



SIFY TECHNOLOGIES LIMITED
(CIN: U72200TN1995PLC050809)

Registered Office: Second Floor, TIDEL Park, No 4, Canal Bank Road,
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 Thirtieth (30th) Annual General Meeting of the members of Sify Technologies Limited ("the Company") will be held on **Wednesday, July 15, 2026, at 3:00 p.m.** at the Registered Office of the Company at Second Floor, TIDEL Park, No. 4, Canal Bank Road, 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, 2026, 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, 2026, 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.

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Manohar Chowdhry & Associates, Chartered Accountants (ICAI Firm Registration No. 001997S) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from the conclusion of this Thirtieth Annual General Meeting (AGM) until the conclusion of the Thirty Fifth AGM to be held in the year 2031, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the audit.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and are hereby authorised on behalf of the Company, including but not limited to determine role and responsibilities, scope of work of the Statutory Auditors, to negotiate, finalise, amend, sign, deliver and execute the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to the Accounting Standards or the Companies Act, 2013 or Rules framed thereunder and such other requirements resulting in any change in the scope of work, without being required to seek any further consent or approval of the members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this resolution and with power to the Board to settle all questions, difficulties or doubts that may arise in respect of the implementation of this resolution.

SPECIAL BUSINESS:

5. 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 185 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force), if any, consent of the members of the Company be and is hereby accorded to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any financial assistance or loan availed/to be availed by M/s. Sify Infinit Spaces Limited, Subsidiary company ("the borrowing

company”), of an aggregate amount not exceeding Rs. 100 crores (Rupees One hundred Crores Only) in one or more tranches, which the Board may, in its absolute discretion deem beneficial and in the interest of the Company provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to negotiate, finalise, agree, vary or modify the terms and conditions to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any financial assistance or loan availed/to be availed by the borrowing company and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities, including but not limited to making requisite filings with any statutory authorities/regulatory bodies, and to do all such acts, deeds or things incidental or expedient thereto as the Board may think fit and suitable in the interest of the Company.

6. 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 186 of the Companies Act, 2013 (“the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force), if any, consent of the members of the Company be and is hereby accorded to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any financial assistance or loan availed/to be availed by M/s. Sify Infinit Spaces Limited, Subsidiary company (“the borrowing company”), of an aggregate amount not exceeding Rs. 100 crores (Rupees One hundred Crores Only) in one or more tranches, which the Board may, in its absolute discretion deem beneficial and in the interest of the Company, outstanding at any time, notwithstanding that such loans given or to be given are in excess of the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to negotiate, finalise, agree, vary or modify the terms and conditions to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any financial assistance or loan availed/to be availed by the borrowing company and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities, including but not limited to making requisite filings with any statutory

authorities/regulatory bodies, and to do all such acts, deeds or things incidental or expedient thereto as the Board may think fit and suitable in the interest of the Company.

7. 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 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, subject to such approvals as may be required, approval of the members be and is hereby accorded for payment of remuneration to Mr. M. P. Vijay Kumar (DIN: 05170323), who is presently serving a Whole-time Director of the Company and was appointed for a term of five years with effect from November 14, 2022, on the terms and conditions set out below:

Remuneration:

- a) Mr. M. P. Vijay Kumar shall be paid remuneration by way of salary, allowances, perquisites, incentive and other benefits as may be determined by the Nomination and Remuneration Committee and the Board of Directors from time to time, within the overall limits approved by the members.
- b) The remuneration shall include variable pay in the form of performance-linked incentive, payable in accordance with the policy of the Company as may be determined by the Nomination and Remuneration Committee.
- c) The overall remuneration payable shall not exceed ₹500 lakhs per annum or 5% of the net profits of the Company, whichever is higher, as computed under Section 198 of the Act.

Retirement Benefits:

- a) Contribution to Provident Fund and Gratuity as per the rules of the respective schemes in force from time to time.
- b) Encashment of leave as per the policy of the Company.

General Terms:

Notwithstanding anything contained herein, where in any financial year during the aforesaid period, the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary, allowances, perquisites, incentive and retirement benefits in accordance with the provisions of Section II of Part II of Schedule V of the Act, as may be determined by the Board of Directors or the Nomination and Remuneration Committee.

Other Terms:

Service Rules:

Mr. M. P. Vijay Kumar shall be subject to all service rules and conditions as applicable to employees of the Company.

