



SIFY TECHNOLOGIES LIMITED
(CIN: U72200TN1995PLC050809)

Registered Office: Second Floor, TIDEL Park, No 4, Rajiv Gandhi Salai,
Taramani, Chennai 600113, Tamilnadu.

Phone: +91 44 2254 0770, Fax: +91 44 2254 0771

E-mail: sify.secretarial@sifycorp.com | Website: www.sifycorp.com

Notice to members

NOTICE is hereby given that the Twenty Ninth (29th) Annual General Meeting of the members of Sify Technologies Limited (the Company) will be held on **Thursday, August 14, 2025, at 11:00 a.m.** at the Registered Office of the Company at Second Floor, TIDEL Park, No. 4, Rajiv Gandhi Salai, Taramani, Chennai 600113, Tamil Nadu to transact the following business:

ORDINARY BUSINESS:

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

RESOLVED THAT the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, the Board's Report including the Independent Auditors' Report thereon, be and are hereby considered, approved, and adopted.

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

RESOLVED THAT the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, including the Independent Auditors' Report thereon, be and are hereby considered, approved, and adopted.

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

RESOLVED THAT Mrs. Vegesna Bala Saraswathi (DIN:07237117), who retires by rotation and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company who is liable to retire by rotation.

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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendations of Compensation / Nomination & Remuneration Committee and pursuant to the approval of the Board of Directors of the Company, Dr. Thomas Michael Bradicich (DIN:10672895), who was appointed as an Additional Director of the Company designated as an Independent Director by the Board of Directors w.e.f. July 5, 2024 pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from July 5, 2024.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.

5. 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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendations of Compensation / Nomination & Remuneration Committee and pursuant to the approval of the Board of Directors of the Company, Mrs. Padmaja Chunduru (DIN:08058663), who was appointed as an Additional Director of the Company designated as an Independent Director by the Board of Directors w.e.f. October 12, 2024 pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from October 12, 2024.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.

6. 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of Articles of Association of the Company and based on the recommendations of the Compensation / Nomination and Remuneration Committee and pursuant to the approval of the Board of Directors of the Company, Dr. Ram Sewak Sharma (DIN:02166194), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors on June 20, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149 (6) of the Act read with the Rules made thereunder and who holds office up to the date of this Annual General Meeting and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a first term of five (5) consecutive years i.e., from June 20, 2025, whose tenure of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.

7. 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 all other applicable provisions of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014 and Companies (Audit and Auditors) Rules, 2014 (the Rules) (including any statutory modification(s) or enactment thereof for the time being in force), the remuneration of Rs.4,00,000/- (Rupees Four Lakhs Only), plus applicable taxes and reimbursement of out of pocket expenses at actual payable to Mr. S. Ramachandran, Practising Cost Accountant, Chennai (Membership No. 4341) who is appointed by the Board on the recommendations of the Audit Committee, as the Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2026 be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to take all such actions as may be necessary, desirable, or expedient and to do all such necessary acts, deeds, and things that may be incidental or pertinent to give effect to the aforesaid resolution.

8. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the consent and approval of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company to include an enabling provision for issuance of debentures (secured or unsecured, listed or unlisted) and borrowing funds, including from domestic and foreign institutional investors, and to create security by way of charge or mortgage over the assets of the Company, in such form and manner as may be required.

RESOLVED FURTHER THAT the following Articles be altered / inserted after the existing Articles of the Articles of Association:

UNDER THE COMPANIES ACT, 1956 / 2013

1. Subject to the regulations hereinafter provided, the regulations in Table A of the First Schedule to the Companies Act, 1956 / Table F of Schedule I to the Companies Act, 2013, shall apply to this company.

2. INTERPRETATION

Unless the context otherwise requires, words and expressions contained in this Articles shall bear the same meaning as in the Companies Act, 1956 / the Companies Act, 2013.

"Act" means "The Companies Act, 1956" / "The Companies Act, 2013" and any statutory modification or enactment thereof for the time being in force and reference to a section or provisions of the said Act or such modifications from time to time.

