in item no. 4 as an ordinary resolution and requests the approval of the shareholders for the same.

Item 05 – Ratification of the related party transaction between SecureKloud Technologies Inc and Healthcare Triangle Inc for the financial year 2022-23

The Board of Directors and audit committee noted that the value of transaction between SecureKloud Technologies Inc (subsidiary of SecureKloud Technologies Limited) and Healthcare Triangle Inc (step-down subsidiary of SecureKloud Technologies Limited) has exceeded the value of approval for the financial year 2022-23. The shareholders, by way of postal ballot notice dated November 21, 2022, approved the transactions between the two entities for a value not exceeding INR 12,000 lakhs for the financial year 2022-23; however, the actual transactions during the year between the said parties has exceeded INR 12,000 lakhs and is at INR 14,432 lakhs. Since, the transactions during the year have exceeded the forecast made at the beginning of the year; the audit committee ratified the same at its meeting held on May 29, 2023. The same shall be put forth before the shareholders for their ratification and approval; as such a transaction is voidable at the hands of the shareholders in terms of section 188 of the Companies Act, 2013.

Information pursuant to SEBI Circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details
1	Details of summary of information provided by the management to the audit committee	
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	SecureKloud Technologies Limited holds 60.70% of the equity stake in SecureKloud Technologies Inc. Healthcare Triangle Inc is a step-down subsidiary of the SecureKloud Technologies Limited. SecureKloud Technologies Inc holds 59.82% of the equity stake in Healthcare Triangle Inc.
b	Name of the director or key managerial personnel who is related, if any and nature of relationship.	Mr. V. V. Sampath Kumar, independent director of SecureKloud Technologies Limited is a director of SecureKloud Technologies Inc. Mr. Thyagarajan R, whole-time director and chief financial officer of SecureKloud Technologies Limited is also the chief financial officer of Healthcare Triangle Inc.

S. No.	Description	Details										
c	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves sale of services, purchase of services and other transactions for business purposes between SecureKloud Technologies Inc and Healthcare Triangle Inc during the financial year 2022-23 aggregating up to INR 13,800 lakhs										
d	Value of transaction	(₹ in lakhs) <table border="1"> <thead> <tr> <th>Nature of transaction</th> <th>Estimated Value</th> </tr> </thead> <tbody> <tr> <td>Purchase of services</td> <td>420</td> </tr> <tr> <td>Sale of services</td> <td>13,160</td> </tr> <tr> <td>Rent and administrative charges</td> <td>220</td> </tr> <tr> <td>Total</td> <td>13,800</td> </tr> </tbody> </table>	Nature of transaction	Estimated Value	Purchase of services	420	Sale of services	13,160	Rent and administrative charges	220	Total	13,800
Nature of transaction	Estimated Value											
Purchase of services	420											
Sale of services	13,160											
Rent and administrative charges	220											
Total	13,800											
e	Percentage of annual consolidated turnover represented by the value of the proposed transaction	Consolidated annual turnover of the SecureKloud Technologies Limited for financial year 2021-22 is INR 37,940 lakhs. Value of the proposed transaction as a percentage of the annual consolidated turnover is 36.4%.										
f	Tenure	One year (2022-23)										
2	Justification for the transaction	SecureKloud Technologies Inc, subsidiary company of the SecureKloud Technologies Limited, operates in the cloud consulting space and caters to the market in United States of America and Canada. Healthcare Triangle Inc, step down subsidiary of the SecureKloud Technologies Limited, is engaged in providing cloud and digital transformation, managed services and data analytics platform for healthcare and life sciences industry. The subsidiary works closely with its subsidiary to achieve the group's business objectives, resulting into various operational transactions, as related party transactions. In order to reap the benefit of the synergies in businesses and to help carry out the operations in seamless manner, the Company has entered into the various arrangements as mentioned in point 1(c) above. All transactions between SecureKloud Technologies Inc and Healthcare Triangle Inc are in the ordinary course of business and at arm's length and are approved by the audit committee and board of directors of the Company.										
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not applicable										
a	details of the source of funds in connection with the proposed transaction											
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure											
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.											
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT											
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not applicable as the transaction is in the ordinary course of business and at arm's length pricing.										
5	Any other information that may be relevant	None										

Except Mr. Thyagarajan R, Mr. V. V. Sampath Kumar and Mr. Suresh Venkatachari (promoter) none of the directors and key managerial personnel of the Company and their relatives is concerned or interested in the resolution.