Reimbursement:

Mr. M. P. Vijay Kumar shall also be entitled to reimbursement of all legitimate expenses incurred by him while performing his duties as per the policy of the Company and such reimbursement will not form part of his remuneration.

Sitting Fees:

Mr. M. P. Vijay Kumar will not be entitled to any sitting fees for attending meetings of the Board or the Committee thereof.

Employee Stock Option:

Mr. M. P. Vijay Kumar is entitled to purchase shares of the Company listed in NASDAQ Capital Market, USA, under "Employee Stock Option Plan" and/or its subsidiaries, in accordance with the applicable schemes and policies.

Retirement by rotation:

Mr. M. P. Vijay Kumar shall not be liable to retire by rotation during his tenure of office as a Whole-time Director.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include the Nomination and Remuneration Committee) be and is hereby authorised to alter, vary and revise the terms and conditions of remuneration, from time to time, within the limits prescribed under the Act and subject to such approvals as may be required.

RESOLVED FURTHER THAT the above remuneration shall be payable for a period of five (5) years, within the overall tenure of appointment of Mr. M. P. Vijay Kumar, which is valid up to November 14, 2027.

RESOLVED FURTHER THAT where the remuneration payable exceeds the limits prescribed under Schedule V of the Act, the same shall be subject to requisite approvals of the members and/or other authorities, as may be required.

RESOLVED FURTHER THAT the Board of Directors (including the Nomination and Remuneration Committee) be and is hereby authorised to do all such acts, deeds, matters and things, and to sign and execute all such documents, instruments and writings as may be necessary or expedient to give effect to this resolution.

8. 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 (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 Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2027 be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors 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 this resolution.



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

Place: Chennai
Date: April 13, 2026

J. Meenakshi
Company Secretary

Sify Technologies Limited

CIN: U72200TN1995PLC050809

Regd. Office: Second Floor, TIDEL Park, No. 4,
Canal Bank Road, Taramani, Chennai - 600113. Tamil Nadu.

Phone: +91 44 2254 0770 | Fax: +91 44 2254 0771 | Website: www.sifycorp.com

Email: sify.secretarial@sifycorp.com

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 8 is annexed. Further, additional information with respect to item nos. 3 and 7 pursuant to Secretarial Standard on General Meetings and disclosure as required under Section II of Part II of Schedule V of the Act, in respect of payment of remuneration 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 Annual Report is being sent to the Members only through electronic mode at 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 at 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 and to Ms. 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., June 5, 2026, shall be entitled to vote at the meeting.

Annexure to Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"):

Ordinary Business:

Item No. 4:

To approve the re-appointment of M/s. Manohar Chowdhry & Associates, Chartered Accountants, as Statutory Auditors of the Company:

M/s. Manohar Chowdhry & Associates, Chartered Accountants (ICAI Firm Registration No. 001997S), were appointed as the Statutory Auditors of the Company at the Twenty Fifth Annual General Meeting ("AGM") held on 15th September, 2021 for a term of five (5) consecutive years, to hold office until the conclusion of the Thirtieth AGM of the Company to be held in the year 2026.

Pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, M/s. Manohar Chowdhry & Associates are eligible for re-appointment for a further term of five (5) consecutive years. The Auditors have conveyed their consent for such re-appointment and have confirmed that their appointment, if approved, would be within the limits prescribed under Sections 139 and 141 of the Act and that they are not disqualified from being appointed as Statutory Auditors of the Company.

The firm has further confirmed that it satisfies the criteria provided under the Act and the Chartered Accountants Act, 1949, and that the proposed re-appointment is in compliance with all applicable regulatory requirements. The Auditors have also confirmed their independence from the Company and its associates in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") and the ethical requirements relevant to audit engagements.

Based on the performance evaluation and considering the experience, expertise and professional standing of the firm during their tenure as Statutory Auditors of the Company, the Audit Committee has recommended the re-appointment of M/s Manohar Chowdhry & Associates as the Statutory Auditors of the Company for a second consecutive term of five (5) years. The Board of Directors, based on the recommendations of the Audit Committee, has approved the proposal for re-appointment of the said firm, subject to the approval of the members.

