

Ref: SK/CHN/2022-23/41

December 02, 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	Friday, December 02, 2022
E-Voting start date and time	Saturday, December 03, 2022, 9.00 AM
E-Voting end date and time	Sunday, January 01, 2023, 5.00 PM
Postal Ballot Results by Scrutinizer	Tuesday, January 03, 2023

Postal Ballot notice along with the explanatory statement is uploaded on the website of the Company at 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, 5th 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, 5TH FLOOR, VENKAT NARAYANA ROAD, T. NAGAR,
CHENNAI 600 017

TEL: 044 66028000 | EMAIL: cs@securekloud.com | WEBSITE: www.securekloud.com

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, General Circular No. 20/2021 dated December 8, 2021, General Circular No 02/2022 dated May 5, 2022 ("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 Companies (Management & Administration) Rules, 2014, 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 Saturday, December 03, 2022 at 9.00 A.M. (IST) and ends on Sunday, January 01, 2023 at 5.00 P.M. (IST). The scrutinizer will submit the report to the Board of Directors, after completion of scrutiny of e-voting but not later than two days from the date of conclusion of the postal ballot process, and the result of the postal ballot will be declared on or before Tuesday, January 03, 2023 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, uploaded on the website of the e-voting agency CDSL and be uploaded on the Company's website at 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., Sunday, January 01, 2023.

RESOLUTION PUT THROUGH POSTAL BALLOT

1. Approval for material related party transaction with SecureKloud Technologies Inc for financial year 2022-23

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

RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modifications or re-enactments thereof, for the time being in force), the Company's Policy on Related Party Transactions and based on the approval of the audit committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Company to enter into and/or continue the related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) (in terms of Regulation 2(1)(zc) of Listing Regulations) as mentioned in the explanatory statement between SecureKloud Technologies Limited and SecureKloud Technologies Inc, subsidiary of SecureKloud Technologies Limited, on such terms and conditions as may be agreed, for an aggregate value not exceeding INR 106 crores (Rupees one hundred and six crores only), for financial year 2022-23, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board" and which term shall be deemed to include the Audit Committee of the Board) and/or any other person authorised by them, be and are hereby authorised to do and perform all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

2. Approval for material related party transaction between Healthcare Triangle Inc and Devcool Inc for financial year 2022-23

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

RESOLVED THAT pursuant to Regulation 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended and the Company's Policy on Related Party Transaction(s), the approval of the members be and is hereby accorded to the 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) 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, for an aggregate value not exceeding INR 118 crores (Rupees one hundred and eighteen crores only), between Healthcare Triangle Inc and Devcool Inc, during financial year 2022-23, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business.

RESOLVED FURTHER that all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

3. Ratification of material related party transaction between SecureKloud Technologies Inc and Healthcare Triangle Inc for financial year 2022-23

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

RESOLVED THAT pursuant to Regulation 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded for the ratification of the 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) 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 SecureKloud Technologies Inc and Healthcare Triangle Inc, for an aggregate value not exceeding INR 120 crores (Rupees one hundred and twenty crores only) during financial year 2022-23, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business.

RESOLVED FURTHER that all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

4. Prior approval for material related party transaction with SecureKloud Technologies Inc for financial year 2023-24

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

RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modifications or re-enactments thereof, for the time being in force), the Company's Policy on Related Party Transactions and based on the approval of the audit committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Company to enter into and/or continue the related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) (in terms of Regulation 2(1)(zc) of Listing Regulations) as mentioned in the explanatory statement between SecureKloud Technologies Limited and SecureKloud Technologies Inc, subsidiary of SecureKloud Technologies Limited, on such terms and conditions as may be agreed, for an aggregate value not exceeding INR 150 crores (Rupees one hundred and fifty crores only), to be entered during financial year 2023-24, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board" and which term shall be deemed to include the Audit Committee of the Board) and/or any other person authorised by them, be and are hereby authorised to do and perform all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

5. Prior approval for material related party transaction between SecureKloud Technologies Inc and Healthcare Triangle Inc for financial year 2023-24

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

RESOLVED THAT pursuant to Regulation 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended and the Company's Policy on Related Party Transaction(s), the approval of the members be and is hereby accorded to the 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) 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, as mentioned in the explanatory statement, for an aggregate value not exceeding INR 150 crores (Rupees one hundred and fifty crores only) to be entered during financial year 2023-24, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business.

