

**Ref: SK/CHN/2022-23/33**

**September 26, 2022**

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: Postal Ballot Notice**

With reference to the captioned matter and pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, we are enclosing the Postal Ballot Notice.

Postal Ballot dispatch to shareholders by e-mail	Monday, September 26, 2022
E-Voting start date and time	Tuesday, September 27, 2022, 9.00 AM
E-Voting end date and time	Wednesday, October 26, 2022, 5.00 PM
Postal Ballot Results by Scrutinizer	Friday, October 28, 2022

Postal Ballot notice along with the explanatory statement is uploaded on the website of the Company at [www.securekloud.com](http://www.securekloud.com)

This is for your information and records.

Yours Truly

For SecureKloud Technologies Limited



**Roshini Selvakumar**  
**Company Secretary**



044-6602-8000  
+1 925-270-4812



info@securekloud.com  
www.securekloud.com



No.37 & 38, ASV Ramana Towers, 5<sup>th</sup> Floor,  
Venkat Narayana Road, T.Nagar, Chennai – 600 017.

# SECUREKLOUD

SecureKloud Technologies Limited

(Formerly 8K Miles Software Services Limited)

## SECUREKLOUD TECHNOLOGIES LIMITED

CIN: L72300TN1993PLC101852

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

TEL: 044 66028000 | EMAIL: [cs@securekloud.com](mailto:cs@securekloud.com) | WEBSITE: [www.securekloud.com](http://www.securekloud.com)

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### NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Members,

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

For avoidance of any doubt due to the general understanding of meaning of 'Postal Ballot' as Voting by Post (which is not contemplated in this Notice), the term 'remote e-voting' is consciously used in this Notice (instead of using the term 'Postal Ballot') which appropriately clarifies that the manner of Voting on the Resolutions is restricted to Voting only through remote e-voting. Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and Pre-paid Business Reply Envelope will not be sent to the Members for the present Postal Ballot and Members are required to communicate their Assent or Dissent through the remote e-voting system only. The instructions for remote e-voting are appended to this Notice. The proposed Resolutions and Explanatory Statement setting out material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below for seeking consent of the Members of the Company through remote e-voting.

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

The Company has engaged the services of M/s. Central Depository Services (India) Limited ('CDSL') for the purpose of providing remote e-voting facility to all its members. Remote e-voting shall commence from Tuesday, September 27, 2022 at 9.00 A.M. (IST) and ends on Wednesday, October 26, 2022 at 5.00 P.M. (IST). The Scrutinizer will submit his report to the Board of Directors, after completion of scrutiny of e-voting votes but not later than two working days from the date of conclusion of the Postal Ballot process, and the result of the Postal Ballot will be declared on or before Friday, October 28, 2022 at any time before 5.00 P.M. (IST). The result of Postal Ballot along with the Scrutinizer's Report shall be communicated to the Stock Exchange(s) where the securities of the Company are listed and

will be displayed on the Notice Board of the Company at the Registered Office and the Corporate Office and be uploaded on the Company's website at [www.securekloud.com](http://www.securekloud.com). The proposed Resolutions, if approved, shall be deemed to have been passed on the last date of remote e-voting, i.e., Wednesday, October 26, 2022.

#### **RESOLUTION PUT THROUGH POSTAL BALLOT**

##### **Item 01 – Appointment of Mr. M. Vijaykumar (DIN: 01896931) as a Non-Executive (Non-Independent) Director of the Company**

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

**RESOLVED THAT** in accordance with Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (the "Act") and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof to the Act and the Listing Regulations), Mr. M. Vijaykumar (DIN: 01896931), who was appointed as an Additional Director effective August 08, 2022, and who holds subject to approval of shareholders, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Non-Executive Director (Non-Independent) of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Thyagarajan R, Whole-time Director and CFO and/or Ms. Roshini Selvakumar, Company Secretary of the Company be and is hereby authorized severally to file necessary e-Forms with Registrar of Companies, Chennai, take necessary steps to make entries in the Register of Directors and Key Managerial Personnel and to do all such acts, deeds or things which are necessary to give effect to the said appointment.

