

# BLUE CLOUD SOFTECH SOLUTIONS LIMITED

CIN: L72200TG1991PLC013135

Date: 18<sup>th</sup> June 2019

To  
Manager,  
Dept of Corporate Services,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001.

Dear Sir,

**Sub: Out Come of Board Meeting – Blue Cloud Softech Solutions Limited**

**Scrip Code - 539607**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclosed the Postal ballot notice and the Form being sent to the Shareholders of the company

This is for your information and record.

Thanking you,

Yours Truly,

**For Blue Cloud Softech Solutions Limited**

  
B Ravi Kumar  
Managing Director  
DIN: 01395934



## **POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014]

**Dear Members,**

NOTICE is hereby given that pursuant to the provision of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), to seek the approval of the shareholders in respect of the resolutions contained in Special Businesses as set out in this notice to be passed by way of Postal Ballot including Electronic Voting (e-voting). An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended alongwith a Postal Ballot Form. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its meeting held on 30<sup>th</sup> May, 2019, has appointed Ms. Sarada Putcha, Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner. The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 5.00 p.m. (IST) on Friday, 19<sup>th</sup> July, 2019. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received. In compliance with the provision of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes and printed overleaf of the Postal Ballot Form for casting of votes by e-voting.

### **SPECIAL BUSINESS (ES)**

#### **RESOLUTION NO. 1:**

**Preferential Issue and Allotment of 1,66,00,000 Equity Shares of Face Value of Rs 2/- each to promoter and non-promoter(s):**

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

**"RESOLVED THAT** pursuant to the provisions of Section 42 & 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act") read Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, as amended from time to time, and various rules, regulations, circulars, press notes, clarification issued by the Securities and Exchange Board of India, including but not restricted to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), and subsequent amendments thereto, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and amendments thereto, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable rules, regulations and guidelines of the Securities and Exchange Board of India ("SEBI") ("SEBI Regulations"), and the stock exchanges where the shares of the Company are listed ("Stock

Exchanges”) and enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into between the Company and the Stock Exchanges and subject to requisite approvals, consents, permissions and/or sanctions of the appropriate statutory authorities, if any, and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot **1,66,00,000 (One Crore Sixty Six Lakhs)** Equity Shares of face value of Re. 2/- each (“Equity Shares”), fully paid up, for cash, at a price determined in accordance with Chapter V of SEBI ICDR Regulations, on a preferential basis to the promoter(s)/non-promoters and on such terms and conditions and in such manner, as the Board may think fit and proper and in its absolute discretion.

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of **1,66,00,000** equity shares would be as determined in accordance with Chapter V of SEBI ICDR Regulations which would be the date as calculated as per ICDR Regulations.

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, (as amended threto), out of **1,66,00,000 (One Crore Sixty Six Lakhs)**, **1,12,00,000 (One Crore Twelve Lakhs)** Equity Shares of face value of Rs. 2/- each (“Equity Shares”), fully paid up, for cash, at a price determined in accordance with Chapter V of SEBI ICDR Regulations, per share as recomputed under the said Regulations to the person belongs to Promoter & Promoter group and the balance equity shares i.e 54,00,000 are offered to Non-Promoter group which is as follows:

S.No.	Name of Proposed Allottee	No. of Shares Proposed to be issued	Proposed Issue Price Per share Rs.	Amount in Rs.
<b>PROMOTER &amp; PROMOTER GROUP</b>				
1.	Duranta Power Pvt Ltd	50,00,000	2/-	1,00,00,000
2.	Newton Power Pvt Ltd	62,00,000	2/-	1,24,00,000
<b>Sub Total</b>		<b>1,12,00,000</b>	<b>2/-</b>	<b>2,24,00,000</b>
<b>PUBLIC</b>				
3.	Enspire Institute of Prof Studies Pvt Ltd	54,00,000	2/-	1,08,00,000
<b>Grand Total</b>		<b>1,66,00,000</b>	<b>2/-</b>	<b>3,32,00,000</b>

**RESOLVED FURTHER THAT** the issue of shares, as above shall be subject to the following terms and conditions:

A) *Subject* to regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the equity shares allotted on preferential basis to non-promoter, shall be locked in up to a period of 1 year and equity shares allotted on preferential basis to the promoters shall be locked in up to a period of 3 year from the date the of trading permission or as directed by the SE;

