



Dated: 26.06.2024

The Manager
BSE Limited,
20th Floor, P.J.Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Intimation of EGM with EGM Notice – Reg 29 and 30 of SEBI (LODR) Reg, 2015

We wish to inform you that the the Company is holding an EGM on 18th Day of July. 2024 for the following items:

Sl.No	<i>Brief Description of Resolutions</i>
1.	Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company
2.	Preferential Issue and Allotment of 2,95,00,000 Convertible Share Warrants of Face Value of Rs 2/- each to non-promoter(s)
3.	Appointment of Statutory Auditor to fill casual vacancy

The Evoting and other Details have been mentioned in the Notice Enclosed:

Thanking you,

Yours faithfully,

For BLUE CLOUD SOFTECH SOLUTIONS LIMITED

MAYANK PURAN CHANDRA JOSHI

MANAGING DIRECTOR

DIN: 07830843

Encl:

NOTICE OF 01ST EXTRA ORDINARY GENERAL MEETING (EOGM)

NOTICE is hereby given that the 01st Extra Ordinary General Meeting (EoGM) (of 2024-2025) of the members of Blue Cloud Softech Solutions Limited (CIN:L72200TG1991PLC013135) will be held on Friday, 18th Day of July,2024 at 04.00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business:

SPECIAL BUSINESS:

1. Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the provisions in the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be considered necessary from appropriate Authorities and subject to such terms and conditions, the consent of the members of the Company be and is hereby accorded for the increase in Authorised Share Capital of the Company from Rs. 50,00,00,000 /- (Rupees Fifty Crores only) divided into 25,00,00,000 (Twenty Five Crores) Number of equity shares of Rs. 2/- each to Rs. 63,00,00,000/- (Rupees Sixty Three Crores only) divided into 31,50,00,000 (Thirty One Crores and Fifty Lakhs Only) Number of Equity Shares of Face Value Rs. 2/- each ranking pari-passu with the existing shares in all respects and the Clause V of the Memorandum of Association and Article of Association of the Company be altered accordingly.”

“RESOLVED FURTHER THAT pursuant to provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions, and sanctions, if any, required from any authority, the Consent of the Members of the Company be and is hereby accorded to alter the existing clause V of the Memorandum of Association of the company relating to sharing capital by deletion of existing clause and by substituting in its place the following new clause V:

V. “The Authorized Share Capital of the Company is Rs. 63,00,00,000/- (Rupees Sixty Three Crores only) divided into 31,50,00,000 (Thirty One Crores Fifty Lakhs) Number of Equity Shares of Face Value Rs. 2/- (Rupees Two only) each, all of which share capital shall be capable of being increased or reduced in accordance with Company’s regulations and legislative provisions for the time being in force in that behalf, with power to divide the shares in the capital for the time being into Equity share capital and preference share capital, to attach thereto respectively any preferential, qualified, deferred or special rights, privileges or conditions and to vary, modify or abrogate any rights, privileges or conditions.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard”

CIN: L72200TG1991PLC013135

BlueCloudSoftechSolutionsLimited

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2. Preferential Issue and Allotment of 2,95,00,000 Convertible Share Warrants of Face Value of Rs 2/- each to non-promoter(s):

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

“RESOLVED THAT pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the stock exchanges where the shares of the Company are listed (“Stock Exchanges”), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, upto 2,95,00,000 (Two Crores Ninety Five Lakhs only) Convertible Share Warrants (“Warrants”) at a price of Rs. 117/- (Rupees One Hundred and Seventeen Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 2/- (Rupees Two Only) each for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 345,15,00,000/- (Rupees Three Hundred and Forty Five Crores and Fifteen Lakhs only) to the following persons / entities non- promoters (“Proposed Allottees”) of the Company for cash and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

S.No	Name of Proposed Allottee	No. of Warrants Proposed to be issued	Proposed Issue Price Per warrant Rs.	Amount in Rs.
1	Thakkar Nilesh Kumar Farshuram HUF	1,000,000	117/-	117,000,000.00
2	Mitesh Kumar Farshuram Thakkar HUF	1,000,000	117/-	117,000,000.00
3	Shailesh Kumar Farshuram Thakkar HUF	1,000,000	117/-	117,000,000.00
4	Thakkar Dharmesh Kumar Bhudarilal HUF	250,000	117/-	29,250,000.00
5	Thakkar Harshil Dharmesh Bhai	250,000	117/-	29,250,000.00
6	Thakkar Kushi Dharmesh Bhai	250,000	117/-	29,250,000.00
7	Wealth 4 u Hospitality Consultancy Private Limited	200,000	117/-	23,400,000.00
8	Bhumika Sumit Desai	200,000	117/-	23,400,000.00



