

BLUE CLOUD SOFTECH SOLUTIONS LIMITED

CIN: L72200TG1991PLC013135

To

Dated: 03.01.2024

BSE Limited

PhirozeJeejeebhoy Towers,

Dalal Street,

Mumbai- 400 001

Dear Sir / Madam,

Sub: Notice of Extra Ordinary General Meeting 01- 2023-24

Sir / Mam,

We hereby inform you that the 01 / 2023-24 Extra Ordinary General Meeting of the members of the Company will be held on Tuesday 30th Day of January, 2024 at 04.30P.M.at Plot No. 38, 5th Floor Software Units Layout, Hitech City, Madhapur Hyderabad TG 500081 IN

Please Find Enclosed Notice of aforementioned Extra Ordinary General Meeting.

This if for your Information and Records

Thanking You

Yours faithfully

For Blue Cloud Softech Solutions Limited

Manoj SandilyaTelakapalli

Whole Time Director

DIN: 09630299

NOTICE OF 01/2023-24
EXTRA ORDINARY GENERAL
MEETING
OF
BLUE CLOUD SOFTECH
SOLUTIONS LIMITED

NOTICE

Notice is hereby given that the 01/2023-24 Extra Ordinary General Meeting of the Members of **M/s BLUE CLOUD SOFTECH SOLUTIONS LIMITED** will be held on Tuesday, the 30th day of January, 2024 at 04.30 P.M. at the Registered Office of the Company Plot No. 38, 5th Floor, Software Units Layout, Hitech City, Madhapur, , Hyderabad, Telangana, India, 500081 to transact the following business(s):

SPECIAL BUSINESS(S):

1. **REGULARISATION OF MRS. JANAKI YARLAGADDA (DIN: 02129823) AS DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and 161 and all other applicable provisions, if any, of The Companies Act, 2013 (“Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors Mrs. Janaki Yarlagadda (DIN: 02129823), who was Appointed as Additional Director of the Company w.e.f 14.11.2023 and who holds office as such and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such deeds & things including filing of requisite Documents/Forms with the Stock Exchange(s), Registrar of Companies, Hyderabad with such authorities as may be required in regard to the above Resolution.”

2. **APPOINTMENT OF MRS. JANAKI YARLAGADDA (DIN: 02129823), AS WHOLE TIME DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions, if any, of the Companies Act 2013 (“the Act”), the Rules made thereunder read with Schedule V to the Act (including any statutory modification(s) re-enactments thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors, Mrs. Janaki Yarlagadda (DIN: 02129823) be and is hereby appointed as an Additional Director of the Company with effective from 14.11.2023 and further designated as Whole Time Director of the Company, liable to retire by rotation, be and is hereby appointed as Whole Time Director of the Company for the period of 5 (Five) consecutive years with immediate effect.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such deeds & things including filing of requisite Documents/Forms with the Stock Exchange(s), Registrar of Companies, Hyderabad with such authorities as may be required in regard to the above Resolution.”

3. **REGULARISATION OF MR. MAYANK PURAN CHANDRA JOSHI (DIN: 07830843) AS DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and 161 and all other applicable provisions, if any, of The Companies Act, 2013 (“Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors Mr. Mayank Puran Chandra Joshi (DIN: 07830843), who was Appointed as Additional Director of the Company w.e.f 14.11-2023 and who holds office as such and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such deeds & things including filing of requisite Documents/Forms with the Stock Exchange(s), Registrar of Companies, Hyderabad with such authorities as may be required in regard to the above Resolution.”

4. APPOINTMENT OF MR. MAYANK PURAN CHANDRA JOSHI (DIN: 07830843), AS MANAGING DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions, if any, of the Companies Act 2013 (“the Act”), the Rules made thereunder read with Schedule V to the Act (including any statutory modification(s) re-enactments thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors, Mr. Mayank Puran Chandra Joshi (Din: 07830843) be and is hereby appointed as an Additional Director of the Company with effective from 14.11.2023 and further designated as Whole Time Director of the Company, liable to retire by rotation, be and is hereby appointed as Managing Director of the Company for the period of 5 (Five) consecutive years with immediate effect.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such deeds & things including filing of requisite Documents/Forms with the Stock Exchange(s), Registrar of Companies, Hyderabad with such authorities as may be required in regard to the above Resolution.”

