

Ref: SK/CHN/2024-25/E42

September 06, 2024

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|--|---|
| National Stock Exchange of India Limited<br>Capital Market – Listing, Exchange Plaza,<br>5th Floor, Plot No. C/1 G Block,<br>Bandra – Kurla Complex, Bandra (E),<br>Mumbai 400 051 | BSE Limited<br>25th Floor, Phiroze Jeejeebhoy Towers<br>Dalal Street, Fort<br>Mumbai 400001 |
| EQ-SECURKLOUD – ISIN – INE650K01021  | Scrip code: 512161 – ISIN – INE650K01021  |

Dear Sir/ Madam,

**Subject: Notice of the 39<sup>th</sup> Annual General Meeting (AGM)**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of the 39<sup>th</sup> Annual General meeting (AGM) of the Company for the year ended March 31, 2024, to be held on Monday, September 30, 2024, at 11:00 a.m. (IST), through Video Conferencing/Other Audio-Visual Means (“VC/OAVM”).

The same is hosted on the website of the Company as below:

AGM Notice – <https://www.securekloud.com/investor/annual-report/2023-2024/AGM-Notice.pdf>

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has fixed Monday, September 23, 2024, as the cut-off date to record the entitlement of the Members to cast their votes through e-voting for the AGM. The Company has availed the e-voting facility from Central Depository Services (India) Limited (“CDSL”) for its members to cast their votes electronically. The e-voting details are as below:

| Particulars                  | Details                                   |
|------------------------------|---|
| Cut-off date for e-voting    | Monday, September 30, 2024                |
| E-voting start time and date | 9:00 AM (IST), Friday, September 27, 2024 |
| E-voting end time and date   | 5:00 PM (IST), Sunday, September 29, 2024 |

The above information is for your records.

Thanking You,  
Yours Truly,  
For SecureKloud Technologies Limited



Jayashree Vasudevan  
Company Secretary  
M.No. A58225

# 39<sup>th</sup>

## Annual General Meeting

Monday, September 30, 2024

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 27, 2024

### **End of remote E-Voting:**

5.00 P.M (IST) Sunday, September 29, 2024

### **Cut-off date for determining the eligibility to vote at the AGM:**

Monday, September 23, 2024

**SECUREKLOUD TECHNOLOGIES LIMITED**

(CIN : L72300TN1993PLC101852)

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

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

Website : [www.securecloud.com](http://www.securecloud.com) E-mail : [cs@securecloud.com](mailto:cs@securecloud.com) Phone: 044 6602 8000

NOTICE is hereby given that the Thirty Ninth (39<sup>th</sup>) Annual General Meeting (e-AGM) of the members of SECUREKLOUD TECHNOLOGIES LIMITED will be held as scheduled below:

DATE: September 30, 2024

DAY: MONDAY

TIME: 11.00 am

MODE: VC/OAVM

To transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a. the audited standalone financial statements of the Company for the financial year ended March 31, 2024, together with the reports of Board of Directors and the auditors thereon.
  - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, together with the report of the auditors thereon.
2. Re-appointment of Mr. M. Vijaykumar (DIN: 01896931), Non-executive Director of the Company who retires by rotation and, being eligible, seeks re-appointment.

**SPECIAL BUSINESS:**

3. **Prior approval for material related party transaction with SecureKloud Technologies Inc for a period of 3 (three) years from 2025-26 to 2027-28.**

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

**RESOLVED THAT** pursuant to section 188 of Companies Act, 2013 and regulation 2(1)(zc), 23(4) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Company's policy on related party transaction(s), the approval of the members be and is hereby accorded to modify the material related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), carried out in the ordinary course of business and at arm's length price; as mentioned in the explanatory statement, between SecureKloud Technologies Limited ("the Company") and SecureKloud Technologies Inc, subsidiary of the Company, on such terms and conditions as may be agreed, for an aggregate value not exceeding INR 10,500 lakhs (Rupees Ten Thousand Five Hundred Lakhs only) per financial year, to be entered during the period 2025-26 to 2027-28.