9	Darshan P Desai HUF	100,000	117/-	11,700,000.00
10	Everest Corporation	2,000,000	117/-	234,000,000.00
11	Aditya Enterprise	2,000,000	117/-	234,000,000.00
12	Nakshatra Tradelink Private Limited	2,000,000	117/-	234,000,000.00
13	Paramount Incorporation	2,000,000	117/-	234,000,000.00
14	Snowman Incorporation	2,000,000	117/-	234,000,000.00
15	Zeal Global Opportunities Fund	5,500,000	117/-	643,500,000.00
16	Vijay P Bhandari HUF	50,000	117/-	5,850,000.00
17	Urvi Nimesh Chitalia	250,000	117/-	29,250,000.00
18	Kurjibhai Rupareliya	1,650,000	117/-	193,050,000.00
19	Prachi Rupareliya	1,650,000	117/-	193,050,000.00
20	Lalitaben Rupareliya	1,600,000	117/-	187,200,000.00
21	Niranjan Mundhra	500,000	117/-	58,500,000.00
22	Sanjay Chhabra	500,000	117/-	58,500,000.00
23	Sandeep Chabara	500,000	117/-	58,500,000.00
24	Laksh Chhabra	500,000	117/-	58,500,000.00
25	Kaustubh Chabara	500,000	117/-	58,500,000.00
26	Heena H Mehta	250,000	117/-	29,250,000.00
27	Ami Jasmine Shah	250,000	117/-	29,250,000.00
28	Helly Jasmine Shah	250,000	117/-	29,250,000.00
29	Uma Binani	250,000	117/-	29,250,000.00
30	Harsh Binani HUF	250,000	117/-	29,250,000.00
31	Komal Dhaval Parekh	150,000	117/-	17,550,000.00
32	Abhishek Karnawat	150,000	117/-	17,550,000.00
33	Rohit Karnawat	150,000	117/-	17,550,000.00
34	Kinnari Vikas Shah	150,000	117/-	17,550,000.00
35	Anushka A Chikhale	100,000	117/-	11,700,000.00
36	Varsha Anil Parakh	100,000	117/-	11,700,000.00
	Total	29,500,000	117/-	3,451,500,000.00

RESOLVED FURTHER THAT the “Relevant Date” for this proposed issue of warrants in accordance with the SEBI ICDR Regulations shall be 18th June, 2024, being the date 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- (i) The Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- (ii) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).

- (iii) The Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission.
- (iv) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.
- (v) The Equity Shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
- (vi) The Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
- (vii) The right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("Conversion Notice") to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ("Conversion Date"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company
- (viii) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- (ix) The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- (x) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

- (xi) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- (xii) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- (i) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- (ii) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- (iii) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- (iv) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- (v) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- (vi) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- (vii) to 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 to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification 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 its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(is) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

3. Appointment of Statutory Auditor to fill casual vacancy:

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and in accordance with the provisions stipulated by SEBI vide its circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 and on the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for appointment of M/s. JMT & Associates, Chartered Accountants, (Firms Registration No. 104167W), with the Institute of Chartered Accountants of India (ICAI) and a Peer review Certificate No 016481 issued by the Peer Review Board of ICAI) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. P C N & Associates, Chartered Accountants, (Firm Registration No: 016016S) with effect from the closing of business hours of May 21, 2024, to hold office as the Statutory Auditors of the Company from May 22, 2024 till the conclusion of the ensuing Annual General Meeting of the Company to be held in 2024.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to finalize their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, including Audit Fee, Certification Fee, Tax Audit Fee (excluding GST) plus reimbursement of out of pocket expenses, etc., in line with prevailing rules and regulations made in this regard including their terms of appointment as per the provisions of Clause 6(A) and 6(B) of SEBI Circular No. CIR/CFD/ CMD1/114/2019 dated October 18, 2019.”