Accordingly, it is proposed to re-appoint M/s Manohar Chowdhry & Associates, Chartered Accountants (ICAI Firm Registration No. 001997S), as the Statutory Auditors of the Company for a second consecutive term of five (5) years, to hold office from the conclusion of the Thirtieth AGM until the conclusion of the Thirty Fifth AGM of the Company.

The Board of Directors is hereby authorised to fix the remuneration of the Statutory Auditors based on the recommendations of the Audit Committee for the second consecutive term of five (5) years.

The remuneration payable to the Statutory Auditors for the financial year shall, *inter alia*, include fees for audit of the standalone and consolidated financial statements of the Company, audit of internal financial controls over financial reporting and such other permissible services as may be approved by the Board of Directors, together with applicable taxes and reimbursement of out-of-pocket expenses.

The Board of Directors (including any Committee thereof) be and is hereby authorised to determine and revise the remuneration of the Statutory Auditors, from time to time, within the overall approval granted by the members.

The Board of Directors, in consultation with the Audit Committee, shall have the authority to alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors, subject to applicable laws. The remuneration payable for the remaining period of the second term shall be determined by the Board of Directors from time to time based on the recommendations of the Audit Committee and in consultation with the Statutory Auditors, commensurate with the scope and nature of services to be rendered.

In addition to the statutory audit, the Company may avail other permitted professional services from the Statutory Auditors from time to time, in accordance with the provisions of the Act, for which they shall be remunerated separately on mutually agreed terms.

Brief Profile of Auditors:

Founded in 1984, Manohar Chowdhry & Associates (MCA) is a Chartered Accountants firm with over four decades of experience in serving businesses, entrepreneurs and institutions across diverse sectors. Headquartered in Chennai, the firm operates through 12 offices across India, supporting clients with domestic and cross-border requirements through a partner-led, value-driven approach focused on governance, compliance and business growth.

MCA provides integrated professional services across Audit & Assurance, Taxation, Representation and Litigation, Information Systems Audit, International Taxation, Due Diligence, Valuation and Management Consultancy. Backed by experienced multidisciplinary teams and strong sectoral expertise, the firm combines technical excellence with practical business insight to deliver tailored, execution-focused solutions. Inspired by the vision of its founder partner, Padma Shri Late CA T. N. Manoharan, MCA remains committed to the highest standards of ethics, professional independence and client service.

None of the Directors, Key Managerial Personnel 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. 4 of the Notice for approval by the members as an Ordinary Resolution.

Special Business:

Item Nos. 5 and 6:

Approval of the proposal to advance loan(s), give guarantee(s) and/or to provide security(ies) to M/s. Sify Infinit Spaces Limited, a subsidiary company:

M/s. Sify Infinit Spaces Limited ("SISL" / "the Borrowing Company") is witnessing a significant increase in demand for data centre services. In order to provide financial assistance to SISL, primarily towards meeting its capital expenditure requirements, including acquisition of land parcels and development of related infrastructure, the Company proposes to advance loan(s) to SISL for an aggregate amount not exceeding Rs. 100 crores (Rupees One Hundred Crores only) in one or more tranches, as the Board may deem fit and in the interest of the Company, provided that such loans shall be utilized by the Borrowing Company for its principal business activities.

The Board of Directors, at its meeting held on April 13, 2026, approved the proposal to provide loan(s) not exceeding Rs. 100 crores (Rupees One Hundred Crores only) to SISL for the purpose of carrying out its principal business activities, subject to approval of the members.

Pursuant to the conversion and allotment of Compulsorily Convertible Preference Shares (CCPS) and Compulsorily Convertible Debentures (CCDs) into equity shares of SISL, the Company's shareholding in SISL has reduced from 100% to 88.45%. Consequently, SISL remains a subsidiary of the Company but ceased to be a wholly owned subsidiary of the Company.

In accordance with the provisions of Section 185 of the Act, prior approval of the members by way of a special resolution is required for advancing loans to any person or entity in

which any of the Directors of the Company is deemed to be interested. Further, as per Section 185 of the Act, any loan made, guarantee given, or security provided by holding company to its subsidiary company is subject to the condition that special resolution is passed by the company in general meeting, with full disclosure in the explanatory statement regarding particulars and end-use of funds, and subject to the condition that such funds are utilised by the borrowing company for its principal business activities.

