



HINDUJA

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of Cyqure India Private Limited will be held on Thursday, 19th December, 2024 at 4:00 PM at Tower-C, Plot C-21, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 to transact the following business:

SPECIAL BUSINESS

1. To consider and, if thought fit, to pass, with or without modification the following resolution as Special resolution:

“RESOLVED THAT pursuant to provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, including any enactment, re-enactment or modifications thereof, Mrs. Kanchan U Chitale (DIN: 00007267) who was appointed as Additional Director by the Board of Directors of the company at their meeting held on October 18, 2024, be and is hereby appointed as Director of the Company not liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to Sections 149, 150, 152 and other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013, to the extent applicable to the company, and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company, approval of the Company be and is hereby given for the appointment of Mrs. Kanchan U Chitale (DIN: 00007267), as an Independent Director of the Company to hold office for the first term of 5 (Five) consecutive years w.e.f. October 18, 2024 up to October 17, 2029.

FURTHER RESOLVED THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution”.

2. To consider and, if thought fit, to pass, with or without modification the following resolution as Special resolution:

“RESOLVED THAT pursuant to provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, including any enactment, re-enactment or modifications thereof, Mr. Prashant Asher (DIN: 00274409) who was appointed as Additional Director by the Board of Directors of the company at their meeting held on October 18, 2024, be and is hereby appointed as Director of the Company not liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to Sections 149, 150, 152 and other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013, to the extent applicable to the company, and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company, approval of the Company be and is hereby given for the appointment of Mr. Prashant Asher (DIN: 00274409), as an Independent Director of the

CYQURE INDIA PVT. LTD.

CIN : U72900MH2017PTC294484

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Company to hold office for the first term of 5 (Five) consecutive years w.e.f. October 18, 2024 up to October 17, 2029.

FURTHER RESOLVED THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution”.

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), approval of the shareholders be and is hereby given for the appointment of M/s. G. D. Apte & Co. (Firm Registration No-100515W) Chartered Accountants, as Statutory Auditors of the Company with effect from November 15, 2024, to fill the casual vacancy caused by the resignation of M/s. Shah & Modi Firm Registration No-112426W), and that they shall hold the office of the Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting and the Board of Directors or Audit Committee of Board is authorised to fix their remuneration in consultation with them and re-imburse any out-of-pocket expenses, as may be incurred by them, in connection with the statutory audit and other services as may be rendered by them from time to time.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

4. 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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) or any re-enactments thereof, read with Schedule V to the Act, consent of the Company be and is hereby accorded to the appointment Mr. Sudeep Goswami as Manager as defined under Section 2(53) of the Companies Act, 2013 for a period of 3 years with effect from 14th November 2024 upon the terms and conditions as set out in the Explanatory Statement (which shall form part hereof) annexed to the Notice convening this meeting, with liberty to the Board of Directors or Nomination and Remuneration Committee to revise the remuneration from time to time up to Rs. 3,00,00,000/- or such other higher limits as applicable under the Companies Act, 2013.”

“RESOLVED FURTHER that Mr. Sudeep Goswami, as a Manager, shall work under the superintendence, control and directions of the Board of Directors of the Company.”

“RESOLVED FURTHER that any Director of the Company and Company Secretary be and are hereby severally authorised to sign and execute relevant documents, forms, returns as may be necessary in this regard.”

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For and on behalf of the Board

SD/-

Lineesh James
(ACS No.21646)

Company Secretary & Compliance Officer

Place: Mumbai

Date: 27th November, 2024

Registered Office

Tower-C, Plot C-21, G-Block
Bandra Kurla Complex, Bandra (East)
Mumbai - 400051.

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NOTES

1. The explanatory statement as required under section 102(1) of the Companies Act, 2013 is attached hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint Proxy to attend and vote instead of himself on a poll only. The Proxy need not be a member of the Company. Proxy forms should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.

Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Members are requested to register their e-mail address, including changes therein from time to time, with the Company to service various notice, reports, documents etc. to the Members in electronic mode.
4. Members/Proxies are requested to bring the Attendance Slip duly filled in.
5. In terms of the requirements of the Secretarial Standards - 2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved and notified by the Central Government, Route Map and Landmark for the location of the aforesaid meeting is enclosed.
6. Details regarding appointment and re-appointment of Directors as required under Secretarial Standards - 2 are given as annexure.

