

SECUREKLOUD TECHNOLOGIES LIMITED

CIN: L72300TN1993PLC101852

REGD OFFICE: BASCON FUTURA SV, 5TH FLOOR, 10/1, VENKATANARAYANA ROAD,

THYAGARAYA 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, read with the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020 & 17/2020 dated April 8, 2020 and April 13, 2020 respectively, MCA General Circular No. 09/2024 dated September 19, 2024, Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations"), as amended from time to time read with SEBI Circular No.: SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, for seeking approval of the members of SecureKloud Technologies Limited (the "Company") on the below mentioned proposed special businesses 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 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 made thereunder 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 (FCS No. F10601 & COP No. 22562) of M/s. SPNP & Associates, Practicing Company Secretaries, as the scrutinizer for conducting the postal ballot remote e-voting process in a fair and transparent manner.

The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of remote e-voting facility to all its members. Members as on the cut-off date (record date) of Friday, January 31, 2025 are eligible to vote in the Remote e-voting.

Remote e-voting shall commence from Saturday, February 08, 2025 at 09.00 A.M. (IST) and concludes on Sunday, March 09, 2025 at 05.00 P.M. (IST). The remote e-voting facility will be disabled by CDSL immediately after conclusion of voting period and no votes can be cast thereafter.

The scrutinizer will submit the report to the Board of Directors, after completion of scrutiny of e-voting but not later than two working days from the date of conclusion of the postal ballot process, and the

result of the postal ballot will be declared on or before Tuesday, March 11, 2025. 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 as per Regulation 44 of the Listing Regulations, uploaded on the website of the e-voting agency, CDSL will be displayed on the Notice Board of the Company at the Registered office and be uploaded on the Company's website at www.securekloud.com as per Rule 20 of the Companies (Management & Administration Rules), 2014. The proposed resolutions, if approved, shall be deemed to have been passed on the last date of remote e-voting, i.e., Sunday, March 09, 2025.

RESOLUTION(S) PUT THROUGH POSTAL BALLOT

Special Business

Item No. 01

To consider and approve appointment of Mrs. Jayanthi Talluri (DIN: 09272993) as a Non-executive and Independent Director for a term of five consecutive years w.e.f. January 02, 2025.

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

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152, Schedule IV of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 including rules made thereunder and Regulation 16, 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)(including any statutory modifications or re-enactments thereof, for the time being in force), and pursuant to the who was appointed as an additional director on recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the shareholders be and is hereby accorded for the appointment of Mrs. Jayanthi Talluri (DIN: 09272993), who has submitted a declaration that she meets the criteria of Independence as under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act proposing her candidature for the office of a director and is eligible for appointment as an independent director of the company, not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years from January 02, 2025 till January 01, 2030.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act, read with the Rules made thereunder and Regulation 17(6) of the Listing Regulations, Mrs. Jayanthi Talluri, be paid such fees including professional / consultancy fees and, if any, as the Audit Committee / Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and/or Company Secretary of the Company, be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

Item No. 02

To consider and approve appointment of Mr. Krishnamurthy Venkateswaran (DIN: 10886686), Chief Revenue Officer as Whole-time Director cum Chief Revenue Officer of the Company and remuneration payable to him

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

“RESOLVED THAT pursuant to Section 149, 152, 196, 197, 198, 203, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof to the Act and the Listing Regulations), approval of the shareholders be and is accorded for appointment of Mr. Krishnamurthy Venkateswaran (DIN: 10886686), Chief Revenue Officer, as the Whole- time Director cum Chief

Revenue Officer of the Company on the terms and conditions as embodied in the terms of appointment and whose directorship is liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Krishnamurthy Venkateswaran shall be designated as Whole-time Director and Chief Revenue Officer, for a period of three years effective from January 02, 2025 till January 01, 2028 and terms of remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profits in line with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time during the tenure of his appointment as detailed below:

Salary – Fixed Component	Not exceeding the following slab for 3 year term: INR 85.65 lakhs – 94.22 lakhs–103.65 lakhs per annum for the consecutive years
Retirement Benefits (contribution to Provident fund, NPS, Gratuity)	As per the applicable rules and regulations of the Company. Company's contribution to Provident Fund and superannuation Fund or annuity fund to the extent these singly or put together are not taxable under the Income Tax Act and Gratuity at the rate not exceeding half a month salary for every completed year of service, subject to prevailing rules and regulations.
Commission	Commission payable on performance as per the Nomination and Remuneration policy of the company
Bonus payable either by the company or by any subsidiary company (based on performance)	Not exceeding the following slab for 3 year term: INR 66 Lakhs – 72 lakhs – 78 Lakhs per annum for the consecutive years.