For Blue Cloud Softech Solutions Limited

Sd/-

Mayank Puran Chandra Joshi
Managing Director
DIN: 07830843

Date: 25.06.2024
Place: Hyderabad

CIN: L72200TG1991PLC013135

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NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) has permitted Companies to conduct Extraordinary General Meeting (“EGM/Meeting”) through Video Conferencing (“VC”) and Other Audio Visual Means (“OAVM”) without the physical presence of Members at a Common Venue. The deemed venue of the EGM shall be the Registered Office of the Company. In terms of MCA Circulars and the provisions of the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the EGM of the Members is being convened through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only.
2. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, 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 THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE EGM VENUE ARE NOT ANNEXED TO THIS NOTICE.**
3. 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 MCA Circulars 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 e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
4. 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/OAVM will be made available to at least 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 them without restriction on account of first come first served basis.



5. 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 (“the Act”).
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
7. In compliance with the MCA Circulars, Notice of EGM inter alia, indicating the process and manner of remote e-voting and e-voting during the EGM is sent only through electronic mode to those Shareholders whose email ids are registered with the Company/ Depositories/ Depository Participants/ RTA and appearing as on Friday, May 03, 2024. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.bluecloudsoftech.com/.com>. The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited www.bseindia.com, . The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
8. Mrs. Putcha Sarada (Membership No. 21717, CP No 8735), Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the remote e-voting process at the EGM in a fair and transparent manner.
9. The EGM Notice is being sent to all the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company’s Registrar and Share Transfer Agent (“RTA”) or with the Company whose names appear in the Register of Members as on Friday, the 14th Day of June, 2024, the cut off date fixed in this regard, unless any member has requested for a hard copy of the same.
10. Members who have not registered their email IDs are requested to do so at the earliest for receiving all the communications including notices, letters etc., in electronic mode from the Company. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant.
11. All the Members of the Company including retail individual investors, institutional investors, etc. are encouraged to attend the EGM through VC/OAVM mode and vote electronically. Corporate members intending to appoint their authorized representatives to attend and participate at the EGM, are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(is) who are authorized to vote, to the Company and Scrutinizer at csbluecloudsoft@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com
12. The Statement pursuant to Section 102 of the Act read with applicable Rules thereto and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 relating to the Special Businesses to be transacted at this EGM is annexed hereto and form part of this notice.

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13. The Board of Directors have considered and decided to include the Item no. 1 ,2 and 3 given above as Special Business in the forthcoming EGM, as they are unavoidable in nature.
14. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e., Thursday, 11.07.2024, A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to vote. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only. Any person who become members of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., Thursday, 11.07.2024, may obtain the User ID and password for e-voting by sending email intimating DP ID and Client ID / Folio No. at helpdesk.evoting@cdslindia.com with a copy to csbluecloudsoft@gmail.com. However, if you are already registered with CDSL for e-voting, you can use your existing User ID and password for casting your vote.
15. The Scrutinizer, after scrutinizing the votes cast at the time of the meeting and through e-voting, will, within stipulated time, make a consolidated scrutinizer's report and submit the same to the Chairman not later than 48 hours from the conclusion of the EGM. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company i.e. <https://www.bluecloudsoftech.com/> and on the website of CDSL i.e., <https://www.evotingindia.com>. The results shall simultaneously be communicated to the Stock Exchange.
16. The relative Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 1, 2 and 3 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and corresponding rules of the Companies Act, 2013 also annexed herewith.
17. Members who have not registered their e-mail id so far are requested to register their e-mail id for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic form.
18. CDSL will be providing facility for voting through remote e-Voting, for participation in the EGM through VC/OAVM facility and e-Voting during the EGM.
19. Members will be able to attend the EGM through VC/OAVM or view the live webcast of EGM provided by CDSL at <https://www.evotingindia.com> by using their remote e-voting login credentials and selecting the link available against the EVEN for Company's EGM.
20. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in the Notice.
21. Members who need assistance before or during the EGM, can contact CDSL on Mr. Rakesh Dalvi -Sr. Manager (CDSL) or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

22. Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at csbluecloudsoft@gmail.com. Questions/queries received by the Company till 5:00 p.m. Thursday, 11th July 2024 shall only be considered and responded during the EGM.
23. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the EGM.
24. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Regulations (as amended), and the MCA Circulars, the Company is providing facility to the Members to cast their vote on the matters set forth in EGM Notice, either by way of “remote e-voting” facility, prior to the EGM or by way of electronic voting system during the EGM. For this purpose, the Company has appointed CDSL for facilitating voting through electronic means, as the authorized agency.

