



**CLOUDTAIL INDIA PRIVATE LIMITED**

**NOTICE OF 10<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 10<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF CLOUDTAIL INDIA PRIVATE LIMITED WILL BE HELD ON THURSDAY, THE 30<sup>TH</sup> SEPTEMBER 2021 AT 10:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT GROUND FLOOR REAR PORTION, H- 9, BLOCK B- 1, MOHAN COOPERATIVE INDUSTRIAL AREA, MATHURA ROAD, NEW DELHI 110044 INDIA TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESS:**

- 1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2021 and the Reports of the Board of Directors and Auditors' thereon:**

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

"**RESOLVED THAT** the Audited Financial Statements of the Company comprising the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss, Cash Flow Statement and Statement of Equity for the Financial Year ended March 31, 2021, together with the notes thereto, Reports of the Board of Directors and Auditors' Report, as circulated to the shareholders and laid before the meeting, be and are hereby received, considered, approved and adopted."

**SPECIAL BUSINESS:**

- 2. To appoint Mr. Amit Ranade (DIN: 08987859) as a Director of the Company:**

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 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amit Ranade (DIN: 08987859) be and is hereby appointed as a Director of the Company, with effect from the date of this Meeting.

**RESOLVED FURTHER THAT** any Director, Chief Financial Officer, Company Secretary of the Company, be and are hereby authorized severally, to do all such acts, deeds, matters and things as may be necessary to give effect to the aforesaid resolution, including without limitation, filing of relevant documents with the Registrar of the Companies."



**Cloudbtail India Private Limited**

**Corporate Office:** Divyasree Chambers, 'B' Wing, 6th & 7th Floor, # 11, O'Shaughnessy Road, Langford Town, Bangalore - 560025  
Karnataka Tel : +91 80 46137777

**Registered Office :** Ground Floor Rear Portion, H-9, Block B-1, Mohan Cooperative Industrial Area, Mathura Road, New Delhi - 110044  
Tel: +91 - 73493 14627, Email : cslegal@cloudbtail.in, Website : www.cloudbtail.in

**CIN : U51909DL2011PTC225840**



**3. To appoint Mr. Ranjit Babu (DIN: 09157894) as a Director of the Company:**

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 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ranjit Babu (DIN: 09157894) be and is hereby appointed as a Director of the Company, with effect from the date of this meeting.

**RESOLVED FURTHER THAT** any Director, Chief Financial Officer, Company Secretary of the Company, be and is hereby authorized severally, to do all such acts, deeds, matters and things as may be necessary to give effect to the aforesaid resolution, including without limitation, filing of relevant documents with the Registrar of the Companies."

**For and on behalf of the Board of Directors of  
Cloudtail India Private Limited**



**Sreenidhi Suresh Kumar** Company

Secretary Membership No:

A27011

Address: 203 A Block Southridge Apartment  
4th Cross Navya Nagar Road Jakkur Layout Near  
Niligiris Bangalore Karnataka 560064

**Date: 17.08.2021**

**Place: Bengaluru**

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**NOTES:**

1. The explanatory statement as required pursuant to the provisions of Section 102(1) of the Companies Act, 2013, in respect of the special business set out above is enclosed hereto and forms a part of this notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY COMPLETED AND SIGNED IN THE ENCLOSED FORM AND FILED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY – EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** 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 Member of the Company.
3. Pursuant to Section 113 of the Companies Act, 2013, Corporate Members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing of the intention to inspect is given to the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection in physical form by the Members during business hours on a working day at the registered office of the Company. All other documents referred to in this Notice and explanatory statement will be available for inspection in physical form by the Members during business hours on a working day at the registered office of the Company.
6. A Form of Proxy is enclosed. The Form of Proxy should be duly filled, signed (by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it) and a revenue stamp of adequate value should be affixed before filing the same with the Company.
7. Members/proxies/authorized representatives are requested to bring the duly filled in Attendance Slip enclosed herewith to attend the meeting.



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8. The Board of Directors of your Company had severally authorized Chairman and/ or Chairperson of the Annual General Meeting to appoint the Scrutinizer at the AGM to conduct the poll, if required, and to take all necessary steps in this regard.