RESOLVED FURTHER THAT in the event of there being inadequacy or absence of profits in any financial year during the currency of the tenure of the Whole-time Director cum Chief Revenue Officer, the above remuneration, excluding the perquisites mentioned under Section IV of Part II of the Schedule V of the Act shall be treated as minimum remuneration.

RESOLVED FURTHER THAT subject to the overall superintendence, direction and control of the Board of Directors, Krishnamurthy Venkateswaran, Whole-time Director and Chief Revenue Officer, shall be responsible for the management of the affairs of the Company and be accountable to the Board of Directors.

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

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and/or Company Secretary of the Company be and is hereby authorized severally to file necessary e-Forms with Ministry of

Corporate Affairs, take necessary steps to make entries in the Register of Directors and Key Managerial Personnel and to do all such acts, deeds or things which are necessary to give effect to the said appointment.”

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

Date: January 02, 2025
Place: Chennai

Jayashree Vasudevan
Company Secretary and Compliance Officer

EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 &110 OF THE COMPANIES ACT, 2013

Item No 1:

Appointment of Mrs. Jayanthi Talluri (DIN: 09272993) as an Independent Director for a term of five consecutive years w.e.f. January 2, 2025

Based on the recommendation of Nomination and Remuneration Committee in its meeting held on January 2, 2025, the Board of Directors in its meeting held on January 2, 2025 appointed Mrs. Jayanthi Talluri (DIN: 09272993) as an Additional Director (Independent category), not liable to retire by rotation, for a term of 5 consecutive years w.e.f. January 2, 2025, subject to approval of the members. The Company has received a notice in writing from the member of the Company in terms of section 160 (1) of the Companies Act, 2013 proposing her candidature for the office of Independent Director.

Brief profile:

Mrs. Jayanthi Talluri is an advocate and the Founder & Managing Director of M/s. Talluri Law Consultancy (OPC) Private Limited. She has demonstrated mastery in the legal field with a wealth of knowledge and skills gained from over 25 years of experience in both corporate counsel and litigation & Corporate Governance.

She has a proven track record as Corporate Legal Professional, Independent Director in multiple listed companies, heading Audit Committee and Nomination & Remuneration Committee. She is a Certified Independent Director by Indian Institute of Corporate Affairs (IICA), a Certified Six Sigma Green Belt Holder in Contracts Management and a Certified International Business Negotiator by IIAM. She is also an Insolvency professional.

Board's recommendation:

The Board of Directors are of the opinion that Mrs. Jayanthi Talluri's experience and knowledge in the areas of information technology and business consulting will certainly contribute to the growth of the Company. The Board has recommended the resolution at item no. 1 of this notice relating to her appointment as an independent director of the Company, as a special resolution for members approval.

The Company has received the following disclosures / declarations from Mrs. Jayanthi Talluri:

- (i) The consent in writing in Form DIR 2 to act as a Director of the Company;
- (ii) Intimation in Form DIR 8 that she is not disqualified under section 164(2) of the Companies Act, 2013;
- (iii) Disclosure of interest in other entities in Form MBP 1 as per Section 184(1) of the Companies Act, 2013;
- (iv) Declaration under Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- (v) Confirmation on inclusion of her name in the Data Bank maintained by Indian Institute of Corporate Affairs.

The Board reviewed the declarations submitted by Mrs. Jayanthi Talluri in its meeting held on January 2, 2025 and in the opinion of the Board, Mrs. Jayanthi Talluri fulfils the conditions for the appointment as an Independent Director as specified in the Companies Act, 2013 ("Act") and the Rules made thereunder and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). She is independent of the management and possesses appropriate skills, experience, expertise and knowledge and it would be beneficial to have her association with the Company as an Independent Director of the Company.