Pursuant to the provisions of Section 186 of the Act, the Company may provide loans to any body corporate in excess of the prescribed limits, i.e., 60% of its paid-up share capital, free reserves, and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, subject to the approval of the members by way of a Special Resolution passed in a general meeting.

Such transactions between holding and wholly owned subsidiaries are exempt from the applicability of the provisions of Sections 185 and 186 of the Act. Due to the change in status, the Company is required to obtain approval of members for transactions under Sections 185 and 186 of the Act.

The Company operates in the telecommunications sector and classified as a company engaged in providing "infrastructure facilities". Pursuant to the provisions of Section 186 (11) of the Act, companies providing infrastructure facilities specified in Schedule VI of the Act are exempt from the applicability of the provisions of Section 186 of the Act which *inter alia* includes obtaining prior approval from the shareholders for providing loan to other bodies corporate. However, as good governance practice, the Board of Directors seeks members' approval pursuant to Section 186 of the Act.

The Board commends the Special Resolution for approval by the members pursuant to the provisions of Sections 185 and 186 of the Act read with the Rules made thereunder, for advancing loan(s), including loans represented by book debts, up to an aggregate amount not exceeding Rs.100 crores (Rupees One Hundred Crores only), for the purpose of carrying out the principal business activities of SISL.

The terms and conditions of the proposed loan are as follows:

Particulars of loan	SISL is witnessing increased demand in the data centre segment. Given the likelihood of demand surges at short notice, financial support may be required promptly. The funding will be utilized towards capital expenditure, including acquisition of land parcels.
Purpose of the loan	General Corporate purposes, including funding of capital expenditure requirements.

Rate of interest at which the loan is proposed to be granted	At a rate equivalent to the prevailing bank rate as prescribed by the Reserve Bank of India, plus an appropriate spread, to be determined at the time of borrowing.
Tenor	3 (three) years, with a provision for mutual extension, subject to mutually agreed terms.

In view of the above, approval of the members is sought by way of a Special Resolution under Sections 185 and 186 of the Act read with the Rules made thereunder, for an aggregate limit of up to Rs. 100 crores, as set out in the notice.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and accordingly recommends the resolutions set out in Item nos. 5 and 6 of the Notice for approval of the members.

Except Mr. Vegesna Ananta Koti Raju and Mrs. Vegesna Bala Saraswathi, who may be deemed to be interested in the resolution, none of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the special resolutions set out in Item nos. 5 and 6 of the notice.

Item No.7:

Approval of Remuneration payable to Mr. M P Vijay Kumar (DIN: 05170323), Whole-time Director of the Company:

The members are requested to note that M. P. Vijay Kumar (DIN: 05170323) was appointed as Whole-time Director of the Company with effect from November 14, 2022, for a period of five years, in accordance with the provisions of Sections 196, 197 and 203 of the Act read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The members of the Company, at the Annual General Meeting held on August 25, 2023, had approved payment of remuneration up to Rs. 500 lakhs per annum or 5% of the net profits of the Company in any financial year, as computed under Section 198 of the Act, whichever is higher, during the said term, by way of a Special Resolution passed in the Annual General Meeting (AGM) held on August 25, 2023.

The members are further requested to note that, under Schedule V of the Act, any remuneration paid or proposed to be paid in excess of the prescribed limits requires approval of the shareholders by way of a Special Resolution and compliance with the conditions specified therein. Further, as per the proviso to Item B of Part II, Section II of Schedule V of the Act, such special resolution passed for payment of remuneration as per Item B at the general meeting of the Company is valid for a period not exceeding three years.

Accordingly, the approval obtained at the general meeting of the Company held on August 25, 2023, is valid only up to the AGM scheduled for FY 2025–26, thereby necessitating fresh approval for his remaining term as a Whole-time Director of the Company.

During the tenure of the Whole-time Director:

- In the event of adequate profits, the Company may pay remuneration to Mr. M. P. Vijay Kumar in accordance with the limits specified under Section 197 read with Schedule V of the Act, which will not exceed Rs. 500 lacs p.a. or 5% of the Net Profits of the Company in any financial year as per Section 198 of the Act, whichever is higher during the term subject to approval of the shareholders of the Company; and
- In the event the Company incurs a loss or its profits are inadequate, the Company may pay remuneration up to ₹5 crore per annum by way of salary, perquisites, incentives, allowances and other benefits, subject to the conditions specified under Schedule V of the Act.