6. Prior approval for material related party transaction between Healthcare Triangle Inc and Devcool Inc for financial year 2023-24

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

RESOLVED THAT pursuant to Regulation 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended and the Company's Policy on Related Party Transaction(s), the approval of the members be and is hereby accorded to the 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) 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, as mentioned in the explanatory statement, for an aggregate value not exceeding INR 405 crores (Rupees four hundred and five crores only) to be entered during financial year 2023-24, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business.

By the Order of the Board
For SecureKloud Technologies Limited

Date: 21.11.2022
Place: Chennai

Roshini Selvakumar
Company Secretary and Compliance Officer

THE INTRUCTIONS FOR 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 Saturday, December 03, 2022 at 9.00 AM and ends on Sunday, January 01, 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 Friday, November 25, 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
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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.</p>

- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- 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 www.cdslindia.com home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin> The system will authenticate the user by sending OTP on registered Mobile & 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.

Individual Shareholders holding securities in demat mode with **NSDL Depository**

- 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: <https://eservices.nsd.com> 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.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> 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.

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**

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 CDSL	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 NSDL	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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> 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.
Dividend Bank Details OR 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"> 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.

- (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 SecureKloud Technologies Limited 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 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.
- 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, 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 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 or call at toll free no. 1800 22 55 33

EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, states that all Material Related Party Transaction ('RPT') with an aggregate value exceeding INR 1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

The transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed amount being placed before the shareholders. Any subsequent material modification in the proposed transaction, as may be defined by the Audit Committee as a part of the Company's Policy on Related Party Transactions shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

The business of your Company would be significantly impacted if the transactions of the nature stated herein above are not carried on by the Company or are restricted. It is in the interest of the Company, therefore, to continue to engage in the said transactions as they contribute to the business growth, competitiveness and efficiency of the Company.

Based on the recommendation and approval of the Audit Committee and the Board of Directors, and in the above context that Resolutions No. 1 to 6 are placed for the approval of the shareholders of the Company for financial years 2022-23 and 2023-24.

Item No 1:

The Audit Committee on April 29, 2022 approved the related party transaction between SecureKloud Technologies Limited and SecureKloud Technologies Inc for financial year 2022-23 for an amount not exceeding INR 30 crores which is less than 10% of the annual consolidated turnover of the listed entity based on last audited financial statements. However, the transactions between the entities for the half year ended September 30, 2022 is INR 21 crores and it is expected to exceed the threshold limit by the end of the financial year; thereby, the audit committee increased the limit to an aggregate amount not exceeding INR 106 crores for the financial year 2022-23. Since, the proposed transaction value is likely to exceed the 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements, the audit committee approved the same and also recommended the resolution to be passed by the shareholders, as per the requirement of the provisions of the listing regulations.

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 Inc is a 65.18% subsidiary of SecureKloud Technologies Limited.								
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Suresh Venkatachari, promoter and CEO of the listed entity 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 during financial year 2022-23, aggregating to INR 65 crores. (b) SecureKloud Technologies Limited has extended a corporate guarantee not exceeding INR 41 crores 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	<p style="text-align: right;">(Rupees in crores)</p> <table border="1"> <thead> <tr> <th>Nature of transaction</th> <th>Estimated Value</th> </tr> </thead> <tbody> <tr> <td>Sale of services</td> <td>65</td> </tr> <tr> <td>Corporate Guarantee</td> <td>41</td> </tr> <tr> <td>Total</td> <td>106</td> </tr> </tbody> </table>	Nature of transaction	Estimated Value	Sale of services	65	Corporate Guarantee	41	Total	106
Nature of transaction	Estimated Value									
Sale of services	65									
Corporate Guarantee	41									
Total	106									
e	Percentage of annual consolidated turnover considering financial year 2021-22 as the immediately preceding financial year	Consolidated annual turnover of the listed entity for financial year 2021-22 is INR 379.40 crores. Value of the proposed transaction as a percentage of the annual consolidated turnover is 28%								
2	Justification for the transaction	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 listed entity to achieve its business objectives, resulting in various operational transactions, as related party 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). 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:	Not applicable
a	details of the source of funds in connection with the proposed transaction	
b	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - 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

Item No 2:

The related party transaction of the subsidiary where listed entity is not a party requires prior approval of the audit committee and shareholders if the transaction exceeds the threshold of 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity or INR 1,000 crores; whichever is lower. The transaction between Healthcare Triangle Inc and Devcool Inc is in the nature of advances and reimbursements. The advances for working capital requirement from Devcool Inc for the half year ended September 30, 2022 is INR 18 crores; but is likely to exceed the threshold by the end of the financial year; thereby the audit committee has approved the related party transactions and recommends the same to shareholders for their approval.

