



# 36<sup>th</sup>

Annual General Meeting

September 30, 2021

09:30 A.M Indian Standard Time (IST)

Mode: Video Conferencing (VC) or  
Other Audio-Visual means (OAVM)

**Commencement of remote E-voting:**

9:00 A.M (IST) Monday, September 27, 2021

**End of remote E-voting:**

5:00 P.M (IST) Wednesday, September 29, 2021

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

Thursday, September 23, 2021

# SECUREKLOUD TECHNOLOGIES LIMITED

(Formerly 8K Miles Software Services Limited)

CIN : L72300TN1993PLC101852

Registered Office : #5, Cenotaph Road, II Floor, Srinivasa Towers, Teynampet, Chennai 600 018.

Website : www.securekloud.com E-mail : cs@securekloud.com

Phone: 044- 6602 8000

## NOTICE TO THE MEMBERS

NOTICE is hereby given that the Thirty Sixth Annual General Meeting (e-AGM) of the members of the SECUREKLOUD TECHNOLOGIES LIMITED (formerly 8K Miles Software Services Limited) will be held as scheduled below:

**DATE** : September 30, 2021

**DAY** : Thursday

**TIME** : 09:30 A.M Indian Standard Time ("IST")

**MODE** : Video Conferencing (VC) or Other Audio-Visual means (OAVM)

To transact the following businesses

### ORDINARY BUSINESS:

1. **To consider and adopt the Standalone Financial Statements and Reports of Board of Directors and Auditors thereto.**

To consider passing the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** the audited standalone financial statements of the Company for the year ended March 31, 2021 and together with the reports of the board of directors and auditors thereon, as circulated to the members and presented to the meeting be and are hereby adopted."

2. **To consider and adopt the Consolidated Financial Statements and Auditors Report thereto.**

To consider passing the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** the audited consolidated financial statements for the financial year ended March 31, 2021 and the report of the auditors thereon, as circulated to the members and presented to the meeting be and are hereby adopted."

3. **Appointment of Mr. Suresh Venkatachari (DIN: 00365522) Director, who retires by rotation and being eligible, offers himself for re-appointment.**

To consider passing the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Suresh Venkatachari (DIN: 00365522), director of the Company, who retires by rotation, and being eligible for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation."

### SPECIAL BUSINESS

4. **Appointment of Mr. Biju Chandran (DIN: 06540000) as Non-Executive and Independent Director.**

To consider passing the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulations 17 & 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015) and pursuant to the recommendation of the

nomination & remuneration committee and the board of directors, Mr. Biju Chandran (DIN:06540000) who was appointed by the board of directors, as an additional director (independent) of the Company in its board meeting held on May 15, 2021 and who holds office up to the date of this AGM in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Act proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company.

**RESOLVED FURTHER THAT** the appointment of Mr. Biju Chandran (DIN:06540000), who meets the criteria for independence as provided in Section 149 (6) of the Companies Act, 2013 and Regulation 16 of SEBI Listing Regulations, 2015 and who has submitted a declaration to that effect, and his appointment as an independent director of the company shall be for a term of five consecutive years commencing from May 15, 2021 up to forty first AGM in the year 2026 or May 14, 2026, whichever is earlier.

**RESOLVED FURTHER THAT** Mr. Suresh Venkatachari, CEO, Mr. S Ravichandran, Whole-Time Director, Mr. Thyagarajan R, Chief Financial Officer and Mr. G. Sri Vignesh, Company Secretary be and are hereby severally authorized to do all necessary decision and to execute all such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as he may in his absolute discretion, deem fit, necessary or appropriate."

**5. Re-appointment of Ms. Babita Singaram (DIN: 07482106) as an Independent Director.**

To consider passing the following resolution as a **SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Regulations 17 & 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 SEBI Listing Regulations, 2015 and pursuant to the recommendation of the nomination & remuneration committee and the board of directors, Ms. Babita Singaram (DIN: 07482106), who holds office of non-executive independent director up to thirty sixth annual General Meeting (AGM) and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member, signifying his intention to propose Ms. Babita Singaram candidature for the office of director, be and is hereby re-appointed as an independent director of the Company, for a second term of five consecutive years commencing from the conclusion of Thirty Sixth AGM upto Forty First AGM in the year 2026.

**RESOLVED FURTHER THAT** Mr. Suresh Venkatachari, CEO, Mr. S Ravichandran, Whole-Time Director, Mr. Thyagarajan R, Chief Financial Officer and Mr. G. Sri Vignesh, Company Secretary be and are hereby severally authorized to do all necessary decision and to execute all such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as he may in his absolute discretion, deem fit, necessary or appropriate."