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

Commencement of e-voting: From 9.00 A.M. (IST) on Monday, 15th July 2024.
End of e-voting: Up to 5.00 P.M. (IST) on Wednesday 17th July, 2024.

25. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

E-VOTING

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

- (i) 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.
- (ii) 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.

- (iii) 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 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings 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 cdsi 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 cdsi 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 a 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-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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.nsdl.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 or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click



	<p>at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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 or joining virtual meeting & voting during the meeting.</p>

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 : 022 - 4886 7000 and 022 - 2499 7000

(iv) 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
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. Members 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 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. 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, 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.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant “BLUE CLOUD SOFTECH SOLUTIONS LIMITED” on which you choose to vote.
11. 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.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

CIN: L72200TG1991PLC013135

BlueCloudSoftechSolutionsLimited

Regd. Office: PlotNo38,5thFloor,SoftwareUnitsLayout,HitechCity,Madhapur,Hyderabad

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13. 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.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
16. If 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.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
18. 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; csbluecloudsoft@gmail.com, 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 AGM/ 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 AGM/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 at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance upto 5:00 p.m. Thursday, 30th May 2024 prior to meeting mentioning their name, demat account number/folio number, email id, mobile number atcsbluecloudsoft@gmail.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 shall 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.**

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If you have any queries or issues regarding attending EGM & 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, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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EXPLANATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1, 2 and 3 of the accompanying Notice dated June 18, 2024:

ITEM NO. 1

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further securities, it is proposed to increase the Authorised Share Capital of the Company Presently from Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 25,00,00,000 (Twenty Five Crores) equity shares of Rs. 2/- (Rupees Two Only) each to Rs. 63,00,00,000/- (Rupees Sixty Three Crores Only) divided into 31,50,00,000 (Thirty One Crores and Fifty Lakhs Only) equity shares of Rs. 2/- (Rupees Two Only) each

In accordance with Section 13 read with Section 61 and 64 of the Companies Act, 2013, approval of members is required for any change in the Share Capital of the Company and for changing the Capital Clause of the Memorandum of Association of the Company.

None of the Directors are in any way concerned or interested in the above resolution except in their capacity as shareholders of the Company.

The Directors recommend the aforesaid resolution for the approval by the members as Ordinary Resolution.

ITEM NO. 2

The Board of Directors of the Company ("Board") at their meeting held on June 18, 2024, approved raising of funds aggregating up to Rs. 345,15,00,000/- (Rupees Three Hundred and Forty Five Crores and Fifteen Lakhs only) by way of issuance of up to 2,95,00,000 (Two Crores Ninety Five Lakhs only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 2/- each ("Warrants") at a price of Rs. 117 /- each payable in cash ("Warrants Issue Price"), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to allottees mentioned above in the resolution (referred to as the "Proposed Allottees"), by way of a preferential issue through private placement offer (the "Preferential Issue").

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

In accordance with Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the members is being sought for the raising of funds aggregating up to Rs. 345,15,00,000/- (Rupees Three Hundred and Forty Five Crores and Fifteen Lakhs only) by way of issuance of up to 2,95,00,000 (Two Crores Ninety Five Lakhs only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 2/- each at a price of Rs. 117/- each payable in cash, on a preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter.

The salient features of the Preferential Issue, including disclosures required to be made in accordance With Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

A. Objects of the Issue:

Blue Cloud Softech Solutions Limited (“BCS”)

In order to meet long-term funding requirements of the Company inter alia to fund Company's growth and to make investments /acquisitions to purchase/invest in fixed /current assets, to meet the Company's capital expenditure to enhance its long term resources and thereby strengthening of the financial structure of the Company and for meeting working capital requirements and for other general corporate purposes and purposes permitted by applicable laws.

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds

i) Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

ii) Monitoring of utilization of funds

a) Given that the issue size exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed ICRA Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue (“**Monitoring Agency**”).

b) The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

B. The total number of shares or other securities to be issued

The resolution set out in the accompanying notice authorizes the Board to issue up to up to 2,95,00,000 (Two Crores Ninety Five Lakhs only) Convertible Share Warrants (“Warrants”) at a price of Rs. 117/- (Rupees One Hundred and Seventeen Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 2/- (Rupees Two Only) each for each Warrant within period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 345,15,00,000/- (Rupees Three Hundred and Forty Five Crores and Fifteen Lakhs only).