Based on the ratification of the audit committee, the Board recommends passing of the proposed resolution stated in item no 5 as an ordinary resolution and requests the approval of shareholders for the same.

Item 06 – Ratification and approval of related party transaction with Healthcare Triangle Inc for the financial year 2022-23

The audit committee ratified and approved the material related party transaction with the step-down subsidiary, exceeding 10% of the annual consolidated turnover of the last audited financial statements of the SecureKloud Technologies Limited, for the financial year 2022-23.

Information pursuant to SEBI Circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details
1	Details of summary of information provided by the management to the audit committee	
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Healthcare Triangle Inc is a step-down subsidiary of the SecureKloud Technologies Limited. SecureKloud Technologies Inc holds 59.82% of the equity stake in Healthcare Triangle Inc.
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Thyagarajan R, whole-time director and chief financial officer of SecureKloud Technologies Limited is also the chief financial officer of Healthcare Triangle Inc.
c	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves the corporate guarantee extended by the SecureKloud Technologies Limited to Seacoast Business Funding on behalf of Healthcare Triangle Inc and Devcool Inc for the financial year 2022-23 aggregating up to INR 4,250 lakhs
d	Value of Transaction	INR 4,250 lakhs
e	Percentage of annual consolidated turnover represented by the value of the proposed transaction	Consolidated annual turnover of the SecureKloud Technologies Limited for financial year 2021-22 is INR 37,940 lakhs. Value of the proposed transaction as a percentage of the annual consolidated turnover is 11.2%.
f	Tenure	One year (2022-23)
2	Justification for the transaction	Healthcare Triangle Inc had entered into a purchasing agreement with Seacoast Business Funding, a division of Seacoast National Bank to fund its working capital requirements by taking advance against the accounts receivables of the Company and its wholly owned subsidiary, Devcool Inc. As per the terms of the agreement, SecureKloud Technologies Limited being the ultimate holding company, has extended corporate guarantee against the outstanding liabilities. All transactions with Healthcare Triangle Inc are in the ordinary course of business and at arm's length and are approved by the audit committee and board of directors of the Company.
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not applicable
a	details of the source of funds in connection with the proposed transaction	
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not applicable as the transaction is in the ordinary course of business and at arm's length pricing
5	Any other information that may be relevant	None

Except Mr. Thyagarajan R, none of the directors, key managerial personnel or their relatives are concerned or interested in the resolution.

The Board recommends passing of the proposed resolution stated in item no. 6 as an ordinary resolution and requests the approval of the shareholders for the same.

Item 07 – Approval of modification in related party transaction between SecureKloud Technologies Inc and Healthcare Triangle Inc for the financial year 2023-24

The audit committee at its meeting dated November 21, 2022 approved the material related party transaction with its subsidiary, to which the listed entity is not a party exceeding 10% of the annual consolidated turnover of the last audited financial statements of the listed entity, for the financial year 2023-24, subsequently shareholders approved the resolution through postal ballot notice dated November 21, 2022. However, it is forecasted that the transactions between SecureKloud Technologies Inc and Healthcare Triangle Inc is estimated to be around INR 18,000 lakhs for the financial year 2023-24. Thereby, based on the recommendation and approval of the audit committee and the Board of Directors, the resolution no 7 has been put forth before shareholders to seek their approval for modification of the limit of transaction for the financial year 2023-24. In view of the changes in the threshold for determining the related party transactions that require prior shareholders approval and to facilitate seamless contracting and rendering/availing of services; the Company seeks approval of shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with related parties are reviewed and approved by the audit committee.