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 listed entity. SecureKloud Technologies Inc holds 61.24% of the equity in Healthcare Triangle Inc. 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	Mr. Suresh Venkatachari, promoter and CEO of listed entity is a director and CEO of Healthcare Triangle Inc and a director in Devcool Inc								
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 during the financial year 2022-23 aggregating up to INR 48 Crores. (b) Advances by Devcool Inc to Healthcare Triangle Inc for working capital purposes during the financial year 2022-23 aggregating up to INR 70 crores.								
d	Value of Transaction	<p style="text-align: right;">(Rupees in crores)</p> <table border="1"> <thead> <tr> <th>Nature of transaction</th> <th>Estimated Value</th> </tr> </thead> <tbody> <tr> <td>Reimbursement of payroll expenses</td> <td>48</td> </tr> <tr> <td>Advances</td> <td>70</td> </tr> <tr> <td>Total</td> <td>118</td> </tr> </tbody> </table>	Nature of transaction	Estimated Value	Reimbursement of payroll expenses	48	Advances	70	Total	118
Nature of transaction	Estimated Value									
Reimbursement of payroll expenses	48									
Advances	70									
Total	118									
e	Percentage of annual consolidated turnover considering financial year 2021-22 as the immediately preceding financial year	Consolidated annual turnover of the listed entity for financial year 2021-22 is INR 379.40 crores. Value of the proposed transaction as a percentage of the annual consolidated turnover is 31%								
2	Justification for the transaction	Healthcare Triangle Inc, step down subsidiary of the listed entity, 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. All transactions with SecureCloud 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:	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 - nature of indebtedness; - cost of funds; and - 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

Item No 3:

Transaction between SecureKloud Technologies Inc (subsidiary of SecureKloud Technologies Limited) and Healthcare Triangle Inc (subsidiary of SecureKloud Technologies Inc) has crossed 10% of the consolidated turnover of the listed entity for the half year ended September 30, 2022. Audit committee ratified the transaction and recommends to the shareholders for approval.

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 Inc is a 65.18% subsidiary of SecureKloud Technologies Limited. Healthcare Triangle Inc is a step-down subsidiary of the listed entity. SecureKloud Technologies Inc holds 61.24% of the equity in Healthcare Triangle Inc.
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Suresh Venkatachari, promoter and CEO of the listed entity is a director of SecureKloud Technologies Inc and director and CEO of Healthcare Triangle 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

		during the financial year 2022-23 aggregating up to INR 120 crores
d	Value of Transaction	INR 120 crores
e	Percentage of annual consolidated turnover considering financial year 2021-22 as the immediately preceding financial year	Consolidated annual turnover of the Listed entity for financial year 2021-22 is INR 379.40 crores. Value of the proposed transaction as a percentage of the annual consolidated turnover is 32%
2	Justification for the transaction	SecureKloud Technologies Inc, subsidiary company of the listed entity, 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 listed entity, 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. All transactions 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:	Not applicable
a	details of the source of funds in connection with the proposed transaction	
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - 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

Item No 4:

The Audit Committee approved the material related party transaction between the listed entity and its material subsidiary for the financial year 2023-24. The value of the proposed transaction exceeds 10% of the annual consolidated turnover of the last audited financial statements of the listed entity. 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 financial year 2023-24.

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 Inc is a 65.18% subsidiary of SecureKloud Technologies Limited.								
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Suresh Venkatachari, promoter and CEO of the listed entity is a director in 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 during financial year 2023-24 aggregating upto INR 100 crores (b) SecureKloud Technologies Limited has extended a corporate guarantee not exceeding INR 50 crores 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	<p style="text-align: right;">(Rupees in crores)</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>Nature of transaction</th> <th>Estimated Value</th> </tr> </thead> <tbody> <tr> <td>Sale of services</td> <td style="text-align: right;">100</td> </tr> <tr> <td>Renewal of corporate guarantee</td> <td style="text-align: right;">50</td> </tr> <tr> <td>Total</td> <td style="text-align: right;">150</td> </tr> </tbody> </table>	Nature of transaction	Estimated Value	Sale of services	100	Renewal of corporate guarantee	50	Total	150
Nature of transaction	Estimated Value									
Sale of services	100									
Renewal of corporate guarantee	50									
Total	150									
e	Percentage of annual consolidated turnover considering financial year 2021-22 as the immediately preceding financial year	Consolidated annual turnover of the listed entity for financial year 2021-22 is INR 379.40 crores.								

