

# 40<sup>th</sup>

## Annual General Meeting

Monday, September 29, 2025

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) Friday, September 26, 2025

**End of remote E-Voting:**  
5.00 P.M (IST) Sunday, September 28, 2025

**Cut-off date for determining the eligibility to vote at the AGM:**  
Monday, September 22, 2025

**SECUREKLOUD TECHNOLOGIES LIMITED**

(CIN : L72300TN1993PLC101852)

Registered Office : Bascon Futura SV,10/1,

5<sup>th</sup> Floor,Venkatanarayana Road,T.Nagar,Chennai – 600 017.Website : [www.securekloud.com](http://www.securekloud.com) E-mail : [cs@securekloud.com](mailto:cs@securekloud.com) Phone: 044 6602 8000**NOTICE TO THE MEMBERS**

NOTICE is hereby given that the Fortieth ( 40<sup>th</sup> ) Annual General Meeting (“AGM”) of the members of SECUREKLOUD TECHNOLOGIES LIMITED will be held as scheduled below:

DATE: SEPTEMBER 29, 2025

DAY: MONDAY

TIME: 11.00 am

MODE: VC/OAVM

To transact the following business:

**ORDINARY BUSINESS:****Item no. 1 : Adoption of Standalone and Consolidated Audited Financial Statements**

- a. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and of the Statutory Auditors thereon; and
- b. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and of the Statutory Auditors thereon.

**Item no. 2 : To appoint a Director in place of Mr. Suresh Venkatachari (DIN: 00365522) who retires by rotation and being eligible, offers himself for re-appointment****Item No. 3: Re-appointment of M/s. K. Gopal Rao & Co, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.****To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. K. Gopal Rao & Co, Chartered Accountants (Firm Registration No.000956S) be and is hereby reappointed as the Statutory Auditors of the Company for second term of five consecutive years, who shall hold office from the conclusion of this 40<sup>th</sup> Annual General Meeting till the conclusion of the 45<sup>th</sup> Annual General Meeting to be held in the year 2030 on such remuneration as may be mutually decided by the Board of Directors and the Statutory Auditors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution”

**SPECIAL BUSINESS:****Item No. 4 : Appointment of M/s. Veena & Co., Practising Company Secretaries, as the Secretarial Auditors of the Company and fix their remuneration****To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable laws/ statutory provisions, if any, as amended from time to time, M/s. Veena & Co, Practising Company Secretaries bearing Firm Registration Number:S2017TN472700 (Peer Review Certificate No.: 2738/2022) represented by

## NOTICE

Ms. Balasubramanian Veena bearing membership number FCS: 10050 and COP: 12919, be and are hereby appointed as Secretarial Auditors of the Company, for a term of 5 (Five) consecutive years, to hold office from the conclusion of this 40<sup>th</sup> Annual General Meeting till the conclusion of 45<sup>th</sup> Annual General Meeting to be held in the year 2030, on a remuneration as may be mutually agreed, by the Board of Directors of the Company and the Secretarial Auditors.”

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Item No. 5 - Appointment of Mr. Venkatesh Rajaratnam (DIN: 03595200) as a Non-executive and Independent Director for a term of five consecutive years w.e.f. August 14, 2025.**

**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, 161, Schedule IV of the Companies Act, 2013 (“the Act”) read with 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 (“Listing Regulations”)(including any statutory modifications or re-enactments thereof, for the time being in force) and the recommendation of the Nomination & Remuneration Committee, consent of the shareholders be and is hereby accorded to appoint Mr. Venkatesh Rajaratnam (DIN: 03595200), who was appointed as an Additional Director of the Company from August 14 2025 and has submitted a declaration that he meets the criteria of Independence as under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Act proposing his candidature for the office of a director, as an Independent director of the company for a term of five consecutive years commencing from August 14, 2025 to August 13, 2030, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors, Chief Financial Officer and/or 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 be considered expedient and necessary in this regard.”

**Item No. 6 - Approval of material related party transaction with Healthcare Triangle Inc. for the Financial Year 2025-26**

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

“**RESOLVED THAT** pursuant to provisions of 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) and section 188 of Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, other applicable provisions of the Companies Act, 2013 along with the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), the approval of the members be and is hereby accorded for the material related party contract(s)/arrangement(s)/transaction(s), entered into or proposed to be entered into (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 the Company and Healthcare Triangle Inc. (subsidiary of the Company), on such terms and conditions as may be mutually agreed, for an aggregate value not exceeding ₹ 5,000 lakhs (Rupees Five Thousand Lakhs only) during Financial Year 2025-26.