##### **Item 02 – Appointment of Mr. Srinivas Mahankali (DIN: 01884823), Chief Business Officer as a Whole-time Director of the Company**

To consider, and if thought fit, to pass the following resolution as a special resolution:

**RESOLVED THAT** pursuant to Section 149, 152, 160, 162, 196, 197, 198, Schedule V and any other applicable provisions if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof to the Act and the Listing Regulations), approval of the shareholders be and is accorded for appointment of Mr. Srinivas Mahankali (DIN: 01884823), Chief Business Officer, as the Whole-time Director of the Company on the terms and conditions as embodied in the terms of appointment, liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Srinivas Mahankali shall be designated as Whole-time Director and Chief Business Officer, for a period of three years effective from September 16, 2022 to September 15, 2025 and terms of remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profits in line with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time during the tenure of his appointment as detailed below:

Salary – Fixed Component	INR 55 Lakhs – 57.5 Lakhs – 60 Lakhs per annum
Retirement Benefits (contribution to Provident fund, NPS, Gratuity)	As per the applicable rules and regulations of the Company
Commission	Commission payable on performance as per the sales commission policy of the company
Bonus payable either in parent company or in subsidiary company (based on performance)	INR 30 Lakhs – 33 Lakhs – 36 Lakhs per annum

**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of Companies (Meeting of the Board and its Powers) Rules, 2014 and other applicable provisions, if any, including any statutory modifications or re-enactments thereof for the time being in force, the consent of shareholders is hereby accorded for the appointment of Mr. Srinivas Mahankali, in its subsidiary company, Blockedge Technologies Inc, at a remuneration not exceeding INR 20 Lakhs per annum to be paid by the subsidiary company.

**RESOLVED FURTHER THAT** subject to the overall superintendence, direction and control of the Board of Directors, Mr. Srinivas Mahankali, Whole-time Director and Chief Business Officer, shall be responsible for the management of the affairs of the Company and be accountable to the Board of Directors.

**RESOLVED FURTHER THAT** the aforesaid appointment may be terminated by either party by giving to the other three months' notice in writing.

**RESOLVED FURTHER THAT** the Board of Directors or any Committee of the Board so authorised by it, be and are hereby authorised to alter and vary the terms and conditions of the appointment including the remuneration, as may be agreed between the Board of Directors and Mr. Srinivas Mahankali and/or in such manner and to such extent as may be permitted or authorised in accordance with the provisions under the Act and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force].

**RESOLVED FURTHER THAT** Mr. Thyagarajan R, Whole-time Director and CFO and/or Ms. Roshini Selvakumar, Company Secretary of the Company be and is hereby authorized severally to file necessary e-Forms with Registrar of Companies, Chennai, take necessary steps to make entries in the Register of Directors and Key Managerial Personnel and to do all such acts, deeds or things which are necessary to give effect to the said appointment.

**Item 03 – Appointment of Mr. Balasubramanian V (DIN: 06616155) as an Independent Director**

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 including rules made thereunder and Regulation 16, 17 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the shareholders is hereby accorded for the appointment of Mr. Balasubramanian V (DIN: 06616155), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (LODR)

Regulations, 2015 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member of the Company proposing his candidature for the office of Director pursuant to Section 160 of the Act, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years commencing from September 16, 2022 till September 15, 2027.

**RESOLVED FURTHER THAT THAT** Mr. Thyagarajan R, Whole-time Director and CFO and/or Ms. Roshini Selvakumar, Company Secretary of the Company be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

**Item 04 – Appointment of Mr. V. V. Sampath Kumar (DIN: 00879266) as an Independent Director**

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 including Rules made thereunder and Regulation 16, 17 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the shareholders is hereby accorded for the appointment of Mr. V. V. Sampath Kumar (DIN: 00879266), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (LODR) Regulations, 2015 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member of the Company proposing his candidature for the office of Director pursuant to Section 160 of the Act, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years commencing from September 16, 2022 till September 15, 2027.

**RESOLVED FURTHER THAT** Mr. Thyagarajan R, Whole-time Director and CFO and/or Ms. Roshini Selvakumar, Company Secretary of the Company be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

By the Order of the Board  
For SecureKloud Technologies Limited

Date: 16.09.2022  
Place: Chennai

Roshini Selvakumar  
Company Secretary and Compliance Officer

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

**Item 01 – Appointment of Mr. M. Vijaykumar (DIN: 01896931) as a Non-Executive (Non-Independent) Director of the Company**

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. M. Vijaykumar (DIN: 01896931) as an Additional Director from August 08, 2022, in the category of Non-Executive Director (Non-independent) in terms of Section 149, 152 and 161 of the Companies Act, 2013. The Company has received a notice in writing from the member of the Company in terms of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

**Brief Profile:**

Mr. 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. Vijaykumar is graduated in Master of Arts from University of Madras.

**Board's recommendation**

The Board of Directors is of the opinion that Mr. M. Vijaykumar's experience will be of great value to the Company. Accordingly, it has recommended the Resolution at item no. 1 of this Notice relating to his appointment as a Non-Executive Director (Non-Independent) of the Company for the approval of shareholders.