**6. Re-appointment of Mr. Dinesh Raja Punniamurthy (DIN: 03622140) as an Independent Director**

To consider passing the following resolution as a **SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Regulations 17 & 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015) and pursuant to the recommendation of the nomination & remuneration committee and the board of directors Mr. Dinesh Raja Punniamurthy (DIN: 03622140), who holds office of non-executive Independent Director up to thirty sixth Annual General Meeting (AGM) and 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 Listing Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member, signifying his intention to propose Mr. Dinesh Raja Punniamurthy candidature for

the office of Director, be and is hereby re-appointed as an independent director of the company, for a second term of five consecutive years commencing from the conclusion of Thirty Sixth AGM upto Forty First AGM in the year 2026.

**RESOLVED FURTHER THAT** Mr. Suresh Venkatachari, CEO, Mr. S Ravichandran, Whole-Time Director, Mr. Thyagarajan R, Chief Financial Officer and Mr. G. Sri Vignesh, Company Secretary be and are hereby severally authorized to do all necessary decision and to execute all such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as he may in his absolute discretion, deem fit, necessary or appropriate.”

**7. Approval for raising Capital and / or listing of Blockedge Technologies Inc., USA (formerly 8K Health Cloud Inc., USA) an overseas wholly owned subsidiary and consequential possible cessation of control in the subsidiary.**

To consider passing the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 24(5) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015) and other applicable SEBI regulations, applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India subject to such other requisite approvals, consents, permissions and sanctions as may be required, with the recommendation of board, the consent of the members of the Company be and is hereby accorded to raise capital upto USD 100 million in single or multiple tranches by its overseas wholly owned subsidiary Blockedge Technologies Inc., USA (formerly 8K Health Cloud Inc., USA) for growth and expansion by way of PE Investments / Initial Public Offering (IPO) in the US Capital markets / SPAC / ICO and / or Other Strategic Investors. Consequent to this fund raise, the Company may cease to have control over Blockedge Technologies Inc., USA (formerly 8K Health Cloud Inc, USA).

**RESOLVED FURTHER THAT** Mr. Suresh Venkatachari, CEO, Mr. S Ravichandran, Whole-Time Director, Mr. Thyagarajan R, Chief Financial Officer and Mr. G. Sri Vignesh, Company Secretary be and are hereby severally authorized to do all necessary decision and to execute all such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as he may in his absolute discretion, deem fit, necessary or appropriate.”

**8. Approval for additional fund raise in Healthcare Triangle Inc. (step-down subsidiary).**

To consider passing the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 24(5) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations, 2015’) and other applicable SEBI regulations, applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India subject to such other requisite approvals, consents, permissions and sanctions as may be required, with the recommendation of board, the consent of the members of the Company be and is hereby accorded to raise additional capital upto USD 100 Million in single or multiple tranches by its overseas step-down subsidiary Healthcare Triangle Inc., USA, for growth and expansion by way of PE Investments / primary issue of shares in the US Capital markets and / or Other Strategic Investors. Consequent to this fund raise, the Company may cease to have control over HTI.

**RESOLVED FURTHER THAT** Mr. Suresh Venkatachari, CEO, Mr. S Ravichandran, Whole-Time Director, Mr. Thyagarajan R, Chief Financial Officer and Mr. G. Sri Vignesh, Company Secretary be and are hereby severally authorized to do all necessary decision and to execute all such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as he may in his absolute discretion, deem fit, necessary or appropriate.”

9. **Approval for raising Capital and / or listing of SecureKloud Technologies Inc., USA (formerly 8K Miles Software Services Inc., USA) an overseas material subsidiary and consequential possible cessation of control in the subsidiary.**

To consider passing the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 24(5) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations, 2015’) and other applicable SEBI regulations, applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India subject to such other requisite approvals, consents, permissions and sanctions as may be required, with the recommendation of board, the consent of the members of the Company be and is hereby accorded to raise capital upto USD 100 million in single or multiple tranches by its overseas material subsidiary SecureKloud Technologies Inc., USA (formerly 8K Miles Software Services Inc., USA) for growth and expansion by way of PE Investments / Initial Public Offering (IPO) in the US Capital markets / SPAC and / or Other Strategic Investors. Consequent to this fund raise, the Company may cease to have control over SecureKloud Technologies Inc., USA (formerly 8K Miles Software Services Inc., USA).

