

Ref: 8K/CHN/2020-21/E068

February 05,2021

National Stock Exchange of India Limited Capital Market- Listing, Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai 400 051	BSE Limited 25th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 001
EQ- SECURKLOUD – ISIN NO- INE650K01021	Scrip Code: 512161 - ISIN NO- INE650K01021

Dear Sir/Madam,

Sub: Notice of Extra-Ordinary General Meeting – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI LODR”)

In continuation to our letter dated February 03, 2021 (Ref: 8K/CHN/2020-21/E067) intimating about the approval of Board of Directors for seeking consent of shareholders for the following resolution by way of Extra-Ordinary General Meeting (‘EGM’) (through e-voting)

S. No.	Resolution
1.	<i>Issue of Warrants on Preferential basis.</i>

We wish to inform you that, the Company has duly completed the dispatch of EGM Notice dated February 03, 2021, electronically on Friday, February 05, 2021 to all members whose names appear in the Register of Members/list of Beneficial Owners as per the Depositories received from the Registrar and Share Transfer Agent as on Friday, 29 January, 2021 (Cut-off date). The copy of EGM Notice is enclosed.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing for e-voting facility to all its members.

Commencement of e-voting	From 9:00 hrs (IST) on February 26, 2021 (Friday)
End of e-voting	Upto 17:00 hrs (IST) on February 28, 2021 (Sunday)

The Notice of EGM with the explanatory statement, instructions for e-voting are also available on the website of the Company <https://securekloud.com/investors/announcements/egm-notice.pdf>



SecureKloud Technologies Limited
(Formerly 8K Miles Software Services Limited)

The EGM notice will be published in two newspapers i.e. Business Standard (English) and Makkal Kural (Tamil) pursuant to Regulation 47 of Listing Regulations. The same shall be intimated to Exchange once it is published.

Kindly take the above information on record.

Yours Truly,
For SecureKloud Technologies Limited

G Sri Vignesh
Company Secretary
Membership No: A57475
Encl: a/a

SecureKloud Technologies Limited
(Formerly 8K Miles Software Services Limited)
CIN: L72300TN1993PLC101852

Registered Office: #5, Cenotaph Road, II Floor, Srinivas Towers, Teynampet, Chennai 600 018.

Website: www.SecureKloud.com E-mail: contactus@SecureKloud.com

Phone: 044 – 6602 8000

NOTICE TO MEMBERS

NOTICE is hereby given that an Extra Ordinary General Meeting (“EGM”) of the members of SecureKloud Technologies Limited (formerly 8K Miles Software Services Limited) (“the Company”) will be held on Monday, March 01, 2021 at 9.30 A.M. through Video Conferencing / Other Audio Visual Means (“VC/OAVM”)

SPECIAL BUSINESS

Item No. 1:

Issue of Warrants on Preferential basis.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 23, 42 and Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder (“Companies Act”) read with Rule 13 of Companies (Share Capital and Debenture) Rules, 2014, (“Companies SCD Rules”), Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, (“Companies PAS Rules”) and the regulations framed thereunder subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI (LODR) Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011,(the “Takeover Regulations”) including any statutory modification(s)/ amendments or re-enactment thereof for the time being in force and Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and subject to other applicable rules, regulations and guidelines of the Securities and Exchange Board of India (“SEBI”) and the stock exchanges where the shares of the Company are listed and enabling provisions of the memorandum and articles of association of the Company as amended from time to time and subject to requisite approvals, consents, permissions and / or sanctions if any, of the Government of India, SEBI, Stock Exchanges, Reserve Bank of India and other relevant, statutory, appropriate, governmental authorities or departments, institutions or bodies, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and / or sanctions and which may be agreed to by the Board of Directors of the Company (“Board” which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution) and consent of the members be and is hereby accorded to the Board, to create, offer, issue and allot on a preferential basis 45,00,000 (Forty Five lakh) Warrants (“Preferential Issue of Warrants”), to Mr. Suresh Venkatachari, Promoter and CEO (as defined in the SEBI ICDR Regulations), each

convertible into 1 (one) Equity share of face value Rs. 5/- (Rupees five only) each, fully paid up, in one or more tranches, for cash at a price of Rs. 100/- (Indian rupees One hundred only) each ("Issue Price" which includes a premium of Rs. 95/- per Equity Share), calculated in accordance with Part IV – Regulation 164 of SEBI (ICDR) Regulations, 2018, on such terms and conditions and in such manner, as the Board, may, in its absolute discretion deem fit at such time or times, on behalf of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of the Warrants shall be on the following terms:

- a. An amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrants, as prescribed by Regulation 169 of the SEBI (ICDR) Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of each Equity shares. The balance 75% of the Issue Price shall be payable by the warrant holder(s) upon exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted/ set off against the Issue Price of the resultant Equity Shares.
- b. The issue and allotment of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be in dematerialised form and be governed by the regulations and guidelines, issued by SEBI or any other statutory authority as the case may be, from time to time.
- c. The Equity shares to be issued and allotted by the Company on exercise of the Warrants in the manner aforesaid shall be subject to the memorandum of association and articles of association of the Company and shall rank pari passu in all respects including dividend, if any, with the existing Equity shares of the Company.
- d. The amount received shall be deposited in the Separate Bank Account and can be utilized only after return of allotment is filed accordance with Section 42 of the Companies Act, 2013.
- e. If the entitlement against the Warrants to apply for the equity shares is not exercised within eighteen months from the date of allotment of the Warrants, the Warrants shall lapse and any amount paid on such Warrant shall stand forfeited by the issuer.
- f. Convertible Warrants & the entire pre-preferential equity share holding are subjected to Lock – in as regulation 167 of the SEBI (ICDR) Regulations, 2018 (Part V)
- g. The Warrants by itself until converted into Equity shares of the Company arising out of exercise of such Warrants, do not give any voting rights in the Company in respect of such Warrants.
- h. Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

RESOLVED FURTHER THAT the Warrant shall be issued and allotted by the Company within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the allotment of the Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Government of India, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

RESOLVED FURTHER THAT in accordance with the provision of Chapter V and Regulation 161 of the SEBI (ICDR) Regulations the "Relevant Date" for the purpose of determining the issue price of equity shares of the Company pursuant to the exercise of Warrants, to be issued and allotted shall be Friday, January 29, 2021 i.e. the date 30 days prior to the date on which the resolution is deemed to be passed i.e. Monday, March 01, 2021;

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the Preferential Issue of Warrants is being made in accordance with Chapter V of SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Mr. S. Ravichandran, Whole-time Director, Mr. R. Thyagarajan, Chief Financial Officer, Mr. G. Sri Vignesh, Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares upon exercise of the entitlement attached to Warrants, issuing certificates / clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to proposed Preferential Issue of Warrants, offer and allotment of any of the Warrants, the utilization of the issue proceeds and issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities including application to the Stock Exchanges for obtaining in-principle approval, listing of shares on conversion of the Warrants, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/or such other authorities as may be necessary for the purpose, issuing and allotment of the Warrants, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by above resolutions to any Director(s) or to any Committee of Directors or any other officer(s) of the Company or any other person as the Board may at its absolute discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

Place: Chennai

Date: February 03, 2021

**By order of the Board of Directors of
SecureKloud Technologies Limited**

Sd/-

G Sri Vignesh

Company Secretary & Compliance Officer

Membership No. A57475

Notes:

1. An Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Companies Act, 2013 read together with rules framed thereunder (hereinafter referred to as the 'Act') relating to business to be transacted at the Extra Ordinary General Meeting (hereinafter referred to as 'EGM'), as set out in item no. 1 and relevant details as required under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (the "SEBI ICDR Regulations") and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').
2. The EGM Notice is being sent to all the Members whose name appears as on **January 29, 2021** in the Register of Members/ List of Beneficial Owners, as received from Adroit Corporate Services Private Limited the Registrar and Transfer Agent of the Company.
3. In view of outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has, vide General Circular no. 14/2020 dated 8 April, 2020, General Circular no. 17/2020 dated 13 April, 2020, General Circular no. 22/2020 dated 15 June, 2020 and General Circular no. 33/2020 dated 28 September, 2020 and General circular No. 39/2020 dated 31 December 2020 (collectively 'MCA Circulars'), permitted companies to conduct General Meeting through video conferencing ('VC') or Other Audio Visual Means ('OAVM') and relevant circular issued by the Securities and Exchange Board of India ('SEBI') on holding of meeting through VC or OAVM. In compliance with the MCA and SEBI Circulars and applicable provisions of the Act and Listing Regulations, the EGM of the Company is being convened and conducted through VC/ OAVM. The Notice is being sent to all the members to their email ids as registered with the Company/ RTA
 - a. Considering the MCA Circulars, members who have not registered their email address and in consequence could not receive the notice, may get their email address registered with Company's Registrars and Transfer Agent
 - b. Those members who have already registered their email addresses are requested to keep their email addresses validated with their depository participants/ Adroit to enable servicing of notices and documents electronically to their email address
4. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the EGM is being held through VC, the facility for appointment of proxies by the members will not be available. Hence, proxy form and attendance slip are not attached to this notice.
5. Corporate / institutional shareholders are required to upload in the e-voting portal, the scanned certified true copy (PDF Format) of the board resolution / authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s) or alternatively to e-mail, to the scrutiniser at e-mail, nithya@prowiscorporate.com with a copy marked www.evotingindia.com. The scanned image of the above-mentioned documents should be in the naming format "**SecureKloud – EGM**".