C. Intention of promoters / directors / key managerial personnel or senior management to subscribe to the offer:

No Promoter / Director(s) or Key Managerial Personnel(s) or senior management or their respective relatives are subscribing to this offer.

D. Issue Price, the Basis on which the price has been arrived and the Relevant Date

In terms of the SEBI ICDR Regulations, the floor price at which the Warrants can be issued is Rs. 115.48 per Warrant, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- a) 90 (ninety) trading day’s volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 87.63 per equity share;
- b) 10 (ten) trading day’s volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 115.48 per equity share.
- c) Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

Since the Proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

If the Company is required to re-compute the price then it shall undertake such recomputation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.*

The Company intends to issue the warrants at Rs. 117/- each.



The “**Relevant Date**” as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Warrants to be issued is, June 18 , 2024 i.e. 30 (thirty) days prior to the date of this Extraordinary General Meeting.

E. Principal terms of the assets charged as securities:

Not Applicable

F. Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of warrants would require any approval(s) or permission from any regulatory authority, within 15 days from the date of such approval(s) or permission, as the case may be.

G. The name of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

The details of the Proposed Allottees are as per the following table: -

Proposed Allottees	Category	Natural person who is the UBO/ who control the proposed allottee	Pre-Issue		Post Issue of Equity Shares on preferential basis #1		PAN/Registration Number
			No of Shares	%	No of Shares	%	
Thakkar Nilesh Kumar Farshuram HUF	Non Promoter	Thakkar Nilesh Kumar Farshuram HUF	-	-	1,000,000	0.40	AACHT6394Q
Mitesh Kumar Farshuram Thakkar HUF	Non Promoter	Mitesh Kumar Farshuram Thakkar HUF	-	-	1,000,000	0.40	AAMHM4330F
Shailesh Kumar Farshuram Thakkar HUF	Non Promoter	Shailesh Kumar Farshuram Thakkar HUF	-	-	1,000,000	0.40	AAZHS2487L
Thakkar Dharmesh Kumar Bhudarilal HUF	Non Promoter	Thakkar Dharmesh Kumar Bhudarilal HUF	-	-	250,000	0.10	AACHT5948J
Thakkar Harshil Dharmesh Bhai	Non Promoter	Thakkar Harshil Dharmesh Bhai	-	-	250,000	0.10	CJLPT0863N
Thakkar Kushi Dharmesh Bhai	Non Promoter	Thakkar Kushi Dharmesh Bhai	-	-	250,000	0.10	CJXPT7425A
Wealth 4 u Hospitality Consultancy	Non Promoter	Wealth 4 u Hospitality Consultancy Private	-	-	200,000	0.08	AAACW5473E



Private Limited		Limited					
Bhumika Sumit Desai	Non Promoter	Bhumika Sumit Desai	-	-	200,000	0.08	AQAPD6490K
Darshan P Desai HUF	Non Promoter	Darshan P Desai HUF	-	-	100,000	0.04	AAFHD4991Q
Everest Corporation	Non Promoter	Everest Corporation	-	-	2,000,000	0.81	AAGFE6127N
Aditya Enterprise	Non Promoter	Aditya Enterprise	-	-	2,000,000	0.81	ABAF1739P
Nakshatra Tradelink Private Limited	Non Promoter	Nakshatra Tradelink Private Limited	-	-	2,000,000	0.81	AADCN4956C
Paramount Incorporation	Non Promoter	Paramount Incorporation	-	-	2,000,000	0.81	AAQFP8938A
Snowman Incorporation	Non Promoter	Snowman Incorporation	-	-	2,000,000	0.81	AELFS5568L
Zeal Global Opportunities Fund	Non Promoter	Zeal Global Opportunities Fund	-	-	5,500,000	2.22	AACCW2342L
Vijay P Bhandari HUF	Non Promoter	Vijay P Bhandari HUF	-	-	50,000	0.02	AAEHV4731R
Urvi Nimesh Chitalia	Non Promoter	NA	-	-	250,000	0.10	AGNPC4062D
Kurjibhai Rupareliya	Non Promoter	NA	-	-	1,650,000	0.67	ABGPR6434A
Prachi Rupareliya	Non Promoter	NA	-	-	1,650,000	0.67	FAKPR4128D
Lalitaben Rupareliya	Non Promoter	NA	-	-	1,600,000	0.65	CQUPR9324L
Niranjan Mundhra	Non Promoter	NA	-	-	500,000	0.20	AIDPM4767F
Sanjay Chhabra	Non Promoter	NA	-	-	500,000	0.20	AASPC8903A
Sandeep Chabara	Non Promoter	NA	-	-	500,000	0.20	AAPPC5032M
Laksh Chhabra	Non Promoter	NA	-	-	500,000	0.20	CAGPC8333Q
Kaustubh Chabara	Non Promoter	NA	-	-	500,000	0.20	BKOPC9515M
Heena H Mehta	Non Promoter	NA	-	-	250,000	0.10	APDPM2566F
Ami Jasmine Shah	Non Promoter	NA	-	-	250,000	0.10	BVEPS6559N
Helly Jasmine Shah	Non Promoter	NA	-	-	250,000	0.10	BVQPS3952P
Uma Binani	Non Promoter	NA	-	-	250,000	0.10	DFUPB2649Q
Harsh Binani HUF	Non Promoter	Harsh Binani HUF	-	-	250,000	0.10	ADSPB4753A



