

Ref: SK/CHN/2023-24/E11

May 30, 2023

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

Dear Sir/ Madam,

Subject: Annual Secretarial Compliance Report

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2023, issued by M/s. SPNP & Associates.

This is for your information and records.

Thanking you,

Yours Truly

For SecureKloud Technologies Limited



Roshini Selvakumar

Company Secretary and Compliance Officer



**SECRETARIAL COMPLIANCE REPORT OF SECUREKLOUD TECHNOLOGIES
LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2023**

I, Nithya Pasupathy, Partner of SPNP & Associates have examined:

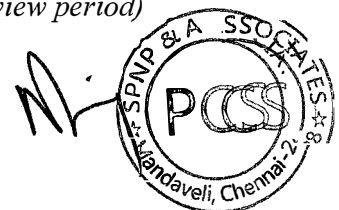
- (a) All the documents and records made available to us and explanation provided by **SECUREKLOUD TECHNOLOGIES LIMITED** (“the listed entity”)[CIN: L72300TN1993PLC101852] having Registered office at No.37 & 38, ASV Ramana Towers, 5th Floor, Venkat Narayana Road, T. Nagar Chennai - 600017, Tamil Nadu, India.
- (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 certification,

For the year ended 31st March, 2023 (“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 Securities and Exchange Board of India (“SEBI”);

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (*Not Applicable to the company during the review period*).
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (*Not Applicable to the company during the review period*)



**SPNP & ASSOCIATES
Practising Company Secretaries**

No.10/28, II Floor, 3rd Cross Street, R.K. Nagar, Raja Annamalaipuram, Chennai - 600 028.
snpnassociates@gmail.com # Phone: 044 4215 3510, 4320 1250, Mobile : 95660 33011

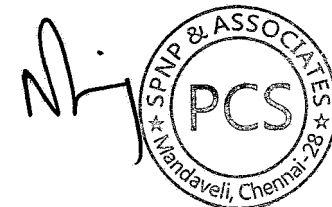


- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *(Not Applicable to the company during the review period)*
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018

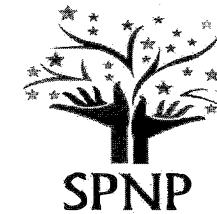
Based on the above examination, I hereby report that, during the Review Period

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

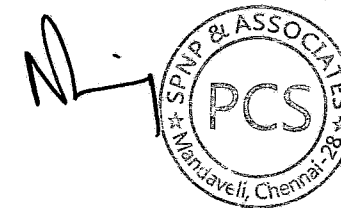
Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific Clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI (PIT) Regulations 2015.	7(2)(b)	Non-disclosure of sale of shares to the Stock Exchange by promoters, directors pertaining to financial year	SEBI	Penalty	Non-disclosure of sale of shares to the Stock Exchange by the promoters, director, pertaining to financial year	Rs. 1,00,000/-	It was noticed that, during the financial year 2017-18 company was in possession of the details of the changes in the shareholding patterns of the promoter and did not disclose the same to the stock exchange as required under	The disclosure was inadvertently missed out in the financial year 2017-18 and subsequently filed with the stock exchanges. The	NA



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			2017-18			2017-18.		the provision contained in the regulation and thereby violated the said SEBI (PIT) Regulations.	company has paid the penalty after the receipt of the order.	
2	SEBI (LODR) Regulations 2015.	23(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).	1) Failure to obtain prior approval of audit committee for material related party transactions. 2) Composition of Board of Directors, Audit committee and Stakeholder relationship committee not satisfied. 3) Non-disclosure of initiation of forensic audit to stock exchange.	SEBI	Penalty	1) Failure to obtain prior approval of audit committee for material related party transactions. 2) Composition of Board of Directors, Audit committee and Stakeholder relationship committee not satisfied. 3) Non-disclosure of initiation of forensic audit to stock exchange.	Rs. 25,00,000/-	It was observed that the company failed to obtain the prior approval of the audit committee for material related party transactions. The company has failed to maintain the composition of the Board as well as its committees, as required under SEBI LODR. Further, it has also failed to disclose the initiation of forensic audit by SEBI to stock exchanges within the stipulated time. These are violations pertaining to financial year 2015-16, 2016-17, 2017-18 and 2018-19.	The company has filed an appeal challenging the order before the Hon'ble Securities Appellate Tribunal and is awaiting the order.	NA