B) the securities allotted aggregating to 1,66,00,000 equity shares of face value of Rs.2/- each, pursuant to the aforesaid preferential allotment, shall rank pari-passu in all respects including as to dividend, bonus and other corporate actions with the existing fully paid up equity shares of face value of Rs. 2/- each of the Company;

C) Subject to regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Board shall allot not more than **1,66,00,000 (One Crore Sixty Six Lakhs)** Equity Share of face value Rs. 2/- each fully paid up, for cash, at a price determined in accordance with Chapter V of SEBI ICDR Regulations, per share and post allotment the paid up capital of the company will not exceed **4,05,00,800** Equity Shares of face value of Rs.2/- each;

D) the Equity Shares shall be issued and allotted by the Company to the persons mentioned herein above shall be in dematerialized form and within a period of 15 days from the date of passing of this resolution or in receipt of the In-principle approval from the Stock Exchanges or any other statutory permission, whichever is later, and provided further that where the issue and allotment of the said Equity Shares be pending on account of pendency of any approval for such issue and allotment by any regulatory authority, Stock Exchange or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval; **AND**

**RESOLVED FURTHER THAT** subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, the Board or the Committee constituted thereunder be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, re computing the price of the issue, relevant date, as may deem expedient.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the 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 further consent or approval of

the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution 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 Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

#### **RESOLUTION NO. 2:**

##### **Take note of Authorised Share Capital of the Company:**

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

“RESOLVED THAT pursuant to the applicable provisions, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to take note of the Authorized Share Capital of the Company as follows:

*The Authorised Share Capital of the Company is Rs.12,00,00,000/- (Rupees Twelve Crores only) divided into 6,00,00,000 (Six crore Only) Equity Shares of Rs.2/- (Rupees Two Only) each,*

#### **RESOLUTION NO. 3:**

##### **Take note of / Amend the Capital Clause of Authorised Share Capital in the Memorandum of Association of the Company:**

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

“RESOLVED THAT pursuant to the applicable provisions, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to take note of / amend the Authorized Share Capital clause of Memorandum of Association of the Company, as follows:

- V.** The Authorised Share Capital of the Company is Rs.12,00,00,000/- (Rupees Twelve Crores only) divided into 6,00,00,000 (Six crore Only) Equity Shares of 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.

**By order of the Board of Directors  
For Blue Cloud Softech Solutions Limited**

**Date: 17.06.2019  
Place: Hyderabad**

**Sd/-  
B Ravi Kumar  
Managing Director  
DIN: 01395934**

**NOTES:**

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the proposed resolutions is annexed hereto.
2. The Board of Directors of the Company at its meeting held on 30<sup>th</sup> May, 2019 appointed Ms. Sarada Putcha, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners received from the National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday 14<sup>th</sup> June 2019 i.e. Cut-off date. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) /the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a self-addressed Business Reply envelope.
4. Members whose names appear on the Register of Members/ List of Beneficial Owners as on 14<sup>th</sup> June 2019 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
5. The Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. In Compliance with Section 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by CDSL. The members desiring to opt for e-voting are requested to read the instructions in the Notes under the section 'Voting through Electronic Means' to this Notice.
7. The Members can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot Forms will be treated as invalid.

8. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company at its registered office or download the Postal Ballot Form from the Company's website [www.bluecloudsoft.com](http://www.bluecloudsoft.com) or from the website of CDSL [www.evotingindia.com](http://www.evotingindia.com)
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 14<sup>th</sup> June 2019. The postal ballot period commences on Start from Thursday, 20<sup>th</sup> June 2019, 10.00 am and end on Friday, 19<sup>th</sup> July 2019, at 5.00 p.m.
10. A Member cannot exercise his vote by proxy on postal ballot.
11. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the enclosed self-addressed Business Reply envelope to the Scrutinizer so that it reaches the Scrutinizer not later than the close of working hours (i.e. 5:00 p.m. IST) on 19<sup>th</sup> July, 2019. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expenses of the Members, will also be accepted. If any postal ballot is received after 5:00 p.m. (IST) on 19<sup>th</sup> July, 2019 is invalid and it will be considered that no reply from the Members has been received.
12. Please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt, the assent or dissent of the Member, and/ or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.
13. All documents referred to in the Notice and explanatory statement are available for inspection at the Registered Office of the Company on all working days (except Sundays and public holidays) between 11:00 a.m. to 1:00 p.m. upto the date of closing of e-voting or last date of receipt of Postal Ballot Forms i.e. 19<sup>th</sup> July, 2019.