Information pursuant to SEBI Circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details												
1	Details of summary of information provided by the management to the audit committee													
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	SecureKloud Technologies Limited holds 60.70% of the equity stake in SecureKloud Technologies Inc. Healthcare Triangle Inc is a step-down subsidiary of the SecureKloud Technologies Limited. SecureKloud Technologies Inc holds 59.82% of the equity stake in Healthcare Triangle Inc.												
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. V. V. Sampath Kumar, independent director of SecureKloud Technologies Limited is a director of SecureKloud Technologies Inc. Mr. Thyagarajan R, whole-time director and chief financial officer of SecureKloud Technologies Limited is also the chief financial officer of Healthcare Triangle Inc.												
c	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves sale of services, purchase of services and other transactions for business purposes between SecureKloud Technologies Inc and Healthcare Triangle Inc during the financial year 2023-24 aggregating up to INR 18,000 lakhs												
d	Value of transaction	(₹ in lakhs) <table border="1"> <thead> <tr> <th>Nature of transaction</th> <th>Estimated Value</th> </tr> </thead> <tbody> <tr> <td>Purchase of services</td> <td>1,500</td> </tr> <tr> <td>Sale of services</td> <td>5,200</td> </tr> <tr> <td>Rent and administrative charges</td> <td>1,100</td> </tr> <tr> <td>Advances</td> <td>10,200</td> </tr> <tr> <td>Total</td> <td>18,000</td> </tr> </tbody> </table>	Nature of transaction	Estimated Value	Purchase of services	1,500	Sale of services	5,200	Rent and administrative charges	1,100	Advances	10,200	Total	18,000
Nature of transaction	Estimated Value													
Purchase of services	1,500													
Sale of services	5,200													
Rent and administrative charges	1,100													
Advances	10,200													
Total	18,000													
e	Percentage of annual consolidated turnover represented by the value of the proposed transaction	Consolidated annual turnover of the SecureKloud Technologies Limited for financial year 2022-23 is INR 45,843 lakhs. Value of the proposed transaction as a percentage of the annual consolidated turnover is 39.3%.												
f	Tenure	One year (2023-24)												
2	Justification for the transaction	SecureKloud Technologies Inc, subsidiary company of the SecureKloud Technologies Limited, operates in the cloud consulting space and caters to the market in United States of America and Canada. Healthcare Triangle Inc, step down subsidiary of the SecureKloud Technologies Limited, is engaged in providing cloud and digital transformation, managed services and data analytics platform for healthcare and life sciences industry. The subsidiary works closely with its subsidiary to achieve the group's business objectives, resulting into various operations transactions, as related party transactions.												

S. No.	Description	Details
		In order to reap the benefit of the synergies in businesses and to help carry out the operations in seamless manner, the Company has entered into the various arrangements as mentioned in point 1(c) above. All transactions between SecureKloud Technologies Inc and Healthcare Triangle Inc are in the ordinary course of business and at arm's length and are approved by the audit committee and board of directors of the Company.
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Advances
a	details of the source of funds in connection with the proposed transaction	Own funds – collection from customers
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	None
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Payable within 12 months Interest free, unsecured advances
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the working capital requirements of SecureKloud Technologies Inc.
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not applicable as the transaction is in the ordinary course of business and at arm's length pricing
5	Any other information that may be relevant	None

Except Mr. Thyagarajan R, Mr. V. V. Sampath Kumar and Mr. Suresh Venkatachari (promoter) none of the directors, key managerial personnel or their relatives are concerned or interested in the resolution.

The board recommends passing of the proposed resolution stated in item no. 7 as an ordinary resolution and requests the approval of the shareholders for the same.

Item No 8 – Approval for material related party transaction with Healthcare Triangle Inc for the financial year 2023-24

The audit committee at its meeting held on August 10, 2023 approved the material related party transaction of its step-down subsidiary, exceeding 10% of the annual consolidated turnover of the last audited financial statements of the listed entity, for the financial year 2023-24.