**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 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.

**Item No. 7 - Approval under Section 180(1)(a) of the Companies Act, 2013 and Reg 23, 24(5) & 24(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to sell and dispose of assets of the Company held in / of SecureKloud Technologies Inc. ("Subsidiary")**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23, 24(5), 24(6) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to impair/ write-off of assets of the Company held in SecureKloud Technologies Inc, a material subsidiary of the Company, by way of making provision for impairment of the Investment in Shares of the Subsidiary and writing-off of the amount receivable from the said subsidiary including sale or disposal of assets of the Subsidiary consequent to Bankruptcy petition filled by the Subsidiary.

**RESOLVED FURTHER THAT** the consent of the members be and hereby accorded for cessation of control, over SecureKloud Technologies Inc., USA, consequent to Bankruptcy petition filed by the Subsidiary.

**RESOLVED FURTHER THAT** the Board of Directors and / or Key Managerial Personnel of the Company be and are hereby authorized severally to do all such acts, deeds, matter and things as may be necessary, desirable and expedient and all incidental and necessary steps for and on behalf of the company and to settle all questions or queries that may arise in the course of implementing this resolution."

**Item No. 8 - Approval for raising Capital and / or listing of QuantumNexis Inc., USA an overseas step down subsidiary and consequential possible cessation of control in the step down subsidiary.**

**To consider passing the following resolution as a SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Regulation 24(5) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and such other applicable regulations, notifications, clarifications, circulars, rules, and guidelines issued by the Government of India or any other regulatory authority, and subject to such approvals, consents, permissions, and sanctions as may be required, the consent of the members of the Company be and is hereby accorded, based on the recommendation of the Board, to permit its overseas step-down subsidiary, QuantumNexis Inc., USA, to raise capital up to USD 100 million (or equivalent ₹) in one or more tranches, for the purposes of growth and expansion, by way of Private Equity Investments, Initial Public Offering (IPO) in the US capital markets, Special Purpose Acquisition Company (SPAC), Initial Coin Offering (ICO), and/or through other strategic investors.

**RESOLVED FURTHER THAT** consequent to such fund raise, the Company may cease to have control over QuantumNexis Inc., USA, and such cessation of control is hereby specifically approved by the members.

**RESOLVED FURTHER THAT** the Board of Directors and / or Key Managerial personnel of the Company be and are hereby severally authorized to do all necessary decision and to execute all such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as he may in his absolute discretion, deem fit, necessary or appropriate."

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

Date: August 14, 2025  
Place: Chennai

**Jayashree Vasudevan  
Company Secretary and Compliance Officer**



## NOTES

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No 09/2024 dated September 19, 2024, read with circulars dated September 25, 2023, April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, and SEBI circular no. SEBI/HO/ CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024, (collectively referred as "Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the above, the AGM of the Members of the Company is being held through Video Conferencing / Other Audio-Visual Means (VC/OAVM). The registered office of the Company shall be deemed to be the venue for the AGM.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ("the Act") with respect to the Special Business to be transacted at the 40<sup>th</sup> AGM is annexed hereto.
3. The relevant details, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment and re-appointment at this AGM is annexed.
4. Members entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, and MCA Circular No 09/2024 dated September 9, 2024, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. 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 through VC/OAVM and cast their votes through e-voting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.
7. The Company has appointed Mr. Jayanth Viswanathan, Practicing Company Secretary representing M/s. RBJV & Associates, Chennai, bearing Membership No. F7968 and COP No. 14642, as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
8. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM in-person or through VC / OAVM on its behalf and to vote by show of hands or through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email at their registered email address to [jayanth.v@akshayamcorporate.com](mailto:jayanth.v@akshayamcorporate.com) with a copy marked to [cs@securekloud.com](mailto:cs@securekloud.com).
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e., **Monday, September 29, 2025**. Members seeking to inspect such documents may send an email to [cs@securekloud.com](mailto:cs@securekloud.com).
10. 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 & Disclosure Requirements) Regulations 2015 (as amended), and in terms of SEBI circular no. SEBI/HO/ CFD/ CMD/ CIR/P/2020/242 dated December 9, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 AGM will be provided by CDSL.
11. Members holding shares either in physical or dematerialized mode, as on cut-off date, i.e. Monday, September 22, 2025, may cast their votes electronically. The e-voting period commences on **Friday, September 26, 2025 (9:00 a.m. IST) and ends on Sunday, September 28, 2025 (5:00 p.m. IST)**. The e-voting module will be disabled by CDSL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity

share capital of the Company as on the **cut-off date, i.e. September 22, 2025**. The members who have already casted their vote through remote e-voting may participate in the meeting but will not be allowed to vote again.

12. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
13. Any person who is a Member as on the Cut-off date, i.e. September 22, 2025, shall be eligible to attend and vote on resolutions proposed at the AGM. Any person who is not a Member as on the Cut-off date shall treat this Notice for informational purpose only. All Members may refer to the Notice of the AGM uploaded on the Company's website and the website of the recognized Stock Exchanges i.e. [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) for e-voting instructions.
14. Any person holding shares in physical mode or a person, who acquires shares and becomes a member of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. September 22, 2025, may obtain the login ID and password by sending a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he / she is already registered with CDSL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.
15. The Members can join the 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 AGM through VC/OAVM will be made available to at least 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 AGM without restriction on account of first come first served basis.
16. The Scrutinizer shall after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
17. As per Regulation 44 of the SEBI Listing Regulations, the results of the e-voting are to be submitted to the Stock Exchanges within two working days of the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges, CDSL and RTA, and will also be displayed on the Company's website [www.securecloud.com](http://www.securecloud.com).
18. In compliance with the Circulars, the Annual Report for 2024-25, the Notice of the 40<sup>th</sup> AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP), unless any member has requested a physical copy of the same. The Notice calling the AGM and the Annual Report has been uploaded on the website of the Company at [www.securecloud.com](http://www.securecloud.com). The Notice is also accessible from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. A letter providing the web-link for accessing the Annual Report, including the exact path, will be sent to those Members who have not registered their email address with the Company.
19. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to register the email address by writing to the Company's Registrar and Share Transfer Agent, Adroit Corporate Services Pvt. Ltd. 17-20, Jafferbhoy Ind. Estate, 1st Floor, Makhwana Road, Marol Naka, Andheri (E) Mumbai 400 059., along with the duly filled in Form ISR-1 and related proofs, available at <https://www.adroitcorporate.com/RandTServices.aspx>
20. In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available at <http://www.iepf.gov.in/> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5.
21. SEBI vide its Circular dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.

**EXPLANATORY STATEMENT  
(PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013)**

**Item No. 3: Re-appointment of M/s. K. Gopal Rao & Co, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.**

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Companies Act, 2013 ("the Act").

The Members at the 35<sup>th</sup> Annual General Meeting ('AGM') of the Company held on September 30, 2020, had approved appointment of M/s. K. Gopal Rao & Co, Chartered Accountants, Chennai (Firm Registration No. 000956S), as the Statutory Auditors of the Company to hold office from the conclusion of the 35<sup>th</sup> AGM till the conclusion of the 40<sup>th</sup> AGM of the Company to be held in the year 2025.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the reappointment M/s. K. Gopal Rao & Co, as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of 40<sup>th</sup> AGM till the conclusion of 45<sup>th</sup> AGM of the Company to be held in the year 2030, at a remuneration ₹ 25 Lakhs plus applicable taxes and out-of-pocket expenses for the financial year 2025-26 and thereafter, as may be mutually agreed between the Board and the Statutory Auditors.

M/s. K. Gopal Rao & Co have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No.3 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends passing of the proposed resolution stated in item no.3 as an ordinary resolution and requests the approval of the shareholders for the same.

**Item No. 4: Appointment of M/s. Veena & Co., Practising Company Secretaries, Secretarial Auditors of the Company and fix their remuneration**

Pursuant to the Regulation 24A & other applicable provisions of the SEBI Listing Regulations and Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act, if any, the Board of Directors at their Meeting held on August 14, 2025 considered the appointment of M/s. Veena & Co., Practising Company Secretaries, Chennai bearing Firm Registration Number: S2017TN472700 (Peer Review Number: 2738/2022) represented by Ms. Balasubramanian Veena bearing membership number FCS: 10050 and COP: 12919 as Secretarial Auditors for a term of 5(Five) consecutive years from April 1, 2025 till March 31, 2030, subject to the approval of shareholders.

**Profile of the Secretarial Auditors**

M/s. Veena & Co., have immense expertise and experience in dealing with matters relating to Company Law, Securities Laws, Public and Private fund raising, Mergers and Acquisitions and Capital Market Transactions, inbound and outbound Investment, Legal Due Diligence, Transaction documents, Joint Ventures, Foreign Collaborations, Technology Transfers and regularization of statutory lapses.

They also specialise in handling Company Incorporation, obtaining approvals from various government departments including the Registrar of Companies (ROC), Ministry of Corporate Affairs (MCA), Foreign Investment Promotion Board (FIPB), Secretariat of Industrial Approvals (SIA), Reserve Bank of India (RBI), Director General of Foreign Trade (DGFT), Foreign Exchange Regulations, Foreign Direct Investment. They also undertake matters relating to NCLT and NCLAT.

Ms. Balasubraminan Veena (representing partner) is a Practicing Company Secretary and is a registered valuer having an experience of more than a decade in consultancy and providing compliance services under various corporate laws in India.

M/s. Veena & Co. have consented to act as the Secretarial Auditors of the Company and have confirmed that their appointment, if approved, would be within the limits prescribed by The Institute of Company Secretaries of India (ICSI). They have also confirmed that they are not disqualified for such appointment under applicable laws, regulations, or circulars.