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ANNEXURE TO THE NOTICE
(Explanatory statement under section 102(1) of Companies Act, 2013)

ITEM NO. 1

The Company has issued and allotted non-convertible debentures of face value of INR 1,00,000 (Indian Rupees One Lakh only) each and aggregating up to INR 3,000,00,00,000 (Indian Rupees Three Thousand Crores only) ("Debentures") pursuant to debenture trust deed dated September 14, 2024, entered into between the Company and Catalyst Trusteeship Limited, Debenture Trustee. The Debentures are listed on Bombay Stock Exchange with effect from September 20, 2024.

Being a High Value Listed Company, Corporate Governance requirements under Regulations 16 to 27 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have become applicable to the company including requirement regarding appointment of Independent Directors. According to Regulation 25(2A), the appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

The Board of Directors at their meeting held on October 18, 2024 has appointed Mrs. Kanchan U Chitale as Independent Director, subject to approval of shareholders by Special resolution.

The Board recommends Resolution No.1 for your approval by way of Special Resolution.

Except Mrs. Kanchan U Chitale no Director, Manager and Key Managerial Personnel or their relatives are in anyway interested or concerned in the proposed resolution.

Brief profile of Mrs. Kanchan U. Chitale and Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is attached as Annexure 1.

ITEM NO. 2

The Company has issued and allotted non-convertible debentures of face value of INR 1,00,000 (Indian Rupees One Lakh only) each and aggregating up to INR 3,000,00,00,000 (Indian Rupees Three Thousand Crores only) ("Debentures") pursuant to debenture trust deed dated September 14, 2024, entered into between the Company and Catalyst Trusteeship Limited, Debenture Trustee. The Debentures are listed on Bombay Stock Exchange with effect from September 20, 2024.

Being a High Value Listed Company, Corporate Governance requirements under Regulations 16 to 27 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have become applicable to the company including requirement regarding appointment of Independent Directors. According to Regulation 25(2A), the appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

The Board of Directors at their meeting held on October 18, 2024 has appointed Mr. Prashant Asher as Independent Director, subject to approval of shareholders by Special resolution.

The Board recommends Resolution No. 2 for your approval by way of Special Resolution.

Except Mr. Prashant Asher, no Director, Manager and Key Managerial Personnel or their relatives are in anyway interested or concerned in the proposed resolution.

Brief profile of Mr. Prashant Asher and Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is attached as Annexure 2.

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Item No. 3

M/s. Shah & Modi, Chartered Accountants (FRN.112426W) vide Letter dated November 14, 2024 tendered their resignation as Statutory Auditors with effect from November 15, 2024, due to prior commitments in other assignments and resource constraints. The same was noted by the Audit Committee and the Board of Directors at their meeting held on November 14, 2024.

This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of M/s. G. D. Apte & Co. (Firm Registration No-100515W) as the Statutory Auditors of the Company with effect from November 15, 2024, to fill the casual vacancy caused by the resignation of M/s. Shah & Modi. Accordingly, shareholders' approval by way of ordinary resolution is being sought.

M/s. G. D. Apte & Co. (Firm Registration No-100515W), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if approved by the Shareholders, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

The Board recommends Resolution No.3 for your approval by way of Ordinary Resolution.

No Director, Manager and Key Managerial Personnel or their relatives are in anyway interested or concerned in the proposed resolution.

Item No. 4

Mr. Sudeep Goswami, is serving as a Director on the Board of the Company with effect from November 10, 2021.

Pursuant to the recommendation of the Nomination & Remuneration Committee, Mr. Sudeep Goswami was appointed as Manager under the Companies Act, 2013 of the Company for a period of 3 years at the meeting of the Board of Directors of the Company held on November 14, 2024.

Mr. Goswami is a B.E in Mechanical and possesses an MBA degree. He has over 35 years of work experience in various MNC Banks. Mr. Goswami has been working with Hinduja Group of companies since August, 2009.

In accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 the particulars of remuneration are detailed hereunder with liberty to the Board or any Committee thereof to revise the remuneration of Mr. Sudeep Goswami from time-to-time upto a limit of Rs. 3,00,00,000/- or such other higher limits as prescribed under Companies Act, 2013.

