



VEENA, M.B.A., M.Phil., FCS.,
COMPANY SECRETARY IN PRACTICE,
281, 4E THIRD FLOOR, GRAND BRENTON,
AVINASHI ROAD, COIMBATORE - 641004
csveenasrihari@gmail.com

9842235999 / 0422-2570120

**Secretarial Compliance Report of M/s. Securecloud Technologies Limited for the
financial year ended 31st March 2026**

*(pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015 read with SEBI Master Circular No.
HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026 read with
relevant circulars issued by the stock exchanges)*

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s. Securecloud Technologies Limited (CIN: L72300TN1993PLC101852) (hereinafter referred as 'the listed entity'), having its Registered Office at Bascon Futura SV, 5th Floor, 10/1, Venkatanarayana Road, T. Nagar, Chennai - 600017. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and to provide our observations thereon.

Based on verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2026, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, Balasubramanian Veena, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. Securecloud Technologies Limited ("the listed entity")
- (b) the filings/submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.



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for the financial year ended 31st March 2026 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

(e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client

(f) circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure - A**

(b) The listed entity has taken the necessary actions to comply with the observations made in previous reports as specified in **Annexure – B**



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I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

| Sr. No | Particulars | Compliance Status (Yes/ No/NA) | Observations/ Remarks by PCS* |
|--------|--|--------------------------------|-------------------------------|
| 1 | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI). | Yes | Nil |
| 2 | Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. | Yes | Nil |
| | • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI. | Yes | Nil |
| 3 | Maintenance and disclosures on Website: • The listed entity is maintaining a functional website. | Yes | Nil |
| | • Timely dissemination of the documents/ information under a separate section on the website | Yes | Nil |



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| | | | |
|---|--|-----|-----|
| | <ul style="list-style-type: none">Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website. | Yes | Nil |
| 4 | Disqualification of Director(s): None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | Yes | Nil |
| 5 | Details related to subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. | Yes | Nil |
| | (b) Disclosure requirement of material as well as other subsidiaries. | Yes | Nil |
| 6 | Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Yes | Nil |



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| | | | |
|----|--|-----|--|
| 7 | Performance Evaluation: The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations. | Yes | Nil |
| 8 | Related Party Transactions: (a) The listed entity has obtained prior approval of audit committee for all related party transactions; | Yes | Nil |
| | (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the audit committee. | NA | The listed entity has obtained the prior approval for all the related party transactions entered during the review period. |
| 9 | Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 within the time limits prescribed thereunder. | No | As mentioned is Annexure-A |
| 10 | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | Nil |



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| | | | |
|----|--|-----|--|
| 11 | Actions taken by SEBI or Stock Exchange(s), if any: The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column. | Yes | As mentioned in Annexure – B, for the defaults committed in the previous financial years, the listed entity/ its promoters have paid the penalty as directed, pursuant to the order passed by SEBI and subsequent appeal proceedings, during the current financial year. |
| 12 | Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities. | NA | There were no resignation of statutory auditors during the review period. |
| 13 | Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation / circular / guidance note etc. except as reported above. | Yes | There were no additional non-compliances, other than those mentioned in Annexure – A, during the review period. |



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I, further, report that the compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the listed entity.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Coimbatore

Date: 28.05.2026

Signature:

Name of the PCS: BALASUBRAMANIAN VEENA

FCS No.: 10050 CP No.: 12919

UDIN: F010050H000520593

Peer Review No.:2738/2022

**VEENA.,M.B.A.,M.Phil.,FCS.,
Company Secretary in Practice**

ANNEXURE-A : The listed entity has complied with the provisions of the Regulations and circulars/ guidelines issued thereunder, except in respect of following matters

| Sr No | Compliance Requirement | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations / Remarks of the Practicing Company Secretary (PCS) | Management Response | Remark |
|-------|---|---|--|-----------------|--------------------------------------|--|-------------|--|--|--------|
| 1 | SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - The listed entity shall submit quarterly and year-to-date financial results to the stock exchange within forty-five days of end of each quarter other than last quarter. | Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Delay in filing the standalone financial statements (in XBRL mode) for the quarter ended December 2025 | Stock exchange | Other – Rectification of discrepancy | Delay in filing the standalone financial statements (in XBRL mode) for the quarter ended December 2025 | Nil | The Company submitted its standalone financial results (in XBRL mode) for the quarter ended December 2025 on February 21, 2026, resulting in a delay of seven days beyond the statutory timeline prescribed under Regulation 33. | The delay in disclosure was unintentional. The Company had uploaded both Standalone as well as Consolidated XBRL documents on February 12, 2026. While doing so, the Consolidated XBRL was uploaded twice inadvertently. The Company had not noticed this error until pointed out by the Stock Exchange on February 21, 2026. Thus, the delay was only in filing the XBRL of Standalone Statements. While all the reports had been filed within time as PDF files. | Nil |