5. REGULARISATION OF MR. SIVA PRASAD GORTHY (DIN: 09137211)AS DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and 161 and all other applicable provisions, if any, of The Companies Act, 2013 (“Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors Mr. Siva Prasad Gorthy (DIN: 09137211), who was Appointed as Additional Director of the Company w.e.f 01-11-2023 and who holds office as such and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such deeds & things including filing of requisite Documents/Forms with the Stock Exchange(s), Registrar of Companies, Hyderabad with such authorities as may be required in regard to the above Resolution.”

6. **APPOINTMENT OF MR. SIVA PRASAD GORTHY (DIN: 09137211), AS INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Siva Prasad Gorthy (DIN: 09137211), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and applicable SEBI (LODR) Reg 2015, who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 01.11.2023 for a period of Five Years.”

“FURTHER RESOLVED THAT any of the Directors of the Company be and is hereby authorized to do to file the forms with the Registrar of the Companies, Hyderabad and to do all such Acts, Deeds and execute all documents, things as required in the furtherance of this Resolution.”

7. **REGULARISATION OF MR. KAMAL KUMAR NIMMALA (DIN: 07565078) AS DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and 161 and all other applicable provisions, if any, of The Companies Act, 2013 (“Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors Mr. Kamal Kumar Nimmala (DIN: 07565078), who was Appointed as Additional Director of the Company w.e.f 01-11-2023 and who holds office as such and in respect of

whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such deeds & things including filing of requisite Documents/Forms with the Stock Exchange(s), Registrar of Companies, Hyderabad with such authorities as may be required in regard to the above Resolution.”

8. **APPOINTMENT OF MR. KAMAL KUMAR NIMMALA (DIN: 07565078) AS INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Kamal Kumar Nimmala (DIN: 07565078), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and applicable SEBI (LODR) Reg 2015, who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 01.11.2023 for a period of Five Years.”

“FURTHER RESOLVED THAT any of the Directors of the Company be and is hereby authorized to do to file the forms with the Registrar of the Companies, Hyderabad and to do all such Acts, Deeds and execute all documents, things as required in the furtherance of this Resolution.”

9. **REGULARISATION OF MR. RAVINDRA BABU KATRAGADDA (DIN: 10234209) AS DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and 161 and all other applicable provisions, if any, of The Companies Act, 2013 (“Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification or re-enactment thereof for

the time being in force, and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors Mr. Ravindra Babu Katragadda (DIN: 10234209), who was Appointed as Additional Director of the Company w.e.f 03.01.2024 and who holds office as such and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such deeds & things including filing of requisite Documents/Forms with the Stock Exchange(s), Registrar of Companies, Hyderabad with such authorities as may be required in regard to the above Resolution.”

10. **APPOINTMENT OF MR. RAVINDRA BABU KATRAGADDA (DIN: 10234209) AS INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Ravindra Babu Katragadda (DIN: 10234209), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and applicable SEBI (LODR) Reg 2015, who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 03.01.2024 for a period of Five Years.”

“FURTHER RESOLVED THAT any of the Directors of the Company be and is hereby authorized to do to file the forms with the Registrar of the Companies, Hyderabad and to do all such Acts, Deeds and execute all documents, things as required in the furtherance of this Resolution.”

