



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 Fourth Annual General Meeting of Sify Technologies Limited will be held on Monday, September 14, 2020 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, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in the place of Ms Vegesna Bala Saraswathi (DIN 07237117), who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

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 Sections 149, 161, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 of the Companies Act, 2013, Mr Ananda Raju Vegesna (DIN 01598346), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on May 5, 2020 and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take such steps as may be deemed necessary to give effect to this Resolution and matters incidental thereto.

4. 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 recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the provisions of Section 196 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Part I of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr Ananda Raju Vegesna (DIN 01598346), be and is hereby reappointed as the Executive Director of the Company for a further period of Five years with effect from June 22, 2020.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 read with Part II of Schedule V of the Companies Act, 2013, Articles of Association of the Company and the recommendations of the Nomination and Remuneration Committee, the Board of Directors and such other approvals as may be required, approval of the shareholders of the Company be and is hereby accorded to pay such remuneration viz. Salary, Perquisites, Commission etc. as the Board or Committee thereof may deem fit to Mr Ananda Raju Vegesna, the Executive Director of the Company.

RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby also accorded to the Board of Directors or Committee thereof that where in any Financial Year, the Company has no or inadequate profits, then the remuneration be paid to the Executive Director in accordance with the limits specified in (A) of Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors or Committee thereof be and are hereby also authorised to fix the salary, perquisites, commission etc. in consultation with Mr Ananda Raju Vegesna, take all such actions and give all such directions or do all such acts, deeds, matters and things as may be necessary in this regard.

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with Companies (Management and Administration) Rules, 2014, the provisions of the Memorandum and Articles of Association of the Company, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this Resolution), to sell / transfer / dispose off its Data Center Business together with all specified tangible and

intangible assets, including Land, Building, Plant and Machinery and other assets, liabilities and interests thereof including identified Employees, Licences, Regulatory Approvals, Permits, Contracts, Intellectual Property Rights in relation to the Undertaking with effect from 1st April 2020 or such other date as may be decided by the Board of Directors of the Company for such consideration whether in cash or shares or debt or a combination thereof as the Board may deem appropriate, arrived at based on the Book Value of the Assets and Liabilities of the undertaking as per the latest Audited Financials of the Company, as a "Going Concern" and by way of a Slump Sale Basis or in any other manner as the Board may deem fit in the interest of the Company, to M/s Sify Infinit Spaces Limited (SISL), a Wholly-owned Subsidiary Company for a consideration of Rs 500 crores (Rupees Five Hundred Crores Only) on such terms and conditions as more appropriately defined in the Business Transfer Agreement proposed to be executed by the Company with SISL.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to Business Transfer Agreement, Definitive Agreements, Deed of Assignment / Conveyance and other ancillary documents and to do all such other acts, deeds, matters and things as they may deem fit and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments.

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with Companies (Management and Administration) Rules, 2014, the provisions of the Memorandum and Articles of Association of the Company, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this Resolution), to sell / transfer / dispose off its Technology Integration Business, Application Integration Services, Cloud and Managed Services Businesses, together with all specified tangible and intangible assets, including Land, Building, Plant and Machinery and other assets, liabilities and interests thereof including identified Employees, Licences, Regulatory Approvals, Permits, Contracts, Intellectual Property Rights in relation to the

Undertaking with effect from 1st April 2020 or such other date as may be decided by the Board of Directors of the Company for such consideration whether in cash or shares or debt or a combination thereof as the Board may deem appropriate, arrived at based on the Book Value of the Assets and Liabilities of the undertaking as per the latest Audited Financials of the Company, as a "Going Concern" and by way of a Slump Sale Basis or in any other manner as the Board may deem fit in the interest of the Company, to M/s Sify Digital Services Limited (SDSL), a Wholly-owned Subsidiary Company for a consideration of Rs 200 crores (Rupees Two Hundred Crores Only) on such terms and conditions as more appropriately defined in the Business Transfer Agreement proposed to be executed by the Company with SDSL.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to Business Transfer Agreement, Definitive Agreements, Deed of Assignment / Conveyance and other ancillary documents and to do all such other acts, deeds, matters and things as they may deem fit and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments.

