

VARANIUM CLOUD LIMITED

CIN: U64200MH2017PLC303172

Registered Office: Third Floor, Plot No. 244-A RDP 2, CTS 1374/B Vill. Versova SVP Nagar, Four Bungalows Mumbai MH 400053

Email: info@vrnm.com Website: <https://vrnm.com>

NOTICE IS HEREBY GIVEN TO THE MEMBERS OF VARANIUM CLOUD LIMITED (FORMERLY KNOWN AS "STREAMCAST CLOUD PRIVATE LIMITED") THAT AN EXTRA ORDINARY GENERAL MEETING (EOGM) OF THE COMPANY WILL BE HELD ON SATURDAY, 11TH FEBRUARY, 2023 AT 12:00 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS TO TRANSACT FOLLOWING BUSINESS:

SPECIAL BUSINESSES:

ITEM NO.1 - TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND ARTICLES OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT, pursuant to provisions of Section 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the company be and is hereby accorded, to increase the Authorized Share Capital of the company from Rs. 11,50,00,000/- (Rupees Eleven Crore Fifty Lakhs Only) divided into 1,15,00,000 (One Crore Fifteen Lakh) equity shares of Rs. 10/- each to Rs. 21,50,00,000/- (Rupees Twenty-One Crore Fifty Lakhs Only) divided into 2,15,00,000 equity shares of Rs. 10/- each;

RESOLVED FURTHER THAT, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the company is Rs. 21,50,00,000/- (Rupees Twenty-One Crore Fifty Lakhs Only) divided into 2,15,00,000 equity shares of Rs. 10/- each.

RESOLVED THAT, pursuant to the provisions of Section 14, 61, 64 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the Members do hereby approve the alteration of Articles of Association, by substituting the existing Article 3.1 with the following new Article 3.1:

The Authorised Share Capital of the Company shall be Rs. 21,50,00,000/- (Rupees Twenty-One Crore Fifty Lakhs Only) divided into 2,15,00,000 equity shares of Rs. 10/- each, with power to increase or reduce or modify the Share Capital and to divide the Securities for the time being of the Company into several classes and attach thereto preferential, deferred, qualified or special rights or conditions, as may be determined by or in accordance with these Articles and subject to applicable legislative provisions for the time being in force, and to vary, modify or abrogate any such rights,

privileges or conditions in such manner as may for the time being be provided for by these Articles and subject to applicable legislative provisions for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deed and things including delegating powers to officers and/ or employees of the company, as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution.”

ITEM NO. 2 - TO OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS:

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(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), as amended from time to time, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the “SEBI Listing Regulations”) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/or any other competent governmental authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required and subject to such other conditions as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include, unless the context otherwise required or any officer(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution (“Committee”), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot upto 1,00,00,000 (One Crore) Equity Shares at a price of ₹ 1250/- per equity share, aggregating upto ₹ 1250,00,00,000/- (Twelve Hundred Fifty Crores Only), on a preferential basis (“Preferential Issue”), and on such terms and conditions as may be determined by the Board of directors of the company in accordance with the SEBI (ICDR) Regulations and other applicable laws, rules and regulations as applicable to the following persons (collectively referred to as “Proposed Allottees”):

SR NO.	NAME OF PROPOSED ALLOTTEES	CATEGORY	NUMBER OF EQUITY SHARES
1	VARANIUM INC	Non-Promoter	400000
2	VARANIUM NETWORKS PRIVATE LIMITED	Promoter	400000
3	HARSHAWARDHAN HANMANT SABALE	Promoter	400000
4	RIYA ALPESH SHAH	Non-Promoter	200000

5	WILDCAT EMERGING MARKETS FUND	Non-Promoter	1600000
6	GS SPECIAL SITUATIONS INVESTMENT PARTNERS	Non-Promoter	1600000
7	BROWN FAMILY TRUST	Non-Promoter	1600000
8	HUANG SPECIAL ASSETS	Non-Promoter	800000
9	BLOOMBERG INVESTMENTS	Non-Promoter	1600000
10	MIDLAND INVESTMENTS	Non-Promoter	1000000
11	ADYEN ALTERNATES	Non-Promoter	400000
	TOTAL		1,00,00,000