**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.

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

4. **Prior approval for material related party transaction between SecureKloud Technologies Inc and Healthcare Triangle Inc for a period of 3 (three) years from 2025-26 to 2027-28.**

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

**RESOLVED THAT** pursuant to section 188 of Companies Act, 2013 and regulation 2(1)(zc), 23(4) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Company's Policy on Related Party Transaction(s), the approval of the members be and is hereby accorded to the material related party contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) carried out in the ordinary course of business and at arm's length price; as mentioned in the explanatory statement, between SecureKloud Technologies Inc (subsidiary of SecureKloud Technologies Limited) and Healthcare Triangle Inc (Step-down subsidiary of SecureKloud Technologies Limited) on such terms and conditions as may be agreed between the parties, for an aggregate value not exceeding INR 20,000 lakhs (Rupees Twenty Thousand Lakhs only) per financial year, to be entered during the period 2025-26 to 2027-28.

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

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

**5. Prior approval for material related party transaction between Healthcare Triangle Inc and Devcool Inc for a period of 3 (three) years from 2025-26 to 2027-28.**

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

**RESOLVED THAT** pursuant to section 188 of Companies Act, 2013 and regulation 2(1)(zc), 23(4) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Company's policy on related party transaction(s), the approval of the members be and is hereby accorded to the material related party contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) carried out in the ordinary course of business and at arm's length price; as mentioned in the explanatory statement, between Healthcare Triangle Inc (step-down subsidiary of SecureKloud Technologies Limited) and Devcool Inc (wholly owned subsidiary of Healthcare Triangle Inc) on such terms and conditions as may be agreed between the parties for an aggregate value not exceeding INR 40,000 lakhs (Rupees Forty Thousand lakhs only) per financial year, to be entered during the period 2025-26 to 2027-28.

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

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

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

Date: August 14, 2024  
Place : Chennai

**Jayashree Vasudevan**  
Company Secretary and Compliance Officer

## NOTES

1. 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 39th Annual General Meeting (“Meeting/AGM”) is annexed hereto.
2. AGM of the Company is being conducted through VC/OVAM in compliance with General Circular No. 09/2023 dated September 25, 2023 read with General Circular Nos. Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 issued by Ministry of Corporate Affairs read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India read with the circulars issued earlier on the subject (collectively referred to as “Circulars”), which details the procedure and manner of holding AGM through VC/OVAM and provide certain relaxations from compliance with Listing obligations. The deemed venue for the AGM shall be the Registered Office of the Company.
3. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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.
4. Members holding shares either in physical or dematerialized mode, as on cut-off date, i.e. Monday, September 23, 2024, may cast their votes electronically. The e-voting period commences on Friday, September 27, 2024 (9:00 a.m. IST) and ends on Sunday, September 29, 2024 (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 23, 2024. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only. The members who have already casted there vote through remote e-voting may participate in the meeting but will not be allowed to vote again.
5. 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.
6. 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 23, 2024, 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.
7. In compliance with the Circulars, the Annual Report for 2023-24, the Notice of the 39<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.securekcloud.com](http://www.securekcloud.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.
8. 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 update their email addresses with the Company’s RTA, Adroit Corporate Services Pvt Ltd at [info@adroitcorporate.com](mailto:info@adroitcorporate.com) to receive copies of the Integrated Annual Report 2023-24 in electronic mode.

9. 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 atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. 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.
11. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. 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.
12. The Company has appointed Mr. P Sriram, Practicing Company Secretary representing SPNP & Associates, Chennai, bearing Membership No. F4862 and COP No. 3310, as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
13. 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 through its registered email address [sriram@prowiscorporate.com](mailto:sriram@prowiscorporate.com) with a copy marked to [cs@securekloud.com](mailto:cs@securekloud.com).
14. The relevant details, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI 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.
15. 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 30, 2024. Members seeking to inspect such documents may send an email to [cs@securekloud.com](mailto:cs@securekloud.com).
16. 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 – Prior approval for material related party transaction with SecureKloud Technologies Inc for a period of 3 (three) years from 2025-26 to 2027-28.**

The Audit Committee at its meeting held on August 14, 2024 approved the material related party transaction with its subsidiary, exceeding 10% of the annual consolidated turnover for a period of 3 (three) years from 2025-26 to 2027-28, respectively subject to the approval of the Shareholders. Thereby, based on the recommendation and approval of the audit committee, the Resolution no 3 has been put forth before Shareholders to seek their approval for a period of 3 (three) years from 2025-26 to 2027-28.