Mrs. Jayanthi Talluri is not disqualified / debarred from being appointed as a director in terms of Section 164 of the Act by virtue of any order from SEBI or any such authority and has given her consent to act as an Independent Director of the Company. Mrs. Jayanthi Talluri, if appointed by the members of the Company as an independent director shall hold office for a term of five consecutive years commencing from January 02, 2025 till January 01, 2030.

The Company, in the normal course of its business, also proposes to avail services from Mrs. Jayanthi Talluri, depending upon the subject matter, in legal matters. All the engagements with Mrs. Jayanthi Talluri will be at arm's length and in the ordinary course of business.

The engagement with Mrs. Jayanthi Talluri does not in any way affect the independence in terms of Section 149(6) of the Act read with the independence criteria specified nor under Regulation 16 (1) (b) of the Listing Regulations.

The remuneration, fees including professional / consultancy fees paid to Mrs. Jayanthi Talluri by the Company shall not exceed 10% of gross turnover /total income of Mrs. Jayanthi Talluri, as per Section 149 (6) of Companies Act, 2013 read with Regulation 16 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Apart from the above, Mrs. Jayanthi Talluri does not have any other pecuniary relationship with the Company directly or indirectly other than the remuneration (in terms of sitting fees or professional / consultancy fees) that she may receive as an Independent Director of the Company and is not related to any director or managerial personnel of the Company.

The draft appointment letter setting out the terms and conditions of appointment of Mrs. Jayanthi Talluri as Independent Director of the Company, is available for inspection by the Members, during working hours (i.e., 10:00 A.M. till 05:00 P.M.) on all business days (i.e., except Saturday, Sunday and Public holidays), from the date of sending this Notice till the last day of e-voting under this Postal Ballot process. Members desirous to inspect the same may send request from their registered email id to the Company at cs@securecloud.com.

Details of Mrs. Jayanthi Talluri in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is given as an Annexure to this Notice.

Except Mrs. Jayanthi Talluri, none of the directors, key managerial personnel or their relatives are concerned or interested in this resolution.

The Board recommends passing of the proposed resolution stated in item no. 1 as a special resolution and requests the approval of the shareholders for the same.

Item 02

To consider and approve appointment of Mr. Krishnamurthy Venkateswaran (DIN:10886686), Chief Revenue Officer as a Whole-time Director cum Chief Revenue Officer of the Company:

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee appointed Mr. Krishnamurthy Venkateswaran (DIN: 10886686) as an Additional Director from January 02, 2025, in the category of Whole-time Director cum Chief Revenue Officer and have recommended the remuneration proposed to be paid to the whole-time director, subject to approval of the Members by way of Special Resolution. The Company has received a notice in writing from the member of the Company in terms of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

Brief Profile:

Mr. Krishnamurthy Venkateswaran, is SecureKloud's Chief Revenue Officer, bringing over 26 years of extensive experience in managing and scaling large businesses across multiple geographies. Mr. Krishnamurthy Venkateswaran has a proven track record in building successful organizations and leading high-performance teams, which he has demonstrated throughout his illustrious career in both Indian and international markets.

Prior to joining SecureKloud, Mr. Krishnamurthy Venkateswaran served as the Global Senior Vice President of Enterprise Business at Seqrite. In this role, he was instrumental in driving growth and innovation strategies, significantly boosting the company's market presence and revenue. Mr. K. Venkateswaran's deep understanding of enterprise solutions and his customer-centric approach have enabled him to forge strong, long-lasting relationships with clients and consistently deliver exceptional results. At SecureKloud, Mr. Krishnamurthy Venkateswaran is poised to lead our revenue growth initiatives and strengthen our market position, driving the company towards new heights of success.

Board's recommendation:

Mr. Krishnamurthy Venkateswaran leads the Marketing department of the Company. Accordingly, Board has recommended the Resolution at Item No. 2 of this Notice relating to his appointment as an Whole-time Director cum Chief Revenue Officer of the Company for a period of three years with effect from January 02, 2025 till January 01, 2028.

The terms and conditions of appointment of Mr. Krishnamurthy Venkateswaran

In terms of the provisions of Section 197 read with Schedule V of the Act, the Company is required to obtain approval of the members by way of special resolution for payment of remuneration to Managerial Personnel in case of no profit/ inadequacy of profit. The Company proposes to pay remuneration in event of inadequate profits as follows, in excess of the limit specified in Section II of Schedule V (though there is no change in remuneration that he is already drawing as Chief Revenue Officer).

