



# Sify Infinit Spaces Limited

(CIN: U74999TN2017PLC119607)

Registered Office: 2<sup>nd</sup> Floor, TIDEL Park,

No. 4, Rajiv Gandhi Salai, Taramani,

Chennai-600 113

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## NOTICE

Notice is hereby given that the Eighth (8<sup>th</sup>) Annual General Meeting ("AGM") of the members of Sify Infinit Spaces Limited will be held on Wednesday, July 30, 2025 at 11.00 A.M. at the Registered Office of the Company situated at 2<sup>nd</sup> Floor, TIDEL Park, No. 4, Rajiv Gandhi Salai, Taramani, Chennai-600 113, 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 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 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 Resolution as an **Ordinary Resolution:**

**RESOLVED THAT** in accordance with the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, Mrs. Vegesna Bala Saraswathi (DIN: 07237117), who retires by rotation and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company, 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** dividend of ₹ 1,50,41,096/- (Rupees One Crore Fifty Lakhs Forty- One Thousand Ninety-Six Only) being the Preferential Dividend of 6% per annum for

5,00,00,000 Compulsorily Convertible Preference Shares (CCPS) of ₹ 10/- each paid from April 01, 2024 to September 30, 2024 be and is hereby noted and confirmed.

**RESOLVED FURTHER THAT** a final dividend of ₹ 1,49,58,904/- (Rupees One Crore Forty Nine Lakhs Fifty Eight Thousand Nine Hundred Four Only) being the Preferential Dividend of 6% per annum for 5,00,00,000 Compulsorily Convertible Preference Shares (CCPS) of ₹ 10/- each for the period from October 01, 2024 to March 31, 2025 be and is hereby declared and approved and the same be paid to M/s. Sify Technologies Limited whose name appear in the register of members as on April 1, 2025 as per the provisions of the Companies Act, 2013.

### 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 Sections 196, 197, 198, 203 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 amendment(s) thereto or re-enactment(s) thereof for the time being in force] and subject to such other approvals as may be required and on the basis of recommendation of Nomination and Remuneration Committee and approval of the board of directors, Mr Chintaluri Venkata Rajeswara Rao (DIN: 02624863) be and is hereby re-appointed as a Whole-time Director of the Company for a period of five years with effect from April 1, 2025 and be paid remuneration by way of salary, allowances, perquisites and commission on the terms and conditions as set out below with liberty and authority to the Board of Directors [which term shall include the Nomination and Remuneration Committee ("the Committee")] to alter and vary the terms and conditions of the said appointment from time to time as it may deem fit within the scope of the Act and in the event of inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites, amenities, facilities,

incentive and retirements benefits to Mr Chintaluri Venkata Rajeswara Rao be paid in accordance with Section II of Part II of Schedule V of the Act.

#### Remuneration:

- a. Effective May 1, 2025, Mr Chintaluri Venkata Rajeswara Rao be paid remuneration by way of salary, perquisites, incentive, allowances and other benefits during his tenure as a Whole-time Director, as may be determined by the Committee and the Board from time to time and subject to the approval of the members, as may be required.
- b. The above remuneration shall be inclusive of the variable pay by way of performance linked incentive to be paid as per the rules of the Company in force from time to time as may be determined by the Committee.
- c. The overall remuneration shall not exceed ₹ 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 of 5 years.

#### Retirement benefits:

- a. Contribution to Provident Fund, and Gratuity as per rules of the Fund / Scheme in force from time to time.
- b. Encashment of leave as per the rules of the Company in force from time to time.

#### General:

Notwithstanding anything to the contrary herein contained, wherein any financial year during the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and retirement benefits to Mr Chintaluri Venkata Rajeswara Rao as may be determined by the Board or the Committee, in accordance with the provisions of Section 197 read with Schedule V of the Act.

#### Other terms of appointment:

- A. The terms and conditions of the said appointment as may be altered and varied from time to time by the Board, as it may, in its absolute discretion deem fit, irrespective of the limits stipulated under Schedule V of the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board of Directors and the Whole-time Director, subject to such approvals as may be required.
- B. Mr Chintaluri Venkata Rajeswara Rao will be subject to all other service conditions as applicable to any other employee of the Company.

#### Reimbursement:

Mr Chintaluri Venkata Rajeswara Rao 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 Chintaluri Venkata Rajeswara Rao will not be entitled to any sitting fees for attending meetings of the Board or the Committee thereof.

#### Employee Stock Option

Mr Chintaluri Venkata Rajeswara Rao is entitled to the Employee Stock Option Plan.

#### Retirement by rotation:

Mr Chintaluri Venkata Rajeswara Rao shall not be liable to retire by rotation during his tenure of office as a Whole-time Director.

#### Alteration and variation in terms:

During the tenure of the above re-appointment, the Board of Directors including the Committee, shall have the authority to alter or vary the terms and conditions of re-appointment including remuneration payable to Mr Chintaluri Venkata Rajeswara Rao as per the provisions of the Act.

The perquisites and allowances together with the salary payable as aforesaid shall be restricted to and subject to the applicable overall maximum ceiling set out in Section 197 read with Schedule V of the Companies Act, 2013 or any amendments or modifications that may be made thereto by the Central Government in that behalf from time to time.

