

SECUREKLOUD TECHNOLOGIES LIMITED

CIN: L72300TN1993PLC101852

REGD OFFICE: NO 37 & 38, ASV RAMANA TOWERS, 5TH FLOOR, VENKAT NARAYANA ROAD, T. NAGAR,
CHENNAI 600 017

TEL: 044 66028000 | EMAIL: cs@securekloud.com | WEBSITE: www.securekloud.com

NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Members,

NOTICE is hereby given, in accordance with Section 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") including any amendment(s) thereof, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No 02/2022 dated May 5, 2022, General Circular No. 03/2022 dated May 5, 2022 General Circular No. 11/2022 dated September 29, 2022, General Circular No. dated December 28, 2022 ("General Circulars") issued by the Ministry of Corporate Affairs (the "MCA") for seeking approval of the members of SecureKloud Technologies Limited (the "Company") on the below mentioned proposed special business by passing resolutions through postal ballot ("Postal Ballot") by way of remote e-voting.

For avoidance of any doubt due to the general understanding of meaning of 'postal ballot' as voting by post (which is not contemplated in this notice), the term 'remote e-voting' is consciously used in this notice (instead of using the term 'postal ballot') which appropriately clarifies that the manner of voting on the resolutions is restricted to voting only through remote e-voting. Hence, in compliance with the requirements of the MCA Circulars, hard copy of postal ballot notice along with postal ballot forms and pre-paid business reply envelope will not be sent to the members for the present postal ballot and members are required to communicate their assent or dissent through the remote e-voting system only. The instructions for remote e-voting are appended to this notice. The proposed resolutions and explanatory statement setting out material facts as required in terms of section 102 of the Act read with the Rules and the MCA circulars are appended below for seeking consent of the members of the company through remote e-voting.

The Board has, pursuant to Rule 22(5) of the Companies (Management & Administration) Rules, 2014, appointed Ms. Nithya Pasupathy (CoP No. 22562) of M/s. SPNP & Associates, Practicing Company Secretaries, as the scrutinizer for conducting the postal ballot e-voting process in a fair and transparent manner.

The Company has engaged the services of M/s. Central Depository Services (India) Limited ('CDSL') for the purpose of providing remote e-voting facility to all its members. Remote e-voting shall commence from Saturday, February 17, 2024 at 9.00 A.M. (IST) and ends on Monday, March 18, 2024 at 5.00 P.M. (IST). The scrutinizer will submit the report to the Chairman, after completion of scrutiny of e-voting but not later than two days from the date of conclusion of the remote e-voting process, and the result of the remote e-voting will be declared on or before Wednesday, March 20, 2024 at any time before

5.00 P.M. (IST). The result of remote e-voting along with the scrutinizer's report shall be communicated to the Stock Exchange(s) where the securities of the Company are listed, uploaded on the website of the e-voting agency CDSL, will be displayed on the Notice Board of the Company at the Registered Office and be uploaded on the Company's website at www.securekloud.com. The proposed resolutions, if approved, shall be deemed to have been passed on the last date of remote e-voting, i.e. March 18, 2024.

RESOLUTION PUT THROUGH POSTAL BALLOT

1. Appointment of Mr. Suresh Venkatachari (DIN: 00365522) as the Director of the Company

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

RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to Section 149, 152, 160, 162, 196 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, approval of shareholders is hereby sought for the appointment of Mr. Suresh Venkatachari (DIN: 00365522) as the Director of the Company, for a period of three years commencing from February 07, 2024 to February 06, 2027, on the terms and conditions as embodied in the terms of appointment, liable to retire by rotation.

RESOLVED FURTHER THAT subject to the overall superintendence, direction and control of the Board of Directors, Mr. Suresh Venkatachari, shall be responsible for the overall management of the affairs of the Company and be accountable to the Board of Directors.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby authorized severally to file necessary e-Forms with Registrar of Companies, Chennai, take necessary steps to make entries in the Register of Directors and Key Managerial Personnel and to do all such acts, deeds or things which are necessary to give effect to the said appointment.

2. Approval of remuneration of related party, Mr. Suresh Venkatachari (DIN: 00365522), holding office or place of profit

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) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for Mr. Suresh Venkatachari holding office or place of profit, from the subsidiaries at a remuneration not exceeding ₹ 4,65,00,000/- (Rupees Four Crore and Sixty Five Lakh only) per annum.

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.

By the Order of the Board
For SecureKloud Technologies Limited

Date: February 07, 2024
Place: Chennai

Roshini Selvakumar
Company Secretary and Compliance Officer

EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No 1 & 2:

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Suresh Venkatachari (DIN: 00365522) as an additional director (executive category) of the Company, liable to retire by rotation, for a term of 3 years subject to approval of the members from February 07, 2024 to February 06, 2027.