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| Sr No | Compliance Requirement | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations / Remarks of the Practicing Company Secretary (PCS) | Management Response | Remark |
|-------|---|--|---|-----------------|---------------------|---|-------------|--|--|--------|
| 2 | SEBI (Listing Obligations and Disclosure Requirements), 2015 - The listed entity shall intimate any Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer. | Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Delay in disclosure of resignation of senior Management personnel | PCS | Other – Observation | Delay in disclosure of resignation of senior Management personnel | Nil | The resignation of Mr. Sivakumar Natrajan, Chief Delivery Officer and Senior Management Personnel, effective February 13, 2026, was disclosed after a delay of 56 days, contrary to the timeline stipulated under Regulation 30. | The delay in disclosure was inadvertent. The Company has strengthened its internal compliance monitoring processes to ensure timely disclosures going forward. | Nil |

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| Sr No | Compliance Requirement | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations / Remarks of the Practicing Company Secretary (PCS) | Management Response | Remark |
|-------|---|--|---|-----------------------|----------------|---|-------------|---|---|--------|
| 3 | SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - The listed entity shall intimate the Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Listed entity in respect of Imposition of fine or penalty | Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Failure to disclose the penalty imposed by the GST authority on 17.02.2026. | Other Regulatory body | Penalty | Failure to disclose the penalty imposed by the GST authority on 17.02.2026. | Rs. 107948 | The Company failed to intimate the stock exchanges about the penalty imposed by the GST authority vide its order dated 17.02.2026, resulting in non-compliance with the disclosure requirements under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | The lapse in this instance occurred solely on account of an inadvertent clerical error in the order, wherein the relevant date of the order was printed erroneously as February 17, 2025, instead of February 17, 2026. It is hereby submitted that the error was neither deliberate nor intentional. | Nil |

Place: Coimbatore

Date: 28.05.2026

Signature:

Name of the PCS: BALASUBRAMANIAN VEENA

FCS No.: 10050 CP No.: 12919

UDIN: F010050H000520593

Peer Review No.:2738/2022

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ANNEXURE-B: The listed entity has taken the necessary actions to comply with the observations made in previous reports as specified below:

| Sr. No. | Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports | Observations made in the Secretarial Compliance report for the year ended | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---------|---|--|--|---|--|--|
| 1. | The company has not appointed an Independent Director of the Listed Entity on the board of Healthcare Triangle Inc. USA and Devcool Inc. USA which are Material unlisted subsidiaries | The observation made in the Secretarial Compliance report for the year ended 31 st March 2025 | When a subsidiary becomes a material subsidiary of a listed entity, the listed entity is required under Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to appoint at least one of its Independent Directors on the Board as a director of such material unlisted subsidiary. | The company has not appointed an Independent Director of the Listed Entity on the board of Healthcare Triangle Inc. USA and Devcool Inc. USA which are Material unlisted subsidiaries | In as much as the listed entity considers Healthcare Triangle Inc. ("HCTI") as a non-subsidiary (as the control of the listed entity over Healthcare Triangle Inc. had been substantially reduced), the question of appointment of an Independent Director either in its Board or in the Board of Devcool Inc., a Subsidiary of HCTI does not arise. | The compliance under the said regulation does not arise as the control over the subsidiaries had been substantially reduced. |