The Company has received the following from Mr. M. Vijaykumar:

- (i) The consent in writing to act as a Non-Executive Director of the Company
- (ii) Intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) Disclosure of interest in other entities in terms of Section 184(1) of the Companies Act, 2013.

Mr. M. Vijaykumar doesn't have any pecuniary relationship with the Company directly or indirectly other than the remuneration he receives as a Non-Executive Director of the Company and is not related to any Director or managerial personnel of the Company.

Details of Mr. M. Vijaykumar in terms of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are given as an Annexure to this Notice.

Members are requested to approve the proposal by passing the resolution as an ordinary resolution.

Except Mr. M. Vijaykumar, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in this Resolution, financially or otherwise.

**Item 02 – Appointment of Mr. Srinivas Mahankali (DIN: 01884823) Chief Business Officer as a Whole-time Director of the Company**

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee appointed Mr. Srinivas Mahankali (DIN: 01884823) as an Additional Director from September 16, 2022, in the category of Executive Director (Non-independent). The Company has received a notice in

writing from the member of the Company in terms of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

#### Brief Profile

Srinivas Mahankali leads the Blockchain practice for Asia Pacific Region of SecureKloud Technologies Ltd. He is alumnus of India's premier educational institutions, IIT Madras & IIM Bangalore with over 30 years Industry experience. He worked as a lead Consultant for Blockchain and emerging technologies at the Government of India and NASSCOM promoted company, NISG (National Institute for Smart Government).

He brings in a considerable CXO level experience as the CIO of India's largest Integrated logistics solution provider Apollo LogiSolutions Ltd and as the Managing Director of BSE Listed Company, Virinchi Ltd. He has authored several books on Technology like Blockchain- The Untold Story, Blockchain for Non-IT professionals, Blockchain and Smart cities. He also co-authored books like Secure Chains (Cyber Security & Blockchain), AI/ML powered Agents of Automation, Blockchain Consortiums, the Business model of the future etc. As the inaugural Program Director of India's first University certified part time Post Graduate Program in Blockchain Technology by Amity University, he has mentored a number of Blockchain students across the world.

Innovation, Marketing, Disruption, Networking & Collaboration, Mentoring and Start-Ups are the areas that excite him. He is experienced in architecting and implementing Business transformation activities involving cutting edge technologies like Blockchain, AI & IOT. Srinivas is passionate about Smart cities and convergence of the disruptive technologies in furthering Sustainable environment and Healthy & Happy living for global citizens. A continuous learner and an avid reader, he loves to keep abreast of the latest developments in Technology & Management. He also authored non-technology books like Successful Organisations in Action, Corona wars, Think 3, Act Now, Write Now, Blockchain for Non IT Professionals etc. An example driven approach. His books have received over 160 - 5-star ratings on Amazon. Srinivas was a State ranker in EAMCET 1984 & All India 12th in GATE 88 for Electrical Engineering.

#### Board's recommendation

Mr. Srinivas Mahankali leads the blockchain initiatives of the Company. Accordingly, Board has recommended the Resolution at Item No. 2 of this Notice relating to his appointment as an Executive Director of the Company for a period of three years with effect from September 16, 2022 to September 15, 2025.

The Company has received the following from Mr. Srinivas Mahankali:

- (i) The consent in writing to act as a Director of the Company
- (ii) Intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) Disclosure of interest in other entities in terms of Section 184(1) of the Companies Act, 2013.

Details of Mr. Srinivas Mahankali in terms of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are given as an Annexure to this Notice.

Further, details required as per Schedule V have been set out in the Annexures.

Members are requested approve the proposal by passing the resolution as a special resolution.

Except Mr. Srinivas Mahankali, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in this Resolution, financially or otherwise.

### **Item 03 – Appointment of Mr. Balasubramanian V (DIN: 06616155) as an Independent Director**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Balasubramanian V (DIN: 06616155) as an Additional Director (Independent category) of the Company, not liable to retire by rotation, for a term of 5 years subject to approval of the Members. The Company has received a notice in writing from the member of the Company in terms of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

#### **Brief Profile:**

Mr. Balasubramanian is a Chartered Accountant and a people leader with over 27 years of comprehensive experience in Financial Services – consulting, banking, BPO and stock broking across India, USA, Hong Kong and in Middle East. He is proficient in developing and execution of strategy with the right mix of People, Process and Technology. He has set up consulting verticals in India and Middle East offering advisory services to the bank Boards and senior management. He has hands on experience in working with CEO's and Boards of the banks and insurance companies in addressing complex issues and comes up with effective solutions. He is currently the Chairman of the Board of leading Middle East based insurance company having back-office operations in India – Three Cube Managed Services and Solutions Private Limited and is a designated partner in capital advisory firm – Anthem Capital LLP.