6. Members attending the e-EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The business set out in the notice will be transacted through remote electronic voting system and the Company is also providing facility for voting by electronic means in the EGM held through VC. Detailed instructions and other information relating to access and participation in the EGM, voting in the EGM and remote e-voting is given as an annexure to this notice.
8. All correspondence relating to change of address, e-mail ID, transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the Company may be made to info@adroitcorporate.com, the registrar and share transfer agent (RTA). The members holding shares in dematerialised form may send such communication to their respective depository participant/s (DPs).
9. As an eco-friendly measure intending to benefit the environment and society at large, we request you to be a part of the e-initiative and register your e-mail address to receive all communication and documents including annual reports from time to time in electronic form. Members holding shares in dematerialised form, may send such communication to their respective DPs and those holding shares in physical form, may send such communication to RTA. In compliance with the Circulars, the notice of the EGM is sent only through electronic mode to all those shareholders whose email addresses are registered with the RTA / (DPs).
10. Members may note that all the documents referred to in this Notice and the Statement pursuant to Section 100 of the Companies Act, 2013, will also be available on the Company's website, www.secureKloud.com, website of CDSL: www.evotingindia.com and on the websites of stock exchanges: www.bseindia.com and www.nseindia.com to facilitate online inspection upto the last date for exercising the voting. For any communication, the members may send requests to the Company's e-mail id: cs@secureKloud.com.
11. Members who have not received the EGM Notice by email may send a request on the e-mail id: cs@secureKloud.com by mentioning his/her Folio/DP No. and Client No. for obtaining getting the soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Notice.
12. Each Member's voting rights shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.
13. Only a member holding Equity shares as on the Cut-off Date is entitled to exercise his / her vote through remote e-voting facility only and a person who is not a member as on the aforesaid date should treat this Notice for information purposes only. Cut-off date for the same is **February 22, 2021**. (Cut-off date means the date not earlier than seven day before the date of general meeting, for determining the eligibility to vote by electronics means in general meeting)

14. The board of directors of the Company has Ms. Nithya Pasupathy, Company Secretary in Practice (Membership No. FCS 10601 and C.P. No. 22562) of M/s SPNP & Associates., Practising Company Secretaries, Chennai as the scrutinizer to scrutinize the EGM E-voting in a fair and transparent manner (“Scrutinizer”).
15. The results of the EGM will be declared not later than 48 hours of conclusion of remote e-voting i.e. **on or before Wednesday, March 03, 2021**. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz., www.SecureKloud.com, and website of CDSL: www.evotingindia.com, immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the Company’s shares are listed.
16. As required under the listing regulations, the details pertaining to the EGM shall be published in one English national daily newspaper circulating throughout India (in English language) and one Tamil daily newspaper circulating in Chennai (in vernacular language, i.e. Tamil).

The instructions for shareholders voting electronically are as under:

Pursuant to the provisions of Sections 108 other applicable provisions, if any, of the CA 2013 read with Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, MCA Circulars and any other applicable provisions, if any, the Company has extended E-Voting facility to enable the members to cast their votes electronically through the e-voting services provided by CDSL.

- (i) The e-voting facility will be available during the following period:

Commencement of e-voting	From 9:00 hrs. (IST) on February 26, 2021
End of e-voting	To 17:00 hrs. (IST) on February 28, 2021

The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, if Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) After successful login, you will reach the Company selection screen. Click on the EVSN of SecureKloud Technologies Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT

[Pursuant to the provisions of Section 102 of the Companies Act, 2013]

Item No. 1: Issue of Warrants on Preferential basis

To make investments in our cloud and blockchain platforms, developing BFSI, geographical expansion and support the working capital requirements, the Board considers it desirable to infuse additional equity in the Company.

The Board of Directors at its meeting held on February 3, 2021, after a detailed review of the performance and business plans of the Company and after careful consideration of various fund raising options, decided that it would be in the best interest of the Company to approve the capital infusion by an amount of Rs 45 Crores by way of preferential issue of Convertible Warrants to the Promoter of the Company.