4. SHARE CAPITAL

d. A further issue of shares or debentures or any other securities may be made in any manner, whatsoever as the Board may determine including by way of rights issue,

preferential offer or private placement or any other mode, subject to and in accordance with the provisions of the Act read with the Rules made there under.

7. ISSUE OF DEBENTURES

Subject to the applicable provisions of the Act and other applicable Law, any debentures (secured or unsecured, listed or unlisted), debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on that condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a special resolution. The Company shall have power to issue the non-convertible debentures subject to the provisions of the Act.

The existing Articles will be renumbered, and the following Articles be inserted after the existing Articles of the Articles of Association:

Share Certificates

Article 9-(f) - *The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities of the Company including debentures (except where the Act otherwise requires).*

Renewal of Share Certificates

Article 10-(j) - *The provisions of the foregoing Articles relating to renewal of share certificates shall mutatis mutandis apply to any other securities of the Company including debentures (except where the Act otherwise requires).*

LIEN ON SHARES

Article 22: *The provisions of the foregoing Articles relating to lien on shares shall mutatis mutandis apply to any other securities of the Company including debentures (except where the Act otherwise requires).*

CALLS ON SHARES

Article 31: *The provisions of the foregoing Articles relating to calls on shares shall mutatis mutandis apply to any other securities of the Company including debentures (except where the Act otherwise requires).*

FORFEITURE OF SHARES

Article 37: *The provisions of the foregoing Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities of the Company including debentures (except where the Act otherwise requires).*

TRANSFER AND TRANSMISSION OF SHARES

Article 45: *The provisions of the foregoing Articles relating to transfer and transmission of shares shall mutatis mutandis apply to any other securities of the Company including debentures (except where the Act otherwise requires).*

BOARD OF DIRECTORS

Article 62: *Notwithstanding anything to the contrary contained herein in these Articles, so long as any monies remain owing by the Company to any lenders, bank, financial institution, debenture trustee(s) (acting for the benefit of the debenture holders holding debentures/ bonds issued by the Company) or other body corporate from which the Company has borrowed funds, then till the time such monies remains due by the Company, such lender, bank, financial institution, debenture trustee or other body corporate, shall have a right to appoint from time to time, in accordance with the terms of their respective financing documents or on occurrence of any event specified under the applicable laws / rules, regulations, circulars, as amended from time to time, as the case may be, any person or persons as nominee director and/ or an observer on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places(s).*

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters, things and take all steps as may be considered necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard and to obtain any approvals, permissions, sanctions, consents and to finalize and execute all such deeds and documents as may be necessary or expedient for matters connected therewith or incidental thereto.

9. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies

(Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment, statutory modifications or re-enactments thereof), the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, and in accordance with any other law, rules, guidelines, regulations for the time being in force and any other circulars, notifications and /or clarifications issued by any relevant authority (including any statutory modifications or re-enactments thereof for the time being in force), and subject to such approvals, permissions and consents as may be required from time to time, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution), to create/ offer/ issue and allot such number of Non-Convertible Debentures (NCDs) on a private placement basis, up to an aggregate amount not exceeding ₹ 750 crores (Rupees Seven Hundred and Fifty Crores only), in one or more modes or combinations thereof and in one or more series or tranches, on a private placement basis, to such eligible investors, with or without security and on such terms and conditions as may be determined by the Board including but not limited to the subscriber(s) to the issue(s), face value of NCDs to be issued, the price at which NCDs to be issued, coupon rate, redemption period, utilization of issue proceeds and all other matters connected therewith and incidental thereto, so that the aggregate amount of such NCDs does not exceed the borrowing limits of Rs.1,200 Crores (Rupees One Thousand Two Hundred Crores only) during the period of one year from the date of passing this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the terms and conditions for issuance, including the tenure, security, coupon, redemption period, mode of issue and allotment, and to finalize and issue the private placement offer letter (Form PAS-4), and to take all such actions as may be required in connection with the aforesaid issuance, including the filing of necessary forms with the Registrar of Companies and compliance with applicable Indian and U.S. securities laws.