Information pursuant to SEBI Circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details
1	Details of summary of information provided by the management to the audit committee	
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Healthcare Triangle Inc is a step-down subsidiary of the SecureKloud Technologies Limited. SecureKloud Technologies Inc holds 59.82% of the equity stake in Healthcare Triangle Inc.
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Thyagarajan R, whole-time director and chief financial officer of SecureKloud Technologies Limited is also the chief financial officer of Healthcare Triangle Inc.
c	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves sale of services, corporate guarantee extended by the SecureKloud Technologies Limited to Seacoast Business Funding on behalf of Healthcare Triangle Inc 2023-24 aggregating up to INR 5,525 lakhs

S. No.	Description	Details								
d	Value of Transaction	(₹ in lakhs)								
		<table border="1"> <thead> <tr> <th>Nature of transaction</th> <th>Estimated Value</th> </tr> </thead> <tbody> <tr> <td>Sale of services</td> <td>1,275</td> </tr> <tr> <td>Corporate guarantee</td> <td>4,250</td> </tr> <tr> <td>Total</td> <td>5,525</td> </tr> </tbody> </table>	Nature of transaction	Estimated Value	Sale of services	1,275	Corporate guarantee	4,250	Total	5,525
Nature of transaction	Estimated Value									
Sale of services	1,275									
Corporate guarantee	4,250									
Total	5,525									
e	Percentage of annual consolidated turnover represented by the value of the proposed transaction	Consolidated annual turnover of the SecureKloud Technologies Limited for financial year 2022-23 is INR 45,843 lakhs. Value of the proposed transaction as a percentage of the annual consolidated turnover is 14.6%.								
f	Tenure	One year (2023-24)								
2	Justification for the transaction	<p>Healthcare Triangle Inc, step-down subsidiary of the SecureKloud Technologies Limited, is engaged in providing cloud and digital transformation, managed services and data analytics platform for healthcare and life sciences industry. The Company works closely with its step-down subsidiary to achieve the group's business objectives, resulting into various operational transactions, as related party transactions. In order to reap the benefit of the synergies in businesses and to help carry out the operations in seamless manner, the Company has entered into an arrangement for sale of services as mentioned in point 1(c) above.</p> <p>Further, Healthcare Triangle Inc had entered into a Purchasing Agreement with Seacoast Business Funding, a division of Seacoast National Bank to fund its working capital requirements by taking advance against the accounts receivables the Company and its wholly owned subsidiary, Devcool Inc. As per the terms of the agreement, SecureKloud Technologies Limited being the ultimate holding company extended corporate guarantee against the outstanding liabilities.</p> <p>All transactions with Healthcare Triangle Inc are in the ordinary course of business and at arm's length and are approved by the audit committee and board of directors of the Company.</p>								
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not applicable								
a	details of the source of funds in connection with the proposed transaction									
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure									
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security									
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT									
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not applicable as the transaction is in the ordinary course of business and at arm's length pricing								
5	Any other information that may be relevant	None								

Except Mr. Thyagarajan R, none of the directors, key managerial personnel or their relatives are concerned or interested in the resolution.

The Board recommends passing of the proposed resolution stated in item no. 8 as an ordinary resolution and requests the approval of the shareholders for the same.

Item No 9 – Prior approval for material related party transaction with SecureKloud Technologies Inc for the financial year 2024-25

The audit committee at its meeting held on August 10, 2023 approved the material related party transaction with its subsidiary, exceeding 10% of the annual consolidated turnover for the financial year 2024-25. Thereby, based on the recommendation and approval of the audit committee, the resolution no 12 has been put forth before shareholders to seek their approval for financial year 2024-25.