**Terms and conditions of appointment & remuneration:**

a) Term of appointment: To be appointed for 5(Five) consecutive years commencing from April 1, 2025 up to March 31, 2030.

b) Fees: Rs. 1,30,000 for the Financial Year 2025-26

The proposed fee as determined by the Audit Committee and/or the Board of Directors will be based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial Audit fee and shall be determined by the Audit Committee and/or the Board of Directors. The same is not materially different from the fee paid for secretarial audit during the previous financial year(s). The fee for subsequent years during the proposed term shall be determined by the Board of Directors, based on the recommendation of the Audit Committee.

c) Basis of recommendations: Based on a comprehensive assessment of the Firm's eligibility, qualifications, experience of the firm and independence.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise, 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 members for the same.

**Item No. 5 - Appointment of Mr. Venkatesh Rajaratnam (DIN: 03595200) as an Independent Director for a term of five consecutive years w.e.f. August 14, 2025**

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors has recommended Mr. Venkatesh Rajaratnam (DIN: 03595200) as an Additional Director and as an Independent Director, not liable to retire by rotation, for a term of 5 consecutive years w.e.f. August 14, 2025 to August 13, 2030, 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 (1) of the Act, proposing his candidature for the office of Director.

**Brief profile:**

Mr. Venkatesh has an extensive background in finance and operations, having held key leadership roles across Asia and MENA regions. Mr Venkatesh is a Fellow member (FCA) of The Institute of Chartered Accountants of India, an Associate member (ACS) of The Institute of Company Secretaries of India, and an Associate member (AICWA) of The Institute of Cost and Works Accountants of India. He holds a Master's Degree in Commerce (MCom) and a Bachelor's Degree in Corporate Secretaryship (BCS) from the University of Madras, where he secured the third rank at the graduate-level examination.

As COO at Siemens Gamesa, he spearheaded the growth of a large-scale renewable energy business, delivering exceptional results in volume, profits, and cash flow. With In a very short span, he transformed the company into an Industry leader in India and Sri Lanka. Before Siemens Gamesa, he was the Group Financial Controller at Dolphin Group, Dubai, managing companies in construction, real estate, and trading, where his financial oversight drove significant growth.

As a visionary Renewable Energy Professional Venkatesh has played a pivotal role in Everrenew Renewable Energy's rapid ascent to success. Under his expert guidance, the Everrenew, from the scratch, accomplished the successful commissioning of more than 1650 MW of Wind and Solar Projects across India.

**Board's recommendation:**

The Board of Directors are of the opinion that Mr. Venkatesh Rajaratnam's experience and knowledge in the areas of finance & operations will certainly contribute to the growth of the Company. The Board has recommended the



## NOTICE

resolution at item no. 5 of this notice relating to his appointment as an Independent Director of the Company, as a special resolution for members approval.

The Company has received the following disclosures / declarations from Mr.Venkatesh Rajaratnam:

- (i) The consent in writing in Form DIR 2 to act as a Director of the Company;
- (ii) Intimation in Form DIR 8 that he is not disqualified under section 164(2) of the Act.
- (iii) Disclosure of interest in other entities in Form MBP 1 as per Section 184(1) of the Act.
- (iv) Declaration under Section 149 (6) of the Act, and Regulation 16 (1) (b) of the SEBI Listing Regulations; and
- (v) Confirmation on inclusion of his name in the Data Bank maintained by Indian Institute of Corporate Affairs.

Mr. Venkatesh Rajaratnam has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

The Board reviewed the declarations submitted by Mr. Venkatesh Rajaratnam in its meeting held on August 14, 2025 and in the opinion of the Board, Mr. Venkatesh Rajaratnam fulfils the conditions for the appointment as an Independent Director as specified in the Act, and the Rules made thereunder and as per SEBI Listing Regulations. He is independent of the management and possesses appropriate skills, experience, expertise and knowledge and it would be beneficial to have his association with the Company as an Independent Director of the Company.

Mr. Venkatesh Rajaratnam is not disqualified / debarred from being appointed as a director in terms of Section 164 of the Act by virtue of any order from SEBI or any such authority and has given his consent to act as an Independent Director of the Company. Mr. Venkatesh Rajaratnam, if appointed by the members of the Company as an independent director shall hold office for a term of five consecutive years commencing from August 14, 2025 till August 13, 2030.

Mrs. Venkatesh Rajaratnam does not have any other pecuniary relationship with the Company directly or indirectly other than the sitting fees that he may receive as an Independent Director of the Company and is not related to any director or key managerial personnel of the Company.