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

| S.No.                          | Description  | Details  |                       |                                    |                  |       |                                |       |       |        |
|--------------------------------|--|--|-----------------------|------------------------------------|------------------|-------|--------------------------------|-------|-------|--------|
| 1                              | Details of summary of information provided by the management to the Audit Committee  |  |                       |                                    |                  |       |                                |       |       |        |
| A                              | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise); | SecureKloud Technologies Limited holds 60.71% of the equity stake in SecureKloud Technologies Inc.<br><br>Healthcare Triangle Inc is a step-down subsidiary of the SecureKloud Technologies Limited. SecureKloud Technologies Inc holds 45% of the equity stake in Healthcare Triangle Inc.  |                       |                                    |                  |       |                                |       |       |        |
| B                              | Name of the Director or key managerial personnel who is related, if any and nature of relationship   | Mr. V. V. Sampath Kumar, Independent Director of SecureKloud Technologies Limited is a Director of SecureKloud Technologies Inc. for the purpose of compliance of Regulation 24(1) of SEBI (Listing Obligations of Disclosure Requirements) Regulations, 2015.<br><br>Mr. Suresh Venkatachari, Chairman & CEO of SecureKloud Technologies Limited is a Director of SecureKloud Technologies Inc.   |                       |                                    |                  |       |                                |       |       |        |
| C                              | Nature, material terms, monetary value and particulars of contracts or arrangement   | (a) The transaction involves sale of services for business purposes to SecureKloud Technologies Inc aggregating upto INR 6,250 lakhs per financial year.<br><br>(b) SecureKloud Technologies Limited has extended a corporate guarantee not exceeding INR 4,250 lakhs for the loan taken by SecureKloud Technologies Inc in 2014. Upon renewal of the loan, the guarantee attached gets rolled over.   |                       |                                    |                  |       |                                |       |       |        |
| D                              | Value of Transaction   | (₹ in lakhs)   |                       |                                    |                  |       |                                |       |       |        |
|                                |  | <table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: center;">Nature of transaction</th> <th style="text-align: center;">Estimated Value per financial year</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Sale of services</td> <td style="text-align: center;">6,250</td> </tr> <tr> <td style="text-align: center;">Renewal of corporate guarantee</td> <td style="text-align: center;">4,250</td> </tr> <tr> <td style="text-align: center;">Total</td> <td style="text-align: center;">10,500</td> </tr> </tbody> </table> | Nature of transaction | Estimated Value per financial year | Sale of services | 6,250 | Renewal of corporate guarantee | 4,250 | Total | 10,500 |
| Nature of transaction          | Estimated Value per financial year   |  |                       |                                    |                  |       |                                |       |       |        |
| Sale of services               | 6,250  |  |                       |                                    |                  |       |                                |       |       |        |
| Renewal of corporate guarantee | 4,250  |  |                       |                                    |                  |       |                                |       |       |        |
| Total                          | 10,500   |  |                       |                                    |                  |       |                                |       |       |        |
| E                              | Percentage of annual consolidated turnover represented by the value of the proposed transaction  | Consolidated annual turnover of the SecureKloud Technologies Limited entity for financial year 2023-24 is INR 34,032 Lakhs.<br><br>Value of the proposed transaction as a percentage of the annual consolidated turnover is 30.85%   |                       |                                    |                  |       |                                |       |       |        |
| F                              | Tenure   | Three years (2025-26 to 2027-28)   |                       |                                    |                  |       |                                |       |       |        |