Information pursuant to SEBI Circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details								
1	Details of summary of information provided by the management to the audit committee									
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	SecureKloud Technologies Limited holds 60.70% of the equity stake in SecureKloud Technologies Inc. Healthcare Triangle Inc is a step-down subsidiary of the SecureKloud Technologies Limited. SecureKloud Technologies Inc holds 59.82% of the equity stake in Healthcare Triangle Inc.								
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. V. V. Sampath Kumar, independent director of SecureKloud Technologies Limited is a director of SecureKloud Technologies Inc.								
c	Nature, material terms, monetary value and particulars of contracts or arrangement	(a) The transaction involves sale of services for business purposes to SecureKloud Technologies Inc during financial year 2024-25 aggregating upto INR 6,250 lakhs (b) SecureKloud Technologies Limited has extended a corporate guarantee not exceeding INR 4,250 lakhs for the loan taken by SecureKloud Technologies Inc in 2014. Upon renewal of the loan, the guarantee attached gets rolled over.								
d	Value of Transaction	(₹ in lakhs) <table border="1"> <thead> <tr> <th>Nature of transaction</th> <th>Estimated Value</th> </tr> </thead> <tbody> <tr> <td>Sale of services</td> <td>6,250</td> </tr> <tr> <td>Renewal of corporate guarantee</td> <td>4,250</td> </tr> <tr> <td>Total</td> <td>10,500</td> </tr> </tbody> </table>	Nature of transaction	Estimated Value	Sale of services	6,250	Renewal of corporate guarantee	4,250	Total	10,500
Nature of transaction	Estimated Value									
Sale of services	6,250									
Renewal of corporate guarantee	4,250									
Total	10,500									
e	Percentage of annual consolidated turnover represented by the value of the proposed transaction	Consolidated annual turnover of the SecureKloud Technologies Limited entity for financial year 2022-23 is INR 45,843 lakhs. Value of the proposed transaction as a percentage of the annual consolidated turnover is 22.9%.								
f	Tenure	One year (2024-25)								
2	Justification for the transaction	SecureKloud Technologies Inc., subsidiary company, operates in the cloud consulting and services space and caters to the market in United States of America and Canada. The subsidiary works closely with the SecureKloud Technologies Limited to achieve its business objectives, resulting into various operational transactions, as related party transactions. In order to reap the benefit of the synergies in the businesses and to help carry out the operations in a seamless manner, the Company has entered into the various arrangements as mentioned in point 1(c). All transactions with SecureKloud Technologies Inc are in the ordinary course of business and at arm's length and are approved by the audit committee and board of directors of the Company.								

S. No.	Description	Details
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not applicable
a	details of the source of funds in connection with the proposed transaction	
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not applicable as the transaction is in the ordinary course of business and at arm's length pricing.
5	Any other information that may be relevant	None

Except Mr. V. V. Sampath Kumar and Mr. Suresh Venkatachari (promoter) none of the directors, key managerial personnel or their relatives are concerned or interested in the resolution.

The Board recommends passing of the proposed resolution stated in item no. 9 as an ordinary resolution and requests the approval of the shareholders for the same.

Item No 10 – Prior approval for the material related party transaction with Healthcare Triangle Inc for the financial year 2024-25

The audit committee at its meeting held on August 10, 2023 approved the material related party transaction with its subsidiary, exceeding 10% of the annual consolidated turnover for the financial year 2024-25.