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

Place: Chennai
Date: June 20, 2025

J. Meenakshi
Company Secretary

Sify Technologies Limited

CIN: U72200TN1995PLC050809

Regd. Office: Second Floor, TIDEL Park, No. 4,

Rajiv Gandhi Salai, Taramani, Chennai - 600113. Tamil Nadu.



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Notes:

1. **A member entitled to attend and vote at the Annual General Meeting (AGM) may appoint one or more proxies to attend and vote instead of him. The proxy need not be a member of the Company. Proxy to be valid shall be deposited at the registered office of the Company at least forty-eight hours before the time for holding the meeting. A person shall not act as a proxy for more than fifty members and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. A person holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxy form for the AGM is enclosed.**
2. Members / proxies are requested to bring their duly filled in attendance slips enclosed herewith to attend the meeting mentioning therein details of their DP and Client ID / Folio No.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of business set out above in Item nos. 4 to 9 is annexed. Further, additional information with respect to item nos. 3 - 6 pursuant to Secretarial Standards on General Meetings is also annexed hereto.
4. All unclaimed / unpaid dividend, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company, have been transferred to Investor Education and Protection Fund (IEPF) established by the Central Government. It may be noted that a reminder has been sent for unclaimed / unpaid dividend in respect of those members having unclaimed dividends. Members wishing to claim dividends, which remain unclaimed, are advised to write to the company's RTA immediately.
5. The Notice of the Annual General Meeting along with the Annual Report is being sent to the members only through electronic mode in the e-mail addresses registered with the Company / Depositories.

Members may also note that the Notice of the Annual General Meeting will also be available on the Company's website www.sifytechnologies.com.

6. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of contracts or arrangements in which directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to sify.secretarial@sifycorp.com.
7. Corporate Member(s) intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Act, are requested to send a scanned certified true copy of the Board Resolution to attend and vote on their behalf at the AGM at sify.secretarial@sifycorp.com.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details, to their respective Depository Participant(s) (DPs) in case the shares are held by them in electronic form to Mrs. J. Meenakshi, Company Secretary of the Company at sify.secretarial@sifycorp.com in case the shares are held by them in physical form.
9. Manner of Voting during the AGM shall be through show of hands unless a poll is demanded.
10. If a poll is demanded by any Member, all the members shall cast their votes on the Resolutions by sending an e-mail to sify.secretarial@sifycorp.com only from their e-mail addresses registered with the Company.
11. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2), a route map of the venue of the AGM is enclosed.
12. 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., July 23, 2025, shall be entitled to vote at the meeting.
13. The deemed venue for the AGM shall be the Registered Office of the Company.

Annexure to Notice

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

Item No. 4:

To approve the appointment of Dr. Thomas Michael Bradicich (DIN:10672895), as an Independent Director:

The Board of Directors of the Company upon recommendation of the Nomination and Remuneration Committee had appointed Dr. Thomas Michael Bradicich (DIN:10672895) as additional director (Independent) of the Company w.e.f. July 5, 2024, for a term of five consecutive years and whose term of office shall not be liable to retire by rotation.

The Company has received consent in Form DIR-2 and certificate of non-disqualification in Form DIR-8 along with the declaration of independence as required under the Act and the Rules made thereunder. Further, he is eligible to be appointed as an Independent Director of the Company.

The Board is of the opinion that he possesses the relevant expertise and experience and fulfils the conditions specified in the Act including the Rules framed thereunder for being appointed as an Independent Director of the company.

The Board considers that his association as a Director will be of immense benefit and will be in the best interest of the Company. The brief resume, experience, the nature of expertise in specific functional areas, names of companies in which he holds directorship, committee memberships/chairmanships, and his shareholding, if any, are separately annexed hereto.