The draft appointment letter setting out the terms and conditions of appointment of Mr. Venkatesh Rajaratnam as Independent Director of the Company, is available for inspection by the Members, during working hours (i.e., 10:00 A.M. till 05:00 P.M.) on all business days (i.e., except Saturday, Sunday and Public holidays), from the date of dispatch of this Notice till the last date of AGM. Members desirous to inspect the same may send request from their registered email id to the Company at [cs@securekloud.com](mailto:cs@securekloud.com).

Details of Mr. Venkatesh Rajaratnam in terms of Regulation 36(3) of SEBI Listing Regulations, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is given as an Annexure to this Notice.

Except Mr. Venkatesh Rajaratnam and his relatives, none of the directors and key managerial personnel of the Company and their relatives are, in any way concerned or interested, financially or otherwise in this resolution.

Based on the recommendation of Nomination and Remuneration Committee, the Board recommends passing of the proposed resolution stated in item no. 5 as a special resolution and requests the approval of the shareholders for the same.

#### **Item No. 6 –Approval for material related party transaction with Healthcare Triangle Inc for the Financial Year 2025-26**

The Audit Committee at its meeting held on August 14, 2025 approved the material related party transaction with its subsidiary, exceeding 10% of the annual consolidated turnover subject to the approval of the shareholders. Consequently, based on the recommendation and approval of the audit committee, the resolution no. 6 has been put forth before shareholders to seek their approval for material related party transaction with Healthcare Triangle Inc for the Financial Year 2025-26.

**Disclosure with respect to Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” is provided below:**

**PART-A**

**Minimum information of the proposed RPT**

S.no.	Particulars	Details								
I	Basic details of the related party									
a	Name of the related party	Healthcare Triangle Inc. (“HCTI”)								
b.	Country of incorporation of the related party	USA								
c.	Nature of business of the related party	Healthcare Triangle Inc. is engaged in providing cloud and digital transformation, managed services and data analytics platform for Healthcare and Life Sciences industry.								
II	Relationship and ownership of the related party									
1.	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	Healthcare Triangle Inc. is the subsidiary of SecureKloud Technologies Limited (“the Company”).  None of the subsidiary of the company hold any share holding in Healthcare Triangle Inc.								
a.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Healthcare Triangle Inc. is the subsidiary of the Company based on exercise of control (indirect)								
b.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA								
c.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Indirect								
III	Details of previous transactions with the related party									
		Sale of service		Corporate Guarantee						
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table><tr><td>S.no.</td><td>Nature of Transaction</td><td>FY 2024-25</td></tr><tr><td>1.</td><td>Sale of Ser-vice</td><td>₹ 788.60 Lakhs</td></tr></table>		S.no.	Nature of Transaction	FY 2024-25	1.	Sale of Ser-vice	₹ 788.60 Lakhs	Not applicable. Corporate Guarantee was provided in the FY 2022-23
S.no.	Nature of Transaction	FY 2024-25								
1.	Sale of Ser-vice	₹ 788.60 Lakhs								
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	₹ 483.96 Lakhs (For this FY - upto the Quarter ended June 30, 2025)		NA						
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No		No						
IV	Amount of the proposed transaction(s)									
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 3,000 Lakhs		₹ 2,000 Lakhs						

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2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	17.89%	25.35%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	31.43%	20.95%
6.	Financial performance of the related party for the immediately preceding financial year	<ul style="list-style-type: none"><li>• Turnover: ₹ 8,838 Lakhs</li><li>• Profit/(Loss) After Tax: ₹ (4,993) Lakhs</li><li>• Net worth: ₹ 14,231 Lakhs</li></ul>	
V	<b>Basic details of the proposed transaction</b>		
7.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services,giving loan,borrowing etc.)	The transaction involves sale of services and other transactions for business purposes between the Company and Healthcare Triangle Inc	The transaction involves corporate guarantee already provided or may be provided in future,by the Company
8.	Details of each type of the proposed transaction	Sale of service: ₹ 3,000 Lakhs	Corporate Guarantee: ₹ 2,000 Lakhs
9.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One Year	One Year
10.	Whether omnibus approval is being sought?	NA	NA
11.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	FY 2025-26 – ₹ 3,000 Lakhs	FY 2025-26 – ₹ 2,000 Lakhs
12.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>Healthcare Triangle Inc, subsidiary of the Company , 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 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.</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>	<p>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 Healthcare Triangle Inc. and its wholly owned subsidiary, Devcool Inc. As per the terms of the agreement,the Company 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>

13.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Suresh Venkatachari - holds 20000 series A preferred stock with 1000 voting rights per share held.  Mr. Venkatesh Rajaratnam, Independent Director, is proposed to be appointed on the Board of Healthcare Triangle Inc. - and holds no shares.
14.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable as the transaction is in the ordinary course of business and at arm's length pricing.
15.	Other information relevant for decision making.	All important information setting out material facts, pursuant to applicable provisions are forming part of this Notice.