**Voting through electronic means:**

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 and Section 110 of the Companies Act, 2013 read with the related rules and as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Rules, 2015. The Company has engaged the service of CDSL for the purpose of providing e-voting facility to all its Members.

**The instructions for shareholders voting electronically are as under:**

1. The voting period begins on Thursday, 20<sup>th</sup> June 2019, (10:00 a.m. IST) and ends on Friday, 19<sup>th</sup> July 2019, (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 (record date) of 14<sup>th</sup> June, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
3. Click on Shareholders.

4. Now Enter your User ID **a.** For CDSL: 16 digits beneficiary ID, **b.** For NSDL: 8 Character DPID followed by 8 Digits Client ID, **c.** Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

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

8. After entering these details appropriately, click on "SUBMIT" tab.
9. 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant Company (resolution) on which you choose to vote.
12. 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.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.



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

18. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

19. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

IN CASE OF MEMBERS RECEIVING THE PHYSICAL COPY:

(A) Please follow all steps above to cast vote.

(B) The voting period begins on Thursday, 20<sup>th</sup> June 2019, 10.00 a.m. and end on Friday, 19<sup>th</sup> July 2019, at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [Helpdesk.evoting@Cdslindia.com](mailto:Helpdesk.evoting@Cdslindia.com)

Upon completion of the scrutiny of the post ballot forms and considering the e-voting, the Scrutinizer will submit his/ her report to the Chairman of the Company or any other person authorized by the Board. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot. The aforesaid result would be displayed at the Registered Office of the Company, be intimated to the Stock Exchanges where shares of the Company are listed, published in the Newspapers and displayed along with the Scrutinizer's report on the Company's website [www.bluecloudsoft.com](http://www.bluecloudsoft.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com)

In the event, the Special Resolutions, as set out herein above, is assented to by the requisite majority of Members by means of Postal Ballot and e-voting, the date of announcement of the results of the Postal Ballot shall be considered to be the date of passing of the said Special Resolutions.

**ANNEXURE TO NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) AND SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR REGULATIONS”), AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**ITEM NO. 1:**

**ISSUE OF 1,66,00,000 EQUITY SHARES TO PROMOTER AND NON-PROMOTER GROUP ON PREFERENTIAL BASIS**

- The members are aware that the company has recently reduced its Paid-up capital of the Company by reducing its face value of the each share from Rs. 5/- each to Rs. 2/- each, by adjusting its accumulated losses.

The company requires funds for various long term working capital and general deleveraging purposes. To augment the growth and improve the financial performance of the Company, the Company has approached the Allottees to infuse fresh funds in the Company.

Board of Directors at its meeting held on 30<sup>th</sup> May 2019, after considering the various sources for sourcing funds for this investment, and deemed it appropriate to create, issue, offer and allot equity shares to the following:

S.No.	Name of Proposed Allottee	No. of Shares Proposed to be issued	Proposed Issue Price Per share Rs.	Amount in Rs.
<b>PROMOTER &amp; PROMOTER GROUP</b>				
1.	Duranta Power Pvt Ltd	50,00,000	2/-	1,00,00,000
2.	Newton Power Pvt Ltd	62,00,000	2/-	1,24,00,000
<b>Sub Total</b>		<b>1,12,00,000</b>	<b>2/-</b>	<b>2,24,00,000</b>
<b>PUBLIC</b>				
3.	Enspire Institute of Prof Studies Pvt Ltd	54,00,000	2/-	1,08,00,000
<b>Grand Total</b>		<b>1,66,00,000</b>	<b>2/-</b>	<b>3,32,00,000</b>

Pursuant to provisions of Section 62 (1) (c) of Companies Act, 2013, any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. The proposed issue of shares is in accordance with the provisions of SEBI (ICDR Regulations) and other applicable regulations, if any.

2. The Company confirms the compliance of regulation 160 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

- (a). the Proposed resolution to be passed as a special resolution ;
- (b). As on date the allottee(s) has/ have the following pre-holdings.