Salary – Fixed Component	Not exceeding the following slab for 3-year term: INR 85.65 lakhs – 94.22 lakhs – 103.65 lakhs per annum for the consecutive years.
Retirement Benefits (contribution to Provident fund, NPS, Gratuity)	As per rules of the Company Company's contribution to Provident Fund and superannuation Fund or annuity fund to the extent these singly or put together are not taxable under the Income Tax Act and Gratuity at the rate not exceeding half a month salary for every completed year of service, subject to prevailing rules and regulations.
Commission	Commission payable on performance as per the Nominations and Remuneration policy of the company.
Bonus payable either by the Company or by any subsidiary company (based on performance)	Not exceeding the following slab for 3-year term: INR 66 Lakhs – 72 lakhs – 78 Lakhs per annum for the consecutive years.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to non-convertible debenture holders or to any other secured financial creditor, and accordingly their prior approval is not required for approving the proposed resolution.

The draft appointment letter setting out the terms of payment of remuneration of Mr. Krishnamurthy Venkateswaran as Whole-time Director cum Chief Revenue Officer of the Company, is available for inspection by the Members, on all business days (i.e. except Saturday, Sunday and Public holidays), from the date of sending this Notice till the last day of e-voting under this Postal Ballot process. Members desirous to inspect the same may send request from their registered email id to the Company at cs@securekloud.com.

The Company has received the following from Mr. Krishnamurthy Venkateswaran:

- (i) The consent in writing in Form DIR 2 to act as a Director of the Company;
- (ii) Intimation in Form DIR 8 that he is not disqualified under section 164(2) of the Companies Act, 2013;and
- (iii) Disclosure of interest in other entities in Form MBP 1 as per Section 184(1) of the Companies Act, 2013.

He is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority.

Accordingly, it is proposed to appoint Mr. Krishnamurthy Venkateswaran as a Whole-time Director of the Company liable to retire by rotation.

Details of Krishnamurthy Venkateswaran in terms of Schedule V of the Companies Act, 2013, Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is given as an Annexure to this Notice.

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

The Board recommends passing of the proposed resolution stated in item no. 2 as a special resolution and requests the approval of the shareholders for the same.

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

Date: January 02, 2025

Place: Chennai

Jayashree Vasudevan
Company Secretary and Compliance Officer

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

Name of the Director / Particulars	Mrs. Jayanthi Talluri	Mr. Krishnamurthy Venkateswaran
DIN	09272993	10886686
Date of birth	17/12/1972	02/06/1974
Nationality	Indian	Indian
Date of first appointment on the board	January 02, 2025 <i>(Additional Director in Independent Category)</i>	January 02, 2025 <i>(Additional Director - Whole-time Director subject to approval by shareholders)</i>
Qualifications	B.A. LL.B, Master's in Business Laws	MBA
Brief resume	Mrs. Jayanthi Talluri is an advocate and the Founder & Managing Director of M/s. Talluri Law Consultancy (OPC) Private Limited and holding position as Independent Director in various Listed Entities. She has demonstrated mastery in the legal field with a wealth of knowledge and skills gained from over 25 years of experience in both corporate counsel and litigation & Corporate Governance.	Mr. Krishnamurthy Venkateswaran has over 26 years of extensive experience in managing and scaling large businesses across multiple geographies. He has a proven track record in building successful organizations and leading high-performance teams, which he has demonstrated throughout his illustrious career in both Indian and international markets.
Experience/ expertise in specific functional area	Corporate counsel and litigation & Corporate Governance	Customer Relation, Marketing & Revenue growth
Terms and Conditions of Appointment or Reappointment along with details of Remuneration sought to be paid and the Remuneration last drawn	Director not liable to retire by rotation Remuneration sought to be paid & last drawn remuneration: NIL Entitled to sitting fee as per Nomination & Remuneration Policy of the Company and subject to a maximum of Rs. 1 Lakh as per Companies Act, 2013 Consultancy fee as mentioned in the explanatory statement	Whole-time director liable to retire by rotation Remuneration sought to be paid : Salary (fixed): INR 85.65 lakhs – 94.22 – 103.65 lakhs per annum for the consecutive years. Bonus: INR 66 Lakhs – 72 lakhs – 78 Lakhs per annum for the consecutive years. Other benefits: As per the applicable rules of the Company. Last drawn remuneration: INR 49,39,502/-
No. of shares held in the Company, including shareholding as a beneficial owner	Nil	Nil
List of Directorships held in other companies including listed entities	1. Talluri Law Consultancy (OPC) Private Limited – Director	Nil