RESOLVED FURTHER THAT the “Relevant Date”, as per the SEBI ICDR Regulations, as amended up to date, for the determination of issue price for the Equity Share is Thursday, 12th January, 2023, being the date 30 days prior to the date of this Extra-Ordinary General Meeting Extraordinary General Meeting (EGM) i.e., Saturday, February 11, 2023;

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange (NSE) subject to receipt of necessary regulatory permissions and approvals.
- b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of the SEBI ICDR Regulations, 2018.
- d) The Equity Shares so allotted to the Proposed Allottees 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, 2018 except to the extent and in the manner permitted thereunder;
- e) The Equity Shares shall be allotted within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, 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 Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange (NSE) as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange (NSE) for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and take all other steps which may be incidental, consequential, relevant or ancillary or necessary in this connection and to effect any modification or amendments or alterations to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds, matters and things as may be necessary or appropriate in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange and statutory / regulatory authorities/ MCA and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid Resolutions.”

**By Order of the Board of Directors
VARANIUM CLOUD LIMITED
(Formerly Known as “STREAMCAST CLOUD PRIVATE LIMITED”)**

**SD/-
HARSHAWARDHAN HANMANT SABALE
MANAGING DIRECTOR
DIN: 00168418**

**Place: Mumbai
Date: 12/01/2023**

**Registered Office:
Third Floor, Plot No. 244-A RDP 2,
CTS 1374/B Vill. Versova SVP Nagar,
Four Bungalows, Mumbai-400053, Maharashtra.**

NOTES:

1. An Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Act and the other applicable provisions of the Act for the proposed Resolutions is annexed hereto. The approval of the Members of the Company is being sought through the remote e-voting facility only.
2. Electronic copy of all documents referred to the accompanying Notice of the EGM will be available for inspection by the Shareholders in electronic mode on the website of the Company at <https://vrnm.com>. The Notice can also be accessed from the website of NSE Limited at www.NSEindia.com and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
3. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs ("MCA") allowed conducting Extra-Ordinary General Meeting ("EGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and dispensed the personal presence of the members at the meeting. Accordingly, the MCA issued General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular no. 21/2021 dated December 14, 2021 ("MCA Circulars") and Circular No. SEBI/HO/CFD/ CMD1/CIRP/ 2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the EGMs through VC/ OAVM. In terms of the said circulars, the EGM of the members be held through VC/OAVM. Hence, members can attend and participate in the EGM through VC/OAVM only.
4. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI

(Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by CDSL.

8. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January, 2021.
9. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted through video conferencing (VC/OAVM) which shall be the deemed venue of the EGM.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins from Wednesday, February 8, 2023 at 9:00 A.M. (IST) and ends on Friday, February 10, 2023 at 5:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 4th February, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

STEP 1: ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE:

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to the above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-

	<p>Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Participants (DP)	
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

STEP 2: ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com
 - 2) Click on "Shareholders" module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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, provided that 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) 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.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. compliance@vrnm.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@vrnm.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@vrnm.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to:

Mr. Rakesh Dalvi, Sr. Manager,
Central Depository Services (India) Limited (CDSL),
A Wing, 25th Floor, Marathon Futurex,
Mafatlal Mill Compound, N M Joshi Marg, Lower Parel (East),
Mumbai - 400013, Maharashtra.