Komal Dhaval Parekh	Non Promoter	NA	-	-	150,000	0.06	AFVPL3744A
Abhishek Karnawat	Non Promoter	NA	-	-	150,000	0.06	AKXPK4591K
Rohit Karnawat	Non Promoter	NA	-	-	150,000	0.06	ATRPK9534D
Kinnari Vikas Shah	Non Promoter	NA	-	-	150,000	0.06	BPUPS9851R
Anushka A Chikhale	Non Promoter	NA	-	-	100,000	0.04	ALHPC9042L
Varsha Anil Parakh	Non Promoter	NA	-	-	100,000	0.04	ACRPP1061H

#1 the percentage is calculated on Total no. of Equity Shares post issue

H. The current and proposed status of the allottee(S) post the preferential issues namely, Promoter or Non-Promoter

S. No	Name of the Proposed Allottee	Pre-Preferential Issue	Pre-Preferential Issue
		Category (Promoter/ Non - Promoter)	Category (Promoter/ Non - Promoter)
1	Thakkar Nilesh Kumar Farshuram HUF	Not Applicable	Non-Promoter
2	Mitesh Kumar Farshuram Thakkar HUF	Not Applicable	Non-Promoter
3	Shailesh Kumar Farshuram Thakkar HUF	Not Applicable	Non-Promoter
4	Thakkar Dharmesh Kumar Bhudarilal HUF	Not Applicable	Non-Promoter
5	Thakkar Harshil Dharmesh Bhai	Not Applicable	Non-Promoter
6	Thakkar Kushi Dharmesh Bhai	Not Applicable	Non-Promoter
7	Wealth 4 u Hospitality Consultancy Private Limited	Not Applicable	Non-Promoter
8	Bhumika Sumit Desai	Not Applicable	Non-Promoter
9	Darshan P Desai HUF	Not Applicable	Non-Promoter
10	Everest Corporation	Not Applicable	Non-Promoter
11	Aditya Enterprise	Not Applicable	Non-Promoter
12	Nakshatra Tradelink Private Limited	Not Applicable	Non-Promoter
13	Paramount Incorporation	Not Applicable	Non-Promoter
14	Snowman Incorporation	Not Applicable	Non-Promoter
15	Zeal Global Opportunities Fund	Not Applicable	Non-Promoter
16	Vijay P Bhandari HUF	Not Applicable	Non-Promoter
17	Urvi Nimesh Chitalia	Not Applicable	Non-Promoter
18	Kurjibhai Rupareliya	Not Applicable	Non-Promoter
19	Prachi Rupareliya	Not Applicable	Non-Promoter
20	Lalitaben Rupareliya	Not Applicable	Non-Promoter