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| 2 | Justification for the proposed transaction is in the interest of the listed entity   | SecureKloud Technologies Inc., subsidiary company, operates in the cloud consulting and services space and caters to the market in United States of America and Canada. The subsidiary works closely with the SecureKloud Technologies Limited to achieve its business objectives, resulting into various operational transactions. In order to reap the benefit of the synergies in the businesses and to help carry out the operations in a seamless manner, the Company has entered into the various arrangements as mentioned in point 1(c).<br><br>All transactions with SecureKloud Technologies Inc are in the ordinary course of business and at arm's length and are approved by the audit committee and Board of Directors of the Company. |
| 3 | Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:  |  |
| a | details of the source of funds in connection with the proposed transaction   | Not applicable   |
| b | where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments<br>- nature of indebtedness;<br>- cost of funds; and<br>- tenure                                |  |
| c | applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security  |  |
| d | the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT   |  |
| 4 | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the Shareholder | Not applicable as the transaction is in the ordinary course of business and at arm's length pricing.   |
| 5 | Any other information that may be relevant   | None   |

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

The Board recommends passing of the proposed resolution stated in item no. 3 as an ordinary resolution and requests the approval of the Shareholders for the same.

**Item No 4 – Prior approval for material related party transaction between SecureKloud Technologies Inc and Healthcare Triangle Inc for a period of 3 (three) years from 2025-26 to 2027-28.**

The audit committee at its meeting dated August 14, 2024 approved the material related party transaction with its subsidiary, exceeding 10% of the annual consolidated turnover for a period of 3 (three) years from 2025-26 to 2027-28, respectively subject to the approval of the Shareholders. Thereby, based on the recommendation and approval of the audit committee, the resolution no 4 has been put forth before Shareholders to seek their approval for a period of 3 (three) years from 2025-26 to 2027-28.

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

| S.No. | Description  | Details   |
|-------|--|---|
| 1     | Details of summary of information provided by the management to the Audit Committee  |   |
| A     | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise); | SecureKloud Technologies Limited holds 60.71% of the equity stake in SecureKloud Technologies Inc.<br><br>Healthcare Triangle Inc is a step-down subsidiary of the SecureKloud Technologies Limited. SecureKloud Technologies Inc holds 45% of the equity stake in Healthcare Triangle Inc. |



|   |   |  |                                    |
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| B | Name of the Director or key managerial personnel who is related, if any and nature of relationship  | Mr. V. V. Sampath Kumar, Independent Director of SecureKloud Technologies Limited is a Director of SecureKloud Technologies Inc.<br><br>Mr. Suresh Venkatachari, Chairman & CEO of SecureKloud Technologies Limited is a Director of SecureKloud Technologies Inc.   |                                    |
| C | Nature, material terms, monetary value and particulars of contracts or arrangement  | The transaction involves sale of services, purchase of services and other transactions for business purposes between SecureKloud Technologies Inc and Healthcare Triangle Inc  |                                    |
| D | Value of Transaction  | (₹ in lakhs)   |                                    |
|   |   | Nature of transaction  | Estimated Value per financial year |
|   |   | Purchase of Services   | 500                                |
|   |   | Sale of Services   | 4,500                              |
|   |   | Rent and administrative charges  | 500                                |
|   |   | Advances   | 14,500                             |
|   |   | Total  | 20,000                             |
| E | Percentage of annual consolidated turnover represented by the value of the proposed transaction   | Consolidated annual turnover of the SecureKloud Technologies Limited for financial year 2023-24 is INR 34,032 lakhs.<br><br>Value of the proposed transaction as a percentage of the annual consolidated turnover is 58.77%.   |                                    |
| F | Tenure  | Three years (2025-26 to 2027-28)   |                                    |
| 2 | Justification for the proposed transaction is in the interest of the listed entity  | SecureKloud Technologies Inc, subsidiary Company of the SecureKloud Technologies Limited, operates in the cloud consulting space and caters to the market in United States of America and Canada. Healthcare Triangle Inc, step down subsidiary of the SecureKloud Technologies Limited, is engaged in providing cloud and digital transformation, managed services and data analytics platform for Healthcare and Life Sciences industry. The subsidiary works closely with its subsidiary to achieve the group's business objectives, resulting into various operations transactions, as related party transactions. In order to reap the benefit of the synergies in businesses and to help carry out the operations in seamless manner, the Company has entered into the various arrangements as mentioned in point 1(c) above.<br><br>All transactions between SecureKloud Technologies Inc and Healthcare Triangle Inc are in the ordinary course of business and at arm's length and are approved by the audit committee and Board of Directors of the Company. |                                    |
| 3 | Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:                                 | Advances   |                                    |
| a | details of the source of funds in connection with the proposed transaction  | Funds collected from customers for services rendered   |                                    |
| b | where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments<br>- nature of indebtedness;<br>- cost of funds; and<br>- tenure | None   |                                    |