Name of the Director / Particulars	Mrs. Jayanthi Talluri	Mr. Krishnamurthy Venkateswaran
	2. International Conveyors Limited – Independent Director 3. Reflex Renewables & Infrastructure Limited – Independent Director 4. Som Datt Finance Corporation Limited– Independent Director 5. Happy Square Outsourcing Services Limited – Director 6. Talluri’s Kitchen Temple Private Limited – Director	
Chairmanships/ Membership of Committees of other Public Companies including listed entities		
Audit Committee	1. Som Datt Finance Corporation Limited (Member) 2. International Conveyors Limited (Member) 3. Reflex Renewables & Infrastructure Limited (Chairperson)	NA
Stake holders Relationship Committee	1. International Conveyors Limited (Member)	NA
Nomination & Remuneration Committee	1. Som Datt Finance Corporation Limited (Member) 2. Reflex Renewables & Infrastructure Limited (Chairperson)	NA
Name of listed entities from which the person has resigned in the past three years	NIL	NA
No. of board meetings conducted during the year (2024-25) till January 2, 2025	7 (Seven)	7 (Seven)
No. of board meetings entitled to attend during the year	NA	NA
No. of board meetings attended during the year	NA	NA
Relationship between director inter-se and other key managerial personnel of the company	Nil	Nil

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

1. General Information

Nature of Industry	Information Technology – Cloud Transformation Services		
Date or expected date of commencement of commercial production	Not applicable		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
Financial performance based on given indicators	(In Lakhs)		
Particulars	2023-24	2022-23	2021-22
Total Revenue	5,073.33	6,107.60	4,506.43
Total Expense	4,977.54	6,379.97	5,009.31
Profit/ (Loss) after tax	(2,769.00)	(267.88)	(585.05)
Dividend, if any	NA	NA	NA
Foreign investments or collaborations, if any	SecureKloud Technologies Inc Blockedge Technologies Inc Mentor Minds Solutions & Services Inc		

2. Information about the appointee

Background Details	As mentioned in the explanatory statement above
Past Remuneration	INR 49,39,502/- (from May 13, 2024* till December 31, 2024) as Chief Revenue Officer of the Company *Date of joining
Remuneration Proposed	For a period of 3 (Three) consecutive years: Salary (fixed): INR 85.65 lakhs – 94.22 lakhs – 103.65 lakhs per annum for the consecutive years. Bonus: INR 66 Lakhs – 72 lakhs – 78 Lakhs per annum for the consecutive years Other benefits: As per the rules of the Company.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person(in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the significant expertise of the appointee and acknowledging the responsibilities shouldered by them, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar level counterpart(s) in other companies to encourage good professionals with a sound career record. Further, he is not an expatriate of any other Country.

Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel or other director, if any	The appointee does not have any pecuniary relationship with the Company other than the remuneration he received /will receive as Whole-time Director of the Company and is not related to any director/ key managerial personnel of the Company.
Relationship between Directors inter se and Key Managerial Personnel	None

3. Other Information

Reason of loss or inadequate profits	<p>During the financial year 2024-25, the Company has insufficient working capital to support the development of business.</p> <p>The Market condition and competition in USA also affected the business growth.</p>
Steps taken or proposed to be taken for improvement	<p>The Company has initiated several steps to reduce in operational expenditures.</p> <p>The Company currently focus on high profit margin business, expansion of sales team in India, Middle East and APAC.</p>
Expected increase in productivity and profits in measurable terms.	The Company expect the investment in sales in the above markets to yield more revenues and profitability.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING

Step 1 : Access through Depositories CDSL 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, February 08, 2025 at 09:00 A.M. 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, January 31, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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.nsdl.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.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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

	<p>'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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<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.</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 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)	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"> 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.

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 at nithya@prowiscorporate.com 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, Central Depository Services (India) Limited (“CDSL”), 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.