21	Niranjan Mundhra	Not Applicable	Non-Promoter
22	Sanjay Chhabra	Not Applicable	Non-Promoter
23	Sandeep Chabara	Not Applicable	Non-Promoter
24	Laksh Chhabra	Not Applicable	Non-Promoter
25	Kaustubh Chabara	Not Applicable	Non-Promoter
26	Heena H Mehta	Not Applicable	Non-Promoter
27	Ami Jasmine Shah	Not Applicable	Non-Promoter
28	Helly Jasmine Shah	Not Applicable	Non-Promoter
29	Uma Binani	Not Applicable	Non-Promoter
30	Harsh Binani HUF	Not Applicable	Non-Promoter
31	Komal Dhaval Parekh	Not Applicable	Non-Promoter
32	Abhishek Karnawat	Not Applicable	Non-Promoter
33	Rohit Karnawat	Not Applicable	Non-Promoter
34	Kinnari Vikas Shah	Not Applicable	Non-Promoter
35	Anushka A Chikhale	Not Applicable	Non-Promoter
36	Varsha Anil Parakh	Not Applicable	Non-Promoter

I. PRE & POST SHAREHOLDING

Particulars	Pre issue Shareholding		No of Equity Shares to be allotted in the Preferential Issue which triggered the Open Offer	Post Issue Shareholding	
	No. of Shares	Percentage%		No. of Shares	Percentage%
(A) Promoter & Promoter Group					
A1) Indian					
(a) Individuals	7,09,610	0.33	---	7,09,610	0.29
(c) Bodies Corporates	7,17,210	0.33	---	7,17,210	0.29
A2) Foreign	7,27,87,980	33.37	---	7,27,87,980	29.39
Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	7,42,14,800	34.03	---	7,42,14,800	29.97
(B) Public					
B1) Institutions	5,00,12,500	22.93		5,00,12,500	20.20
B2) Central Government/ State Government(s)/ President of India	--	--	--	--	--
B3) Non-Institutions	--	--	--	--	--
Individual Shareholding	1,06,28,291	4.87	1,81,50,000	2,87,78,291	11.62
Body Corporate	2,83,04,104	12.97	22,00,000	3,05,04,104	12.32



FPI	5,00,12,500	22.92	--	5,00,12,500	20.20
QIBs	--	--	--	--	--
HUF	--	--	36,50,000	36,50,000	1.47
Any Other (Including NRI and Body Corporates*	49,68,605	2.28	55,00,000	1,04,68,605	4.22
Total Public Shareholding B=B1+B2+B3	14,39,26,000	65.97	2,95,00,000	17,34,26,000	70.03
C) Non Promoter - Non Public	--	--	--	--	--
TOTAL (A+B+C)	21,81,40,800	100	2,95,00,000	24,76,40,800	100

Note: Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 18th June, 2024

J. Consequential Changes in the Voting Rights

Voting rights will change in tandem with the shareholding pattern.

K. Change in control, if any, in the Company that would occur consequent to the preferential offer

No change in control or management of the Company is contemplated consequent to the proposed Preferential issue of warrants and resultant Equity Shares being allotted

N. Lock in period

Equity Shares to be allotted to the proposed allottees upon conversion of the Warrants, including the pre preferential allotment shareholding of the proposed allottees will be subject to applicable lock-in and Transfer restrictions stipulated under Regulations 167 and 168 and other applicable regulations of the SEBI ICDR Regulations 2018.

M. Certificate from Practicing Company Secretary

A certificate from Mrs. Putcha Sarada (Membership No. 21717, CP No 8735), Practicing Company Secretary, Hyderabad, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) 2018 and any amendments thereof shall be available for inspection at the registered office of the Company on all working days (excluding Saturday) during 10:00 A.M. to 5:00 P.M. up to the date of EGM and shall also be available during the GM. The members desirous to inspect the certificate may send an email to csbluecloudsoft@gmail.com, for inspection of said certificate electronically during the EGM, at least 5days before the date of EGM, in advance. The certificate is also uploaded on the website of the Company and can be accessed at <https://www.bluecloudsoftech.com/>.

N.No. 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

The Company has not made any preferential issue of shares during the year.

O. Other Disclosures –

a) Neither the Company nor its Promoters or Directors of the Company has been identified as a willful defaulter.

b) None of the Promoter or Directors of the Company has been declared as a fugitive economic offender.

The approval of the Members by way of Special Resolution is required in terms of the applicable provisions of section 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 4 in the accompanying notice for your approval.