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| c | applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security  | Payable within 12 months Interest free, unsecured advances  |
| d | the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT   | To meet the working capital requirements of SecureKloud Technologies Inc.                           |
| 4 | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the Shareholder | Not applicable as the transaction is in the ordinary course of business and at arm's length pricing |
| 5 | Any other information that may be relevant   | None  |

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

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

**Item No 5 – Prior approval for material related party transaction between Healthcare Triangle Inc and Devcool Inc for a period of 3 (three) years from 2025-26 to 2027-28.**

The Audit Committee at its meeting held on August 14, 2024 approved the material related party transaction with its subsidiary, exceeding 10% of the annual consolidated turnover, for a period of 3 (three) years from 2025-26 to 2027-28, respectively subject to the approval of the Shareholders. Thereby, based on the recommendation and approval of the audit committee, the resolution no 5 has been put forth before Shareholders to seek their approval for a period of 3 (three) years from 2025-26 to 2027-28.

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

| S.No. | Description  | Details   |                                    |
|-------|--|---|------------------------------------|
| 1     | Details of summary of information provided by the management to the Audit Committee  |   |                                    |
| A     | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise); | Healthcare Triangle Inc is a step-down subsidiary of the SecureKloud Technologies Limited. SecureKloud Technologies Inc holds 45% of the equity stake in Healthcare Triangle Inc.<br><br>Devcool Inc is a wholly owned subsidiary of Healthcare Triangle Inc                  |                                    |
| B     | Name of the Director or key managerial personnel who is related, if any and nature of relationship   | None  |                                    |
| C     | Nature, material terms, monetary value and particulars of contracts or arrangement   | (a) Payment of payroll expenses on behalf of Devcool Inc by Healthcare Triangle Inc and subsequent reimbursement up to INR 20,000 lakhs per year.<br><br>(b) Advances by Devcool Inc to Healthcare Triangle Inc for working capital purposes up to INR 20,000 lakhs per year. |                                    |
| D     | Value of Transaction   |   | (₹ in lakhs)                       |
|       |  | Nature of transaction   | Estimated Value per financial year |
|       |  | Reimbursement of payroll expenses   | 20,000                             |
|       |  | Advances  | 20,000                             |
|       |  | Total   | 40,000                             |
| E     | Percentage of annual consolidated turnover represented by the value of the proposed transaction  | Consolidated annual turnover of the SecureKloud Technologies Limited entity for financial year 2023-24 is INR 34,032 lakhs.<br><br>Value of the proposed transaction as a percentage of the annual consolidated turnover is 117.54%.  |                                    |
| F     | Tenure   | Three year (2025-26 to 2027-28)   |                                    |

|   |  |   |
|---|--|---|
| 2 | Justification for the proposed transaction is in the interest of the listed entity   | Healthcare Triangle Inc, step down subsidiary of the SecureCloud Technologies Limited, is engaged in providing cloud and digital transformation, managed services and data analytics platform for Healthcare and Life Sciences industry. Devcool Inc, wholly owned subsidiary of Healthcare Triangle Inc, also carries similar business servicing the healthcare industry and hence works closely with Healthcare Triangle Inc. In order to reap the benefit of the synergies in businesses and to help carry out the operations in seamless manner, the step down subsidiary has entered into the various arrangements with its subsidiary as mentioned in point 1(c) above.<br><br>All transactions entered between Healthcare Triangle Inc and Devcool Inc are in the ordinary course of business and at arm's length and are approved by the audit committee and Board of Directors of the Company. |
| 3 | Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:  | Advances  |
| a | details of the source of funds in connection with the proposed transaction   | Own funds – collection from customers of Devcool Inc  |
| b | where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments<br>- nature of indebtedness;<br>- cost of funds; and<br>- tenure                                | None  |
| c | applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security  | Payable within 12 months Interest free, unsecured advance   |
| d | the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT   | Working capital requirements of Healthcare Triangle Inc   |
| 4 | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the Shareholder | Not applicable as the transaction is in the ordinary course of business and at arm's length pricing   |
| 5 | Any other information that may be relevant   | None  |

None of the Directors, key managerial personnel or their relatives are concerned or interested in the resolution.