**RESOLVED FURTHER THAT** Mr. Suresh Venkatachari, CEO, Mr. S Ravichandran, Whole-Time Director, Mr. Thyagarajan R, Chief Financial Officer and Mr. G. Sri Vignesh, Company Secretary be and are hereby severally authorized to do all necessary decision and to execute all such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as he may in his absolute discretion, deem fit, necessary or appropriate.”

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

Place : Chennai  
Date: August 30, 2021

**G Sri Vignesh**  
Company Secretary  
Membership No.: A57475

**NOTES**

1. AGM of the Company is being conducted through VC in compliance with General Circular No. 02/2021 read with General Circular Nos. 14/2020, 17/2020, 20/2020 issued by Ministry of Corporate Affairs and Circular dated January 15, 2021 read with Circular dated May 12, 2020 issued by the Securities and Exchange Board of India (collectively referred to as “Circulars”), which details procedure and manner of holding AGM through VC and provide certain relaxations from compliance with SEBI Listing Regulations, 2015 in view of COVID 19 pandemic.
2. Since the AGM is being held through VC, the facility for appointment of proxies by the members will not be available. Hence, proxy form and attendance slip are not attached to this notice.
3. The Corporate / institutional shareholders are required to upload in the e-voting portal, the scanned certified true copy (PDF Format) of the board resolution / authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s) or alternatively to e-mail, to the scrutiniser at e-mail, [nithya@prowiscorporate.com](mailto:nithya@prowiscorporate.com) with a copy marked [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The scanned image of the above-mentioned documents should be in the naming format “SecureKloud – 36th AGM”.
4. Members attending the e-AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The business set out in the notice will be transacted through remote electronic voting system and the company is also providing facility for voting by electronic means in the AGM held through VC. Detailed instructions and other information relating to access and participation in the AGM, voting in the AGM and remote e-voting is given as an annexure to this notice.
6. Information as required under the SEBI Listing Regulations, 2015 in respect of appointment / re-appointment of directors is furnished and forms a part of the notice.
7. The explanatory statement pursuant to section 102 of the Companies Act, 2013 (“the Act”) in respect of businesses set out above in resolution no. 4 to 9 is annexed.
8. All correspondence relating to change of address, e-mail ID, transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the company may be made to [info@adroitcorporate.com](mailto:info@adroitcorporate.com), the registrar and share transfer agent (RTA). The members holding shares in dematerialised form may send such communication to their respective depository participant/s (DPs).
9. As an eco-friendly measure intending to benefit the environment and society at large, we request you to be a part of the e-initiative and register your e-mail address to receive all communication and documents including annual reports from time to time in electronic form. Members holding shares in dematerialised form, may send such communication to their respective DPs and those holding shares in physical form, may send such communication to RTA. In compliance with the Circulars, the notice of the AGM and annual report for FY 2021 are sent only through electronic mode to all those shareholders whose email addresses are registered with the RTA / DPs.
10. Members may note that, the notice of the 36th AGM and the Annual Report 2021 along with e-voting instructions will also be available on the company’s website, [www.securekloud.com](http://www.securekloud.com), website of CDSL: [www.evotingindia.com](http://www.evotingindia.com) and on the websites of stock exchanges: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). For any communication, the members may send requests to the company’s e-mail id: [cs@securekloud.com](mailto:cs@securekloud.com)
11. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form no. SH-13, duly filled into the RTA. The prescribed form can be obtained from the RTA / DPs.
12. Also pursuant to section 124(2) of the Act, the company has uploaded details of unpaid and unclaimed amounts lying with the company in respect of dividends declared in financial year 2017, on the website of the company.
13. SEBI has mandated the submission of the permanent account number (PAN) by every participant in the securities market. Members holding shares in electronic form, are therefore, requested to submit their PAN to their respective DPs. Members holding shares in physical form shall submit their details to RTA.