**PART-B****Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

S.no	Description	Details
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2.	Basis of determination of price.	At arm's length price
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:  a. Amount of Trade advance  b. Tenure  c. Whether same is self-liquidating?	NA

**Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**

S. No.	Description	Details
1.	a. Rationale for giving guarantee, surety, indemnity or comfort letter	The corporate guarantee provided by the Company, assures the bank of repayment, thereby mitigating any counterparty risk for the lenders.
	b. Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including:  (i) commission, if any to be received by the listed entity or its subsidiary;  (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	NA  Apart from the obligation to repay the loan in case of invocation of the guarantee, there are no other contractual obligations arising under the proposed corporate guarantee.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.  Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Value of obligation: ₹ 2,000 Lakhs  NA



## PART-C

**Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary**

S.No	Description	Details
1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p>Note:</p> <p>a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</p> <p>b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p>	NA
2.	Details of solvency status and going concern status of the related party during the last three financial years:	
	FY 2025-2024	Solvent
	FY 2023-2024	Solvent
	FY 2022-2023	Solvent
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>Value of obligation: ₹ 2,000 Lakhs.</p> <p>NA</p>
4.	<p>Default on borrowings, <b>if any</b>, over the last three financial years, by the related party from the listed entity or any other person.</p> <p>a) In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	NA

Except for Mr. Suresh Venkatachari, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the passing of this 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 No. 7 – Approval under Section 180(1)(a) of the Companies Act, 2013 and Reg 23, 24(5) & 24(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to sell and dispose of assets of the Company held in / of SecureKloud Technologies Inc. (“Subsidiary”)**

SecureKloud Technologies Inc., USA (“the Subsidiary”), a material subsidiary of the Company, has been facing severe financial stress due to substantial litigation claims and unfavourable business conditions, resulting in actual and potential liabilities significantly exceeding its assets. After evaluating the available options, the management of the Subsidiary resolved to file for bankruptcy under the applicable provisions of the U.S. Bankruptcy Laws in June 2025. The said application is presently pending before the relevant U.S. authority.

As at June 30, 2025, the Company’s investment of ₹ 11,860 lakhs in the Subsidiary has been fully provided for and a provision of ₹ 2,608 lakhs has been made towards non-recoverability of receivables.

In terms of Regulation 24(6) of the SEBI Listing Regulations, disposal or write-off of assets of a material subsidiary exceeding twenty percent (20%) of the subsidiary’s assets requires prior approval of the shareholders by way of a special resolution. Further, under Section 180(1)(a) of the Act, such disposal is subject to members’ approval.

Accordingly, the approval of members is sought to:

- Provide / Write-off of the investment in the Subsidiary due to impairment,
- Provide / Write-off for non-recoverability of receivables, and
- Potential ceasing of control over the Subsidiary

**Disclosure with respect to Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” is provided below:**

**PART-A**

**Minimum information of the proposed RPT**

S.no.	Particulars	Details		
<b>I</b>	<b>Basic details of the related party</b>			
1.	Name of the related party	SecureKloud Technologies Inc.,		
2.	Country of incorporation of the related party	USA		
3.	Nature of business of the related party	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.		
<b>II</b>	<b>Relationship and ownership of the related party</b>			
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	SecureKloud Technologies Inc., is the subsidiary of SecureKloud Technologies Limited (“the Subsidiary”).		
a.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Direct- holds 60.71% in the Subsidiary		
b.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA		
c.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Direct		
<b>III</b>	<b>Details of previous transactions with the related party</b>			
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	S.no.	Nature of Transaction	FY 2024-25
		1.	Sale of Service	₹ 2,650 Lakhs

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2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Outstanding Accounts receivable of ₹ 2,608 Lakhs
<b>IV</b>	<b>Amount of the proposed transaction(s)</b>	
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Provision/write-off for doubtful Accounts Receivable: ₹ 2,608 Lakhs Provision/write-off for impairment of investment: ₹ 11,860 Lakhs
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	86.72%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	172.15%
6.	Financial performance of the related party for the immediately preceding financial year	<ul style="list-style-type: none"> <li>• Turnover: ₹ 2,62 Lakhs</li> <li>• Profit/(Loss) After Tax: ₹ (8,566) Lakhs</li> <li>• Net worth: ₹ 5,877 Lakhs</li> </ul>
<b>V</b>	<b>Basic details of the proposed transaction</b>	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale or disposal of assets
2.	Details of each type of the proposed transaction	<ul style="list-style-type: none"> <li>• Provide / Write-off of the investment in the Subsidiary due to impairment</li> <li>• Provide / Write-off for non-recoverability of receivables</li> </ul>
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The timeline for transaction shall depend on receipt of statutory/regulatory approvals.
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	As detailed in the explanatory statement notes
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.  c. Name of the director / KMP  d. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Suresh Venkatachari, Director of the Subsidiary – Indirectly holding through Securekloud Technologies Limited.