The Scrutinizer shall, if so appointed, shall immediately after the conclusion of voting at the AGM through poll, first count the votes cast during the AGM through poll and make not later than 2 (two) days of conclusion of the AGM, Scrutinizer's Report of the total votes cast, valid votes, votes cast in favor or against, if any, to the Chairperson or a person authorised by him/her in writing, who shall countersign the same.

The result on resolutions to be declared forthwith after getting the report of Scrutinizer and the resolutions will be deemed to be passed on the date of Annual General Meeting subject to receipt of the requisite number of votes in favor of the resolutions.

9. Enclosed the route map and prominent land mark for easy location to the venue of the meeting.



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**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH APPLICABLE SECRETARIAL STANDARD:**

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 2**

This is to inform the members that the Board of Directors' of your Company appointed Mr. Amit Ranade (DIN: 08987859) as an Additional Director of the Company w.e.f. December 19, 2020 and in terms of Section 161 (1) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Amit Ranade (DIN: 08987859) shall hold office as an Additional Director up to the date of forthcoming Annual General Meeting or the last date on which Annual General Meeting should have been held, whichever is earlier.

Accordingly, in terms of the requirements of the section 149, 152, 160, 161 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, approval of the members of the Company is required for the appointment of Mr. Amit Ranade (DIN: 08987859) as a Director of the Company.

In this regard, the Company had received consent from Mr. Amit Ranade (DIN: 08987859) signifying his intention to be appointed as Director of the Company.

In compliance with the provisions of Secretarial Standards, following are the brief particulars of Mr. Amit Ranade (DIN: 08987859):

<b>Particulars</b>	<b>Amit Ranade</b>
Age	43 Years
Qualifications	B.Tech, M.Tech & MS
Experience	18 years in Investment & Advisory
Terms and conditions of appointment	Appointment of Mr. Amit Ranade as Non- Executive Director of the Company.
Amount of remuneration sought to be paid	Nil



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Remuneration last drawn, if applicable	Nil
Date of first appointment on the Board	Appointed as an Additional Director w.e.f. 19.12.2020
Shareholding in the Company	Nil
Relationship with directors / KMPs of the Company	Nil
No. of Meetings of Board attended during the FY 2020-21	2
Other directorship/ membership/ chairmanship of committees of the Board	Other Directorship – 2 Chairmanship of Corporate Social Responsibility Committee of the Board

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company and hence recommends the passing of the proposed resolution in **Item No. 2** of this Notice as an **Ordinary Resolution**.

*None of the Directors, Key Managerial Personnel's or their relatives are concerned or interested in the proposed resolution either financial or otherwise except Mr. Amit Ranade and his relatives.*



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**Item No. 3**

This is to inform the members that the Board of Directors' of your Company appointed Mr. Ranjit Babu (DIN: 09157894) as an Additional Director w.e.f. 1 May 2021 and further designated him as the Managing Director of the Company and in terms of Section 161 (1) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Ranjit Babu (DIN: 09157894) shall hold office as an Additional Director up to the date of forthcoming Annual General Meeting or the last date on which Annual General Meeting should have been held, whichever is earlier.

Also, the Board of Directors of your Company appointed Mr. Ranjit Babu (DIN: 09157894) as the Managing Director & Chief Executive Officer of the Company with effect from 23 April 2021.

Accordingly, in terms of the requirements of the section 149, 152, 160, 161 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, approval of the members of the Company is required for the appointment of Mr. Ranjit Babu (DIN: 09157894) as a Director of the Company.

In this regard, the Company had received consent from Mr. Ranjit Babu (DIN: 09157894) signifying his intention to be appointed as Director of the Company.

In compliance with the provisions of Secretarial Standards, following are the brief particulars of Mr. Ranjit Babu (DIN: 09157894):

<b>Particulars</b>	<b>Ranjit Babu</b>
Age	42 years
Qualifications	Bachelor of Engineering, Electronics & Telecommunication & Post Graduation in Management
Experience	
Terms and conditions of appointment	Same as contained in the letter of appointment as CEO of the Company approved by the Board vide resolution dated 22 <sup>nd</sup> April 2021.