Mr. Suresh Venkatachari, Promoter and CEO [as defined in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendments thereto ("SEBI ICDR Regulations")], agreed to further infuse an amount not more than ₹ 45,00,00,000 (Indian Rupees Forty-Five Crores only), through a preferential issue of convertible Warrants of the Company at price not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations.

The Board of Directors of SecureKloud at its meeting held on February 3, 2021, accorded its approval to offer, issue and allot 45,00,000 (Forty five lakh only) Warrants in the Company, each convertible into 1 (one) Equity share of face value of ₹ 5/- (Indian Rupees Five) each, fully paid up, for cash, at a price of ₹ 100/- (Indian Rupees One hundred only) each ("Issue Price" which includes a premium of Rs. 95/- per Equity Share), aggregating ₹ 45,00,00,000 (Indian Rupees Forty-Five Crores only) respectively.

The proposed Preferential Issue is subject to customary conditions including receipt of shareholders' approval.

Disclosures under Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of SEBI ICDR Regulations, 2018

Particulars	Disclosure
the objects of the issue	To make investments in our cloud and blockchain platforms, developing BFSI, geographical expansion and support the working capital requirements, the Board considers it desirable to infuse additional equity in the Company.
the total number of shares or other securities to be issued	Total number of Convertible Warrants to be issued – 45,00,000 (Forty-five Lakhs)

<p>the price or price band at/within which the allotment is proposed</p>	<p>In accordance with Part IV – Regulation 164 of SEBI (ICDR) Regulations, 2018</p> <ul style="list-style-type: none"> • 45,00,000 convertible warrants are issued at face value of Rs. 100. • On conversion of warrants to Equity shares, the issue price shall be at Rs. 100 (Face value – Rs. 5 and Premium at Rs. 95) • Warrants shall be exercised within a period of 18 (eighteen) months from the date of allotment, in one or more tranches. • The proposed issue of Equity shares upon exercise of warrants would be within the limits of the existing authorised capital of the Company.
<p>basis on which the price has been arrived at along with report of the registered valuer</p>	<p>The price has been calculated in accordance with Part IV – Regulation 164 of SEBI (ICDR) Regulations, 2018.</p> <ul style="list-style-type: none"> • The Equity Shares of the Company are listed on both National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). • the equity shares listed on the NSE are frequently traded and trading volume at NSE is higher, the minimum issue price of Warrants has been calculated with reference to NSE. The minimum price per convertible warrant has been computed as ₹100/-. • It is proposed to issue Warrants which are convertible into equivalent number of equity shares of 5/- each (face value) and at an issue price of ₹100/- each.
<p>relevant date with reference to which the price has been arrived at</p>	<p>Relevant date in accordance with Regulation 161 of SEBI ICDR Regulations, 2018 – January 29, 2021</p>
<p>the class or classes of persons to whom the allotment is proposed to be made</p>	<p>Mr. Suresh Venkatachari – Promoter.</p>
<p>intention of promoters, directors or key managerial personnel to subscribe to the offer</p>	<ul style="list-style-type: none"> • The preferential issue is being made, to Mr. Suresh Venkatachari Promoter & CEO of the Company. Therefore, he is interested in the proposal to the extent of the Securities to be issued and allotted to them. • None of the other directors/key managerial personnel of the Company would be subscribing to the preferential issue of Warrants proposed to be issued by the Company
<p>the proposed time within which the allotment shall be completed</p>	<p>The Securities shall be issued and allotted within a period of fifteen (15) days from the date of passing of the Special Resolution, provided that where the allotment of such Securities is pending on account of pendency of any regulatory approval for such allotment, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as</p>

	may be permitted under the applicable SEBI ICDR Regulations as amended from time to time.											
the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<table border="1"> <thead> <tr> <th><i>Name of the allottee</i></th> <th><i>Pre issue details</i></th> <th><i>Post issue details</i></th> </tr> </thead> <tbody> <tr> <td>Mr. Suresh Venkatachari</td> <td>1,11,81,703 shares.</td> <td>1,56,81,703 shares.</td> </tr> <tr> <td></td> <td>36.64 % Shareholding.</td> <td>44.78 % Shareholding.</td> </tr> </tbody> </table>			<i>Name of the allottee</i>	<i>Pre issue details</i>	<i>Post issue details</i>	Mr. Suresh Venkatachari	1,11,81,703 shares.	1,56,81,703 shares.		36.64 % Shareholding.	44.78 % Shareholding.
<i>Name of the allottee</i>	<i>Pre issue details</i>	<i>Post issue details</i>										
Mr. Suresh Venkatachari	1,11,81,703 shares.	1,56,81,703 shares.										
	36.64 % Shareholding.	44.78 % Shareholding.										
the change in control, if any, in the Company that would occur consequent to the preferential offer	There will be no change in the Board of Directors and no change in the control over the Company consequent to the issue of Securities as aforesaid											
the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	There was no Preferential Issue made during the year											
the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not applicable											
identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue	Ultimate beneficial owners of the shares proposed to be allotted: Mr. Suresh Venkatachari, Promoter & CEO											