**RESOLVED FURTHER THAT** the Board of Directors including the Committee be and is hereby authorised to take such steps as may be necessary for obtaining necessary approvals – statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

**RESOLVED FURTHER THAT** Mr D J Poornasandar, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, and things as may be necessary, including filing of necessary forms with the Ministry of Corporate Affairs and other regulatory authorities, for the purpose of giving effect to the foregoing 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 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 Nomination & Remuneration Committee and Board of directors, 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 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** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mrs Padmaja Chunduru (DIN: 08058663) be paid such fees and commission as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board of Directors and Mr D J Poornasandar, 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.

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 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 Nomination & Remuneration Committee and Board of directors, Dr Ram Sewak Sharma (DIN: 02166194), who was appointed as an Additional Director of the Company designated as an Independent Director by the Board of Directors 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 June 20, 2025.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Dr Ram Sewak Sharma (DIN: 02166194) be paid such fees and commission as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board of Directors and Mr D J Poornasandar, 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 Sections 23, 42, 62, 71 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 and 18 of Companies (Share Capital and Debentures) Rules, 2014, approval of the members be and is hereby accorded to the Company for issue and allotment of 25,00,000 (Twenty Five Lakhs Only) 6% Unsecured Compulsorily Convertible Debentures (CCDs) of the Company having a face value of ₹ 100/- (Rupees One Hundred Only) each for cash at par to M/s Sify Technologies Limited, Holding Company, amounting to ₹ 25,00,00,000 (Twenty-Five Crores only) through preferential allotment.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, Mr Ganesh Sankararaman, Chief Financial Officer and Mr D J Poornasandar, Company Secretary, be and are hereby severally authorized to negotiate, approve and finalise, sign, execute and deliver documents and do all acts in relation to the issuance of CCDs including but not limited to the following:

- (i) approve of, decide on, and finalize the terms and conditions applicable to the CCDs, including but not limited to pricing, and to vary any of the above-specified terms;
- (ii) determine the date of opening and closing of the CCD Issue and the period for which the aforesaid issue will remain open;
- (iii) finalize the date of allotment of the CCDs to the Debenture Holders;

- (iv) deal with the appropriate regulatory authorities in connection with the CCD Issue including but not limited to SEBI, Registrar of Companies, Reserve Bank of India, Ministry of Corporate Affairs, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited;
- (v) negotiate, sign, execute, file, amend, supplement, issue and deliver all documents, instruments, papers, applications, notices in relation to the CCD Issue, to which it is a party, including but not limited to the Debenture Subscription Agreement and KYC documents and any other document designated as a Transaction Document by the Debenture Holders.

(The documents referred above are hereinafter collectively referred to as the "Transaction Documents" and includes such other agreements, deeds, undertakings, power of attorney, indemnity and documents as may be required by the Subscribers including any amendments/modifications to any of the executed agreements or documents, or as may be stipulated in connection with the CCDs and all other documents, letter(s) of undertakings, declarations, power of attorney, agreements and other papers or documents as may be required in relation to any of the above by any registering authority or governmental authority competent in that behalf);

- (vi) do all other acts, deeds and things as may be deemed necessary to give effect to the foregoing and the other terms of this Resolution.
- (vii) to sign all the agreements, documents as may be necessary, required or expedient in this regard.
- (viii) deal with the appropriate regulatory authorities in connection with the Debenture Issue including but not limited to SEBI, Registrar of Companies, Reserve Bank of India, Ministry of Corporate Affairs, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited;
- (ix) negotiate, sign, execute, file, amend, supplement, issue and deliver all documents, instruments, papers, applications, notices in relation to the CCDs Issue, to which it is a party, including but not limited to the Debenture Subscription Agreement and KYC documents and any other document designated as a Transaction Document by the Debenture Holder. (the documents referred above are hereinafter collectively referred to as the "Transaction Documents" and includes such other agreements, deeds, undertakings, power of attorney, indemnity and documents as may be required by the Subscribers including any amendments/modifications to any of the executed agreements

or documents, or as may be stipulated in connection with the CCDs and all other documents, letter(s) of undertakings, declarations, power of attorney, agreements and other papers or documents as may be required in relation to any of the above by any registering authority or governmental authority competent in that behalf);

- (x) do all other acts, deeds and things as may be deemed necessary to give effect to the foregoing and the other terms of this Resolution.
- (xi) to sign all the agreements, documents as may be necessary, required or expedient in this regard.

**RESOLVED FURTHER THAT** the Board of Directors, Mr Ganesh Sankararaman, Chief Financial Officer and Mr D J Poornasandar, 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.

9. 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 204 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, the approval of the members be and is hereby accorded for appointment of M/s M Damodaran & Associates LLP, Practicing Company Secretaries (Firm Registration No. L2019TN006000) (PR No: 3847/2023) as the Secretarial Auditors of the Company for a period of five (5) consecutive financial years commencing from the financial year April 01, 2025 to March 31, 2030 on a remuneration as mutually decided by the Company in consultation with the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors and Mr D J Poornasandar, 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.