OR

Send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

CONTACT DETAILS	
COMPANY	VARANIUM CLOUD LIMITED Third Floor, Plot No. 244-A RDP 2,CTS 1374/B Vill. Versova SVP Nagar, Four Bungalows Mumbai – 400053, Maharashtra +91-7400491233 info@vrnm.com
REGISTRAR AND TRANSFER AGENT	BIGSHARE SERVICES PRIVATE LIMITED 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra- 400059 Ph. No. - 022- 62638200 Fax No. - 079- 62638299
E-VOTING AGENCY	CENTRAL DEPOSITORY SERVICES [INDIA] LIMITED
SCRUTINIZER	Mukesh J & Associates, Practicing Company 503 Suyojan Complex, Nr Hotel President, C. G. Road, Navrangpura, Ahmedabad - 380009, Gujarat Mobile No: 8866380599 Email id: csmukesh.j@gmail.com ACS No: 29793 C.P.No: 23381

OTHER INSTRUCTIONS

- a) The Scrutinizer shall, after the conclusion of voting at the EGM unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or any Whole-time Director or Company Secretary authorized by the Board in this regard, who shall countersign the same.
- b) The Results declared along with the Scrutinizer's Report shall be hosted on the Company's website as well as on the website of CDSL after the same is declared by the Chairperson or a person authorized by him shall declare the results of the voting forthwith. The Results shall also be simultaneously communicated to the National Stock Exchange of India Limited (NSE Limited).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") the following Explanatory Statement sets out all material facts relating to the business mentioned under item No. 1 & 2:

ITEM NO: 01

At present the Authorized Share Capital of the Company is 11,50,00,000/- (Rupees Eleven Crore Fifty Lakh Only) divided into 1,15,00,000 (One Crore Fifteen Lakh) equity shares of Rs. 10/- each out of which paid up share capital of the Company is Rs. 10,05,14,340/- (Rupees Ten Crore Five Lakh Fourteen Thousand Three Hundred Forty Only) divided into 1,00,51,434 (One Crore Fifty One Thousand Four Hundred and Thirty Four) equity shares of Rs. 10/- each.

The Company proposes to increase its authorized share capital to 21,50,00,000/- (Rupees Twenty One Crore Fifty Lakh Only) consisting of 2,15,00,000 equity shares of Rs. 10/- each to facilitate fund raising in future via further issue of equity shares of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and alteration in AOA of the Company.

Pursuant to Section 13, 14 and 61, 64 the Companies Act, 2013, alteration of the Capital requires approval of the members of the Company by way of passing a Special Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

ITEM NO.2:

In order to complete the acquisition of the companies that will provide the platform for propelling Varanium Cloud Ltd into one of the largest edge data centre providers in India along with all related fibre infrastructure as well as potentially one of the largest hyper local ecommerce platforms in the country.

In addition to above, general corporate purposes and on the basis of recommendation received from committee of independent directors ('IDC') of the company; the board of directors of the company in its meeting held on Thursday, 12th January, 2023 has proposed to raise funds by way of issue of upto 1,00,00,000 (One Crore) Equity Shares having face value of ₹ 10 each ("Equity Shares") on a preferential basis at an issue price price of ₹ 1250/- per equity share, aggregating upto ₹ 1250,00,00,000/- (Twelve Hundred Fifty Crore). The Issue price for the Preferential Issue (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the SEBI ICDR Regulations) is ₹ 1250/- per Equity Share.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”), as amended from time to time, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the “Listing Regulations”), approval of members of the Company (“Members”) by way of a special resolution (“Special Resolution”) is required for the Preferential Issue.

The details in relation to the Preferential Issue as required under Chapter V of the SEBI ICDR Regulations, the provisions of Section 62(1)(c) of the Companies Act, 2013 and Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, are set forth below:

1. a) Objects of the Preferential Issue and aggregate amount proposed to be raised:

The Company proposes to raise an amount aggregating to Rs. 1250,00,00,000/- (Twelve Hundred Fifty Crore), through the Preferential Issue. The proceeds of the preferential issue will be utilized for the purpose of acquisition of another company in order to expand the future growth prospects of the company and for augmenting long term business requirements of the Company and other general corporate purposes.

b) Maximum number of specified securities to be issued

Upto 1,00,00,000 (One Crore) Equity Shares of the face value of Rs. 10/- per Equity Share of the Company, at an issue price of Rs. 1250/- per equity share aggregating upto Rs. 1250,00,00,000/- (Twelve Hundred Fifty Crore), such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of the objects:

Mr. Harshawardhan Hanmant Sabale and Varanium Networks Private Limited, Promoters of the Company will be subscribing the issue of 4,00,000 Equity Shares each. **Except** for the said proposed allottees; none of the promoters, directors or key managerial personnel of the Company intends to subscribe to any of the Equity Shares to be allotted pursuant to the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

d) Shareholding pattern of the Company before and after the Preferential Issue:

Sr. No.	Category	Pre issue Shareholding Structure	Post-issue
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		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
A	Promoter's Holding				
1	Indian				
	Individual	5577277	55.49%	5977277	29.80%
	Bodies corporate	775102	7.71%	1175102	5.86%
	Sub-total				
2	Foreign Promoters	-	-		
	Sub-total (A)	6352379	63.20%	7152379	35.67%
B	Non-Promoter's Holding				
1	Institutional investors	39000	0.39%	8639000	43.08%
2	Non-institution				
	Corporate bodies	548394	5.46%	548394	2.73%
	Individuals	2723313	27.10%	2923313	14.58%
	Others (Including HUF, NRI)	388348	3.86%	788348	3.93%
C)	Non Promoter - Non Public	-	-	-	
	Sub-total (B)	3699055	36.80%	12899055	64.33%
	GRAND TOTAL	10051434	100%	20051434	100%

e) Proposed time frame within which the Preferential Issue shall be completed:

As required under Chapter V of the SEBI ICDR Regulations, the Equity Shares to be allotted to each of the Proposed Allottees pursuant to the Preferential Issue shall be allotted by the Company within a period of 15 days from the date of passing of the Special Resolution at the extraordinary general meeting, provided that where the allotment of the proposed Equity Shares to any of the Proposed Allottee is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

f) The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s).

SR NO.	NAME OF PROPOSED ALLOTTEES	IF ALLOTTEE IS NOT A NATURAL PERSON, IDENTITY OF THE NATURAL PERSON WHO ARE THE ULTIMATE BENEFICIAL OWNER OF THE SHARES PROPOSED TO BE ISSUED, IF APPLICABLE	NUMBER OF EQUITY SHARES
1	VARANIUM INC	Mr. HARSHAWARDHAN HANMANT SABALE	400000

2	VARANIUM NETWORKS PRIVATE LIMITED	Mr.HARSHAWARDHAN HANMANT SABALE	400000
3	HARSHAWARDHAN HANMANT SABALE	Not Applicable, as the allottee is a natural person	400000
4	RIYA ALPESH SHAH	Not Applicable, as the allottee is a natural person	200000
5	WILDCAT EMERGING MARKETS FUND	Not Applicable	1600000
6	GS SPECIAL SITUATIONS INVESTMENT PARTNERS	Not Applicable	1600000
7	BROWN FAMILY TRUST	Not Applicable	1600000
8	HUANG SPECIAL ASSETS	Not Applicable	800000
9	BLOOMBERG INVESTMENTS	Not Applicable	1600000
10	MIDLAND INVESTMENTS	Not Applicable	1000000
11	ADYEN ALTERNATES	Not Applicable	400000
	TOTAL		10000000

f (a) The percentage of post preferential issue capital that may be held by the allottee(s) in the issuer consequent to the preferential issue:

Particulars	Pre - Preferential Allotment shareholding		Post - Preferential Allotment shareholding	
	No.	%	No.	%
VARANIUM INC	-	-	400000	1.99
VARANIUM NETWORKS PRIVATE LIMITED	775100	7.7	1175100	5.86
HARSHAWARDHAN HANMANT SABALE	5576777	55.48	5976777	29.81
RIYA ALPESH SHAH	119000	1.18	319000	1.59
WILDCAT EMERGING MARKETS FUND	-	-	1600000	7.98
GS SPECIAL SITUATIONS INVESTMENT PARTNERS	-	-	1600000	7.98
BROWN FAMILY TRUST	-	-	1600000	7.98
HUANG SPECIAL ASSETS	-	-	800000	3.99
BLOOMBERG INVESTMENTS	-	-	1600000	7.98
MIDLAND INVESTMENTS	-	-	1000000	4.99
ADYEN ALTERNATES	-	-	400000	1.99

g) h) & i) Undertakings

i) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

ii) The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.

iii) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

iv) The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.

v) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottee.

vi) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

j) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.]

