



Sify Technologies Limited

(CIN: U72200TN1995PLC050809)

Registered Office: 2nd Floor, TIDEL Park, 4, Rajiv Gandhi Salai
Taramani, Chennai 600 113, India.

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NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of Sify Technologies Limited will be held on Wednesday, September 15, 2021, at 11.00 A.M. at the Registered Office of the Company at 2nd Floor, TIDEL Park, 4, Rajiv Gandhi Salai, Taramani, Chennai - 600 113, India to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in the place of Mr Ananda Raju Vegesna (DIN 01598346), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s Manohar Chowdhary & Associates Chartered Accountants, Chennai (Firm Regn. No. 001997S), be and are hereby appointed as the Statutory Auditors of the Company in the place of M/s ASA & Associates LLP, Chartered Accountants (Firm's Registration No. 009571N), the retiring Statutory Auditors, to hold the office from the conclusion of the 25th Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company to be held in the year 2026 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed upon between the Board of Directors of the Company and the Auditors

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and

Auditors) Rules, 2014, (including any statutory modifications or enactments thereof for the time being in force) the remuneration of Rs 3,00,000/- (Rupees Three Lakhs Only) plus GST, in addition to the reimbursement of travelling and out of pocket expenses payable to Mr S Ramachandran, Practising Cost Accountant, Chennai (Membership No. 4341) who was appointed as the Cost Auditor of the Company for the Financial Year 2021-22 by the Board of Directors of the Company pursuant to the recommendation by the Audit Committee, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

Chennai
May 14, 2021

By Order of the Board
For Sify Technologies Limited

V Ramanujan
Company Secretary

Notes:

1. The Meeting is being conducted through Video Conference pursuant to the Notification dated 8.4.2020, 13.4.2020 and 5.5.2020 and 13th January 2021 issued by the Ministry of Corporate Affairs due to the outbreak of COVID-19 pandemic.
2. The documents related to matters set out in the Notice, including all annexures to this notice shall be open for inspection at the Registered Office of the Company during business hours (10.00 A.M. to 6.00 P.M.) on all working days up to and including the date of Annual General Meeting of the Company.

A copy of the Notice of the AGM has also been displayed at the Company's website:
www.sifytechnologeis.com

3. The Statutory Registers which should be kept open for inspection of members under the Companies Act, 2013 are available for such inspection by the Members at the Annual General Meeting.
4. A Member is entitled to participate and vote only by himself. Appointment of a Proxy and voting through Proxy is not applicable since the meeting will be conducted through Video Conference except Corporate Members who are appointing Representatives for the purpose of participation and voting in the Meeting.

The Video Conferencing Facility will be allowed to the participants on First-cum-First basis subject to the maximum of 500 members except:

- a) Shareholders holding 2% or more shares; b) Promoters; c) Institutional Investors; d) Directors; e) Key Managerial Personnel; f) Chairpersons of Audit Committee; g) Chairpersons of Nomination and Remuneration Committee; h) Chairpersons of Stakeholder Relationship Committee; i) Auditors etc.

Attendance of members through VC / OAVM shall be counted for the purpose of reckoning quorum as per Section 103 of the Companies Act, 2013.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Corporate Members intending to send their Authorized Representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a Certified True copy of the relevant Board Resolution / Authorization Letter together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. The Notice of the AGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company, unless any Member who have not registered their e- mail addresses, physical copies are being sent by the permitted mode.
8. Other important points to the Members:

The Meeting link will be shared to the members in their Registered email Id available with the Company. In case the email id not registered or members willing to update their email ids please contact Mr V Ramanujan, Company Secretary.
9. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts in respect of Item No.4 is annexed hereto.
10. A person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the Record date i.e., Friday, July 23, 2021 shall be entitled to vote at the Meeting.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days up to and including the date of the Annual General Meeting of the Company.

Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013

Item No. 3 Though not mandatory, this statement is provided for understanding.

M/s ASA & Associates LLP, Chartered Accountants (Firm's Registration No. 009571N) were appointed as the Statutory Auditors of the Company for two-consecutive term of Five years each till the conclusion of Twenty Fifth Annual General Meeting (AGM) of the Company scheduled in 2021 and hence, would retire at the conclusion of the ensuing 25th AGM. Second proviso to Section 139(2) of the Companies Act, 2013 provides for the appointment of a new Auditor when the existing Auditor's Firm has completed two consecutive term of five years each. Accordingly, as per the said requirements of the Act, M/s Manohar Chowdhary & Associates Chartered Accountants, Chennai (Firm Regn. No. 001997S) is proposed to be appointed as the Statutory Auditors of the Company, for a period of 5 years, commencing from the conclusion of 25th AGM till the conclusion of the 30th AGM to be held in the year 2026.

M/s Manohar Chowdhary & Associates, Chartered Accountants, has consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Memorandum of interest

None of the Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Resolution set out at item No. 3 of the notice.

The Board recommends the Resolution at Item No. 3 to be passed as an Ordinary Resolution.

Item No. 4

Ratification of Remuneration of Cost Auditor

In pursuance of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company, at their meeting held on May 5, 2020, have appointed Mr S Ramachandran as the Cost Auditor to audit the cost records of the applicable services of the Company for the Financial Year 2021-22 on a remuneration of Rs 3,00,000/- plus GST and out of pocket expenses. As per the said Rules, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company in the General Meeting.

The Board recommends this Resolution to the members for their ratification of the remuneration payable to the Cost Auditor for the Financial Year 2021-22.

Memorandum of interest

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the Resolution set out at item No. 4 of the notice.

Your Directors recommend the Ordinary Resolution set out under Item No 4 for your approval.

Chennai
May 14, 2021

By Order of the Board
For Sify Technologies Limited

V Ramanujan
Company Secretary