14. Since shares of the Company are traded on the stock exchanges compulsorily in demat mode, members holding shares in physical mode are advised to get their shares dematerialised. Effective 1 April, 2019, SEBI has disallowed listed companies from accepting request for transfer of securities which are held in physical form. The shareholders who continue to hold shares in physical form after this date, will not be able to lodge the shares with company / its RTA for further transfer. Shareholders shall mandatorily convert them to demat form if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the company / RTA.
15. Members desirous of obtaining any information / clarification relating to the accounts may submit their query through CDSL video conferencing platform as mentioned in the instructions annexed to this notice to enable the management to keep the information ready.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection by the members up to the date of AGM, i.e., September 30, 2021. Members seeking to inspect such documents can send an email to [cs@securecloud.com](mailto:cs@securecloud.com).
17. The voting results along with the scrutiniser's report shall be declared within two working days by Chairman/ Authorized person from the conclusion of the General Meeting and the same shall be placed on the company's website, [www.securecloud.com](http://www.securecloud.com) and intimation to BSE Limited and National Stock Exchange of India Limited.

## **Annexure to the Notice**

### **A. Explanatory Statement under Section 102 of the Companies Act, 2013.**

#### **Item 4**

#### **Appointment of Mr. Biju Chandran (DIN: 06540000) as a Non-Executive Independent Director**

Mr. Biju Chandran (DIN: 06540000) was appointed at its board meeting held on May 15, 2021 based on the recommendation of the nomination & remuneration committee. Mr. Biju Chandran fulfils the conditions specified in Section 149 (6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder for his appointment as an independent director of the Company and is independent of the management. Mr. Biju Chandran is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and he has given his consent to act as a director. Based on his skills, experience and knowledge, the nomination and remuneration Committee and the Board has recommended the appointment of Mr. Biju Chandran as an independent director pursuant to the provisions of sections 149 and 152 of the Companies Act, 2013. Details of Mr. Biju Chandran are provided to the notice pursuant to the provisions of the SEBI Listing Regulations, 2015. The board considers that the association would be of immense benefit to the Company, and it is desirable to avail services of Mr. Biju Chandran as an independent director. Appointment of Mr. Biju Chandran as an independent director requires the approval of the shareholders and the board recommends the resolution for approval of members. He does not hold any shares in the Company.

None of the directors or key managerial personnel or their relatives, except Mr. Biju Chandran to whom this resolution relates is interested or concerned, financial or otherwise, if any, in respect of this resolution.

#### **Item 5 & 6**

#### **Re-appointment of Ms. Babita Singaram (DIN: 07482106) and Mr. Dinesh Raja Punniamurthy (DIN: 03622140) as a Non-Executive Independent Directors**

Ms. Babita Singaram (DIN: 07482106) and Mr. Dinesh Raja Punniamurthy (DIN: 03622140) were appointed as independent directors of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Thirty First Annual General Meeting (AGM) held on September 30, 2016 to hold office upto 36<sup>th</sup> AGM ("first term"). The nomination & remuneration committee at its Meeting held on May 15, 2021 after taking into account the performance evaluation of these independent directors, during their first term of five years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by these directors during their tenure as an independent director since their appointment, has recommended to the board that continued association of these directors as an independent directors would be in the interest of the Company. Based on the above, the

nomination & remuneration committee and the board has recommended the re-appointment of these directors as independent directors on the board of the Company, to hold office for the second term of five consecutive years commencing from conclusion of Thirty Sixth AGM upto Forty First AGM, and not liable to retire by rotation.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Ms. Babita Singaram (DIN: 07482106) and Mr. Dinesh Raja Punniamurthy (DIN: 03622140) for their appointment to the office of Independent Directors.

Brief profile of the above Independent Directors are as under:

**Ms. Babita Singaram**

- Babita, with more than 15 years of professional experience serving diversified clientele. Graduate in commerce, law and also obtained masters in Marketing and HR. Started career with MHRIL as Business Partner - RoTN.
- Moved to United Arab Emirates in 2008 in a leadership position to mentor and grow a professional team of 1000+ employee size listed company in Dubai's Ministry of Labor. Founding trustee of Vasundhara Educational and Charitable Trust recognizing and volunteering activities helping the under-privileged with a blanket of educational and charitable aid.
- Babita has been on the board as an Independent Director chairing various committees since 2016.

**Mr. Dinesh Raja Punniamurthy**

- Dinesh has completed his Master's Degree after his Bachelors in Visual Communication in 2006. He has expertise in building sustainable businesses and teams, ideating, strategizing, planning and executing innovative ideas, creating optimal workspaces, identifying and honing talents, keeping team morale high.
- With over 18 years of experience in the service industry predominantly in India and few years in Australia, Dinesh brings a mix of management and leadership experience to the table.
- Dinesh has been on the board as an Independent Director chairing various committees since 2016.