Pursuant to Section 160 (1) of the Act, a notice in writing along with the deposit amount of Rs.1,00,000/- is required to be given by a member who is proposing the appointment of Dr. Sharma as an Independent Director of the Company. However, consequent to the Companies (Amendment) Act, 2017, the requirement of deposit shall not apply in case of appointment of an independent director or where such appointment of a director is recommended by the Nomination and Remuneration Committee.

A copy of the letter of appointment setting out the terms and conditions of his appointment is available for inspection by members at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 except Dr. Thomas Michael Bradicich.

Accordingly, the Board recommends the resolution set out in Item No. 4 of the Notice for approval by the members as an Ordinary Resolution.

Item No. 5:

To approve the appointment of Mrs. Padmaja Chunduru (DIN:08058663), as an Independent Director:

The Board of Directors of the Company upon recommendation of the Nomination and Remuneration Committee had appointed Mrs. Padmaja Chunduru (DIN:08058663) as an additional director (Independent) of the Company w.e.f. October 12, 2024, for a term of five consecutive years and whose term of office shall not be liable to retire by rotation.

The Company has received consent in Form DIR-2 and certificate of non-disqualification in Form DIR-8 along with the declaration of independence as required under the Act and the Rules made thereunder. Further, she is eligible to be appointed as an Independent Director of the company.

The Board is of the opinion that she possesses the relevant expertise and experience and fulfils the conditions specified in the Act including the Rules framed thereunder for being appointed as an Independent Director of the company.

The Board considers that her association as a director will be of immense benefit and will be in the best interest of the Company. The brief resume, experience, the nature of expertise in specific functional areas, names of companies in which she holds directorship, committee memberships/chairmanships, and her shareholding, if any, are separately annexed hereto.

Pursuant to Section 160 (1) of the Act, a notice in writing along with the deposit amount of Rs.1,00,000/- is required to be given by a member who is proposing the appointment of Mrs. Padmaja as an Independent Director of the Company. However, consequent to the Companies (Amendment) Act, 2017, the requirement of deposit shall not apply in case of appointment of an independent director or where such appointment of a director is recommended by the Nomination and Remuneration Committee.

A copy of the letter of appointment setting out the terms and conditions of her appointment is available for inspection by members at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 5 except Mrs. Padmaja Chunduru.

Accordingly, the Board recommends the resolution set out in Item No. 5 of the Notice for approval by the members as an Ordinary Resolution.

Item No. 6:**To appoint Dr. Ram Sewak Sharma (DIN:02166194) as an Independent Director of the Company:**

The Board of Directors of the Company upon recommendation of the Nomination and Remuneration Committee had appointed Dr. Ram Sewak Sharma (DIN:02166194) as an additional director (Independent) of the Company w.e.f. June 20, 2025, for a term of five consecutive years and whose term of office shall not be liable to retire by rotation.

The Company has received consent in Form DIR-2 and certificate of non-disqualification in Form DIR-8 along with the declaration of independence as required under the Act and the Rules made thereunder. Further, he is eligible to be appointed as an Independent Director of the Company.

The Board is of the opinion that he possesses relevant expertise and experience and fulfils the conditions specified in the Act including the Rules framed thereunder for being appointed as an Independent Director of the company.

The Board considers that his association as a director will be of immense benefit and will be in the best interest of the Company. The brief resume, experience, the nature of expertise in specific functional areas, names of companies in which he holds directorship, committee memberships/chairmanships, and his shareholding, if any, are separately annexed hereto.

Pursuant to Section 160 (1) of the Act, a notice in writing along with the deposit amount of Rs.1,00,000/- is required to be given by a member who is proposing the appointment of Dr. Sharma as an Independent Director of the Company. However, consequent to the Companies (Amendment) Act, 2017, the requirement of deposit shall not apply in case of appointment of an independent director or where such appointment of a director is recommended by the Nomination and Remuneration Committee.

A copy of the letter of appointment setting out the terms and conditions of his appointment is available for inspection by members at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 6 except Dr. Sharma.