Information pursuant to SEBI Circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details								
1	Details of summary of information provided by the management to the audit committee									
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Healthcare Triangle Inc is a step-down subsidiary of the SecureKloud Technologies Limited. SecureKloud Technologies Inc holds 59.82% of the equity stake in Healthcare Triangle Inc.								
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Thyagarajan R, whole-time director and chief financial officer of SecureKloud Technologies Limited is also the chief financial officer of Healthcare Triangle Inc.								
c	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves sale of services, corporate guarantee extended by the SecureKloud Technologies Limited to Seacoast Business Funding on behalf of Healthcare Triangle Inc and Devccol Inc for 2024-25 aggregating up to INR 6,800 lakhs								
d	Value of Transaction	(₹ in lakhs)								
		<table border="1"> <thead> <tr> <th>Nature of transaction</th> <th>Estimated Value</th> </tr> </thead> <tbody> <tr> <td>Sale of services</td> <td>2,550</td> </tr> <tr> <td>Corporate guarantee</td> <td>4,250</td> </tr> <tr> <td>Total</td> <td>6,800</td> </tr> </tbody> </table>	Nature of transaction	Estimated Value	Sale of services	2,550	Corporate guarantee	4,250	Total	6,800
Nature of transaction	Estimated Value									
Sale of services	2,550									
Corporate guarantee	4,250									
Total	6,800									
e	Percentage of annual consolidated turnover represented by the value of the proposed transaction	Consolidated annual turnover of the SecureKloud Technologies Limited for financial year 2022-23 is INR 45,843 lakhs. Value of the proposed transaction as a percentage of the annual consolidated turnover is 14.8%.								
f	Tenure	One year (2024-25)								

S. No.	Description	Details
2	Justification for the transaction	<p>Healthcare Triangle Inc, step-down subsidiary of the SecureKloud Technologies Limited, is engaged in providing cloud and digital transformation, managed services and data analytics platform for healthcare and life sciences industry. The Company works closely with its step-down subsidiary to achieve the group's business objectives, resulting into various operational transactions, as related party transactions. In order to reap the benefit of the synergies in businesses and to help carry out the operations in seamless manner, the Company has entered into an arrangement for sale of services as mentioned in point 1(c) above.</p> <p>Also, Healthcare Triangle Inc had entered into a Purchasing Agreement with Seacoast Business Funding, a division of Seacoast National Bank to fund its working capital requirements by taking advance against the accounts receivables the Company and its wholly owned subsidiary, Devcool Inc. As per the terms of the agreement, SecureKloud Technologies Limited being the ultimate holding company extended corporate guarantee against the outstanding liabilities.</p> <p>All transactions with Healthcare Triangle Inc are in the ordinary course of business and at arm's length and are approved by the audit committee and board of directors of the Company.</p>
3	Details of transaction relating to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not applicable
a	details of the source of funds in connection with the proposed transaction	
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not applicable as the transaction is in the ordinary course of business and at arm's length pricing
5	Any other information that may be relevant	None

Except Mr. Thyagarajan R, none of the directors, key managerial personnel or their relatives are concerned or interested in the resolution.

The Board recommends passing of the proposed resolution stated in item no. 10 as an ordinary resolution and requests the approval of the shareholders for the same.

Item No 11 – Prior approval for material related party transaction between SecureKloud Technologies Inc and Healthcare Triangle Inc for the financial year 2024-25.

The audit committee at its meeting dated August 10, 2023 approved the material related party transaction with its subsidiary, exceeding 10% of the annual consolidated turnover for the financial year 2024-25.