Sl. No.	Name	No of shares	Lock-in details
<b>PROMOTER GROUP</b>			
1	Duranta Power Pvt Ltd	42,00,200	Nil
2	Newton Power Pvt Ltd	2,92,000	Nil
<b>NON-PROMOTER GROUP</b>			
3.	Enspire Institute of Prof Studies Pvt Ltd	18,00,000	Nil

(c). The Company further confirms that even after this allotment the Company is in compliance with rule Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE).;

(d) the company has obtained the Permanent Account Number and demat number of the proposed allottees and confirmation that shares can be credited to their demat accounts.

(e) The Company has obtained a declaration from the proposed allottees that he has not sold any shares during the six months preceding the relevant date and also not will-ful defaulters or their any prohibition to subscribe the shares.

3. As per regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the required details are furnished as under:

**A. The object of the issue through preferential offer:**

The proceeds will be utilized for projects being implemented by the Company, meeting working capital requirements, and for other corporate purposes. The Company, as part of its future growth strategy aims to enlarge its core businesses, and, to meet with that requirements, mainly needs short term requirements, tax obligations, working capital, Invest in technology, human resources and other infrastructure or working capital to support the Businesses of the Company.

**B. Pricing:**

The issue price of Rs.2/- Per share of face value of Rs.2/- each and is in accordance with regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and for the purpose of the above guidelines the Relevant Date is 20<sup>th</sup> June 2019 or the date as calculated as per the provisions of SEBI (ICDR) Regulations. The Valuation is Rs. 2/- as per regulation 164 of the ICDR Regulation, 2018. Presently the shares of the company fall into the infrequently traded category.

**C. Maximum number of specified securities to be issued;**

Subject to regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Board shall allot not more than **1,66,00,000 (One Crore Sixty Six Lakhs)** Equity Share of face value Rs. 2/- each fully paid up, for cash, at a price determined in accordance with Chapter V of SEBI ICDR Regulations, per share and post allotment the paid up capital of the company will not exceed **4,05,00,800** Equity Shares of face value of Rs.2/- each ;

**D. Undertaking;**

- a. The price of the shares to be issued wherever required shall be re-computed/adjusted in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations (including amendment made from time to time.
- b. 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 specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

**E. Intention of the Promoters / Directors / Key Management persons to subscribe the offer:**

The present promoter holding consist of 1,33,00,000 (55.65%) equity shares of Rs.2/- each. Post allotment the promoters holding will be consists of 2,45,00,000 Equity Shares of face value of Rs.2/- each aggregating to 60.49%. The proposed allottees are belong to the Promoter group as well as Non-Promoter Group also.

out of **1,66,00,000 (One Crore Sixty Six Lakhs)**, **1,12,00,000 (One Crore Twelve Lakhs)** Equity Shares of face value of Rs. 2/- each ("Equity Shares"), fully paid up, for cash, at a price determined in accordance with Chapter V of SEBI ICDR Regulations, per share as recomputed under the said Regulation to the person belongs to Promoter & Promoter group and the balance equity shares i.e 54,00,000 are offered to Non-Promoter group

**F. Time frame within which the preferential issue shall be completed;**

The Equity Shares shall be issued and allotted by the Company to the person mentioned herein above shall be in dematerialized form and within a period of 15 days from the date of passing of this resolution or in receipt of the in-principle approval from the Stock Exchanges or any other statutory permission, whichever is later , and provided further that where the issue and allotment of the said Equity Shares be pending on account of pendency of any approval for such issue and allotment by any regulatory authority, Stock Exchange or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval

**G. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:**

Identity of Proposed allottee	Ultimate Beneficial Owner (being the Shareholders)	Category	Pre-Issue Holding	% Pre-issue holding	No of equity shares to be allotted	Issue Price (INR) of equity shares (Rs.)	Post-issue holding	% Post-issue holding
Duranta Power Pvt Ltd	1. Bogha Ravi Kumar 2. Ganapati Raju Varaha Lakshmi Narasimha Raju	Promoter & Promoter Group	42,00,200	17.57%	50,00,000	2/-	92,00,200	22.72
Newton Power Pvt Ltd	1. Bogha Ravi Kumar 2. Ganapati Raju Varaha Lakshmi Narasimha Raju	Promoter & Promoter Group	2,92,000	1.22%	62,00,000	2/-	64,92,000	16.03
Enspire Institute of Prof Studies Pvt Ltd	1. Pothukuchi Murali Mohana Rao 2. Vasu deva Rao Guntuku	Public	18,00,000	7.53%	54,00,000	2/-	72,00,000	17.78