11. RECLASSIFICATION OF PROMOTERS OF THE COMPANY AS PUBLIC SHAREHOLDERS OF THE COMPANY SUBSEQUENT TO SUCCESSFUL OPEN OFFER AND TO CLASSIFY THE ACQUIRERS AS THE PROMOTERS OF THE COMPANY

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

"RESOLVED THAT pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and successful completion of open offer by 1. M/s Ittb Software Private Limited, 2. Mrs Janaki Yarlagadda and 3. Mr. Janardhana Doranala Sarma ("Acquirers"/ "New Promoters") under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subject to necessary approvals from Stock Exchange and other appropriate Regulatory authorities, as may be necessary, the consent of the members of the Company be and is hereby accorded to designate the Acquirer(s) to be Promoter and Promoter Group of the Company and re-classify "Existing Promoter" i.e 1. M/s Newton Power Private Limited 2. M/s Duranta Infrastructure Private Limited 3. M/s Duranta Power Projects Private Limited 4. M/s Newton Energy Private Limited 5. Mr. V Sambasiva Rao 6. Mr.Venkatarama Rao Boinepally 7. Mr.Chinna Malipeddi 8.Mr.Ravi Kumar Boghato "Public category":

Particulars	Existing Promoters	New promoter
Promoter(s)	1.M/s Newton Power Private Limited 2.M/s Duranta Infrastructure Pvt Ltd 3.M/s Duranta Power Projects Pvt Ltd 4.M/s Newton Energy Private Limited 5.Mr. V Sambasiva Rao 6.Mr.Venkatarama Rao Boinepally 7.Mr.Chinna Malipeddi 8.Mr.Ravi Kumar Bogha	a) M/s ITTB Software Private Limited b) Mrs. Janaki Yarlagadda c) Mr. Janardhana Doranala Sarma

"RESOLVED FURTHER THAT on approval of Stock Exchange and upon application for reclassification of the "Existing Promoter and Promoter Group" as "Public Category", the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and compliance

to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

**By the Order of the Board
For Blue Cloud Softech Solutions Limited**

Place: Hyderabad
Date: 03.01.2024

Manoj Sandilya Telakapalli
DIN: 09630299
Whole Time Director and CFO

Statement provided pursuant to the provisions of Regulation 36 of SEBI (LODR) Regulations, 2015 read with Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India.

Annexure- A

Name of the Director	Mrs. Janaki Yarlagadda	Mr. Mayank Puran Chandra Joshi
Date of Birth	19/08/1971	11/01/1979
Expertise in Specific Functional Areas	Worked as Project Manager in IT Industry and currently is the President and chairman for IT Corps INC	Mayank has done bachelors degree in the year 1999, he has more than twenty years of technical and functional experience in software, telecommunication and legal compliances and having good experience in strategic technology advisory services, information system consultancy services, technology procurement, project-based capacity building and technological project management services. He has achieved a great success in technology integration, business management, marketing, and operations globally in the information technology and mayank completed his llb in the year 2003
Directorships held in other public companies (Excluding Foreign companies and Section 8 Companies)	NIL	NIL
Memberships/Chairmanships of Committees of other public Companies (Includes Only Audit Committee and Stakeholder's	NIL	NIL

Relationship Committee)		
Number of shares held in the company as on 31.03.2023	NIL	NIL
Relationship between directors inter-se/Key Managerial Personnel	NIL	NIL
Details of Last Remuneration Drawn	NIL	NIL
Date of First appointment of Board	14.11.2023	14.11.2023
Number of Meeting of the Board attended during the Year	NA	NA