The main terms and conditions of appointment of Mr. Sudeep Goswami as Manager is given below:

PERIOD OF APPOINTMENT: 3 years with effect from November 14, 2024.

REMUNERATION:

1. Basic salary along with perquisites, allowances and retirals of Rs.1,43,70,268/- (Rupees One Crore Forty-three Lacs Seventy Thousand Two Hundred and Sixty-Eight only) per annum

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2. One-time pay up to Rs. 28,74,096/- (Rupees Twenty-Eight Lacs Seventy-Four Thousand and Ninety-six only) per annum, upon annual assessment of performance.

The Board recommends Resolution No.4 for your approval by way of Ordinary Resolution.

Except Mr. Sudeep Goswami, no Director, Manager and Key Managerial Personnel or their relatives are in anyway interested or concerned in the proposed resolution.

For and on behalf of the Board
SD/-

Lineesh James
(ACS No.21646)

Company Secretary & Compliance Officer

Place: Mumbai

Date: 27th November, 2024

Registered Office

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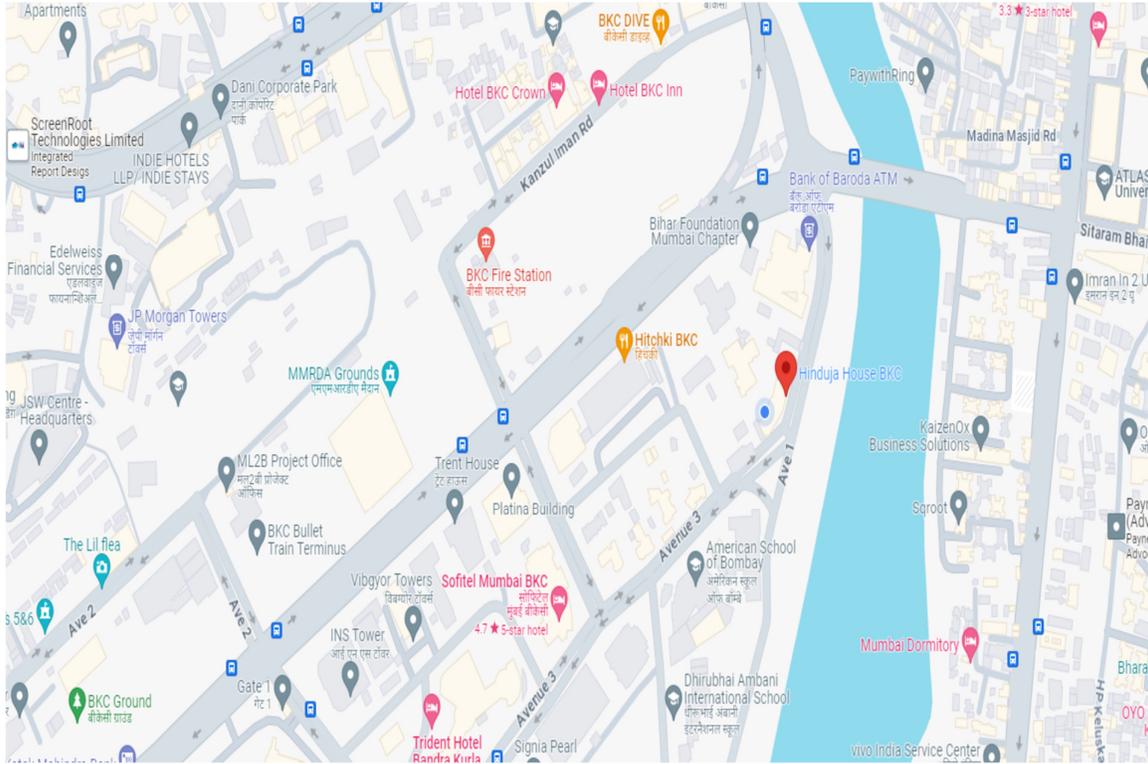


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ROUTE MAP

CYQURE INDIA PVT. LTD.