None of the Directors/KMP and their relatives (if any) are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

ITEM 3:

The members of the Company at the 32nd Annual General Meeting (AGM) held on 12th Day of July, 2023, Have appointed M/s. P C N & Associates, Chartered Accountants, (Firm Registration No: 016016S) as the Statutory Auditors of the Company for a period of five years (i.e. from the conclusion of 32nd AGM until the conclusion of 37th AGM).

M/s. P C N & Associates, Chartered Accountants, (Firm Registration No: 016016S) submitted resignation dated: 21st Day of May, 2024 to the Board and Audit Committee giving the detailed reasons, Accordingly, M/s. P C N & Associates, Chartered Accountants, (Firm Registration No: 016016S) have tendered their resignation as the Statutory Auditors of the Company.

The Statutory Auditors had submitted Limited Review Report for the quarter ended March 31, 2024 as well as the statutory audit report for the year ended March 31, 2024 as per provisions of clause 6(A) and 6(B) of SEBI Circular No.CIR/CFD/ CMD/1/114/2019 dated October 18, 2019.

Further, the Board of Directors at the aforesaid meeting, on the recommendation of the Audit Committee and subject to the approval of members of the Company approved the appointment of M/s. JMT & Associates, Chartered Accountants, (Firms Registration No. 104167W), with the Institute of Chartered Accountants of India (ICAI) and a Peer review Certificate No016481 issued by the Peer Review Board of ICAI) as the Statutory Auditors of the Company in the casual vacancy caused by the resignation of M/s. P C N & Associates, Chartered Accountants, (Firm Registration No: 016016S) till the date of ensuing Annual General Meeting of the Company.

M/s. JMT & Associates, Chartered Accountants, being eligible under section 139(1) and other applicable Provisions if any of the Act, had consented to act as the Statutory Auditors of the Company and had also Confirmed that their appointment, if made, would be within the limits prescribed under the Act.

The said appointment of M/s. JMT & Associates, shall be pursuant to applicable provisions of the Act, SEBI (LODR) Regulations, 2015 and terms as contained in SEBI circular No.CIR/CFD/CMD/1/114/2019 Dated 18th October, 2019.

The brief profile of New Statutory Auditors is as under: -

JMT & Associates, Chartered Accountants, FRN. 104167W

JMT & Associates is a Chartered Accountants firm established in 1989 rendering comprehensive professional services in the areas of Audit & Assurance Services, Advisory Services and other Regulatory Compliance Services.

Twelve partners having rich experience in diverse fields of Indian Taxation, Compliance, Auditing, Assurance and Business Advisory.

Firm is Peer Reviewed by ICAI Empaneled with RBI and CAG for Bank Audit & Public Sector Companies Audits?

Presently serving as a Statutory Auditors for Various Listed and Unlisted Companies

Disclosure under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

Proposed statutory audit fees payable to the auditors	Rs. 11,00,000 /- (Rupees Eleven Lakhs only)
Terms of appointment	<p>To fill the casual vacancy caused by the resignation of M/s. P C N & Associates, Chartered Accountants, (Firm Registration No: 016016S) (the existing Statutory Auditors of the Company) and to hold office from May 22, 2024 till the date of next annual general meeting to be held in 2024.</p> <p>In this regard, approval of its shareholders is sought.</p> <p>Further, it is proposed to appoint JMT & Associates as Statutory Auditors of the Company for a period of five years to hold office from the conclusion of the 33rd Annual General Meeting to be held in 2024 till the conclusion of 38th Annual General Meeting to be held in the year 2029, for which the approval of the shareholders shall be sought separately in the ensuing Annual General Meeting of the Company.</p>
Material change in the fees payable to the new auditor	Nil.
Basis of recommendation and auditor credentials	<p>JMT & Associates is a Chartered Accountants firm established in 1989 rendering comprehensive professional services in the areas of Audit & Assurance Services, Advisory Services and other Regulatory Compliance Services.</p> <p>Twelve partners having rich experience in diverse fields of Indian Taxation, Compliance, Auditing, Assurance and Business Advisory.</p> <p>Firm is Peer Reviewed by ICAI Empanelled with RBI and CAG for</p>



	<p>Bank Audit & Public Sector Companies Audits</p> <p>Presently serving as a Statutory Auditors for Various Listed and Unlisted Companies</p>
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None of the Directors are in any way concerned or interested in the above resolution except in their capacity as shareholders of the Company.

The Directors recommend the aforesaid resolution for the approval by the members as Ordinary Resolution.