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| Sr. No. | Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports | Observations made in the Secretarial Compliance report for the year ended | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---------|--|--|--|--|--|---|
| 2. | Appointment of Auditors of Healthcare Triangle Inc., (Step-down subsidiary – Listed at NASDAQ) was intimated to the company on May 13, 2024 which was disclosed to Stock Exchanges with a delay on May 15, 2024. | The observation made in the Secretarial Compliance report for the year ended 31 st March 2025 | The listed company shall comply with regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 while there is Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), senior management, Auditor and Compliance Officer in the listed entity. | Appointment of Auditors of Healthcare Triangle Inc., (Step-down subsidiary – Listed at NASDAQ) was intimated to the company on May 13, 2024 which was disclosed to Stock Exchanges with a delay on May 15, 2024. | The delay in disclosure was due to information flow delays because of time zone difference. The company ensures that going forward and will disclose material information at the earliest. | The Listed company is advised to ensure timely disclosure as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 and to avoid recurrences of such non-compliances in the future. |
| 3 | Notice of delisting of Healthcare Triangle Inc. (Stepdown subsidiary – Listed at NASDAQ) dated January 14, 2025, by NASDAQ due to delay in holding their Annual General Meeting for the year 2024 was intimated to the Company on January 21, 2025, which was disclosed to Stock Exchanges with a delay on January 28, 2025. | | The listed company shall comply with the regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 while Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity | Notice of delisting of Healthcare Triangle Inc. (Stepdown subsidiary – Listed at NASDAQ) dated January 14, 2025, by NASDAQ due to delay in holding their Annual General Meeting for the year 2024 was intimated to the Company on January 21, 2025, which was disclosed to Stock Exchanges with a delay on January 28, 2025. | | |

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| Sr. No. | Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports | Observations made in the Secretarial Compliance report for the year ended | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---------|---|--|--|---|---|---|
| 4 | The listed entity disclosed on August 31, 2024 about the Acquisition of the Cloud and Technology business of SecureKloud Technologies Inc. (Subsidiary) by Healthcare Triangle Inc. (Step-down Subsidiary) vide Agreement for Sale dated August 27, 2024, which was beyond 12 hours as per the prescribed time limit. | The observation made in the Secretarial Compliance report for the year ended 31 st March 2025 | The listed company shall comply with the regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 while dealing with the disclosure of acquisition(s) (including agreement to acquire), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity | The listed entity disclosed on August 31, 2024 about the Acquisition of the Cloud and Technology business of SecureKloud Technologies Inc. (Subsidiary) by Healthcare Triangle Inc. (Step-down Subsidiary) vide Agreement for Sale dated August 27, 2024, which was beyond 12 hours as per the prescribed time limit. | The delay in disclosure was due to information flow delays because of time zone difference. The Company has since implemented improved internal processes, including enhanced coordination mechanisms and real-time monitoring, to ensure prompt receipt and dissemination of material information. | The Listed company is advised to ensure timely disclosure as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 and to avoid recurrences of such non-compliances in the future. |
| 5 | Further, the Asset Transfer Agreement for the aforesaid transaction was executed on October 21, 2024 which has not been disclosed to the Stock Exchanges. | The observation made in the Secretarial Compliance report for the year ended 31 st March 2025 | The listed company shall comply with the regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 while dealing with the disclosure of acquisition(s) (including agreement to acquire), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity | Further, the Asset Transfer Agreement for the aforesaid transaction was executed on October 21, 2024 which has not been disclosed to the Stock Exchanges. | The Company noted the non-disclosure of the Asset Transfer Agreement executed on October 21, 2024, which was an inadvertent oversight. The Company takes this matter seriously and has taken immediate steps to rectify it by strengthening its compliance framework. The Company assures that such omissions will not recur. | The Listed company is advised to ensure timely disclosure as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 and to avoid recurrences of such non-compliances in the future. |