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 23, 42, 71 and all 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, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactments thereof for the time being in force, as amended, Rules, Regulations, Guidelines, Notifications, clarifications and Circulars, if any, prescribed by the Government of India, Reserve Bank of India, the Securities Contracts (Regulation) Act, 1956, or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum and the Articles of Association of the Company, the Board of Directors of the Company/ any Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution, the consent of the shareholders be and is hereby accorded to the Board to make offer(s) or invitation(s) to subscribe the Secured / Unsecured & Listed / Unlisted Redeemable Non-Convertible Debentures in one or more series, denominated in Indian Rupees or in any Foreign Currency including but not limited to subordinated Debentures, Bonds, and / or other Debt Securities, etc. ("NCD's")

on a Private Placement Basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the members up to Rs.150 crores (Rupees One Hundred Fifty Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board / Committee, be and is hereby authorized to determine and consider terms that are proper and most beneficial to the Company including, without limitation, the terms of issue including the class of investors to whom the NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/ discount, listing, utilization of the issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds / documents / undertakings/ agreements / papers / writings, as may be required in this regard and matters connected there with or incidental there to.

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

RESOLVED THAT in supersession of the Resolution passed at the Twenty First Annual General Meeting of the shareholders of the Company held on July 6, 2017, consent of the Company be and is hereby accorded under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors to borrow moneys for meeting the exigencies of the business from time to time either from Company's Banks, or any other Banks, Financial Institutions, Non-Banking Financial Companies or other Lending Institutions, notwithstanding that the money(s) so borrowed together with the sums already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves (reserves not set apart for any specific purpose), provided that the aggregate of amounts so borrowed and outstanding at any one time shall not exceed an amount of Rs.1,200 crores (Rupees One Thousand Two Hundred Crores Only).

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and to execute all such documents or writing as they may deem necessary, usual, requisite or proper for the purpose of giving effect to the above resolution.

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

RESOLVED THAT in supersession of the earlier Resolution passed at the Twenty First Annual General meeting of the Shareholders held on July 6, 2017 the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to pledge, mortgage and / or charge by the Board of Directors and/or Committee of Directors of the Company, by way of charge on all the immovable and movable properties of the Company in favour of the Banks, Financial Institutions, Non-Banking Financial Companies, any other lenders or other lending institutions or person or persons

and / or to secure any Debentures issued and / or that may be issued and all other moneys payable by the Company to the lenders concerned, within the overall limit of Rs. Rs.1,200 crores (Rupees One Thousand Two Hundred Crores Only).

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and to execute all such documents or writing as they may deem necessary, usual, requisite or proper for the purpose of giving effect to the above resolution.

10. 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 2020-21 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 is 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 5, 2020

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 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.sifytechnogeis.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.3 to 10 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. August 10, 2020 shall be entitled to vote at the Meeting.
11. M/s ASA & Associates LLP, Chartered Accountants, Chennai, (ICAI Registration No. 009571N) were re-appointed as the Statutory Auditors of the Company at the Annual General Meeting held on July 4, 2016 to hold office for a period of 5 years till the conclusion of the Twenty Fifth Annual General Meeting subject to the

ratification at every Annual General Meeting. However, the Companies (Amendment) Act, 2017 notified on May 7, 2018, has dispensed with the requirement of ratification at every Annual General Meeting. Hence, the item for ratification for appointment of Auditors was not included in the AGM Notice.

The Auditors confirmed that they continue to fulfil the criteria for appointment as Auditor of the Company as prescribed under the Act and the Rules framed thereunder.