By Order of the Board  
For **Sify Infinit Spaces Limited**  
sd/

Place: Chennai  
Date: June 21, 2025

**D J Poornasandar**  
Company Secretary

## 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 Folio No.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out all material facts in respect of Item No. 3, 5 to 9 is annexed hereto.
4. Corporate Members intending to send their authorised representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the Meeting.
5. The dividend recommended by the Board of Directors, if declared at the Meeting will be paid to M/s. Sify Technologies Limited whose names appear in the register of members as on April 1, 2025 as per the provisions of the Companies Act, 2013 after deductions of applicable taxes on or after the date of the Annual General Meeting.
6. The copy of this notice shall be displayed on the website of the Company i.e. [www.sifyinfinitspaces.com](http://www.sifyinfinitspaces.com).
7. 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 AGM of the Company. The said request for inspection of documents can be send to Mr D J Poornasandar, Company Secretary at [poornasandar.jayaraman@sifycorp.com](mailto:poornasandar.jayaraman@sifycorp.com).
8. 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 shall be kept open for inspection by the members and shall be made accessible to any person attending the meeting.
9. Pursuant to the Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from the dividend paid at the prescribed rates, if the dividend amount exceeds ₹ 5,000/-. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.
10. As your Company is a Wholly Owned Subsidiary, it is exempted from providing route map to the venue of AGM.

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

### Item No. 3: Re-appointment of Mrs Vegesna Bala Saraswathi (DIN: 07237117) whose period of office is liable to determination by retirement of directors by rotation.

Pursuant to Section 152 (6) and the Articles of Association of the Company, Mrs Vegesna Bala Saraswathi, who has been longest in the office is liable to retire by rotation, being eligible, she proposes herself for re-appointment.

#### Other Disclosure relating to Directors seeking appointment/ re-appointment as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings

Date of Birth / Age	August 8, 1964 / 61 years
Qualification	Graduate in Commerce
Experience	Vegesna Bala Saraswathi served as Finance Controller of ServerWorks Corporation and is presently the Director of the Raju Vegesna Foundation. Today, she guides the foundation in its multiple welfare activities, both in India and the U.S.
Terms and conditions of appointment or re-appointment	Liable to retire by rotation. No remuneration and sitting fees is payable.
Details of remuneration sought to be paid	Nil
Details of remuneration last drawn	Nil
Date of first appointment on the Board	January 28, 2021
Number of shares held in the Company as on March 31, 2025	Nil
Inter-se relationship with any other director or Key Managerial Personnel of the Company	Mr Vegesna Ananta Koti Raju – Spouse of Mrs Vegesna Bala Saraswathi.
Directorships held in other Companies (excluding foreign Companies)	1) Sify Technologies Limited 2) Sify Digital Services Limited 3) Raju Vegesna Infotech and Industries Private Limited 4) Ramanand Core Investment Company Private Limited
Memberships or Chairmanships of committees across Companies (excluding foreign Companies)	<b>Sify Technologies Limited:</b> CSR Committee - Chairperson  <b>Sify Infinit Spaces Limited:</b> 1) Audit Committee - Member 2) Nomination and Remuneration Committee - Member 3) CSR Committee – Chairperson 4) Stakeholders Relationship Committee – Member 5) Risk Management Committee - Member
Number of meetings of the Board attended during the year	5

#### Memorandum of interest

Mrs Vegesna Bala Saraswathi, being the appointee and Mr Vegesna Ananta Koti Raju are interested in the said resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the Resolution.

Your Board of Directors of the Company recommend the Ordinary Resolution set out under Item No 3 for your approval.



## Item No. 5: Reappointment of Mr Chintaluri Venkata Rajeswara Rao (DIN: 02624863) as the Whole-time Director of the Company for a period of five years with effect from April 1, 2025 and payment of remuneration

Based on the recommendation of the Nomination and Remuneration Committee (NRC) and the subsequent consideration of the Board of Directors, the proposal for the approval of the re-appointment of Mr Chintaluri Venkata Rajeswara Rao (DIN: 02624863) as the Whole-Time Director (WTD) of the Company and the payment of remuneration is submitted for approval.

The Nomination and Remuneration Committee (NRC) has thoroughly evaluated Mr Chintaluri Venkata Rajeswara Rao's performance and his significant contributions to the Company. After such evaluation, the NRC recommends his re-appointment as WTD, with the proposed remuneration structure outlined below.

The Shareholders are hereby informed that Mr Chintaluri Venkata Rajeswara Rao was initially appointed as the Whole-Time Director of the Company on January 28, 2021, for a term of five years, in compliance with the provisions of the Companies Act, 2013, and with the approval of the shareholders. At the time of his appointment, Mr Chintaluri Venkata Rajeswara Rao was an employee of Sify Technologies Limited, the holding company, and he did not draw any remuneration from the Company.

The Company is now undertaking corporate actions in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). In line with these actions and to ensure a well-defined role for Mr Chintaluri Venkata Rajeswara Rao, the Board of Directors proposes to re-appoint him as the Whole-Time Director of the Company, effective April 01, 2025, for a further term of five years.

This re-appointment shall include remuneration effective May 1, 2025, as per the provisions of the Companies Act, 2013, and applicable SEBI regulations, subject to the approval of the shareholders at the Annual General Meeting (AGM).

Further pursuant to Section 160 (1) of the Act, a notice in writing along with the deposit amount of ₹ 1,00,000/- is required to be given by a member who is proposing the appointment of Mr Chintaluri Venkata Rajeswara Rao as a Whole Time Director of the Company. However, consequent to the Companies (Amendment) Act, 2017, the requirement of deposit shall not apply in case of appointment of a director recommended by the Nomination and Remuneration Committee.