Information pursuant to SEBI Circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details												
1	Details of summary of information provided by the management to the audit committee													
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	SecureKloud Technologies Limited holds 60.70% of the equity stake in SecureKloud Technologies Inc. Healthcare Triangle Inc is a step-down subsidiary of the SecureKloud Technologies Limited. SecureKloud Technologies Inc holds 59.82% of the equity stake in Healthcare Triangle Inc.												
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. V. V. Sampath Kumar, independent director of SecureKloud Technologies Limited is a director of SecureKloud Technologies Inc. Mr. Thyagarajan R, whole-time director and chief financial officer of SecureKloud Technologies Limited is also the chief financial officer of Healthcare Triangle Inc.												
c	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves sale of services, purchase of services and other transactions for business purposes between SecureKloud Technologies Inc and Healthcare Triangle Inc during the financial year 2022-23 aggregating up to INR 21,000 lakhs												
d	Value of Transaction	(₹ in lakhs) <table border="1"> <thead> <tr> <th>Nature of transaction</th> <th>Estimated Value</th> </tr> </thead> <tbody> <tr> <td>Purchase of services</td> <td>200</td> </tr> <tr> <td>Sale of services</td> <td>5,100</td> </tr> <tr> <td>Rent and administrative charges</td> <td>500</td> </tr> <tr> <td>Advances</td> <td>15,200</td> </tr> <tr> <td>Total</td> <td>21,000</td> </tr> </tbody> </table>	Nature of transaction	Estimated Value	Purchase of services	200	Sale of services	5,100	Rent and administrative charges	500	Advances	15,200	Total	21,000
Nature of transaction	Estimated Value													
Purchase of services	200													
Sale of services	5,100													
Rent and administrative charges	500													
Advances	15,200													
Total	21,000													
e	Percentage of annual consolidated turnover represented by the value of the proposed transaction	Consolidated annual turnover of the SecureKloud Technologies Limited for financial year 2022-23 is INR 45,843 lakhs. Value of the proposed transaction as a percentage of the annual consolidated turnover is 45.8%.												
f	Tenure	One year (2024-25)												
2	Justification for the transaction	SecureKloud Technologies Inc, subsidiary company of the SecureKloud Technologies Limited, operates in the cloud consulting space and caters to the market in United States of America and Canada. Healthcare Triangle Inc, step down subsidiary of the SecureKloud Technologies Limited, is engaged in providing cloud and digital transformation, managed services and data analytics platform for Healthcare and life sciences industry. The subsidiary works closely with its subsidiary to achieve the group's business objectives, resulting into various operations transactions, as related party transactions. In order to reap the benefit of the synergies in businesses and to help carry out the operations in seamless manner, the Company has entered into the various arrangements as mentioned in point 1(c) above. All transactions between SecureKloud Technologies Inc and Healthcare Triangle Inc are in the ordinary course of business and at arm's length and are approved by the audit committee and board of directors of the Company.												
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Advances												
a	details of the source of funds in connection with the proposed transaction	Own funds – collection from customers												
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	None												

S. No.	Description	Details
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Payable within 12 months Interest free, unsecured advances
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the working capital requirements of SecureKloud Technologies Inc.
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not applicable as the transaction is in the ordinary course of business and at arm's length pricing
5	Any other information that may be relevant	None

Except Mr. Thyagarajan R, Mr. V. V. Sampath Kumar and Mr. Suresh Venkatachari (promoter) none of the directors, key managerial personnel or their relatives are concerned or interested in the resolution.

The Board recommends passing of the proposed resolution stated in item no. 11 as an ordinary resolution and requests the approval of the shareholders for the same.

Item No 12 – Prior approval for material related party transaction between Healthcare Triangle Inc and Devcool Inc for the financial year 2024-25.

The audit committee at its meeting held on August 10, 2023 approved the material related party transaction with its subsidiary, exceeding 10% of the annual consolidated turnover for the financial year 2024-25.

Information pursuant to SEBI Circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details								
1	Details of summary of information provided by the management to the Audit Committee									
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Healthcare Triangle Inc is a step-down subsidiary of the SecureKloud Technologies Limited. SecureKloud Technologies Inc holds 59.82% of the equity stake in Healthcare Triangle Inc. Devcool Inc is a wholly owned subsidiary of Healthcare Triangle Inc								
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Thyagarajan R, whole-time director and chief financial officer of SecureKloud Technologies Limited is also the chief financial officer of Healthcare Triangle Inc.								
c	Nature, material terms, monetary value and particulars of contracts or arrangement	(a) Payment of payroll expenses on behalf of Devcool Inc by Healthcare Triangle Inc and subsequent reimbursement during the financial year 2024-25 aggregating up to INR 16,000 lakhs. (b) Advances by Devcool Inc to Healthcare Triangle Inc for working capital purposes during the financial year 2024-25 aggregating up to INR 21,000 lakhs.								
d	Value of Transaction	(₹ in lakhs)								
		<table border="1"> <thead> <tr> <th>Nature of transaction</th> <th>Estimated Value</th> </tr> </thead> <tbody> <tr> <td>Reimbursement of payroll expenses</td> <td>16,000</td> </tr> <tr> <td>Advances</td> <td>21,000</td> </tr> <tr> <td>Total</td> <td>37,000</td> </tr> </tbody> </table>	Nature of transaction	Estimated Value	Reimbursement of payroll expenses	16,000	Advances	21,000	Total	37,000
Nature of transaction	Estimated Value									
Reimbursement of payroll expenses	16,000									
Advances	21,000									
Total	37,000									
e	Percentage of annual consolidated turnover represented by the value of the proposed transaction	Consolidated annual turnover of the SecureKloud Technologies Limited entity for financial year 2022-23 is INR 45,843 lakhs. Value of the proposed transaction as a percentage of the annual consolidated turnover is 80.7%.								
f	Tenure	One year (2024-25)								