The approved remuneration forms part of the terms of appointment but remains subject to compliance with Section 197 and Schedule V of the Act; and any excess remuneration paid without requisite approval shall be recoverable in accordance with Section 197(9) of the Act, unless waived by the members by way of a Special Resolution under Section 197(10) of the Act.

The members are requested to note that the proposed remuneration is in alignment with the provisions of the Act and the Remuneration Policy of the Company, and that the Company shall ensure compliance with all applicable conditions and disclosure requirements under Schedule V of the Act, including confirmation regarding absence of default in repayment of debts or obtaining necessary approvals, wherever applicable.

The members are informed that a remuneration of Rs.2.08 crores was paid to the Whole-time Director for the financial year 2025–26.

The Nomination and Remuneration Committee has reviewed and recommended the remuneration payable to the Whole-time Director.

In view of the above, approval of the members of the Company is sought to seek approval of the members by way of Special Resolution under Section 197 read with Schedule V (Part II, Section II, Item B) of the Act, for payment of remuneration to Mr. M. P. Vijay Kumar (DIN: 05170323), Whole-time Director, which will not exceed Rs. 500 lacs p.a. or 5% of the Net Profits of the Company in any financial year as per Section 198 of the Act including

remuneration exceeding the limits specified under Para (A) in the event of no profits or inadequacy of profits.

Except Mr. M. P. Vijay Kumar, none of the Directors, Key Managerial Personnel 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 a Special Resolution.

Item No. 8:

To ratify the remuneration payable to the Cost Auditor of the Company for the financial year 2026-27:

The Board of Directors, at its meeting held on April 13, 2026, upon the recommendations of the Audit Committee, approved the appointment of Mr. S. Ramachandran, Practicing Cost Accountant, Chennai (Membership No. 4341) as Cost Auditor of the Company for conducting the audit of the cost records of the Company, for the financial year 2026-27 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 AGM.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, members of the Company are required to ratify the remuneration to be paid to the cost auditors of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2027.

None of the Directors, Key Managerial Personnel 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 an Ordinary Resolution.



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

Place: Chennai
Date: April 13, 2026

J. Meenakshi
Company Secretary

Sify Technologies Limited

CIN: U72200TN1995PLC050809

Regd. Office: Second Floor, TIDEL Park, No. 4,
Canal Bank Road, Taramani, Chennai - 600113. Tamil Nadu.

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Email: sify.secretarial@sifycorp.com

Information as required under Section II of Part II of Schedule V of the Act for Item No. 7:

I.	General information	Details																
1	Nature of industry	The Company offers converged Information and Communications Technology (ICT) solutions comprising network-centric services.																
2	Date or expected date of commencement of commercial production	The Company commenced its commercial operations upon incorporation on December 12, 1995, and has been carrying on business activities in accordance with its objects since inception.																
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.																
4	Financial performance based on given indicators	<p>The financial performance for the last three financial years is given below:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th colspan="3">Amount (Rs. in Crores)</th> </tr> <tr> <th>Financial Year</th> <th>2023-24</th> <th>2024-25</th> <th>2025-26</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td>1125.41</td> <td>1230.33</td> <td>1384.83</td> </tr> <tr> <td>Profit after Tax</td> <td>(8.71)</td> <td>(58.31)</td> <td>18.42</td> </tr> </tbody> </table>	Particulars	Amount (Rs. in Crores)			Financial Year	2023-24	2024-25	2025-26	Total Revenue	1125.41	1230.33	1384.83	Profit after Tax	(8.71)	(58.31)	18.42
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Total Revenue	1125.41	1230.33	1384.83															
Profit after Tax	(8.71)	(58.31)	18.42															
5	Foreign investments or collaborations, if any	The Company has investments, subsidiaries and business operations outside India and also engages with international customers, technology partners and global service providers in the ordinary course of business. The Company may from time to time enter into strategic collaborations, technology partnerships and arrangements with foreign entities for business growth and operational requirements.																