**H. The name, Address, Category and PAN no of the allottees are :**

S.No.	Name	Category	PAN	Address
1	Duranta Power Pvt Ltd	Promoter & Promoter Group	AADCD7294H	H.No: 6-3-655/4, Near Civil Supplies Bhavan, Somajiguda, Hyderabad, Telangana - 500082
2	Newton Power Pvt Ltd	Promoter & Promoter Group	AADCN5326Q	Plot-No.27, Flat No.303, Dhanunjaya Residency, Rajeev Nagar, Yousufguda Post, Hyderabad, Telangana - 500045
3	Enspire Institute of Prof Studies Pvt Ltd	Public	AACCE8248D	Plot No.41, Vasantha Valley, Kondapur Village, Serilingampally Mandal Hyderabad, Telangana - 500084

**I. Shareholding Pattern of the issuer before and after the preferential issue**

Sl. No.	Category of Shareholder	Pre-issue		Post-issue	
		Total number of shares held	% of share equity holding	Total number of shares held	% of share equity holding
<b>I</b>	<b>PROMOTER</b>				
<b>A</b>	<b>INDIAN</b>				
<b>i</b>	Individuals / HUF	7600	0.04	7600	0.01
<b>ii</b>	Body Corporate	13292400	55.61	24492400	60.48
	<b>SUB - TOTAL</b>	<b>13300000</b>	<b>55.65</b>	<b>24500000</b>	<b>60.49</b>
<b>B</b>	<b>FOREIGN – Sub Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total</b>	<b>13300000</b>	<b>55.65</b>	<b>24500000</b>	<b>60.49</b>
<b>II</b>	<b>PUBLIC</b>				
<b>A</b>	Institutions	0	0	0	0
<b>B</b>	Non-Institutions				
	Corporate Bodies	8977300	37.56	14377300	35.50
	Others	1623500	6.79	1623500	4.01
	<b>Total</b>	<b>10600800</b>	<b>44.35</b>	<b>16000800</b>	<b>39.51</b>
	<b>GRAND TOTAL</b>	<b>2,39,00,800</b>	<b>100.00</b>	<b>40500800</b>	<b>100.00</b>

**J. Consequential changes in the Management pursuant to the issue:**

There is no management change due to the proposed issue.

**K. Auditor's certificate:**

A certificate as required under 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, certifying that the proposed issues is in accordance with the Chapter V of SEBI (ICDR) Regulations has been obtained from the Auditors of the company and the same will be available for inspection at the registered office of the company during the business hours till the date of the declaration of the result of the postal ballot between 11 a.m. to 1 p.m and the copy of the same made available to any member free of cost.

Also, the Statutory Auditor's certificate, as required under Regulation 163(2) & pricing Certificate as per Regulation 164 of the ICDR Regulations, 2018 will be made available for inspection at the Registered Office of the Company between 10 a.m. and 1 p.m. on all working days (excluding Sundays) upto the date of the meeting.

**L. Lock in:**

The Equity shares to be allotted on preferential basis shall be subject to lock-in as per regulation 167(6) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with the listing obligations/Listing agreement with the SE.

The equity shares allotted on preferential basis to promoters and to non-promoter Group Subject to the Lock in requirements of 20% Cap, the shares allotted to promoter group shall be locked in for a period of 3 - years from the date of their trading permission. The shares allotted to non-promoter group shall be locked in for a period of 1 - years from the date of their trading permission.

Further, the pre preferential holding of the allottee will also be under lock-in in terms of Regulation 78(6) of SEBI (ICDR) Regulations.

If the amount payable on account of the recomputation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

Further, the pre preferential holding of the allottee will also be under lock-in in terms of Regulation 78(6) of SEBI (ICDR) Regulations. The entire pre-holding of the Allottee will be locked-in, in terms of Regulation 78(6) of SEBI (ICDR) Regulations.

**M. Securities to be issued:**

The resolution set out in the accompanying notice authorizes the Board to issue to the allottee up to 1,66,00,000 Equity shares of face value of Re. 2/- each, in such manner and on such price, terms and conditions as may be determined by the Board or the committee framed thereunder, in accordance with the provisions of Chapter VII of the Regulations.