The above directors have given a declaration to the board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations, 2015. In terms of proviso to sub-section (5) of Section 152, the board of directors is of the opinion that Ms. Babita Singaram and Mr. Dinesh Raja Punniamurthy fulfils the conditions specified in the Act for their appointment as an independent directors. The Company has also received from the above directors:

- (i) the consent in writing to act as director and
- (ii) intimation that they are not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) a declaration to the effect that they are not debarred from holding the office of director pursuant to any order issued by the Securities and Exchange Board of India (SEBI).

A copy of the draft letter for the appointment of the above directors as independent director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website [www.securecloud.com](http://www.securecloud.com). The other details including the shareholding of these directors, whose appointment is proposed at item 5 & 6 of the accompanying Notice, have been given in the attached annexure.

The board recommend the resolutions for re-appointment of the independent directors at item 5 & 6 as special resolutions of this notice for your approval. Ms. Babita Singaram and Mr. Dinesh Raja Punniamurthy respectively, are concerned or interested in the resolutions of the accompanying notice relating to their own appointment. None of the other directors, key managerial personnel and relatives thereof are concerned or interested in the resolutions at item 5 & 6.

**Item 7**

**Approval for raising Capital and / or listing of Blockedge Technologies Inc. (formerly 8K Health Cloud Inc., USA) an overseas wholly owned Subsidiary and consequential possible cessation in control in the subsidiary.**

Blockedge Technologies Inc., USA (formerly 8K Health Cloud Inc.) is an overseas wholly owned subsidiary of SecureKloud Technologies Limited, India offering Blockchain infrastructure services on its propriety platform that



help enterprises get started on their blockchain journey. From being a technology partner to facilitating blockchain infrastructure, we facilitate seamless transformation through our advisory, consulting & maintenance services.

It is proposed to raise capital up to USD 100 Million in Blockedge Technologies Inc, USA for growth and expansion by way of PE Investments / Initial Public Offering (IPO) in the US Capital markets / SPAC / ICO and / or Other Strategic Investors. Consequent to this fund raise, the Company may cease to have control over Blockedge Technologies Inc., USA.

The Board recommended the resolution for approval for raising Capital and / or listing of Blockedge Technologies Inc. (Formerly 8K Health Cloud Inc., USA) an overseas wholly owned subsidiary and consequential possible cessation of control in the Subsidiary at item 7 as special resolution in this notice for your approval.

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

### **Item 8**

#### **Approval for additional fund raise in Healthcare Triangle Inc. (Step-down Subsidiary).**

Healthcare Triangle Inc., USA (HTI) was hived-off as a separate entity from SecureKloud Technologies Inc., USA to focus on advancing innovative and cloud transforming solutions for the Healthcare and Life Sciences industry. We offer a comprehensive suite of software, solutions, platforms, and services that enables some of the world's leading healthcare and pharma organizations to deliver personalized healthcare, support drug discovery, and accelerate their digital transformation. The COVID-19 pandemic has accelerated a rapid shift toward digital health and HTI is uniquely poised to address the opportunities to transform the Healthcare and Life Sciences industry.

HTI is an 85.7% subsidiary of SecureKloud Technologies Inc, USA; ultimately owned by SecureKloud Technologies Limited, India (Holding Company). Shareholder's via postal ballot on December 20, 2020 approved an initial fund raise up to USD 50 Million in single or multiple tranches. It is proposed to raise an additional capital up to USD 100 Million in HTI for growth and expansion by way of PE Investments / Primary issue of shares in the US Capital markets and / or Other Strategic Investors. Consequent to this fund raise, the Company may cease to have control over HTI.

The Board recommended the resolution for approval for additional fund raise in Healthcare Triangle Inc. (step-down subsidiary) at item 8 as special resolution of this notice for your approval.

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

### **Item 9**

#### **Approval for raising Capital and / or listing of SecureKloud Technologies Inc., USA, an overseas material subsidiary (formerly 8K Miles Software Services Inc., USA) and consequential possible cessation in control in the subsidiary.**

SecureKloud Technologies Inc, USA (formerly 8K Miles Software Services Inc., USA) is a one-stop solution for enterprise cloud transformation solutions across public clouds AWS, Azure and Google Cloud for the BFSI and Automotive industries. We focus on Automation, Security & Compliance that blends to build better solutions.

SecureKloud Technologies Limited, India holds 65% of equity share capital in SecureKloud Technologies Inc., USA an overseas material subsidiary. It is proposed to raise capital up to USD 100 Million for growth and expansion by way of PE Investments / Initial Public Offering (IPO) in the US Capital markets / SPAC / Secondary sale of shares and / or Other Strategic Investors. Consequent to this fund raise, the Company may cease to have control over SecureKloud Technologies Inc., USA.