8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	All important information setting out material facts, pursuant to applicable provisions are forming part of this Notice.

**PART-B****Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate**

S.No	Particulars	Details			
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	NA			
2.	Basis of determination of price.	NA			
3.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.	Due to filing of Bankruptcy by the Subsidiary, the Company proposes to write-off the investments and accounts receivable.			
4.	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:		FY 2024-2025 (₹)	FY 2023-2024 (₹)	FY 2022-2023 (₹)
		Turnover	8,370	12,818	22,293
		Net Worth	5,877	14,174	8,567
		Net Profit	(8,657)	7,88	2,072
5.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.	Loss due to impairment of goodwill and intangible amounting to ₹ 12,827 lakhs and ₹ 1,122 lakhs respectively due to the bankruptcy filing by SecureKloud Technologies Inc., under Chapter 7 of the U.S. Bankruptcy Code.			
	a. Expected impact on turnover	NA			
	b. Expected impact on net worth	₹ 13,949 Lakhs			
	c. Expected impact on net profits	₹ 13,949 Lakhs			

**PART-C****Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate**

S.No.	Description	Details
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	The Business was transferred to Healthcare Triangle Inc. in October 2024.
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	No
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	No
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	No

Except for Mr. Suresh Venkatachari, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the passing of this resolution.

The Board recommends passing of the proposed resolution stated in item no. 7 as a special resolution and requests the approval of the shareholders for the same.



**Item no. 8 - Approval for raising Capital and / or listing of QuantumNexis Inc., USA an overseas step down subsidiary and consequential possible cessation of control in the subsidiary.**

QuantumNexis Inc., USA an overseas step down subsidiary of SecureKloud Technologies Limited, India offering a Unified Digital Platform aimed at strengthening the technology backbone, using its AI-first SaaS model that drives automation, insights, and scalability. It is proposed to raise capital up to USD 100 Million in QuantumNexis Inc., USA for growth and expansion by way of PE Investments / Initial Public Offering (IPO) in the US Capital markets / SPAC / ICO and / or Other Strategic Investors. Consequent to this fund raise, the Company may cease to have control over QuantumNexis Inc., USA. The Board recommended the resolution for approval for raising Capital and / or listing of QuantumNexis Inc., USA an overseas step down subsidiary and consequential possible cessation of control in the Subsidiary.

**Disclosure with respect to Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” is provided below:**

**PART-A**

**Minimum information of the proposed RPT**

S.no.	Particulars	Details
I	<b>Basic details of the related party</b>	
1.	Name of the related party	QuantumNexis Inc.,
2.	Country of incorporation of the related party	USA
3.	Nature of business of the related party	QuantumNexis, a wholly owned subsidiary of Healthcare Triangle Inc., is a Generative AI-powered SaaS company built to redefine global healthcare.
II	<b>Relationship and ownership of the related party</b>	
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	QuantumNexis Inc., is the step down subsidiary of SecureKloud Technologies Limited (“the Company”).
a.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Healthcare Triangle Inc. (HCTI), Subsidiary holds 100% of the holding in the Step down Subsidiary.
b.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
c.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
III	<b>Details of previous transactions with the related party</b>	
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Nil
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
IV	<b>Amount of the proposed transaction(s)</b>	
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	USD 100 million (equivalent to ₹)

2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	524.84%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	The Step-down Subsidiary was incorporated in the year 2025. Hence, not applicable.
6.	Financial performance of the related party for the immediately preceding financial year	The Step-down Subsidiary was incorporated in the year 2025. Hence, previous year data not applicable.
V	<b>Basic details of the proposed transaction</b>	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Consequent to fund raise by the Step-down Subsidiary, the holding by HCTI may reduce below 50% or there can be cessation in the control.
2.	Details of each type of the proposed transaction	As mentioned above
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The timeline for transaction shall depend on receipt of statutory/regulatory approvals.
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not exceeding USD 100 million (or equivalent ₹)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	As detailed in the explanatory statement notes
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.  e. Name of the director / KMP  f. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Suresh Venkatachari - holds 20,000 series A preferred stock with 1000 voting rights per share, in HCTI.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	All important information setting out material facts, pursuant to applicable provisions are forming part of this Notice.

**PART-B**

**Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate**

S.No	Particulars	Details
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	NA
2.	Basis of determination of price.	NA
3.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.	Proposal for initial public offering by QuantumNexis Inc.
4.	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:	NA, as it was incorporated in May 2025.
5.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.	
	d. Expected impact on turnover	Nil
	e. Expected impact on net worth	
	f. Expected impact on net profits	

**PART-C**

**Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate**

S. No.	Description	Details
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	NA
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	NA
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	NA
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	NA
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	NA

Except for Mr. Suresh Venkatachari, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the passing of this resolution.