**N. Other disclosures: The issuer or any of its promoters or directors is not a wilful defaulter.**

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

The Company or any of its Promoters or Directors is/are now not a willful defaulter. The proposed allottees are also not a willful defaulter. None of the allottees are prohibited to participate in this issue or willful defaulter.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement. As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 42, 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and Chapter VII of the ICDR Regulations, 2018.

The Board of Directors believes that the proposed preferential issue and allotment of Equity Shares is in the best interest of the Company and its members.

The Board of Directors recommends the resolution for your approval. The Promoter(s) and promoter designate Director of the Company are interested in the resolution to the extent of their shareholding.

**ITEM NO. 2 & 3:**

**Take note of Authorised Share Capital of the Company & Take note of / Amend the Capital Clause in the Authorised Share Capital of the Company:**

The members are aware that the company has recently reduced its Paid-up capital of the Company by reducing its face value of the each share from Rs. 5/- each to Rs. 2/- each, by adjusting its accumulated losses.

Pursuant to the Resolution passed through the postal ballot and the result of which was declared on Thursday 13<sup>th</sup> September 2018 and pursuant to the approval of the Hon'ble National Company Law Tribunal at Hyderabad The paid-up equity share capital of the Company reduced from Rs. 11,95,04,000/- (Rupees Eleven Crores Ninety Five Lakhs Four Thousand only) divided into 2,39,00,800 (Two Crores Thirty Nine Lakhs Eight Hundred) Equity shares of Rs. 5/- (Rupees Five only) each to Rs. 4,78,01,600/- (Rupees Four Crores Seventy Eight Lakhs One Thousand and Six Hundred Only) divided into 2,39,00,800 (Two Crores Thirty Nine Lakhs Eight Hundred) Equity shares of Rs. 2/- (Rupees Two only).

Earlier the Authorised capital of the Company was as follows:

The Authorised Share Capital of the Company is Rs.12,00,00,000/- (Rupees Twelve Crores only) divided into 2,40,00,000 (Two crore Forty Lakhs Only) Equity Shares of Rs.5/- (Rupees Five Only) each,

Now, pursuant to the capital reduction, the Authorised capital of the Company is as follows:

The Authorised Share Capital of the Company is Rs.12,00,00,000/- (Rupees Twelve Crores only) divided into 6,00,00,000 (Six crore Only) Equity Shares of Rs.2/- (Rupees Two Only) each,

None of the Directors/KMP or their relatives are concerned or interested in the said resolution. The Board recommends passing of this resolution set out at Item No. 2 and 3 as Special Resolution.

**By order of the Board of Directors  
For Blue Cloud Softech Solutions Limited**

**Date: 17.06.2019  
Place: Hyderabad**

**Sd/-  
B Ravi Kumar  
Managing Director  
DIN: 01395934**



# BLUE CLOUD SOFTECH SOLUTIONS LIMITED

CIN: L72200TG1991PLC013135

Regd. Office: 1-2-286, Domalguda Hyderabad Hyderabad TG 500029

Serial Number:

## POSTAL BALLOT FORM

Particulars	Details
Name(s) of Shareholder(s) (in block letters)	
Registered address of the Sole/First named Shareholder:	
Folio No./DP ID No./Client ID No.*	
Number of shares held :	

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 17.06.2019 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (v) mark in the appropriate box below.

Sr. No	Item No.	Types of Resolution	No. Of shares	I/We assent to the Resolution	I/We dissent the Resolution
1	Preferential Issue and Allotment of 1,66,00,000 Equity Shares of Face Value of Rs 2/- each the Company to Promoter and Non-Promoter(S)	Special Resolution			
2	Take note of Authorised Share Capital of the Company:	Special Resolution			
3	Take note of / Amend the Capital Clause in the Authorised Share Capital of the Company:	Special Resolution			

Place: \_\_\_\_\_

Date: \_\_\_\_\_

Signature of shareholders

## **INSTRUCTIONS:**

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. (However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.)
2. The Board of Directors of the Company appointed Ms. Sarada Putcha, Practicing Company Secretary as Scrutinizer for purpose of conducting Postal Ballot Process. The self-addressed envelope bears the Name of the scrutinizer.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
4. Incomplete and Unsigned postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours i.e., 5:00 P.M on Friday, 19<sup>th</sup> July, 2019. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the date of dispatch of the notice.
7. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed pre-paid envelope in as much as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. A Shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item no. 5 above.