<p>Undertaking and other disclosures</p>	<ul style="list-style-type: none"> • Company shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so. • If the amount payable on account of re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by allottees. • None of the Company, its Directors or Promoter have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations. • The Company is eligible to make the Preferential Issue to its Promoter under Chapter V of the SEBI ICDR Regulations. • During the period, commencing from 1 April 2020 till the date of Notice of this EGM, the Company has not made any preferential issue of Warrants/Equity Shares. • No member of the promoter group of the Company have sold or transferred any Equity Shares during the six months preceding the Relevant Date. • The Company has not made any preferential issue of securities during the current financial
<p>Auditor's certificate & Inspection of Documents:</p>	<p>The certificate from M/s. K. Gopal Rao & Co, Chartered Accountants, Statutory Auditors of the Company, certifying that the above Preferential Issue of Warrants is made in accordance with applicable provisions of the SEBI ICDR Regulations, will be made available for inspection from 10 am to 1 pm on all working days until the date of EGM at the registered office of the Company</p>
<p>Lock in period:</p>	<p>The proposed allotment of Warrants shall be subject to lock-in as per requirements of the SEBI ICDR Regulations for period of one year from the date of allotment. The Equity Shares arising pursuant to exercise of options against each Warrant, to Promoter, shall be subject to 'lock-in' for a period of 3 (three) years from the date of trading approval for such Equity Shares in accordance with Regulation 167 and 168 of the SEBI ICDR Regulations.</p> <p>The entire pre-preferential shareholding of the proposed allottee shall be locked in from the relevant date i.e., Friday, January 29, 2021 and up to a period of six months from the date of allotment of Warrants.</p>
<p>Disclosure about the names of issuer, its Promoters or any of its Directors not appearing in the list of wilful defaulters as issued by RBI.</p>	<p>The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India ("RBI").</p>

Disclosure pursuant to the pre issue and post issue shareholding pattern of the Company:

S. No	Category	Pre issue		Post issue (post conversion of warrants to equity shares)	
		No of Shares held	% of Shareholding	No of Shares held	% of Shareholding
A	Promoters' holding:				
1	Indian:				
	Individual	4,65,000	1.52	4,65,000	1.33
	Bodies Corporate	-	-	-	-
	Sub Total	4,65,000	1.52	4,65,000	1.33
2	Foreign Promoters	1,11,81,703	36.64	1,56,81,703	44.78
	Sub Total (A)	1,16,46,703	38.16	1,61,46,703	46.11
B	Non – Promoters' holding:				
1	Institutional Investors	-	-	-	-
	Foreign Portfolio Investors	20,459	0.07	20,459	0.06
2	Non-Institution:				
	Private Corporate Bodies	3,40,333	1.12	3,40,333	0.97
	Indian Public:				
	<i>Individual share capital upto Rs. 2 Lacs</i>	1,00,14,524	32.82	1,00,14,524	28.60
	<i>Individual share capital more than Rs. 2 Lacs</i>	64,80,266	21.23	64,80,266	18.51
	Others (Including NRIs)	19,24,067	6.30	19,24,067	5.49
	Trust and Clearing Member	91,253	0.30	91,253	0.26
	Sub Total (B)	1,88,70,902	61.84	1,88,70,902	53.89
	Grand Total (A+B)	3,05,17,605	100.00	3,50,17,605	100.00

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Warrants to Mr. Suresh Venkatachari, Promoter and CEO and issue, is being sought by way of a “Special Resolution” as set out in the said item no. 1 of the Notice.

Provided that, the aforesaid Preferential Issues would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue are in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item no.1 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives Except Mr. Suresh Venkatachari, Promoter and CEO, are in any way, concerned or interested, financially or otherwise in the said resolution.

Place: Chennai

Date: February 03, 2021

By order of the Board of Directors of
For SecureKloud Technologies Limited
Sd/-
G Sri Vignesh
Company Secretary & Compliance Officer
Membership No. A57475