The Board recommends passing of the proposed resolution stated in item no. 5 as an ordinary 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) Regulations, 2015 and Secretarial Standards 2 on General Meetings

|  |   |
|--|---|
| Name of Director                       | Mr. M. Vijaykumar   |
| DIN                                    | 01896931  |
| Date of birth                          | April 07, 1970  |
| Nationality                            | Indian  |
| Date of first appointment on the Board | August 08, 2022   |
| Qualifications                         | Master of Arts from University of Madras  |
| Brief resume                           | Mr. M. Vijaykumar is a serial entrepreneur having over twenty-five years of leadership experience in managing digital media businesses from creation to sales and managing the profit and loss of the business. Prior to founding his own business, he has worked as a content producer for various satellite channels. |

|  |   |
|--|---|
| Experience/ expertise in specific functional area  | Sales & Digital Media Business  |
| 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<br>Remuneration Sought to be paid & last drawn remuneration: NIL<br>Entitled to sitting fee as per Nomination & remuneration Policy |
| No. of shares held in the Company, including shareholding as a beneficial owner  | Nil   |
| List of Directorships held in other companies including listed entities  | Varthali Media Works Private Limited  |
| Chairmanships/Directorship of Committees of other Public Companies<br>i. Audit Committee<br>ii. Stake holders Relationship Committee<br>iii. Nomination and Remuneration Committee | NIL   |
| Name of listed entities from which the person has resigned in the past three years   | NIL   |
| No. of Board Meetings conducted during the year  | 9   |
| No. of Board Meetings entitled to attend during the year   | 9   |
| No. of Board Meetings attended during the year   | 7   |
| Relationship between Director inter-se and other key managerial personnel 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 at 9.00 a.m. on Friday, September 27, 2024 and ends at 5.00 p.m. on Sunday, September 29, 2024. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) Monday, September 23, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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>                               | <ol style="list-style-type: none"> <li>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; New System Myeasi Tab.</li> <li>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.</li> <li>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; New System Myeasi Tab and then click on registration option.</li> <li>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.</li> </ol>   |
| Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>                               | <ol style="list-style-type: none"> <li>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.nsd.com">https://eservices.nsd.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.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>  |

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

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>                               | <ol style="list-style-type: none"> <li>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; New System Myeasi Tab.</li> <li>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.</li> <li>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; New System Myeasi Tab and then click on registration option.</li> <li>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.</li> </ol>   |
| Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>                               | <ol style="list-style-type: none"> <li>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.</li> <li>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></li> <li>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</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>  |

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

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

| Login type  | Helpdesk details   |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 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 evoting@nsdl.co.in 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.

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

|  | <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 OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <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>                 |

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN of 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; [cs@securecloud.com](mailto:cs@securecloud.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 THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM 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.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile



Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request. The facility for registration as a speaker will be open from September 24, 2024 at 9 a.m till September 27, 2024 at 5.00 p.m mentioning their name, demat account number/folio number, email id, mobile number at [cs@securekcloud.com](mailto:cs@securekcloud.com). The Company reserves the right to limit the numbers of members asking the questions depending on the availability of time at the AGM. The Shareholders who do not wish to speak during the AGM but have queries may send their queries from September 24, 2024 at 9 a.m till September 27, 2024 at 5.00 p.m mentioning their name, demat account number/folio number, email id, mobile number at [cs@securekcloud.com](mailto:cs@securekcloud.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 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 AGM.
10. If any Votes are cast by the Shareholders through the e-voting available during the 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 @ [cs@securekcloud.com](mailto:cs@securekcloud.com) or RTA @ [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 Futurex, 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.