Accordingly, the Board recommends the resolution set out in Item No. 6 of the Notice for approval by the members as an Ordinary Resolution.

Item No. 7:**To ratify the remuneration payable to the Cost Auditor of the Company for the financial year 2025-26:**

The Board at its meeting held on April 18, 2025, upon the recommendation of the Audit Committee, approved the appointment of Mr. S. Ramachandran, Practising Cost Accountant, Chennai (Membership No. 4341) as Cost Auditor of the Company for the financial year 2025-26 at a remuneration of Rs.4,00,000/- (Rupees Four Lakhs Only) plus applicable taxes and reimbursement of out-of-pocket expenses at actual. Consent has been received from the Cost Auditor regarding his consent and eligibility for appointment as Cost Auditor which will be available for inspection of the members during the Annual General Meeting (AGM).

As per section 148 (3) of the Act read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditor shall be ratified by the members subsequently.

None of the Directors, Key Managerial Personal or their relatives are concerned or interested financial or otherwise in the aforesaid resolution.

Accordingly, the Board recommends the resolution set out in item No. 7 of the Notice for approval by the members as an Ordinary Resolution.

Item No. 8:**To approve the alteration of Articles of Association of the Company:**

The Company for the purpose of meeting the business requirements is in need of additional funds. Hence, it is proposed to raise additional funds through the issue of Non-Convertible Debentures (NCDs) on a private placement basis.

The members are requested to note that as per the existing Articles of Association (AOA) of the Company, there is no enabling provision authorizing the Company to issue debentures, in the form of secured or unsecured, listed or unlisted, from domestic or overseas market in one or more tranches as may be required.

Pursuant to the applicable provisions of the Act and the Rules made thereunder, an enabling clause is required in AOA of the Company for the proposed issuance of NCDs.

As per Section 14 of the Act, alteration of AOA requires approval of members by a special resolution. Thus, in order to raise funds by way of issue of NCDs, the members are requested to consider and approve the proposal to alter the AOA.

None of the Directors, Key Managerial Personal or their relatives are concerned or interested financial or otherwise in the aforesaid resolution.

Accordingly, the Board recommends the resolution set out in item No. 8 of the Notice for approval by the members as a Special Resolution.

Item No. 9:

To approve the issue of Non-Convertible Debentures on a Private Placement Basis:

The Company proposes to raise funds by issuing Non-Convertible Debentures (NCDs) up to an aggregate amount of ₹750 crores (Rupees Seven hundred and fifty crores only), in one or more tranches, on a private placement basis up to an amount not exceeding the borrowing limits of Rs. 1,200 Crores (Rupees One Thousand and Two Hundred Crores only), in one or more tranches. In terms of the provisions of Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the company offering or making an invitation to subscribe to NCDs on a private placement basis, is required to obtain the prior approval of the members by way of a Special Resolution, which can be obtained once a year for all the offers and invitations during the year.

The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of NCDs by the Company, including the price at which such NCDs are being issued on the basis of the prevailing market conditions.

The Board at its meeting held on April 18, 2025 approved the proposal for issuance of NCDs on a private placement basis, in one or more tranches, for an amount not exceeding ₹ 750 crores, for the purpose of meeting the business requirements, subject to members approval.

The Company, being an unlisted public company, intends to issue secured, redeemable, unlisted NCDs to eligible investors in accordance with applicable Indian and foreign regulations.

Accordingly, the approval of the members is being sought in connection with the aforesaid proposed issue of NCDs. Further, members are requested to authorise the Board to issue NCDs on a private placement basis, as stipulated above in one or more tranches, within the overall borrowing limits of the company, i.e. Rs. 1,200 Crores (Rupees One Thousand Two Hundred Crores only), as approved by the members from time to time.

None of the Directors, Key Managerial Personal or their relatives are concerned or interested financial or otherwise in the aforesaid resolution.



Accordingly, the Board recommends the resolution set out in item No. 9 of the Notice for approval by the members as a Special Resolution.