II.	Information about the appointee	Details
1.	Background details	<p>Mr. M. P. Vijay Kumar (DIN: 05170323) has been associated with the Company since 2007 and has played a pivotal role in Sify's transformation into a leading Enterprise IT Infrastructure and Services Company. He was appointed as a Whole-time Director of the Company with effect from November 14, 2022.</p> <p>A qualified Chartered Accountant, Cost Accountant and Company Secretary, Mr. Vijay Kumar currently serves as the Executive Director and Group Chief Financial Officer of the Company.</p>
2.	Past remuneration	<p>The past remuneration paid to Mr. M. P. Vijay Kumar was in accordance with the remuneration structure approved by the Board of Directors, Compensation / Nomination and Remuneration Committee and shareholders of the Company and commensurate with industry standards, responsibilities handled and his experience.</p>
3.	Recognition or awards	<p>Mr. M P Vijay Kumar has received several recognitions during his professional career, including being recognized as one of the 'Most Influential CFOs of India' by CIMA, London (2015), inclusion in the CFO 100 Roll of Honor (2016), National Award for Contribution in Financial Accounting (2017), CFO Power List 2020 for Finance Automation, Business World's 'CFO Best Transformation Agent' Award (2021), Asia Business Leader of the Year Award 2024 and ET CFO Award 2026 – Group CFO (Large Enterprise).</p>
4.	Job profile and his suitability	<p>Mr. M. P. Vijay Kumar possesses extensive experience in the areas of finance, corporate strategy, treasury, taxation, corporate governance, compliance and business transformation. As the Executive Director and Group Chief Financial Officer of the Company, he is responsible for overseeing the overall financial management, strategic planning, investor</p>

		<p>relations, regulatory compliance and governance functions of the Company and its group entities.</p> <p>Having been associated with the Company since 2007, Mr. Vijay Kumar has played a significant role in strengthening the Company's financial and operational framework and in driving its transformation into a leading Enterprise IT Infrastructure and Services Company. His deep understanding of the Company's business operations, coupled with his professional expertise as a Chartered Accountant, Cost Accountant and Company Secretary, enables him to provide effective leadership and strategic direction.</p> <p>Considering his rich experience, domain expertise, leadership capabilities and long-standing association with the Company, the Board is of the opinion that Mr. Vijay Kumar is eminently suited for his role as Whole-time Director of the Company.</p>
5.	Remuneration proposed	<p>The remuneration proposed to be paid to Mr. M. P. Vijay Kumar shall be within the limits approved by the Board of Directors, Nomination and Remuneration Committee and shareholders of the Company and shall comprise salary, perquisites, allowances, performance incentives, retirement benefits and other benefits as may be approved from time to time in accordance with applicable laws and the policies of the Company.</p>

6.	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)	<p>The remuneration proposed to be paid to Mr. M. P. Vijay Kumar is in line with the remuneration prevailing in the industry and is commensurate with the size, scale and complexity of the Company's business operations. The remuneration structure has been determined after considering industry benchmarks for similar positions in comparable companies engaged in the technology, digital infrastructure and IT services sectors.</p> <p>Considering Mr. Vijay Kumar's extensive experience, professional qualifications, leadership role as Executive Director and Group Chief Financial Officer, and his significant contribution towards the Company's growth and strategic transformation, the proposed remuneration is considered fair, reasonable and appropriate.</p> <p>The remuneration package is also aligned with the Company's remuneration policy and is intended to attract, retain and motivate senior management talent of high calibre. Mr. Vijay Kumar is not an expatriate and accordingly, disclosure relating to country of origin is not applicable.</p>
7.	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	<p>Except for the remuneration and benefits payable to him in his capacity as Whole-time Director of the Company, Mr. M. P. Vijay Kumar does not have any other pecuniary relationship, directly or indirectly, with the Company, its promoters, directors or managerial personnel.</p> <p>Mr. Vijay Kumar is not related to any Director or Key Managerial Personnel of the Company within the meaning of the provisions of the Companies Act, 2013.</p>
III.	Other information:	Details
1.	Reasons for loss or inadequate profits	Not applicable for the relevant financial year 2025-26.