Brief profile:

Mr. Suresh is the founder of SecureKloud Technologies and has over 35 years of experience in the Digital Transformation, Cloud and IT solutions & services industry. Suresh has established himself as a thought leader and a serial entrepreneur. He has been leading a global leadership team and expertise in managing Healthcare, Life Sciences and BFSI technology companies. Suresh is renowned for developing and executing demand-driven strategies to foster business growth. Over the past decade, he has founded multiple IT companies, out of which three companies went public. His vision and strategic acumen will drive innovation and growth, further solidifying SecureKloud's position in the technology sector. Mr. Suresh graduated in Bachelors degree in Electronics and Instrumentation Engineering from Annamalai University.

Board's recommendation:

The Board of Directors noted that, Securities and Exchange Board of India had, vide its final order dated December 16, 2022, restricted Mr. Suresh Venkatachari from being associated with any listed entity for a period of one year from the date of coming into effect of the said order, and; one year has lapsed and the Board approved the appointment of Mr. Suresh as an Additional Director (Executive category), Chairman of the Board of Directors and Chief Executive Officer of the Company. Further, the money laundering case filed by the Enforcement Directorate against Mr. Suresh Venkatachari, among others, was unequivocally quashed by the High Court of Madras and also upheld by the Hon'ble Supreme Court of India.

The Board of Directors are of the opinion that Mr. Suresh Venkatachari's experience and knowledge in the areas of information technology will certainly contribute to the growth of the Company. The Board is extremely thrilled to welcome back Mr. Suresh Venkatachari, who has proved that he is clear of all the charges that were levelled against him.

Confirmations Received:

Mr. Suresh Venkatachari has consented in Form DIR – 2 to act as director in terms of Section 152 of the Companies Act, 2013 and has provided a declaration that he is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013. Further, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member signifying the intention to propose the candidature of Mr. Suresh Venkatachari as the director of the Company.

Details of Mr. Suresh Venkatachari 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 as an annexure to this notice.

Annexure – 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	Suresh Venkatachari
DIN	00365522
Date of birth	21-05-1967
Nationality	Singapore
Date of first appointment on the board	04-09-2012
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	1,40,70,703
List of Directorships held in other companies including listed entities	<ul style="list-style-type: none">SecureKloud Technologies Inc, USANetsavy Solutions Pte Ltd, SingaporeMentor Minds Solutions & Services Pte Ltd, Singapore
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	Liable to retire by rotation.

Additionally, Mr. Suresh is an employee of the subsidiaries of the Company, viz, SecureKloud Technologies Inc and Healthcare Triangle Inc, contributing to the overall business and growth of the group, as a whole. And, he receives remuneration from the subsidiaries, which is exceeding the limits stated in Section 188(1)(f) of the Companies Act, 2013. The Board of Directors have approved that his remuneration from the subsidiaries shall not exceed INR 4,65,00,000, which is equivalent to US \$ 550,000 per annum from the subsidiaries, calculated at an exchange rate of INR 84.

Pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 and Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders is required in the case of appointment of a director for any office in the company or its subsidiary company. Since, SecureKloud Technologies Inc and Healthcare Triangle Inc are subsidiaries to the company and Mr. Suresh being a related party, and the terms and conditions of appointment in SecureKloud Technologies Limited will be as per the company policy and local requirements, the remuneration may exceed the prescribed limits as per the Companies Act, 2013, hence seeking the approval of the shareholders.

In view of the applicability of the provision of Section 188(1)(f) of the Companies Act, 2013, the resolution is required to be passed as an ordinary resolution.

The board recommends passing of the proposed resolution stated in item no. 1 and 2 as an ordinary resolution and requests the approval of the shareholders for the same.

Except Mr. Suresh Venkatachari, promoter of the listed entity who is also director of SecureKloud Technologies Inc; none of the other promoters/ directors/ key managerial personnel of the company and their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding as members, if any.

By the Order of the Board
For SecureKloud Technologies Limited

Date: February 07, 2024
Place: Chennai

Roshini Selvakumar
Company Secretary and Compliance Officer

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on Saturday, February 17, 2024 at 9.00 AM and ends on Monday, March 18, 2024 at 5.00 PM. 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) of Friday, February 16, 2024 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 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (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.

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 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.
- (v) Pursuant to abovesaid SEBI Circular, Login method for e-Voting 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 for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available

	<p>on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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.nsd.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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.

(vi) Login method for Remote e-Voting 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	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.

OR Date of Birth (DOB)

- 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.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the SecureKloud Technologies Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **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 mandatory 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@securekloud.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding 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 at toll free no. 1800 22 55 33