SR NO.	NAME OF PROPOSED ALLOTTEES	CATEGORY	NUMBER OF EQUITY SHARES
1	VARANIUM INC	Non-Promoter	400000
2	VARANIUM NETWORKS PRIVATE LIMITED	Promoter	400000
3	HARSHAWARDHAN HANMANT SABALE	Promoter	400000
4	RIYA ALPESH SHAH	Non-Promoter	200000
5	WILDCAT EMERGING MARKETS FUND	Non-Promoter	1600000
6	GS SPECIAL SITUATIONS INVESTMENT PARTNERS	Non-Promoter	1600000
7	BROWN FAMILY TRUST	Non-Promoter	1600000
8	HUANG SPECIAL ASSETS	Non-Promoter	800000
9	BLOOMBERG INVESTMENTS	Non-Promoter	1600000
10	MIDLAND INVESTMENTS	Non-Promoter	1000000
11	ADYEN ALTERNATES	Non-Promoter	400000
	TOTAL		1,00,00,000

2) Practicing Company Secretary's Certificate

The certificate from Mukesh J & Associates, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website till the date of the EGM, and will be accessible at link: <https://vrnm.com>.

3) Relevant Date:

In terms of provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the Preferential Issue of the Equity Shares is 12th January, 2023, being the date 30 days prior to the date of the extra ordinary general meeting to consider the Preferential Issue (“Relevant Date”).

4) Lock-in Period:

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

5) Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:

Justification is not required as the consideration for issue of equity shares and fully convertible warrants shall be paid in cash and not in consideration other than cash.

6.) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, the Company has not allotted any securities on preferential basis.

7) Basis on which the Issue price has been arrived at and justification for the price:

The Equity Shares of the Company are listed on NSE Limited (“NSE”) (referred to as the “Stock Exchange”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations on NSE, the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the issue price in accordance with the SEBI ICDR Regulations.

In terms of the provisions of Regulation 164 of SEBI (ICDR) Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:

- a. The price at which equity shares were issued by the issuer in its initial public offer; or
- b. The average of volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date; or
- c. The 10 (Ten) trading days’ volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date.

The Equity Shares of the Company are listed on the stock exchange and the Preferential Issue is more than 5% of the post issue fully diluted share capital of the Company, report of the registered Valuer **MR. SAGAR SHAH having Reg. No. IBBI/RV/06/2020/13744** is taken under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of 166A of SEBI ICDR Regulations.

The Report will also be made available on the Company’s website till the date of the EGM, and will be accessible at link: <https://vrnm.com>.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs. 1175.48/- per Equity Share. The issue price of the Equity Shares to be allotted on preferential basis is Rs. 1250/- each to the proposed Allottees, which is higher than the minimum price.

8) The change in control, if any, in the company that would occur consequent to the offer

The existing promoters of the Company would continue to be in control over the Company subsequent to the offer.

9) Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

In accordance with the provisions of Sections 23, 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 said Equity Shares to Investors is being sought by way of a special resolution as set out in the said item no. 2 of the Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No.2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the directors, key managerial personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested, in the said resolution, except to the extent of their respective shareholding and directorships, if any, in the Company.

**By Order of the Board of Directors
VARANIUM CLOUD LIMITED
(Formerly Known as "STREAMCAST CLOUD PRIVATE LIMITED")**

**SD/-
HARSHAWARDHAN HANMANT SABALE
MANAGING DIRECTOR
DIN: 00168418**

**Place: Mumbai
Date: 12/01/2023**

**Registered Office:
Third Floor, Plot No. 244-A RDP 2,
CTS 1374/B Vill. Versova SVP Nagar,
Four Bungalows, Mumbai - 400053, Maharashtra.**