### Other Disclosure relating to Directors seeking appointment/ re-appointment as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings

Date of Birth / Age	April 2, 1960 / 65 years
Qualification	Graduate degree in law
Experience	<p>A veteran of the aviation industry and an seasoned operations leader, C R Rao occupies the office of the Chief Operating Officer at Sify. Starting out as Head of Human Resources, his acumen as trained lawyer and his networking skills quickly thrust him into the pivotal role of COO when the company was shifting to high gear in the Data Center and Network spaces.</p> <p>His indefatigability to address and assuage bureaucracy and clients alike has been instrumental in the timely delivery of Data Centers in multiple geographies to different sets of clients. He has also been responsible for scaling up both the bench and active resources according to the demands of multiple contracts. In his over two decades of setting the direction for the Operations team, he has been instrumental in cross functional engagement of resources across multiple projects.</p> <p>An ardent technology adopter who views it as a productive tool, he has spearheaded the implementation of automation across internal processes that has resulted in a significant uptick in ROI per employee.</p>
Terms and conditions of appointment or re-appointment	As proposed in the resolution
Details of remuneration sought to be paid	The overall remuneration shall not exceed ₹ 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 of 5 years.
Details of remuneration last drawn	Nil
Date of first appointment on the Board	November 20, 2017
Number of shares held in the Company as on March 31, 2025	Nil
Inter-se relationship with any other director or Key Managerial Personnel of the Company	Not Applicable

Directorships held in other Companies  
(excluding foreign Companies)

- 1) Sify Digital Services Limited
- 2) Sify Data and Managed Services Limited
- 3) SKVR Software Solution Private Limited
- 4) Ramanand Core Investment Company Private Limited
- 5) KKAAR Farms and Developers Private Limited
- 6) Raju Vegesna Properties (India) Private Limited
- 7) Raju Vegesna Infotech and Industries Private Limited
- 8) Raju Vegesna Developers Private Limited
- 9) Raju Vegesna Agrofarms and Estates Private Limited
- 10) Anantha Koti Raju Developers Private Limited
- 11) Satya Sravanthi Agrofarms Private Limited
- 12) V.A.L.S. Developers Private Limited
- 13) Village Inns (India) Private Limited
- 14) V.R.R. Shelters Private Limited
- 15) V.R.R. Agrotech Private Limited
- 16) V.A.R. Agrotech Private Limited

Memberships or Chairmanships of committees  
across Companies (excluding foreign  
Companies)

**Sify Infinit Spaces Limited:**

- 1) CSR Committee - Member
- 2) Risk Management Committee – Member
- 3) Stakeholders Relationship Committee - Member

Number of meetings of the Board attended  
during the year

5

### Memorandum of interest

Except, Mr Chintaluri Venkata Rajeswara Rao being the appointee, none of the Directors and Key Managerial Personnel of the Company and his relatives are concerned or interested, financial or otherwise, in the Resolution.

Your Board of Directors seek the approval of the shareholders to ratify the terms of the re-appointment and remuneration of Mr Chintaluri Venkata Rajeswara Rao vide Special Resolution set out under Item No 5.

### Item No. 6: Appointment of Mrs Padmaja Chunduru (DIN: 08058663) as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from October 12, 2024.

Mrs Padmaja Chunduru (DIN: 08058663) was appointed as an Additional Director (Independent) of the Company with effect from October 12, 2024 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, the Additional Director can hold office upto the date of the next Annual General Meeting but is eligible for election as a Director.

The Company has received Declaration from her stating that she meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and she has also given her consent to continue to act as Director (Independent) of the Company, if so appointed by the members.

As per Section 160 of the Companies Act, 2013, a notice in writing along with the Deposit amount of ₹ 1,00,000/- is not applicable for appointment of Independent Director of the Company.

In the opinion of the Board, Mrs Padmaja Chunduru (DIN: 08058663) fulfills the conditions prescribed under the provisions of the Act and the Rules made thereunder for appointment as an Independent Director, and she is independent of the management of the Company.



## Other Disclosure relating to Directors seeking appointment/ re-appointment as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings

Date of Birth / Age	August 2, 1961 / 64 years
Qualification	M. Com (Banking & Finance) & CAIIB
Experience	<p>Mrs Padmaja Chunduru is a seasoned financial services executive with over 40 years of banking and capital markets experience in India and USA. She has led iconic institutions, NSDL (National Securities Depository Ltd.) and Indian Bank as the MD&amp;CEO. As Deputy Managing Director, SBI (State Bank of India) she led digital banking services and also served as the Country Head, US Operations.</p> <p>Mrs Chunduru was also instrumental in NSDL developing and running a DLT Blockchain based platform for Security and Covenant Monitoring of Corporate Debt, a first such initiative in India, an important milestone on their roadmap to listing.</p> <p>As MD &amp; CEO of Indian Bank, Mrs Chunduru successfully steered the merger of 2 PSU Banks. Significant improvement in all key business metrics and the empathetic handling of the cultural integration of two diverse banks became the subject of a case study "Merger of Equals" by Harvard Business School Publishing.</p> <p>Mrs Chunduru has been on Boards of LIC (Life Insurance Corporation of India), NPCI (National Payments Corporation of India), ISSA (International Securities Services Association) and ACG (Asia Pacific Central Depository Group), Institute of International Bankers and Asia Society, New York.</p> <p>Currently she is a member of the Insurance Advisory Committee of IRDAI (Insurance Regulatory and Development Authority of India) and the CCGS Advisory Council, IIMB. (Centre for Corporate Governance and Sustainability, IIM Bangalore)</p> <p>She has been awarded Best CEO (BFSI) for 2021 by Business Today and Best CEO 2021 for Women Leadership by Economic Times. She has been acknowledged as one of the Most Powerful Women (MPW) in Business by Fortune India and Business Today, for the years 2022 and 2023.</p>
Terms and conditions of appointment or re-appointment	Appointed for a period of five consecutive years w.e.f October 12, 2024, not liable to retire by rotation
Details of remuneration sought to be paid	The Company shall pay sitting fees for attending the Board and Committee Meetings, as may be determined by the Board from time to time. The Board may, subject to compliance with the provisions of the Companies Act, 2013, applicable rules, and other relevant regulations, revise or modify the remuneration as it deems appropriate.
Details of remuneration last drawn	The Company has paid Sitting Fees of ₹ 8,25,000 (Rupees Eight Lakhs Twenty Five Thousand only) for attending the Board and Committee meetings
Date of first appointment on the Board	October 12, 2024
Number of shares held in the Company as on March 31, 2025	Nil
Inter-se relationship with any other director or Key Managerial Personnel of the Company	Not Applicable
Directorships held in other Companies (excluding foreign Companies)	<ol style="list-style-type: none"> <li>1) Sify Technologies Ltd</li> <li>2) Bajaj Allianz General Insurance Company Ltd</li> <li>3) Bajaj Allianz Life Insurance Company Ltd</li> <li>4) Brigade Enterprises Ltd</li> <li>5) SBI Ventures Ltd</li> <li>6) The Clearing Corporation of India Ltd</li> <li>7) Atul Limited</li> </ol>

Memberships or Chairmanships of committees across Companies (excluding foreign Companies)

**Sify Technologies Limited:**  
Audit Committee - Member

**Sify Infinit Spaces Limited:**

- 1) Audit Committee - Member
- 2) Nomination and Remuneration Committee - Member
- 3) Corporate Social Responsibility Committee - Member
- 4) Risk Management Committee - Chairperson

**SBI Ventures Limited**

Audit Committee- Member  
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**

- 1) Audit Committee- Member

Number of meetings of the Board attended during the year

3

Justification for choosing the appointee for appointment as Independent Director

As provided in the Experience above.

### Memorandum of interest

Except, Mrs Padmaja Chunduru being the appointee, none of the Directors and Key Managerial Personnel of the Company and her relatives are concerned or interested, financial or otherwise, in the Resolution

Your Directors recommend the Ordinary Resolution set out under Item No 6 for your approval.

### Item No. 7: Appointment of Dr Ram Sewak Sharma (DIN: 02166194) as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from June 20, 2025.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee (NRC), had, by a resolution passed through circulation on June 20, 2025, appointed Dr Ram Sewak Sharma (DIN: 02166194) as an Additional Director (Independent) of the Company with effect from June 20, 2025, in accordance with the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

Dr Ram Sewak Sharma (DIN: 02166194) shall hold office as an Additional Director up to the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as an Independent Director for a term of five consecutive years.

The Company has received Declaration from him stating that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and he has also given his consent to continue to act as Director (Independent) of the Company, if so appointed by the members.

As per Section 160 of the Companies Act, 2013, a notice in writing along with the Deposit amount of ₹ 1,00,000/- is not applicable for appointment of Independent Director of the Company.

In the opinion of the Board, Dr Ram Sewak Sharma (DIN: 02166194) fulfills the conditions prescribed under the provisions of the Act and the Rules made thereunder for appointment as an Independent Director, and he is independent of the management of the Company.

## Other Disclosure relating to Directors seeking appointment/ re-appointment as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings

Date of Birth / Age	October 1, 1955 / 69 Years
Date of appointment	June 20, 2025
Qualification	<ul style="list-style-type: none"> <li>• M. Sc (Maths) - IIT, Kanpur</li> <li>• M. Sc (Computer Science) University of California</li> <li>• PhD - IIT New Delhi</li> </ul>
Experience	<p><b>Dr. R.S. Sharma</b> is a retired member of the prestigious Indian Administrative Service (IAS) from the 1978 batch, with a celebrated career spanning over four decades in various roles across the Government of India and State Governments.</p> <p>Throughout his service, Dr. Sharma has been a pioneer of reforms and an advocate of digital transformation, contributing significantly to shaping India's policies in Information and Communication Technologies (ICT) and leading administrative modernization. In his most recent role as the <b>CEO of the National Health Authority (NHA)</b> (February 2021 to January 2023), Dr. Sharma was responsible for the implementation of Ayushman Bharat - Pradhan Mantri Jan Arogya Yojana (AB-PMJAY), the world's largest health insurance scheme. In addition, he spearheaded the Ayushman Bharat Digital Mission (ABDM), laying the groundwork for a Digital Public Infrastructure (DPI) for India's health sector.</p> <p>During the COVID-19 crisis, Dr. Sharma played a pivotal role as the <b>Chairman of the Empowered Group on Vaccine Administration (EGVAC)</b> and a member of the National Expert Group on Vaccination (NEGVAC). As <b>Chairman of the Telecom Regulatory Authority of India (TRAI)</b> from August 2015 to September 2020, Dr. Sharma drove a consumer-centric approach, working to ensure widespread, affordable access to telecom and broadcasting services across India.</p> <p>On the international stage, Dr. Sharma contributed to the <b>International Telecommunication Union (ITU)</b>, where he was actively involved in publications and initiatives, including the Digital Identity Roadmap Guide and the Business Model of Telcos.</p> <p>Prior to TRAI, Dr. Sharma served as <b>Secretary, Department of Electronics and Information Technology</b> in the Government of India, where he was instrumental in implementing Digital India, a national initiative aimed at transforming India into a digitally empowered society and knowledge economy. Key digital products championed during his tenure included Digital Locker, eSign, Electronic Know Your Customer (eKYC), the Online Reservation System (ORS) in hospitals, and Jeevan Pramaan for issuing digital life certificates for pensioners.</p> <p>As <b>Chief Secretary of Jharkhand</b> in 2013-2014, Dr. Sharma provided leadership across the state's administrative apparatus, overseeing law enforcement, criminal justice, and public welfare initiatives.</p> <p>Dr. Sharma is renowned for his role as <b>Director General and Mission Director of the Unique Identification Authority of India (UIDAI)</b> from 2009 to 2013. Working closely with Mr. Nandan Nilekani, he was instrumental in the design and implementation of Aadhaar, now the world's largest biometric identity system, providing unique IDs to over a billion Indian residents.</p> <p>Earlier in his career, Dr. Sharma held key positions in the <b>Department of Economic Affairs</b> (1995-2000), where he shaped infrastructure financing policies for projects in railways, ports, airports, and highways.</p> <p>He has received <b>numerous awards and recognitions</b> during his career. Significant among these are Distinguished Alumnus Award of IIT Kanpur (2016), Voice and Data "Telecom Person of the Year" award for his role in balancing the interests of the telecom industry and consumers – 2019, Voice &amp; Data Lifetime Achievement Award – 2022 and Economic Times Telecom Award for Lifetime Achievement – 2022.</p> <p>He is also a Distinguished Visiting Professor at the Indian Institute of Technology (IIT), Kanpur, where he teaches courses on Technology, Regulation and Public Policy.</p> <p>He is a Member of the Advisory Council of Open Network for Digital Commerce (ONDC) and a Member of the International Advisory Group, Center for Open Societal Systems (COSS).</p> <p>Dr. Sharma holds a Ph.D. from the Indian Institute of Technology, Delhi, a master's in computer science from the University of California, USA, a master's in mathematics from IIT Kanpur, and a bachelor's degree in law, reflecting his strong academic foundation in both technology and law.</p>

Expertise in specific functional area	<ul style="list-style-type: none"> <li>Former Chairman - Telecom Regulatory Authority of India</li> <li>Secretary to Government of India - Dept of Electronics and Information Technology</li> <li>Director General and Managing Director of Unique Identification Authority of India (UIDAI)</li> </ul>
Directorships held in other Companies (excluding foreign Companies)	<ol style="list-style-type: none"> <li>Sify Technologies Limited</li> <li>Voith Paper Fabrics India Limited</li> <li>Pantomath Trustee Private Limited</li> <li>Tanla Digital (India) Private Limited</li> <li>Tanla Digital Labs Private Limited</li> <li>Valuefirst Digital Media Private Limited</li> <li>Karix Mobile Private Limited</li> <li>Tanla Platforms Limited</li> <li>IITK Foundation for Medical Research and Technology</li> </ol>
Memberships or Chairmanships of committees across Companies (excluding foreign Companies)	<p><b>Sify Technologies Limited:</b> Audit Committee-Member Nomination and Remuneration Committee-Member</p> <p><b>Sify Infinit Spaces Limited:</b> Audit Committee-Member Nomination and Remuneration Committee-Member Stakeholder Relationship Committee-Member</p> <p><b>Voith Paper Fabrics India Limited:</b> Audit Committee - Member</p> <p><b>Tanla Platforms Limited:</b>  <ol style="list-style-type: none"> <li>Audit Committee - Member</li> <li>Nomination and Remuneration Committee - Member</li> <li>Stakeholders Relationship Committee - Member</li> <li>CSR Committee - Chairperson</li> <li>Risk Management Committee - Member</li> </ol> </p>
Number of shares held in the Company as on 31 <sup>st</sup> March, 2025	Nil
Inter-se relationship with any other director or Key Managerial Personnel of the Company	Not applicable
Terms and conditions of appointment or re-appointment	Appointed for a period of five consecutive years w.e.f June 20, 2025, not liable to retire by rotation
Details of remuneration sought to be paid	The Company shall pay sitting fees for attending the Board and Committee Meetings, as may be determined by the Board from time to time. The Board may, subject to compliance with the provisions of the Companies Act, 2013, applicable rules, and other relevant regulations, revise or modify the remuneration as it deems appropriate.
Details of remuneration last drawn	Nil
Number of meetings of the Board attended during the year	Not Applicable
Justification for choosing the appointee for appointment as Independent Director	As provided in the Experience above.

### Memorandum of interest

Except Dr Sharma, being the appointee, 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.

Your Directors recommend the Ordinary Resolution set out under Item No 7 for your approval.