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

Place: Chennai
Date: June 20, 2025

J. Meenakshi
Company Secretary

Sify Technologies Limited

CIN: U72200TN1995PLC050809

Regd. Office: Second Floor, TIDEL Park, No. 4,

Rajiv Gandhi Salai, Taramani, Chennai - 600113. Tamil Nadu.

Phone: +91 44 2254 0770, Fax: +91 44 2254 0771

E-mail: sify.secretarial@sifycorp.com | Website: www.sifycorp.com

Other Disclosure relating to Directors seeking appointment/ re-appointment as per Secretarial Standards-2 on General Meetings:

Name of the Director	Mrs. Vegesna Bala Saraswathi	Dr. Thomas Michael Bradicich	Mrs. Padmaja Chunduru	Dr. Ram Sewak Sharma
DIN	07237117	10672895	08058663	02166194
Designation	Director	Independent Director	Independent Director	Independent Director
Category	Non-Executive	Non-Executive	Non-Executive	Non-Executive
Date of Birth / Age	August 8, 1964 / 60 Years	August 23, 1958 / 66 Years	August 2, 1961 / 63 Years	October 1, 1955 / 69 Years
Date of first appointment on the Board	July 22, 2015	July 5, 2024	October 12, 2024	June 20, 2025
Qualification	Commerce Graduate	<ul style="list-style-type: none"> Phd University of Florida MSEE NC State University BSEE Florida Atlantic University 	M.Com (Banking & Finance), CAIIB	<ul style="list-style-type: none"> M.Sc (Maths) - IIT, Kanpur M.Sc (Computer Science) University of California PhD - IIT New Delhi
Experience	20 years	25 years	37 years	47 years
Expertise in specific functional area	Finance Controller of ServerWorks Corporation, USA.	<ul style="list-style-type: none"> VP, Server Systems and Software Engineering Founding member of Board of Advisors of AI software company UF Advisory Board Member and Diversity and Inclusion Committee, University of Florida 	<ul style="list-style-type: none"> A seasoned financial services executive with over 37 years of banking, capital markets and regulatory experience in India and the USA Specialised experience in corporate lending and credit management A keen observer of trends in industry and technology space and 	<ul style="list-style-type: none"> Former Chairman - Telecom Regulatory Authority of India Secretary to Government of India - Dept of Electronics and Information Technology Director General and Managing Director of Unique Identification Authority of India (UIDAI)

			<p>how these are impacting people.</p> <ul style="list-style-type: none"> An avid believer in the power of natural intelligence and empathetic leadership. 	
Directorship held in other companies	1) Raju Vegesna Infotech & Industries Private Limited 2) Infinity Satcom Universal Private Limited 3) Ramanand Core Investment Company Private Limited 4) Sify Infinit Spaces Limited 5) Sify Digital Services Limited	NIL	1) Sify Infinit Spaces Limited 2) Bajaj Allianz General Insurance Company Limited 3) Bajaj Allianz Life Insurance Company Limited 4) Brigade Enterprises Limited 5) Atul Limited 6) The Clearing Corporation of India Limited 7) SBI Ventures Limited	1) Voith Paper Fabrics India Limited 2) Pantomath Trustee Private Limited 3) Tanla Digital (India) Private Limited 4) Tanla Digital Labs Private Limited 5) Valuefirst Digital Media Private Limited 6) Karix Mobile Private Limited 7) Tanla Platforms Limited 8) IITK Foundation for Medical Research and Technology
Details of memberships / chairmanships of the Committee of other companies	Sify Infinit Spaces Limited: 1) Audit Committee - Member 2) Nomination and Remuneration Committee - Member 3) Corporate Social Responsibility	-	Sify Infinit Spaces Limited: 1) Audit Committee - Member 2) Nomination and Remuneration Committee - Member 3) Corporate Social Responsibility	Voith Paper Fabrics India Limited: Audit Committee - Member Tanla Platforms Limited: 1) Audit Committee - Member 2) Nomination and Remuneration