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|---------|--|--|--|--|---|---|
| 6. | <p>Shareholders' Approval through Postal Ballot dated June 16, 2024 obtained under Regulation 24 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for sale / disposal of assets of SecureKloud Technologies Inc. (Subsidiary) and Healthcare Triangle Inc. (Step-down Subsidiary).</p> <p>The Audit Committee and Board in its Meetings held on August 14, 2024 only had approved the said business transfer between the said subsidiaries as required under Regulation 23 of SEBI (Listing Obligations Requirements) Regulations, 2015. However, prior approval from shareholders was not obtained under Regulation 23 (4) for the Business Transfer w.r.t. Acquisition of the Cloud and Technology business of SecureKloud Technologies Inc. (Subsidiary) by Healthcare Triangle Inc. (Step-down Subsidiary).</p> | <p>The observation made in the Secretarial Compliance report for the year ended 31st March 2025</p> | <p>Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> | <p>Shareholders' Approval through Postal Ballot dated June 16, 2024 obtained under Regulation 24 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for sale / disposal of assets of SecureKloud Technologies Inc. (Subsidiary) and Healthcare Triangle Inc. (Step-down Subsidiary).</p> <p>The Audit Committee and Board in its Meetings held on August 14, 2024 only had approved the said business transfer between the said subsidiaries as required under Regulation 23 of SEBI (Listing Obligations Requirements) Regulations, 2015. However, prior approval from shareholders was not obtained under Regulation 23 (4) for the Business Transfer w.r.t. Acquisition of the Cloud and Technology business of SecureKloud Technologies Inc. (Subsidiary) by Healthcare Triangle Inc. (Step-down Subsidiary).</p> | <p>The Company in June 2024 obtained the approval of the shareholders through postal ballot with an over whelming majority of 97.86% without the participation of the promoters. However, on August 14, 2024 the identified third-party buyer backed out of the transaction thereby forcing the management to identify another buyer. Given the criticality of the timelines, it was decided by the management that the business transfer of SecureKloud Technologies Inc. will be taken over by Healthcare Triangle Inc. Although the Company obtained the approvals under Regulation 24(6), of SEBI Listing Regulations it fulfilled all the requirements of Regulation 23(4) of SEBI Listing Regulations which is the related parties (in this case promoters) to not participate in the voting. The Company assures that such omissions will not recur in future.</p> | <p>The listed company is advised to ensure compliance with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and to avoid recurrence of such non-compliances in future</p> |

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| Sr. No. | Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports | Observations made in the Secretarial Compliance report for the year ended | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---------|--|--|--|--|---|--|
| 7. | Delay in disclosure of imposition of fine or penalty by NSE and BSE for the delay in submission of Related Party Transactions for half-year ended March 31, 2024 [Regulation 23 (9)]. Fine of Rs.5,900/- was levied by both NSE and BSE on June 28, 2024, which was intimated with a 2 days delay on July 1, 2024 to both BSE and NSE. | The observation made in the Secretarial Compliance report for the year ended 31 st March 2025 | The listed company shall comply with the regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 while Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity | Delay in disclosure of imposition of fine or penalty by NSE and BSE for the delay in submission of Related Party Transactions for half-year ended March 31, 2024 [Regulation 23 (9)]. Fine of Rs.5,900/- was levied by both NSE and BSE on June 28, 2024, which was intimated with a 2 days delay on July 1, 2024 to both BSE and NSE. | The correspondence was duly received from the exchanges after working hours on Friday, June 28, 2024. It is to be noted that the subsequent two days were designated as non-working days. On the next working day, the communication was diligently reviewed and intimated. | The Listed company is advised to ensure timely disclosure as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 and to avoid recurrences of non-compliances in the future. |

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|---------|---|--|--|---|--|---|
| 8. | Memorandum of Understanding for revision in repayment schedule, entered with Mr. R. S. Ramani, Promoter, on May 29, 2024 was disclosed to Stock Exchanges on June 4, 2024, with a 6 days delay, and does not contain complete details such as name of the promoter with whom it is entered & date of signing etc.as required under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 | The observation made in the Secretarial Compliance report for the year ended 31 st March 2025 | The listed company shall comply with the regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 while entering into agreements with shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity among themselves or with the listed entity or with a third party, solely or jointly, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements | Memorandum of Understanding for revision in repayment schedule, entered with Mr. R. S. Ramani, Promoter, on May 29, 2024 was disclosed to Stock Exchanges on June 4, 2024, with a 6 days delay, and does not contain complete details such as name of the promoter with whom it is entered & date of signing etc.as required under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 | The delay in disclosure was unintentional and the complete details were not captured due to misinterpretation of Schedule III (PARA A & PARA B) of SEBI Listing Regulations. The listed company assures that such lapses will not recur and has taken steps to strengthen its disclosure and compliance framework. | The Listed company is advised to ensure timely disclosure as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to avoid recurrences of non-compliances in the future. |