### Item No. 8: Approval for preferential issue of Unsecured Compulsorily Convertible Debentures.

The Shareholders of the Company are hereby informed that the Company has been actively engaged in the expansion of its Data Center operations across various locations, including Mumbai, Noida, Chennai, Bangalore, and Hyderabad. The Company is currently exploring opportunities to acquire additional land in these cities to further bolster its expansion

initiatives. In addition, the Company is collaborating with several developers to integrate green power into its Data Centers, which will necessitate equity investments into the respective projects.

In light of the foregoing, the Company requires additional funding to support its ongoing expansion plans.

Pursuant to Clause 12.12.1 of the Debenture Subscription Agreement executed by the Company with M/s Kotak Special Situation Fund ("KSSF") and M/s Kotak Data Center Fund ("KDCF"), it is stipulated that any Promoter Group Company or any of its subsidiaries may, at its discretion, further capitalize the Company by subscribing to additional capital in the form of Compulsorily Convertible Debentures ("CCDs") at a valuation either equal to or higher than the valuation established by KSSF and KDCF.

Therefore, the Company proposes raising the requisite funding by issuing Compulsorily Convertible Debentures (CCDs) to M/s. Sify Technologies Limited, the Holding Company, up to a total amount of ₹ 25,00,00,000/- (Rupees Twenty-Five Crores only). In this regard, the Company will be required to execute a Debenture Subscription Agreement with Sify Technologies Limited.

In terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the Company furnishes the following information in accordance with the Companies (Share Capital and Debentures) Rules, 2014:

S. No.	Particulars	Details				
1	Particulars of Offer	issue and allot up to 25,00,000 (Twenty Five Lakhs Only) 6% Unsecured Compulsorily Convertible Debentures (CCDs) of the Company having a face value of ₹ 100/- (Rupees One Hundred Only) each for cash at par aggregating to ₹ 25,00,00,000/- (Rupees Twenty Five Crores Only) to M/s Sify Technologies Limited (STL) on a Preferential Allotment Basis.				
2.	Mode of Allotment	As given below				
Name of Instrument Holder	Instrument Type	No. of Units	Face Value of Instrument (₹)	Paid up Value per Instrument (₹)	Paid up Capital (₹)	
Investor CCD	Compulsorily convertible unsecured debentures	25,00,000	100	100	25,00,00,000	
3	Date of Passing of Board Resolution	April 18, 2025				
4	Purpose and Object of the Offer	For further business expansion				
5	Kind of Securities offered	6% Unsecured Compulsory Convertible Debentures				
6	Price at which Security is being offered	The Debentures are being offered at a face value of ₹ 100/- per Debenture				
7	Amount which the Company intends to raise by way of such securities	₹ 25,00,00,000/- (Rupees Twenty-Five Crores only)				
8	Terms of issue, including terms and rate of dividend on each share, etc.	6% unsecured CCD. The same will be converted at the option of the Company or will be automatically converted into Equity on the date of maturity.				
9	Principal terms of assets charged as securities	NA				
10	Relevant date with reference to which the price has been arrived at	NA				
11	The class or classes of persons to whom the allotment is to be made	Company				
12	Intention of Promoters / Directors / KMP to subscribe to the offer	Sify Technologies Limited, the Holding Company is the allottee to the offer				
13	Proposed time within which the allotment shall be completed	No later than 15 (fifteen) days from the receipt of funds.				
14	Change in control if any, in the Company that would occur consequent to the preferential offer	No change in control of the Company would occur consequent to this preferential allotment.				
15	No. of persons to whom allotment on preferential basis have already been made during the year, in terms of securities as well as price	NA				

16	Pre-issue and post issue shareholding pattern of the company	The details are given below:
17	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made;	NA, as the CCDs are issued at face value. The Valuation will be undertaken by the Company at the time of conversion of CCD.
18	Name and Address of valuer who performed valuation.	NA.

#### Details of the shareholding pattern on the Execution Date

Name of Instrument Holder	Instrument Type	No. of Units	Face Value of Instrument (₹)	Paid up Value per Instrument (₹)	Paid up Capital (₹)
Sify Technologies Limited	Equity Shares	51,01,31,127	10	10	510,13,11,270
Sify Technologies Limited	Preference shares	5,00,00,000	10	10	50,00,00,000
Kotak Special Situations Fund – Series 1 CCDs	Compulsorily Convertible unsecured Debentures	2,00,00,000	100	100	200,00,00,000
Kotak Special Situations Fund – Series 2 CCDs	Compulsorily Convertible unsecured Debentures	2,00,00,000	100	100	200,00,00,000
Kotak Data Center Fund – Series 4	Compulsorily Convertible unsecured Debentures	4,80,00,000	100	100	480,00,00,000
Kotak Data Center Fund – Series 4	Compulsorily Convertible unsecured Debentures	1,20,00,000	100	100	120,00,00,000
Sify Technologies Limited - 1	Compulsorily Convertible unsecured Debentures	1,00,00,000	100	100	100,00,00,000
Sify Technologies Limited - 2	Compulsorily Convertible unsecured Debentures	22,50,000	100	100	22,50,00,000
Sify Technologies Limited - 3	Compulsorily Convertible unsecured Debentures	1,00,00,000	100	100	100,00,00,000