Name of the Director	Mr. Siva Prasad Gorthy	Mr. Kamal Kumar Nimmala	Mr. Ravindra Babu Katragadda
Date of Birth	23/05/1956	10/06/1964	01/06/1978
Expertise in Specific Functional Areas	Two Decades of experience in complete software development lifecycle; out of which 8 years in developing Decision Support Systems (DSS) using, Business Objects 5.X, 6.X.XiR3 and BI4, Web Intelligence, BCA, ZABO, Infoview, Crystal Reports, Dashboards and Xcelsius, Clikview. Experienced in Supervisor in 6.5 and Central Management Console (CMC) and CCM(Central Management Console (CMC) and CCM(Central Configuration Manager) in BO XI R2/3.1/BI4. Had played	Kamal is serial entrepreneur, cofounder, startup investor with domain experience in AI, Healthcare, Information Technology, Finance and Power. Kamal is cofounder and Head of Strategy for Proxzar an AI based smart response platform(proxzar.ai). Kamal also co founded SAAS based healthcare technology product (ondemandhomecare.com) and he is currently serving as CEO of that company with portfolio of products in healthcare industry. Kamal has 25 Years of experience in Technology Industry as lead techno functional Architect and worked as Technology consultant for various multinationals organizations like UBS, Merrill Lynch, NYSE Blue, Marsh and McLennan, Federal Reserve Bank of New York. Kamal holds Masters Degree in Engineering and started	Professional Profile of Ravindra Babu Katragadda Ravindra Babu Katragadda is an accomplished professional with a Bachelor's Degree in Chemical Engineering from Jawaharlal Nehru Technological University College of Engineering, Anantapur and a diverse background in the technology and business sectors. Currently serving as the Director at IT Trailblazers Resources Pvt Ltd since September 2023, Ravindra plays a crucial role in overseeing the organization's governance, policies, and strategic direction. As the Head of

various roles in SONY BMG Music, Bank of Tokyo MUFJ, Bank of Scotland, USA, GE Commercial Finance, Ford Motor Company, IBM Global Service etc

his career as Design Engineer in Electric Generation company

Operations (HOO) at Impel Soft Pvt Ltd since 2018, Ravindra has played a pivotal role in shaping the company's success and driving its growth trajectory. His multifaceted responsibilities encompass a wide array of strategic and operational functions, and his contributions have been instrumental in positioning Impel Soft as a leader in the industry.

Key Responsibilities and Achievements

Policy

Communication:

Ravindra is responsible for communicating and interpreting the company's policies to sub-employees, ensuring that all staff members are aware of and adhere to the established guidelines and procedures.

Setting Goals for Performance and Growth:

Ravindra is a firm advocate of performance-driven culture.

			<p>Under his leadership, Impel Soft has consistently achieved and exceeded performance goals. His ability to set clear, measurable objectives has motivated the entire team to strive for excellence and contribute to the company's upward trajectory.</p> <p><u>Establishing Policies that Promote Company Culture and Vision:</u> Ravindra has been instrumental in fostering a vibrant company culture at Impel Soft. His well-crafted policies have promoted a sense of unity, innovation, and commitment among employees. He believes that a strong organizational culture is a driving force behind long-term success.</p> <p><u>Change Management:</u> Ravindra is adept at change management, facilitating the smooth implementation of new processes and</p>
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technologies. He ensures that transitions within the organization are seamless and that employees adapt effectively to changes.

Customer Relationship Management (CRM):

Recognizing the importance of customer satisfaction, Ravindra has been a driving force behind Impel Soft's exemplary customer relationship management practices. He understands the value of client relationships and ensures they are nurtured and maintained.

People Management:

Ravindra excels in people management, promoting employee engagement and growth. He believes in investing in the development of the company's most valuable asset—its people.

Previous Experience

			Before joining Impel Soft, Ravindra served as Head of Operations at SDK Software Private Limited from 2006 to 2015 and Fusionplus Solutions Private Limited from 2016 to 2017. During this period, he honed his analytical and problem-solving skills, gaining valuable insights into business operations and strategy formulation.
Directorships held in other public companies (Excluding Foreign companies and Section 8 Companies)	NIL	NIL	NIL
Memberships/Chairmanships of Committees of other public Companies (Includes Only Audit Committee and Stakeholder's Relationship Committee)	NIL	NIL	NIL
Number of shares held in the company as on 31.03.2023	NIL	NIL	NIL
Relationship between directors inter-se/Key Managerial Personnel	NIL	NIL	NIL
Details of Last Remuneration Drawn	NIL	NIL	NIL
Date of First appointment of Board	01.11.2023	01.11.2023	03.01.2024
Number of Meeting of the Board attended during the Year	NA	NA	NA

Explanatory Statement

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

Item No: 1 and 2**Regularization and Appointment of Mrs. Janaki Yarlagadda (DIN: 02129823) as Whole-Time Director of the Company:**

Mrs. Janaki Yarlagadda (DIN: 02129823) was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company with effect from 14.11.2023. Further she was designated as Whole Time Director for a period of Five (5), Based on the recommendation of Nomination and remuneration Committee of the Company, the Board of Directors at their meeting held on 14.11.2023.