2.	Steps taken or proposed to be taken for improvement	<p>The Company continues to focus on improving operational efficiencies, optimizing costs, expanding its enterprise customer base, strengthening digital infrastructure capabilities, increasing service offerings, enhancing utilization levels and improving margins through strategic business initiatives and operational excellence.</p> <p>The Company is also undertaking various measures including technology upgrades, process automation, prudent financial management to improve overall performance and profitability.</p>
3.	Expected increase in productivity and profits in measurable terms	<p>The Company expects improvement in operational performance and profitability driven by growth in network-centric business.</p> <p>The measures undertaken by the Company are expected to contribute positively towards revenue growth, improved EBITDA margins, enhanced productivity and sustainable long-term profitability.</p>

Other Disclosure relating to Directors seeking re-appointment / confirmation of remuneration as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings:

Name of the Director	Mrs. Vegesna Bala Saraswathi	Mr. M. P. Vijay Kumar
DIN	07237117	05170323
Designation	Director	Director
Category	Non-Executive	Whole-time Director
Date of Birth / Age	August 8, 1964, 61 Years	30 th September 1969, 56 Years
Date of appointment	July 22, 2015	November 14, 2022
Qualification	Commerce Graduate	B. Com, FCA, FCMA and FCS
Experience	10 years	30 years
Expertise in specific functional area	Finance Controller of ServerWorks Corporation, USA.	Possesses extensive expertise in the field of finance, with over two decades of experience as a Chief Financial Officer and having served on the boards of leading listed entities.
Directorship held in other companies	1) Raju Vegesna Infotech & Industries Private Limited 2) Ramanand Core Investment Company Private Limited 3) Sify Infinit Spaces Limited 4) Sify Digital Services Limited	1) Wheels India Limited-Independent Director 2) Heritage Foods Limited-Independent Director 3) ONGC Petro Additions Limited - Independent Director 4) Geojit Investments Limited - Independent Director 5) Mahindra and Mahindra Limited- Independent Director
Number of memberships / chairmanships of Committee of other companies	<u>M/s. Sify Infinit Spaces Limited:</u> a) Audit Committee - Member b) CSR Committee- Chairman c) Stakeholder Relationship Committee- Member	<u>M/s. Wheels India Limited:</u> a) Audit Committee-Chairman b) Risk Management Committee- Member <u>M/s. Heritage Foods Limited:</u>

		<p>a) Nomination & Remuneration Committee-Chairperson b) Audit Committee-Member c) Management Committee - Member</p> <p><u>M/s. Geojit Investments Limited:</u> a) Nomination & Remuneration Committee-Member b) Audit Committee-Member</p> <p><u>M/s. Mahindra and Mahindra Limited:</u> a) Audit Committee-Chairman b) Risk Management Committee- Member</p>
Number of shares held in the Company as on 31 st March, 2026	Nil	Nil
Inter-se relationship with any other director or Key Managerial Personnel of the Company	Spouse of Mr. Raju Vegesna, Managing Director of the Company	Not related to any director or KMP of the Company
Terms and conditions of appointment	As agreed at the time of appointment	
Details of remuneration sought to be paid	Nil	Rs. 500 lakhs per annum or 5% of the Net Profits of the Company in any financial year as per section 198 of the Companies Act, 2013.
Details of remuneration last drawn	Nil	Rs. 2.08 crores
Number of meetings of the Board attended during the year	5	5



SIFY TECHNOLOGIES LIMITED
(CIN: U72200TN1995PLC050809)

Registered Office: Second Floor, TIDEL Park, No 4, Canal Bank Road,
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,
Canal Bank Road, 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 **Wednesday, July 15, 2026, at 3:00 p.m. at the Registered Office of the Company** and at any adjournment thereof in respect of such resolutions 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, 2026, 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, 2026, 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
4	To approve the re-appointment of M/s Manohar Chowdhry & Associates, Chartered Accountants, as Statutory Auditors of the Company for a second term of 5 (five) consecutive years

Special Business:	
5	Approval under Section 185 of Companies Act, 2013 for the proposal to advance loan(s), give guarantee(s) and/or to provide security(ies) to M/s. Sify Infinit Spaces Limited, a subsidiary company
6	Approval under Section 186 of Companies Act, 2013 for the proposal to advance loan(s), give guarantee(s) and/or to provide security(ies) to M/s. Sify Infinit Spaces Limited, a subsidiary company
7	Approval of Remuneration payable to Mr. M P Vijay Kumar (DIN: 05170323), Whole-time Director of the Company
8	To ratify the remuneration payable to Cost Auditor of the Company for the financial year 2026-27

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.

ADDRESS OF AGM VENUE:

**Second Floor, TIDEL Park,
No. 4, Canal Bank Road,
Taramani, Chennai – 600113. Tamil Nadu.**

ROUTE MAP TO THE AGM VENUE