#### Details of the shareholding pattern on the Closing Date

Name of Instrument Holder	Instrument Type	No. of Units	Face Value of Instrument (₹)	Paid up Value per Instrument (₹)	Paid up Capital (₹)
Sify Technologies Limited	Equity Shares	51,01,31,127	10	10	510,13,11,270
Sify Technologies Limited	Preference shares	5,00,00,000	10	10	50,00,00,000
Kotak Special Situations Fund – Series 1 CCDs	Compulsorily Convertible unsecured Debentures	2,00,00,000	100	100	200,00,00,000
Kotak Special Situations Fund – Series 2 CCDs	Compulsorily Convertible unsecured Debentures	2,00,00,000	100	100	200,00,00,000
Kotak Data Center Fund – Series 4	Compulsorily Convertible unsecured Debentures	4,80,00,000	100	100	480,00,00,000
Kotak Data Center Fund – Series 4	Compulsorily Convertible unsecured Debentures	1,20,00,000	100	100	120,00,00,000
Sify Technologies Limited - 1	Compulsorily Convertible unsecured Debentures	1,00,00,000	100	100	100,00,00,000
Sify Technologies Limited - 2	Compulsorily Convertible unsecured Debentures	22,50,000	100	100	22,50,00,000
Sify Technologies Limited - 3	Compulsorily Convertible unsecured Debentures	1,00,00,000	100	100	100,00,00,000
Sify Technologies Limited - 4	Compulsorily Convertible unsecured Debentures	25,00,000	100	100	25,00,00,000

The above issue is fully governed by the terms and conditions contained in the Debenture Subscription Agreement.

#### Memorandum of interest

Mr Raju Vegesna and Mrs Vegesna Bala Saraswathi being the common directors of the Company are concerned or interested, financial or otherwise, in the Resolution.

The Board of Directors of the Company recommend the Special Resolution at Item No. 8 of the accompanying Notice, for the approval of the Members of the Company.



**Item No. 9: Appointment of M/s M Damodaran & Associates LLP, Practicing Company Secretaries as the Secretarial Auditors of the Company for a period of five (5) consecutive financial years effective from April 01, 2025**

The Board of Directors of the Company at its meeting held on April 18, 2025 considered and approved the proposal for voluntary appointment of M/s M Damodaran & Associates LLP, Practicing Company Secretaries (Firm Registration No. L2019TN006000) (PR No: 3847/2023), as the Secretarial Auditor of the Company for a period of five (5) consecutive financial years commencing from the financial year 1<sup>st</sup> April 2025 to 31<sup>st</sup> March 2030.

Though the Company is in compliance with the provisions of Section 204 of the Companies Act, 2013 for appointment of Secretarial Auditors, in order to ensure good corporate governance and in the spirit of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors proposed voluntarily to appoint a Secretarial Auditor for a term of five years.

The Secretarial Auditor shall carry out the audit as per the applicable provisions of the Companies Act, 2013 and SEBI regulations, and submit their Secretarial Audit Report in Form MR-3 annually.

**Memorandum of interest**

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors of the Company recommend the Ordinary Resolution at Item No. 9 of the accompanying Notice, for the approval of the Members of the Company.

**Place: Chennai**

Date: June 21, 2025

By Order of the Board  
For **Sify Infinit Spaces Limited**

sd/  
**D J Poornasandar**  
Company Secretary

## Notes

[illegible]



## Sify Infinit Spaces Limited

Regd. Office: TIDEL Park, 2<sup>nd</sup> Floor, 4, Rajiv Gandhi Salai Taramani, Chennai 600 113, India

### ATTENDANCE SLIP

Full Name of the Shareholder (in block letters)

Signature

Folio No.

No. of shares:

DP ID. NA

Client ID. NA

Full Name of the Representative

Signature

**Note:** Shareholders 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.





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 2025**

Corporate Identification Number : U74999TN2017PLC119607  
Name of the Company : Sify Infinit Spaces Limited  
Registered Office Address : 2<sup>nd</sup> Floor, TIDEL Park, 4 Rajiv Gandhi Salai,  
Taramani, Chennai 600 113

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

- Name :  
Address :  
Email Id :  
Signature : Or failing him
- Name :  
Address :  
Email Id :  
Signature : Or failing him
- 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 Eighth Annual General Meeting of the Company, to be held on July 30, 2025 at 11.00 A.M. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Details of the Resolution
<b>Ordinary Business</b>	
1	Approval of Standalone Audited Financial statements for the year ended March 31, 2025
2	Approval of the consolidated Audited Financial Statements for the year ended March 31, 2025
3	Re-appointment of Mrs Vegesna Bala Saraswathi (DIN: 07237117) whose period of office is liable to determination by retirement of directors by rotation
4	Declaration of Preference Dividend
<b>Special Business</b>	
5	Re-appointment of Mr Chintaluri Venkata Rajeswara Rao (DIN: 02624863) as the Whole-time Director of the Company for a period of five years with effect from April 01, 2025 and payment of remuneration
6	Appointment of Mrs Padmaja Chunduru (DIN: 08058663) as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from October 12, 2024
7	Appointment of Dr Ram Sewak Sharma (DIN: 02166194) as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from June 20, 2025
8	Approval for preferential issue of Unsecured Compulsorily Convertible Debentures
9	Appointment of M/s M Damodaran & Associates LLP, Practicing Company Secretaries as the Secretarial Auditors of the Company for a period of five (5) consecutive financial years effective from April 01, 2025

Signed this June 21, 2025.

Signature of the Shareholder

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.**