Plot C-21, Tower C, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051



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Brief resume of Directors and Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Director seeking appointment

(Annexure 1)

Sr. No	Particulars	Details
1.	Name of Person	Mrs. Kanchan Uday Chitale
2.	Date of Birth (Age)	19/12/1952 (71 years)
3.	Residential Address	Flat No. 1204, Navdurga CHS Ltd., Govandi Station Road, Deona, Chembur, Mumbai - 400088
4.	Date of Appointment	October 18, 2024
5.	Expertise in Specific Functional area	Finance, Accountancy and Audit
6.	Experience	More than 45 years
7.	Brief Resume	Mrs. Kanchan U. Chitale, was in-charge for project finance and appraisals at State Financial Corporation dealing for eight years. During this period, Mrs. Chitale handled overseas project assignment. She is specialized in bank audits, Corporate Internal Audits and Systems & Management Audits. She has an experience of 20 years in internal and management audits of corporate enterprises and specialized/concurrent audits and other assignments of commercial banks and financial institutions. She has been in professional practice as a Chartered Accountant since 1984 under the name of "Kanchan Chitale & Associates". She has been an Independent Director of GULF Oil Corporation Limited since October 5, 2009 and Gulf Oil Lubricants India Limited since May 29, 2014. She has been an Independent Non-Executive Director of IndusInd Bank Limited since October 18, 2011 and previously served in same position from January 31, 2003 to September 17, 2007. She serves as an Ex-Vice President of Association of Women Industrialists of Maharashtra (WIMA) from 1992 to 1993. She is a Member of IIM-A Alumni Association and WIMA. She is a Fellow Member of the Institute of Chartered Accountants of India (ICAI). She is a Member of ICAI, Bombay Chartered Accountants Society and Institute of Internal Auditors.
8.	Qualifications	B. Com, FCA.
9.	Terms & conditions of Appointment	Mrs. Kanchan Uday Chitale shall be Independent Director of the Company for Five consecutive years w.e.f. October 18, 2024 up to October 17,

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		2029
10. No. of Board Meetings attended		2
11. List of other Indian Directorships		Hinduja Group Ltd. Harkan Management Consultancy Services Pvt. Ltd. Hinduja Finance Ltd. Hinduja National Power Corporation Ltd. Hinduja Energy (India) Ltd. Finolex Industries Ltd. In Entertainment (India) Ltd. Oneott Intertainment Ltd.
12. Number of Shares held in the Company		NIL
13. Relationship with other Directors		Not related to any of the directors of the Company.

(Annexure 2)

Sr. No	Particulars	Details
1.	Name of Person	Mr. Prashant Khatau Asher
2.	Date of Birth (Age)	17/12/1965 (55 years)
3.	Residential Address	32, Mody Street, Fort, Mumbai- 400001
4.	Date of Appointment	October 18, 2024
5.	Expertise in Specific Functional area	Law
6.	Experience	More than 30 years
7.	Brief Resume	Mr. Prashant Asher, a law graduate has been admitted as a partner of M/s Crawford Bayley & Co. in the year 2000, one of the oldest and leading law firms in Mumbai, India. The firm is a full-fledged service firm which engages in extensive practice in the field of shipping on dry and wet side. Mr. Asher was invited as a speaker at the India Shipping Summit, 2009 and also at the 3rd Asian Maritime Law Conference 2010, Singapore. Further, he has also been a speaker at the 10th Ship Arrested conference, 2013 in Morocco.
8.	Qualifications	Advocate.
9.	Terms & conditions of Appointment	Mr. Prashant Asher shall be Independent Director of the Company for Five consecutive years w.e.f. October 18, 2024 up to October 17, 2029
10.	No. of Board Meetings attended	2

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11.	List of other Indian Directorships/Partnerships	<ul style="list-style-type: none">• Sharp India Ltd.• Hinduja Group Ltd.• Hinduja Realty Ventures Ltd.• Hinduja Healthcare Ltd.• Seenol Finance & Investments Pvt. Ltd.• M/s. Crawford Bayley & Co• Hinduja Energy (India) Ltd.• Hinduja National Power Corporation Ltd.• Hind Filters Ltd.• Hinduja Finance Ltd.• Smt. P D Hinduja Trust• Patel Vijyaben Trusteeship Pvt. Ltd.
12.	Number of Shares held in the Company	NIL
13.	Relationship with other Directors	Not related to any of the directors of the Company.

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