The Board recommended the resolution for approval for raising Capital and / or listing of SecureKloud Technologies Inc., USA (formerly 8K Miles Software Services Inc., USA) an overseas material subsidiary. Consequent to this fund raise, the Company may cease to have control over and consequential possible cessation in control in the subsidiary at item 9 as special resolution of this notice for your approval.

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

We believe that we are well positioned to drive increased adoption of technology during and after the pandemic, and such shift to a virtual approach creates a unique opportunity for us to shape the new virtual-oriented experiences of businesses through our cloud technology and services. Thus, the fundraising proposals as mentioned in items 7, 8 and 9 will unlock the long-term shareholder value in SecureKloud Technologies Limited, India.

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

Place : Chennai  
Date: August 30, 2021

**G. Sri Vignesh**  
Company Secretary  
Membership No.: A57475

### B. Details of Director Seeking Appointment/ Re-appointment at the Annual General Meeting

Name of the Director	Mr. Biju Chandran	Ms. Babita Singaram	Mr. Dinesh Raja Punniamurthy
Father's Name	Mr. R. Chandran	Mr. Singaram	Mr. Punniamurthy
Director Identification Number (DIN)	06540000	07482106	03622140
Date of Birth	Jan 29, 1971	Jul 27, 1983	Feb 12, 1979
Age (in years)	50	37	42
Date of Appointment	May 15, 2021	September 30, 2016	September 30, 2016
Expertise in specific functional area and expertise	Corporate Finance, taxation, governance & compliance, business consultation etc.	Finance, legal, human resource, strategy, planning and marketing, governance, management and leadership	Finance, governance, management and leadership
Educational Qualification	Member of Institute of Chartered Accountants of India	Post-Graduation in Business Administration	Master's in visual communication
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	First term for a period of five consecutive years	Re-appointment in the second term for a period of five consecutive years	Re-appointment in the second term for a period of five consecutive years
Remuneration last drawn (including sitting fees, if any)	INR 10,000 - Sitting fees*	INR 1,57,500 - Sitting fees	INR 2,05,000 - Sitting fees
Directorship in other Companies as on March 31, 2021	International Chamber of GST Professionals	Nil	1. Academy Radio Studies Private Limited 2. Nonlinear Innovations Private Limited 3. Level Media Crafts LLP
Membership of Committees in other Public Limited Companies	Nil	Nil	Nil
No. of Shares held in the Company as on March 31, 2021	Nil	Nil	Nil
Relationship between Directors inter se and Key Managerial Personnel	Not interested	Not interested	Not interested
Number of meetings of the Board attended during the Financial Year 2020-21	Nil	12	11

\* Sitting fees paid for the meeting attended on June 30, 2021

**Instructions:**

- (i) The board of directors of the company has appointed Ms. Nithya Pasupathy of M/s. SPNP & Associates, practicing company secretary, Chennai as the scrutiniser for conducting the remote e-voting and the e-voting process in the AGM in a fair and transparent manner. The voting period begins at **9.00 a.m (I.S.T) on Monday, September 27, 2021 and ends on 5.00 p.m (I.S.T) on Wednesday September 29, 2021**. 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 September 23, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a 'speaker' by sending their request mentioning their name, demat account number/folio number, email id, mobile number to cs@securecloud.com. **The facility for registration as a speaker will be open from September 24, 2021 at 9 a.m. till September 27, 2021 at 5 p.m.** The company reserves the right to limit the number of members asking questions depending on the availability of time at the AGM. **The shareholders who do not wish to speak during the AGM but have queries may send their queries** mentioning their name, demat account number/folio number, email id, mobile number to cs@securecloud.com **from September 24, 2021 at 9 a.m. till September 27, 2021 at 5 p.m.** These queries will be replied to by the company suitably by email.
- (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.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers 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>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<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 or joining virtual meeting &amp; voting during the meeting.</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 Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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

(v) Login method for e-Voting and joining virtual meetings for **physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 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:

	<b>For physical shareholders and other than individual shareholders holding shares in demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN – SECUREKLOUD TECHNOLOGIES LIMITED on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xvi) 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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 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.

**Instructions for shareholders attending the AGM through vc/oavm & e-voting during meeting are as under**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**Process for those shareholders whose email/mobile no. Are not registered with the company/depositories.**

1. For physical shareholders- please provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.