12. 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 & 4

Reappointment of Mr Ananda Raju Vegesna as a Director and Executive Director

Mr Ananda Raju Vegesna was initially appointed as the Executive Director of the Company for a period of three years on June 22, 2007 without any remuneration from the Company. He was reappointed as the Executive Director of the Company for a further period of Five years with effect from June 22, 2010 and again reappointed for another period of Five years effective June 22, 2015 without any remuneration from the Company. His current tenure expired on June 21, 2020 and is due for reappointment.

As the AGM could not be held before the expiry of his tenure as Executive Director, pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors at their Meeting held on May 5, 2020, has appointed him as an Additional Director (Executive) under Section 161 of the Companies Act, 2013, effective June 22, 2020, which has to be regularized by the shareholders at this Annual General Meeting as a Director of the Company liable to retire by rotation under Section 152(2) of the Companies Act, 2013

Considering the commendable services rendered and valuable contributions made by him during the last Thirteen years in connection with the acquisition and development of Data Centres at Noida, Rabale and Hyderabad, the Nomination and Remuneration Committee has recommended his reappointment for a further period of five years effective June 22, 2020 on such remuneration as may be decided by the Committee and Board in due course subject to statutory approvals, if any, required.

Pursuant to Section 160 (1) of the Companies Act, 2013, the Company has received a Notice in writing proposing the appointment of Mr Ananda Raju Vegesna as a Director of the Company. However, consequent to the Companies (Amendment) Act, 2017, the requirement of deposit of Rs.1,00,000/- shall not apply, where such appointment is recommended by the Nomination and Remuneration Committee or the Board of Directors.

The remuneration that may be finalised by the Committee shall be in compliance with the provisions of Section 197 read with Part II of Schedule V of the Companies Act, 2013.

In case, the Company has no or inadequate profits, then the remuneration shall be paid to him in accordance with the limits specified in (A) of Section II of Part II of Schedule V of the Companies Act, 2013.

Mr Ananda Raju Vegesna, a Graduate in Science, brings with him rich experience in developing and building infrastructural facilities to the Information Technology, Manufacturing and Service Industries and setting up units in Software Technology Parks for domestic as well as export markets.

He is well known for his expertise in the field of Real Estate, Administration and Public Relations. He is the Director of Infinity Satcom Universal Private Limited, Raju Vegesna Infotech & Industries Limited and other Group Companies.

The above reappointment is subject to the approval of the shareholders at this Annual General Meeting. As the above appointment is in line with the provisions of Section 161(1), 196 & 197 and the terms and conditions stipulated in the Schedule V to the Companies Act, 2013, approval of the Central Government is not required.

Memorandum of interest

Mr Ananda Raju Vegesna is interested in the item as it relates to his reappointment.

In addition, Mr Raju Vegesna, Managing Director, is also interested in the reappointment of Mr Ananda Raju Vegesna, being his brother.

Based on the information available to the Company, no other Director, Key Managerial Personnel of the Company and none of their relatives are interested or concerned in the Resolution set out in Item No. 3 & 4.

Your Directors recommend the Ordinary Resolution set out under Item No 3 and Special Resolution set out under Item No 4 for your approval.

Item No. 5 & 6

Sale of Business Undertakings

The Company is principally engaged in the Telecom Business which is highly capital intensive and subject to regulatory controls. The Management has carried out a comprehensive review of the business, changing economic scenario and its future growth possibilities. Based on the review and recommendation, the Board of Directors has proposed to transfer the Data Center Business, Technology Integration and Application Integration, Cloud and Managed Services together with all specified tangible and intangible assets, including Land, Building, Plant and Machinery and other assets, liabilities and interests thereof including identified Employees, Licences, Regulatory Approvals, Permits, Contracts, Intellectual Property Rights in relation to the Undertaking with effect from 1st April 2020 or such other date as may be decided by the Board of Directors of the Company for such consideration whether in cash or shares or debt or a combination thereof as the Board may deem appropriate, arrived at based on the Book Value of the Assets and Liabilities of the undertaking as per the latest audited financial of the Company, on "Going Concern" and by way of a slump sale basis or in any other manner as the Board may deem fit in the interest of the Company to the following Wholly-owned Subsidiary Companies on such terms and conditions as more appropriately defined in the Business Transfer Agreement proposed to be executed by the Company with the Subsidiaries:

Name of the Company	Nature of Business to be transferred	Consideration in INR (crores)
Sify Infinit Spaces Limited, a Wholly-owned Subsidiary Company	Data Center Services	500.00
Sify Digital Services Limited, a Wholly-owned Subsidiary Company	Cloud and Managed Services, Application Integration services and Technology Integration Services	200.00

The rationale for transferring these businesses is to enable the Company to focus on its Telecom Business. Other businesses will consequently get better focus with Independent Management to take advantage of the huge untapped potentials prevailing in the market including attracting interested potential Investors for scaling up the business.

The Board of Directors at its meeting held on May 5, 2020 had approved the proposal to transfer the undertaking by way of slump sale as above on a going concern basis on the terms and conditions as referred in this explanatory statement, and which is subject to the approval of the shareholders and other concerned authorities.

Accordingly, the Company is proposing to transfer the above businesses along with all the Employees, Assets and Liabilities including all the Contracts, Consents, Goodwill, Licences, Permits, Intellectual Property Rights and approvals of the above businesses, as a "going concern" and by way of a slump sale through sale and transfer including but not limited to Business Transfer Agreements, definitive agreements and by executing incidental documents such as Memorandum, Deed of Assignment or through such other documents as may be determined by the Board of Directors.

The sale of the said Undertaking will not have any impact on the Company's existing businesses.

The Board of Directors and the Management are of the opinion that the above proposal is in the best interest of the Company by enabling the Company to concentrate on its other businesses, thus enhancing the overall value, which would benefit the shareholders and hence recommends the Resolutions for your approval.

Memorandum of interest

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution.

Your Directors recommend the Special Resolution set out under Item No 5&6 for your approval.

Item No. 7

As per section 42 of the Companies Act, 2013 read with the rules framed there under, a Company offering or making an invitation to subscribe to Non-Convertible Debentures

(NCDs) on a private placement basis, is required to obtain the prior approval of the shareholders by way of a Special Resolution. Such an approval by way of Special Resolution can be obtained once a year for all offers and invitations made for such NCDs during the year.

For expansion and diversification of business, the Company plans to raise funds through the issue of NCDs to Corporates and FIIs on Private Placement Basis not exceeding Rs.150 crores within the overall borrowing limits of the Company, within a period of one year from the date of this Resolution.

The Directors recommend the Resolution at Item No. 7 of the accompanying notice for the approval of the members of the Company by way of Special Resolution to authorize the Board of Directors to issue NCDs upto Rs. 150 crores within a period of one year.

Memorandum of interest

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this Resolution

Item No. 8 & 9

Enhancement of Borrowing Powers of the Company

The shareholders of the Company had earlier authorized the Board of Directors to borrow monies and to create charge on the assets of the Company upto a limit of Rs.1,000 crores at any time.

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may require additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions NBFCs and/or any other Lending Institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence, it is proposed to increase the maximum borrowing limits upto Rs.1,200 crores (Rupees One Thousand Two Hundred Cores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital and its free reserves of the Company at any one time except with the consent of the members of the Company in a General Meeting.

In order to facilitate securing the borrowings made by the Company, it would be necessary to create charge on the whole or substantially whole of the undertaking of the Company. In terms of Section 180(1)(a) of the Companies Act, 2013, approval of the Shareholders is required to create such charge on the assets of the Company.

Memorandum of interest

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution.

Your Directors recommend the Special Resolutions set out under Item No.8 & 9 for your approval.

Item No. 10

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 2020-21 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 2020-21.

Memorandum of interest

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution.

Your Directors recommend the Ordinary Resolution set out under Item No 10 for your approval.

Chennai
May 5, 2020

By Order of the Board
For Sify Technologies Limited

V Ramanujan
Company Secretary