

June 10, 2025

To

Mrs. Jayanthi Talluri, Independent Director, Chairperson  
Mr. V. V. Sampath Kumar, Independent Director, Member  
Mrs. Panchi Samuthirakani, Independent Director, Member

Invitees:

Mr. Ramachandran S, Chief Financial Officer

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Dear Sir/ Madam,

**Subject: Notice of the 2<sup>nd</sup> Audit Committee of 2025-26**

Please be informed that the meeting of the Audit Committee (AC – 02/2025-26) of our Company will be held at a shorter notice on:

Date: Tuesday, June 10, 2025

Venue: 5th Floor, Bascon Futura SV, 10/1, Venkatanarayana Road, T. Nagar, Chennai – 600 017

Mode: Members are entitled with the option to attend the meeting via electronic means

Time: 5.00 PM (IST)

Agenda:

S. No	Particulars
1	Grant leave of absence if any and confirm quorum
2	To grant approval for filing of Bankruptcy by Securecloud Technologies Inc., in USA
3	Any other item with the permission of the Chairperson

By order of the Chairman of the Committee

Yours Truly,

**Jayashree Vasudevan**

**Company Secretary**

## **NOTES ON AGENDA**

Notes on Agenda for the meeting of Audit Committee (AC – 02/2025-26) of the company to be held on Tuesday, June 10, 2025, at 5.00 PM. (I.S.T)

### **Item No 1 – Grant leave of absence if any and confirm quorum**

Mrs. Jayanthi Talluri, Chairperson of the Committee to preside over the meeting. The Chairperson to confirm with the members the receipt of notice, agenda and related notes of the meeting.

The Committee may grant leave of absence to such directors who have expressed their inability to attend the meeting, as communicated to the Chairman / Company Secretary.

The Chairman to further take on record and confirm the presence of requisite quorum and the Company Secretary for the meeting.

The Committee may note that the meeting has been convened, for the participants to attend the meeting through the video conferencing mode / other audio-visual means. The Chairman to conduct roll call for the individual members, company secretary and other invitees to confirm their name and location from where they are participating for the meeting and consent to sign the attendance register and any other statutory registers placed at the meeting. The attendees (Members / Company Secretary / invitee) are also required to confirm that no person other than themselves are attending or have access to the proceedings of the meeting through video conferencing mode or other audio-visual means. The participants are required to confirm receipt of agenda and all the relevant material for the meeting. The Members of Audit Committee attending to electronic mode are required to provide their consent to sign the statutory registers placed at the Meeting, wherever applicable.

The Committee may note that meeting venue shall be deemed to have been convened at Regd. Office as mentioned in the notice of meeting circulated and all the recordings of the proceedings shall be deemed to be made at the said venue.

The Members and other participants are requested to identify themselves for the record before speaking on any item of business on the agenda. The Chairperson or the Company Secretary shall request to repeat or reiterate any statement made by a director if it has been interrupted or garbled earlier.

### **Item No 2 - To grant approval for filing of Bankruptcy by Securecloud Technologies Inc., in USA**

Securecloud Technologies Inc., Subsidiary of the Company is proposing to file Bankruptcy in US due to its inability to repay its debts.

The Committee to note that Securecloud Technologies Inc. owes the Company Rs. 35 crores (approximate). It is to be further noted that the company has provided a corporate guarantee in favour of Securecloud Technologies Inc., for about \$ 5 million (40 crores approx.).

The financial implications of the Company are to be discussed by the Committee.

### **Item No 3 – Any other item with the permission of the Chairperson**