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

**Annexure – Details pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements), 2015 and Secretarial Standards 2 on General Meetings**

Name of director	Suresh Venkatachari	Mr.Venkatesh Rajaratnam
DIN	00365522	03595200
Date of birth	21-05-1967	21-04-1961
Nationality	Singapore	Indian
Date of first appointment on the board	04-09-2012	14-08-2025
Qualifications	Bachelors degree in Electronics and Instrumentation Engineering from Annamalai University.	Fellow member (FCA) of The Institute of Chartered Accountants of India, an Associate member (ACS) of The Institute of Company Secretaries of India, and an Associate member (AICWA) of The Institute of Cost and Works Accountants of India.  He holds a Master's Degree in Commerce (MCom) and a Bachelor's Degree in Corporate Secretary-ship (BCS) from the University of Madras.
Brief resume	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. Venkatesh has an extensive background in finance and operations, having held key leadership roles across Asia and MENA regions.  As COO at Siemens Gamesa, he spearheaded the growth of a large-scale renewable energy business, delivering exceptional results in volume, profits, and cash flow. With In a very short span, he transformed the company Into an Industry leader in India and Sri Lanka. Before Siemens Gamesa, he was the Group Financial Controller at Dolphin Group, Dubai, managing companies in construction, real estate, and trading, where his financial oversight drove significant growth.  As a visionary Renewable Energy Professional Venkatesh has played a pivotal role in Everrenew Renewable Energy's rapid ascent to success. Under his expert guidance, the Everrenew, from the scratch, accomplished the successful commissioning of more than 1650 MW of Wind and Solar Projects across India.
Experience/ expertise in specific functional area	Information & Technology	Finance, operations & leadership
Terms and Conditions of Appointment or Reappointment along with details of Remuneration sought to be paid and the Remuneration last drawn	Director liable to retire by rotation  Remuneration Sought to be paid & last drawn remuneration: NIL	Director not liable to retire by rotation  Remuneration Sought to be paid & last drawn remuneration: NIL  Entitle to sitting fees
No. of shares held in the Company, including shareholding as a beneficial owner	1,40,74,703	NIL
List of Directorships held in other companies including listed entities	<ul style="list-style-type: none"> <li>SecureKloud Technologies Inc, USA</li> <li>Netsavy Solutions Pte Ltd, Singapore</li> <li>Mentor Minds Solutions &amp; Services Pte Ltd, Singapore</li> </ul>	<ul style="list-style-type: none"> <li>Navisync Freight Private Limited</li> <li>Ekathva Strategic Consultants Private Limited</li> </ul>



Chairmanships/Directorship of Committees of other Public Companies	NIL	NIL
i. Audit Committee		
ii. Stake holders Relationship Committee		
iii. Nomination and Remuneration Committee		
Name of listed entities from which the person has resigned in the past three years	NIL	NIL
No. of board meetings conducted during the year	9	9
No. of board meetings entitled to attend during the year	9	NA
No. of board meetings attended during the year	8	NA
Relationship between director inter-se and other key managerial personnel of the company	Nil (promoter of the Company)	NIL

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

**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 Friday, September 26, 2025 (9:00 a.m. IST) and ends on Sunday, September 28, 2025 (5:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, September 22, 2025 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 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 <b>CDSL Depository</b>	<p><b>1)</b> 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 users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</p> <p><b>2)</b> 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 &amp; 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.</p> <p><b>3)</b> If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p><b>4)</b> Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p><b>1)</b> 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</p> <p><b>2)</b> If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p><b>3)</b> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting</p> <p><b>4)</b> For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

## NOTICE

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.
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**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

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

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

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>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.</li> </ul>

- ❷ 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 Company - 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](http://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](mailto: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; [jayanth.v@akshayamcorporate.com](mailto:jayanth.v@akshayamcorporate.com) (designated email address by company) , 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.



## NOTICE

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 AGM may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at [cs@securekloud.com](mailto:cs@securekloud.com). The registration shall be accepted from September 23, 2025 at 9.00 a.m to September 26, 2025 at 5.00 p.m. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance between September 23, 2025 at 9.00 a.m to September 26, 2025 at 5.00 p.m. by mentioning their name, demat account number/folio number, email id, mobile number at [cs@securekloud.com](mailto:cs@securekloud.com). 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 at [cs@securekloud.com](mailto:cs@securekloud.com). or RTA email id at [info@adroitcorporate.com](mailto:info@adroitcorporate.com)**
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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no.1800 21 09911

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 Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no.1800 21 09911.