S. No.	Description	Details
2	Justification for the transaction	Healthcare Triangle Inc, step down subsidiary of the SecureKloud Technologies Limited, is engaged in providing cloud and digital transformation, managed services and data analytics platform for Healthcare and life sciences industry. Devcool Inc, wholly owned subsidiary of Healthcare Triangle Inc, also carries similar business servicing the healthcare industry and hence works closely with Healthcare Triangle Inc. In order to reap the benefit of the synergies in businesses and to help carry out the operations in seamless manner, the step down subsidiary has entered into the various arrangements with its subsidiary as mentioned in point 1(c) above. All transactions entered between Healthcare Triangle Inc and Devcool Inc are in the ordinary course of business and at arm's length and are approved by the audit committee and Board of Directors of the Company.
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Advances
a	details of the source of funds in connection with the proposed transaction	Own funds – collection from customers of Devcool Inc
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	None
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Payable within 12 months Interest free, unsecured advance
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working capital requirements of Healthcare Triangle Inc
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not applicable as the transaction is in the ordinary course of business and at arm's length pricing
5	Any other information that may be relevant	None

Except Mr. Thyagarajan R and Mr. Suresh Venkatachari (promoter), none of the directors, key managerial personnel or their relatives are concerned or interested in the resolution.

The Board recommends passing of the proposed resolution stated in item no. 12 as an ordinary resolution and requests the approval of the shareholders for the same.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on 9.00 AM (IST) on Saturday, September 23, 2023 and ends at 5.00 PM (IST) on Monday, September 25, 2023. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Tuesday, September 19, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** under regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

NOTICE

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of depositories/ depository participants.

Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI circular, login method for e-voting and joining virtual meetings for **Individual shareholders holding securities in demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with CDSL depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and new system myeasi tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and new system myeasi tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting service providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-services is launched, click on the "beneficial owner" icon under "login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "access to e-voting" under e-voting services and you will be able to see e-Voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "login" which is available under 'shareholder/member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL depository site wherein you can see e-voting page. click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant SECUREKLOUD TECHNOLOGIES LIMITED on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional facility for non-individual shareholders and custodians – for remote voting only.

- Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves in the "corporates" module.
- A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, a scanned copy of the board resolution and power of attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively non individual shareholders are required mandatorily to send the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the scrutinizer and to the Company at the email address viz; cs@securekcloud.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the meeting through laptops / IPads for better experience.
5. Further shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request. The facility for registration as a speaker will be open from September 20, 2023 at 9 a.m till September 23, 2023 at 5.00 p.m mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The Company reserves the right to limit the numbers of members asking the questions depending on the availability of time at the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries from September 20, 2023 at 9 a.m till September 23, 2023 at 5.00 p.m mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For physical shareholders- please provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of aadhar card) by email to Company/RTA email id.
2. For demat shareholders - Please update your email id and mobile no. with your respective depository participant (DP)
3. For individual demat shareholders – Please update your email id and mobile no. with your respective depository participant (DP) which is mandatory while e-voting and joining virtual meetings through depository.

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.