**VEENA.,M.B.A.,M.Phil.,FCS.,
Company Secretary in Practice**

| Sr. No. | Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports | Observations made in the Secretarial Compliance report for the year ended | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---------|--|---|---|--|--|--|
| 9. | The Company has not disclosed penalties levied by the GST authority on April 26, 2024 amounting to Rs. 4.27 Lakhs and August 30, 2024 for Rs. 0.42 Lakhs. | The observation made in the Secretarial Compliance report for the year ended 31 st March 2025 | The listed company shall comply with the regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 while Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity | The Company has not disclosed penalties levied by the GST authority on April 26, 2024 amounting to Rs. 4.27 Lakhs and August 30, 2024 for Rs. 0.42 Lakhs. | This was an unintentional lapse due to a misinterpretation of the disclosure requirements under the prevailing regulations on account of materiality. It is pertinent to inform that the provisions of SEBI Listing Regulations have been amended in December 2024 to disclose only material penalties and the said amounts paid as penalties do not fall within the purview. | The Listed company is advised to ensure timely disclosure as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 and to avoid recurrences of non-compliances in the future. |
| 10. | Dealing in manipulative fraudulent and unfair trade practices. Misstatement in financial statement. Nondisclosure of initiation of forensic audit and non compliance with respect to accounting standard. | The observation made in the Secretarial Compliance report for the year ended 31 st March 2023. | 3(d), 4(1), 4(2), 17(1)(b), 18(1)(d), 20(2A) and Clause 17 of Para A of Part A of Schedule III read with Regulation 30(2) read with Regulation 4(1)(h) of SEBI (LODR) Regulations 2015. (2)(f), 4(2)(k) and 4(2)(r) of Prevention of Unfair Trade Practices Regulations, 2003. Regulations 30(2), 4 (1) (a), (b), (c), (g), (h), (j), 4 (2) (f) (i) (2), 4 (2) (f) (ii) (2), (6), (7), 4 (2) (f) (iii) (1) (3), (6), (12) read with Regulations 33 (1) (a), (c) of SEBI (LODR) Regulations, 2015 and 48 read with section 27 of SEBI Act, 1992 | Violation: 1) Dealing in manipulative fraudulent and unfair trade practices. 2) Misstatement in financial statement. 3) Non-disclosure of initiation of forensic audit and non-compliance with respect to accounting standards 4) Failure to furnish information to SEBI. | The Hon'ble Securities Appellate Tribunal has upheld the orders of SEBI in levying a penalty of Rs. 4,00,00,000 and interest thereon. The Company has since remitted the said sum of Rs. 4,00,00,000 along with an interest of Rs. 1,42,00,000 and a recovery cost of Rs. 1,000 and the matter is settled vide Completion Certificate May 11, 2026 issued by the Southern Regional Office, Securities and Exchange Board of India | The listed company is advised to avoid recurrences of non-compliances in the future. |

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|---------|--|---|---|---|--|--|
| | Failure to furnish information to SEBI | | Section 11(2)(ia) of SEBI act, 1992 | Action Taken: Monetary Penalty and Directions by SEBI. Penalty Amount: Rs. 4,00,00,000 | | |
| 11. | <p>1. Failure to obtain prior approval of audit committee for material related party transactions.</p> <p>2. Composition of Board of Directors, Audit Committee and Stakeholder Relationship Committee not satisfied.</p> <p>3. Non-disclosure of initiation of forensic audit to stock exchange</p> | The observation made in the Secretarial Compliance report for the year ended 31 st March 2023. | Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | <p>Violation:</p> <p>1. Failure to obtain prior approval of audit committee for material related party transactions.</p> <p>2. Composition of Board of Directors, Audit Committee and Stakeholder Relationship Committee not satisfied.</p> <p>3. Non-disclosure of initiation of forensic audit to stock exchange. These are violations pertaining to financial year 2015-16, 2016-17, 2017-18 and 2018-19.</p> | The Company appealed against the AO order before the Hon'ble Securities Appellate Tribunal wherein the penalty reduced to Rs. 10,00,000, vide its Order dated June 12, 2023. The Company duly paid the penalty based on the Order of the Hon'ble Securities Appellate Tribunal. However, SEBI has appealed before the Hon'ble Supreme court on the order passed by the Hon'ble Securities Appellate Tribunal and it is pending before the Supreme court. | <p>The Company has complied with the SAT Order by payment of the reduced penalty of Rs. 10,00,000.</p> <p>SEBI's appeal is pending before the Hon'ble Supreme Court.</p> |

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|----------------|--|--|--|--|---|--|
| | | | | Action Taken: Penalty was imposed by SEBI. Penalty Amount: Penalty reduced from Rs. 25,00,000 to Rs. 10,00,000 by the Securities Appellate Tribunal | | |

**Place: Coimbatore
Date: 28.05.2026**

**Signature:
Name of the PCS: BALASUBRAMANIAN VEENA
FCS No.: 10050 CP No.: 12919
UDIN: F010050H000520593
Peer Review No.:2738/2022**