#### **Board's recommendation:**

The Board of Directors is of the opinion that Mr. Balasubramanian's vast knowledge, varied experience in the areas of financial services, strategy execution will be of great value to the Company, as the Company continues its growth journey. The Board has recommended the Resolution at Item No. 3 of this Notice relating to his appointment as an Independent Director of the Company, as an ordinary resolution for members approval.

In the opinion of the Board, Mr. Balasubramanian V fulfils the conditions for the appointment as an Independent Director as specified in the Companies Act, 2013 and the rules made there under and Listing Regulations and he is independent of the management and possesses appropriate skills, experience, and knowledge. Mr. Balasubramanian V, if appointed by the members of the Company as an Independent Director shall hold office for a term of five years commencing from September 16, 2022 till September 15, 2027.

The Company has received the following from Mr. Balasubramanian V:

- (i) The consent in writing to act as a Non-Executive/ Independent Director of the Company
- (ii) Intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) Disclosure of interest in other entities in terms of Section 184(1) of the Companies Act, 2013.
- (iv) Declaration of independence in terms of Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015
- (v) Copy of the Certificate of Registration on Independent Director's Databank

Mr. Balasubramanian V doesn't have any pecuniary relationship with the Company directly or indirectly other than the remuneration (in terms of sitting fees) he may receive as a Non-Executive Independent Director of the Company and is not related to any Director or managerial personnel of the Company.



Details of Mr. Balasubramanian V in terms of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are given as an Annexure to this Notice.

Members are requested to approve the appointment by way of ordinary resolution.

Except Mr. Balasubramanian V, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in this Resolution, financially or otherwise.

**Item 04 – Appointment of Mr. V. V. Sampath Kumar (DIN: 00879266) as an Independent Director**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. V. V. Sampath Kumar (DIN: 00879266) as an Additional Director (Independent category) of the Company, not liable to retire by rotation, for a term of 5 years subject to approval of the Members. The Company has received a notice in writing from the member of the Company in terms of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

**Brief Profile:**

Mr. V. V. Sampath Kumar is a member of the Institute of Chartered Accountants of India. He is the partner of M/s. V. V. S. Kumar & Co, Chartered Accountants. He specialises his practice in the areas of indirect taxes and appears before the adjudicating authorities for assessments, appeals, etc. In addition, he is a Registered Valuer of Insolvency and Bankruptcy Board of India (IBBI) and is a Registered Insolvency Professional. He has completed the Information System Audit Examination conducted by the Institute of Chartered Accountants of India.

He is a panelled faculty on indirect taxes in the panel of the Institute of Chartered Accountants of India and a visiting faculty to various Institutes. He has authored a handbook on TN VAT Act, 2006 and a handbook on GST TCS, released by ICAI.

He has served as the Co-opted member of committees of SIRC of ICAI in 2009-10 and 2015-16. He is one of the founder and committee member of the Chamber of GST Professionals, Chennai. He is the Vice President of the Association of Chartered Accountants, Chennai.

**Board's recommendation:**

The Board of Directors is of the opinion that Mr. V. V. Sampath Kumar's experience and knowledge in the areas of corporate governance and taxation will certainly contribute to strengthening the internal controls and assisting the growth of the Company. The Board has recommended the Resolution at Item No. 4 of this Notice relating to his appointment as an Independent Director of the Company, as an ordinary resolution for members approval.

In the opinion of the Board, Mr. V. V. Sampath Kumar fulfils the conditions for the appointment as an Independent Director as specified in the Companies Act, 2013 and the rules made there under and Listing Regulations and he is independent of the management and possesses appropriate skills, experience, and knowledge. Mr. V. V. Sampath Kumar, if appointed by the members of the Company as an Independent Director shall hold office for a term of five years commencing from September 16, 2022 till September 15, 2027.

The Company has received the following from Mr. V. V. Sampath Kumar:

- (i) The consent in writing to act as a Non-Executive/ Independent Director of the Company
- (ii) Intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) Disclosure of interest in other entities in terms of Section 184(1) of the Companies Act, 2013.

- (iv) Declaration of independence in terms of Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015
- (v) Copy of the Certificate of Registration on Independent Director's Databank

Mr. V. V. Sampath Kumar doesn't have any pecuniary relationship with the Company directly or indirectly other than the remuneration (in terms of sitting fees) he may receive as a Non-Executive Independent Director of the Company and is not related to any Director or managerial personnel of the Company.