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3	PFUTP Regulations 2003,	3(d), 4(1), 4(2)(f), 4(2)(k) and 4(2)(r)	Dealing in manipulative fraudulent and unfair trade practices.	SEBI	Monetary penalty and directions	Dealing in manipulative fraudulent and unfair trade practices.	Levied Monetary penalty of Rs. 4,00,00,000/- and passed following orders- a) restraining the Company from accessing the securities market in any manner whatsoever, and prohibiting from buying, selling or otherwise dealing in securities, directly or indirectly, in any manner, whatsoever, for a period of three (3) years, from the date of coming into force of this direction. b) prohibiting the Company from being associated with the securities market in any manner whatsoever,	It was observed that the Company was involved in manipulative fraudulent and unfair trade practices, misstatement of financial statement during the financial year 2018-19 The Company also furnished false information with SEBI and further failed to meet the requirements of Accounting Standards and to disclose the initiation of forensic audit to the stock exchange.	The company has filed an appeal challenging the order before the Hon'ble Securities Appellate Tribunal and is awaiting the order	NA
	SEBI (LODR) Regulations 2015	Regulations 30(2), 4(1)(a), (b), (c), (g), (h), (i), 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) and 48 read with section 27 of SEBI Act, 1992.	Misstatement in financials during financial year 2018-19 Non-disclosure of initiation of forensic audit and non-compliance with respect to accounting standards.			Misstatement in financials during the financial year 2018-19. Non-disclosure of initiation of forensic audit and non-compliance with respect to accounting standards.				
	SEBI Act, 1992	11(2) (ia)	Failure to furnish			Failure to furnish				





			information to SEBI.			information to SEBI.	including as an intermediary registered with SEBI, for a period of one (1) year, from the date of coming into force of the order. c) directing the Company to undertake the measures to bring back or recover Rs. 3.83 crore from Mr. Suresh Venkatachari within a period of one year.			
4	SEBI (ICDR) Regulations, 2018	SEBI/HO/CF D/DIL2/CIR/P/2019/94	Delay in filing of Trading Approval.	BSE & NSE	Penalty	Delay in filing of Trading Approval.	Rs. 47,200/- each by the BSE and NSE	The company has informed that the delay was because the corporate action was pending with NSDL.	The corporate action was pending with NSDL.	Filings completed.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:




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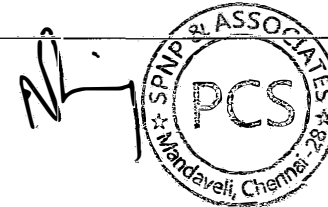


Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific Clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NA										

ADDITIONAL DISCLOSURES:

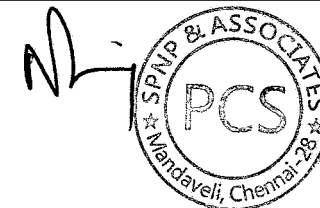
On the basis of Circular No.20230316-1 dated 16th March 2023, the following are the Additional affirmations

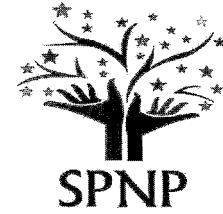
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been 	Yes	None



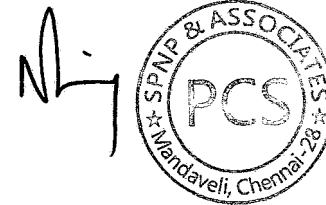


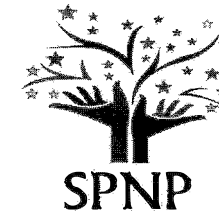
	reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI		
3	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	None
4	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	None
6	<u>Preservation of Documents:</u> 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 LODR Regulations, 2015.	Yes	None





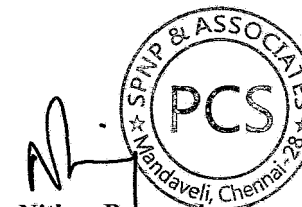
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	None
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (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	No Yes	The Company has obtained prior approval from the Audit Committee, for all the Related party transactions, except in one instance, i.e., material related party transaction entered between its subsidiaries, Securecloud Technologies Inc and Healthcare Triangle Inc. However, the Audit Committee on 21 st November, 2022 approved the same. Shareholders ratified the said transaction through Postal Ballot approval dated 01 st January, 2023.
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 51 along with Schedule III Part B of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
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	None





11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.	Yes	As mentioned herein above and MR-3.
12	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	None

**For SPNP & Associates
Practising Company Secretaries**



**Nithya Pasupathy
Partner**

FCS No. 10601/ CP No. 22562

Peer Review Number: 1913/2022

UDIN: F010601E000310881

**Place: Chennai
Date: 15.05.2023**

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