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Amount of remuneration sought to be paid	Same as contained in the letter of appointment as CEO of the Company approved by the Board vide resolution dated 22 <sup>nd</sup> April 2021
Remuneration last drawn, if applicable	2,11,64,589/-
Date of first appointment on the Board	Appointed as Additional Director w.e.f. 01.05.2021; Appointed as Managing Director w.e.f. 01.05.2021 for 3 Years.
Shareholding in the Company	Nil
Relationship with directors / KMPs of the Company	Nil
No. of Meetings of Board attended during the FY 2020-21	Nil
Other directorship/ membership/ chairmanship of committees of the Board	Nil

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company and hence recommends the passing of the proposed resolution in **Item No. 3** of this Notice as an **Ordinary Resolution**.

*None of the Directors, Key Managerial Personnel's or their relatives are concerned or interested in the proposed resolution either financial or otherwise except Mr. Ranjit Babu and his relatives.*



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## ROUTE MAP AND PROMINENT LANDMARK TO THE VENUE OF THE MEETING



**Venue:** Ground Floor, Rear Portion, H-9, Block B-1, Mohan Cooperative Industrial Area, Mathura Road, New Delhi-110044

**Prominent Landmark:** Adjacent to Haldiram's, near Mohan Industrial Estate Metro Station



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**CLOUDTAIL INDIA PRIVATE LIMITED**

**ATTENDANCE SLIP  
(To be presented at the entrance)**

**10<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY ON THURSDAY, 30<sup>TH</sup> SEPTEMBER 2021 AT 10:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT GROUND FLOOR, REAR PORTION, H-9, BLOCK B-1, MOHAN COOPERATIVE INDUSTRIAL AREA, MATHURA ROAD, NEW DELHI-110044**

Folio No./DP ID /Client ID \_\_\_\_\_

Number of Shares held: \_\_\_\_\_

Name of Member: \_\_\_\_\_ Signature \_\_\_\_\_

Name of Authorized Representative (Body Corporate) \_\_\_\_\_  
Signature \_\_\_\_\_

Name of Proxy holder: \_\_\_\_\_ Signature \_\_\_\_\_

I hereby record my presence at the 10<sup>th</sup> Annual General Meeting of the Company on Thursday, 30<sup>th</sup> September 2021 at 10:00 am at the Registered Office of the Company at Ground Floor, Rear Portion, H-9, Block B-1, Mohan Cooperative Industrial Area, Mathura Road, New Delhi-110044.



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Form No. MGT-11

**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies(Management and Administration) Rules, 2014]

**10<sup>th</sup> Annual General Meeting – 30<sup>th</sup> September 2021**

CIN: U51909DL2011PTC225840

**Name of the Company:** Cloudtail India Private Limited

**Registered office:** Ground Floor, Rear Portion, H-9, Block B-1, Mohan Cooperative Industrial Area, Mathura Road, New Delhi -110044

**Name of the Member(s):**

**Registered address:**

E-mail Id:

Folio No. / Client Id:

DP ID:

I/We, being the member(s) of.....shares of the above named Company, hereby appoint

1. Name :

Address :

E-mail Id :

Signature ..... ,or failing him / her

2. Name :

Address:

E-mail Id :

Signature ..... , or failing him / her

3. Name : .....

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, 30<sup>th</sup> September 2021 at 10:00 am at the registered office of the Company at **Ground Floor, Rear Portion, H-9, Block B-1, Mohan Cooperative Industrial Area, Mathura Road, New Delhi-110044**, and / or at any adjournment thereof in respect of such resolutions as are indicated below:



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Resolution No.	Description of Resolutions	For	Against
<b>Ordinary Business</b>			
1.	To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2021 and the Reports of the Board of Directors and Auditors' thereon.  <b>(Ordinary Resolution)</b>		
<b>Special Business</b>			
2.	To appoint Mr. Amit Ranade (DIN: 08987859) as a Director of the Company.  <b>(Ordinary Resolution)</b>		
3.	To appoint Mr. Ranjit Babu (DIN: 09157894) as a Director of the Company.  <b>(Ordinary Resolution)</b>		

Signed this..... day of..... 2021

Signature of Member  
Signature of Proxy  
holder(s)

AFFIX  
REVENUE  
STAMP OF.  
0.15 PAISE

**Note: This Form of Proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



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