Details of Mr. V. V. Sampath Kumar in terms of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are given as an Annexure to this Notice.

Members are requested to approve the appointment by way of ordinary resolution.

Except Mr. V. V. Sampath Kumar, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in this Resolution, financially or otherwise.

**Annexure – Details pursuant to Regulation 36 (3) of the Listing Regulations and Secretarial Standards 2 on General Meetings**

Name of Director	M. Vijaykumar	Srinivas Mahankali	Balasubramanian V	V. V. Sampath Kumar
DIN	01896931	01884823	06616155	00879266
Date of Birth	07-04-1970	03-01-1968	10-03-1970	18-08-1960
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	August 08, 2022	September 16, 2022	September 16, 2022	September 16, 2022
Qualifications	As mentioned in the Explanatory Statement	As mentioned in the Explanatory Statement	As mentioned in the Explanatory Statement	As mentioned in the Explanatory Statement
Brief Resume				
Experience/ Expertise in specific functional area				
No. of shares held in the Company, including shareholding as a beneficial owner	Nil	Nil	Nil	Nil
List of Directorships held in other companies including listed entities	<ul style="list-style-type: none"> <li>• Varthali Media Works Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Thinking Media Entertainment (India) Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Three Cube IT Lab Private Limited</li> <li>• Geoidentity (India) Private Limited</li> <li>• Three Cube Managed Services and Solutions Private Limited</li> <li>• Nlgic Support Services Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Hindustan Chamber of Commerce</li> <li>• International Chamber of GST Professionals</li> </ul>

			<ul style="list-style-type: none"> <li>• Grey Matter Academics Private Limited</li> <li>• Trovalastic Private Limited</li> <li>• Anthem Capital Advisory Services LLP</li> </ul>	
No. of Board Meetings attended during the year	1	1	1	Nil
Relationship between director inter-se and other Key Managerial Personnel of the company	Nil	Nil	Nil	Nil
Terms and conditions of appointment	Liable to retire by rotation	Liable to retire by rotation	NA	NA

### Disclosure in accordance with Schedule V of the Companies Act, 2013

#### 1. General Information

Nature of Industry	Information technology – Cloud Transformation Services		
Date or expected date of commencement of commercial production	Not applicable		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
Financial performance based on given indicators	(In Lakhs)		
Particulars	2021-22	2020-21	2019-20
Total Revenue	4506.43	4017.52	4548.84
Total Expense	5009.31	3992.65	5062.86
Profit/Loss after tax	(585.05)	(4.19)	(525.25)
Dividend, if any	NA	NA	NA
Foreign investments or collaborations, if any	SecureKloud Technologies Inc Blockedge Technologies Inc Mentor Minds Solutions & Services Inc		

#### 2. Information about the appointee

Background Details/ Recognition or Awards/ Job Profile and his suitability/ Past Remuneration/ Remuneration Proposed	As mentioned in the explanatory statement
Past Remuneration	INR 22,19,904 (from December 01, 2021* till March 31, 2022) *Date of joining
Comparative remuneration profile with respect to	Considering the significant expertise of the

industry, size of the Company, profile of the position and person	appointee and acknowledging the responsibilities shouldered by them, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar level counterpart(s) in other companies to encourage good professionals with a sound career record.
Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel or other director, if any	The appointee does not have any pecuniary relationship with the Company other than the remuneration he received /will receive as Whole time Director of the Company and is not related to any director/ key managerial personnel of the Company
Relationship between Directors inter se and Key Managerial Personnel	None

### 3. Other disclosures

Reason of loss or inadequate profits	During the financial year 2021-22, the Company accelerated its R&D spends on its platform and doubled its investment in Sales and Marketing for future growth. In addition, there was a one-time expense of listing Healthcare Triangle Inc (HCTI) in NASDAQ due to which the overall profitability dropped.
Steps taken or proposed to be taken for improvement	The Company has initiated several steps to rationalize costs by supporting R&D initiatives from India and improving delivery efficiency.
Expected increase in productivity and profits in measurable terms.	The Company expects higher revenue share from platforms and managed services over the next few years which will increase the productivity and profits.

## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

(i) The voting period begins on Tuesday, September 27, 2022 at 9.00 AM and ends on Wednesday, October 26, 2022 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, September 19, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

(v) Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) 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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <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.</li> <li>2) 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>3) 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</li> </ol>

	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.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**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 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

(vi) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <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>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.



- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](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@securekloud.com](mailto:cs@securekloud.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33