		Value of the proposed transaction as a percentage of the annual consolidated turnover is 40%
2	Justification for the transaction	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 listed entity to achieve its business objectives, resulting into various operational transactions, as related party 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). 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:	Not applicable
a	details of the source of funds in connection with the proposed transaction	
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - 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

Item No 5:

The Audit Committee approved the material related party transaction of its subsidiary, to which the listed entity is not a party exceeding 10% of the annual consolidated turnover of the last audited financial statements of the listed entity, for the financial year 2023-24. 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 financial year 2023-24.

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 Inc is a 65.18% subsidiary of SecureKloud Technologies Limited. Healthcare Triangle Inc is a step-down subsidiary of the listed entity. SecureKloud Technologies Inc holds 61.24% of the equity in Healthcare Triangle Inc.
b	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Suresh Venkatachari, promoter and CEO of the listed entity is a director of SecureKloud Technologies Inc and director and CEO of Healthcare Triangle 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 during the financial year 2022-23 aggregating up to INR 150 crores
d	Value of Transaction	INR 150 crores
e	Percentage of annual consolidated turnover considering financial year 2021-22 as the immediately preceding financial year	Consolidated annual turnover of the Listed entity for financial year 2021-22 is INR 379.40 crores. Value of the proposed transaction as a percentage of the annual consolidated turnover is 40%
2	Justification for the transaction	SecureKloud Technologies Inc, subsidiary company of the listed entity, 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 listed entity, 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. 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:	Not applicable
a	details of the source of funds in connection with the proposed transaction	
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - 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

Item No 6:

The Audit Committee approved the material related party transaction of its subsidiary, to which the listed entity is not a party exceeding 10% of the annual consolidated turnover of the last audited financial statements of the listed entity, for the financial year 2023-24. 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 financial year 2023-24.

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 listed entity. SecureKloud Technologies Inc holds 61.24% of the equity in Healthcare Triangle Inc. 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	Mr. Suresh Venkatachari, promoter and CEO of listed entity is Director and CEO of Healthcare Triangle Inc and Director of Devcool Inc								
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 during the financial year 2023-24 aggregating up to INR 195 Crores. (b) Advances by Devcool Inc to Healthcare Triangle Inc for working capital purposes during the financial year 2023-24 aggregating up to INR 210 crores.								
d	Value of Transaction	<p style="text-align: right;">(Rupees in crores)</p> <table border="1"> <thead> <tr> <th>Nature of transaction</th> <th>Estimated Value</th> </tr> </thead> <tbody> <tr> <td>Reimbursement of payroll expenses</td> <td>195</td> </tr> <tr> <td>Advances</td> <td>210</td> </tr> <tr> <td>Total</td> <td>405</td> </tr> </tbody> </table>	Nature of transaction	Estimated Value	Reimbursement of payroll expenses	195	Advances	210	Total	405
Nature of transaction	Estimated Value									
Reimbursement of payroll expenses	195									
Advances	210									
Total	405									
e	Percentage of annual consolidated turnover considering financial year 2021-22 as the immediately preceding financial year	Consolidated annual turnover of the listed entity for financial year 2021-22 is INR 379.40 crores. Value of the proposed transaction as a percentage of the annual consolidated turnover is 107%								
2	Justification for the transaction	Healthcare Triangle Inc, step down subsidiary of the listed entity, 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.								

		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:	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 - nature of indebtedness; - cost of funds; and - 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

Except Mr. Suresh Venkatachari, promoter and CEO of the listed entity who is also director of SecureKloud Technologies Inc, Healthcare Triangle Inc and Devcool Inc; none of the other promoters/ directors/ key managerial personnel of the company and their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding as members, if any.

By the Order of the Board
For SecureKloud Technologies Limited

Date: 21.11.2022
Place: Chennai

Roshini Selvakumar
Company Secretary and Compliance Officer