	Committee-Chairman		Committee Member -	Committee Member -
	4) Risk Management Committee Member -		4) Risk Management Committee Chairman -	3) Stakeholders Relationship Committee Member -
	5) Stakeholder Relationship Committee-Member		SBI Ventures Limited	4) Corporate Social Responsibility Committee Chairperson -
			1) Audit Committee Member -	5) Risk Management Committee Member -
			2) Corporate Social Responsibility Committee Member -	
			The Clearing Corporation of India Limited	
			1) Audit Committee Member -	
			2) Nomination and Remuneration Committee Member -	
			Brigade Enterprises Limited	
			1) Audit Committee Member -	
			2) Nomination and Remuneration Committee Member -	
			Bajaj Allianz General Insurance Company Limited	
			Audit Committee-Member	

			Bajaj Allianz Life Insurance Company Limited Audit Committee-Member	
Number of shares held in the Company as on 31 st March, 2025	Nil	Nil	Nil	Nil
Inter-se relationship with any other director or Key Managerial Personnel of the Company	Spouse of Mr. Raju Vegesna, Chairman and Managing Director of the Company	Not applicable	Not applicable	Not applicable
Terms and conditions of appointment or re-appointment	As mentioned in the explanatory statement			
Details of remuneration sought to be paid	Nil	Nil	Nil	Nil
Details of remuneration last drawn	Nil	Nil	Nil	Nil
Number of meetings of the Board attended during the year	5	5	3	Not applicable



SIFY TECHNOLOGIES LIMITED
(CIN: U72200TN1995PLC050809)

Registered Office: Second Floor, TIDEL Park, No 4, Rajiv Gandhi Salai,
Taramani, Chennai 600113, Tamilnadu.

Phone: +91 44 2254 0770, Fax: +91 44 2254 0771

E-mail: sify.secretarial@sifycorp.com | Website: www.sifycorp.com

ATTENDANCE SLIP

.....
Full Name of the Member (in block letters) **Signature**

Folio No. **No. of shares:**

DP ID.
Full Name of the Proxy (in block letters) **Signature**

Note: Members attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

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Form No. MGT - 11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

ANNUAL GENERAL MEETING

Corporate Identification Number : U72200TN1995PLC050809
Name of the Company : SIFY TECHNOLOGIES LIMITED
Registered Office : Second Floor, TIDEL Park, No. 4,
Rajiv Gandhi Salai, Taramani,
Chennai 600113. Tamilnadu

Name of the Member (s)	
Registered Address	
Email Id	
Folio No / Client Id	
DP Id	

I / We being the member(s) of the above-named Company and holding shares,
hereby appoint

1. Name :
Address :
Email Id :
Signature :

Or failing him

2. Name :
 Address :
 Email Id :
 Signature :

Or failing him

3. Name :
 Address :
 Email Id :
 Signature :

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company to be held on Thursday, August 14, 2025, at 11:00 a.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolution as indicated below:

Resolution No.	Details of the Resolution
Ordinary Business	
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon
2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Auditors thereon
3	To appoint a director in place of Mrs. Vegesna Bala Saraswathi (DIN:07237117) who retires by rotation and being eligible, offers herself for re-appointment
Special Business	
4	To approve the appointment of Dr. Thomas Michael Bradicich (DIN:10672895) as an Independent Director of the Company
5	To approve the appointment of Mrs. Padmaja Chunduru (DIN:08058663) as an Independent Director of the Company
6	To approve the appointment of Dr. Ram Sewak Sharma (DIN:02166194) as an Independent Director of the Company
7	To ratify the remuneration payable to Cost Auditor of the Company for the financial year 2025-26
8	To approve the alteration of Articles of Association of the Company
9	To approve the Issue of Non-Convertible Debentures on a Private Placement Basis

Signature of the Member:

Signature of Proxy holder(s):

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP TO THE AGM VENUE

From Airport



From Chennai Central Railway Station