The company has received Notice from the Shareholder proposing the regularization of Mrs. Janaki Yarlagadda (DIN: 02129823) as Whole Time Director of the company. The Board feels her services would be beneficial to the company as Whole Time Director of the Company.

(Detailed profile is annexed in Annexure-A above.) Hence, the Board recommends the Resolution No-1& 2 for your approval.

Except Mrs. Janaki Yarlagadda (DIN: 02129823), none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

Item No: 3 and 4**Regularization and Appointment of Mr. Mayank Puran Chandra Joshi (DIN: 07830843) as Managing Director of the Company:**

Mr. Mayank Puran Chandra Joshi (DIN: 07830843) was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company with effect from 14.11.2023. Further he was designated as Managing Director for a period of Five (5), Based on the recommendation of Nomination and remuneration Committee of the Company, the Board of Directors at their meeting held on 14.11.2023.

The company has received Notice from the Shareholder proposing the regularization of Mr. Mr. Mayank Puran Chandra Joshi (DIN: 07830843) as Managing Director of the company. The Board feels his services would be beneficial to the company as Managing Director of the Company.

(Detailed profile is annexed in Annexure-A above.) Hence, the Board recommends the Resolution No-3 & 4 for your approval.

Except Mr. Mayank Puran Chandra Joshi (DIN: 07830843), none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

Item No: 5 and 6**Regularization and Appointment of Mr. Siva Prasad Gorthy (DIN: 09137211) as Non Executive Independent Director of the Company:**

Mr. Siva Prasad Gorthy (DIN: 09137211) was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company with effect from 01.11.2023. Further he was appointed as Non Executive Independent Director for a period of Five (5), Based on the recommendation of Nomination and remuneration Committee of the Company, the Board of Directors at their meeting held on 01.11.2023.

The Board feels his services would be beneficial to the company.

(Detailed profile is annexed in Annexure-A above.) Hence, the Board recommends the Resolution No-5 & 6 for your approval.

Except Mr. Siva Prasad Gorthy (DIN: 09137211) , none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

Item No: 7 and 8**Regularization and Appointment of Mr. Kamal Kumar Nimmala (DIN: 07565078) as Non Executive Independent Director of the Company:**

Mr. Kamal Kumar Nimmala (DIN: 07565078) was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company with effect from 01.11.2023. Further he was appointed as Non Executive Independent Director for a period of Five (5), Based on the recommendation of Nomination and remuneration Committee of the Company, the Board of Directors at their meeting held on 01.11.2023.

The Board feels his services would be beneficial to the company.

(Detailed profile is annexed in Annexure-A above.) Hence, the Board recommends the Resolution No-7 & 8 for your approval.

Except Mr. Kamal Kumar Nimmala (DIN: 07565078) , none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

Item No: 9 and 10**Regularization and Appointment of Mr. Ravindra Babu Katragadda (DIN: 10234209) as Non Executive Independent Director of the Company:**

Mr. Ravindra Babu Katragadda (DIN: 10234209) was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company with effect from 03.01.2024. Further he was appointed as Non Executive Independent Director for a period of Five (5), Based on the recommendation of Nomination and remuneration Committee of the Company, the Board of Directors at their meeting held on 03.01.2024.

The Board feels his services would be beneficial to the company.

(Detailed profile is annexed in Annexure-A above.) Hence, the Board recommends the Resolution No-9 & 10 for your approval.

Except Mr. Ravindra Babu Katragadda (DIN: 10234209), none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

Item 11

Reclassification Of Promoters Of The Company As Public Shareholders Of The Company Subsequent To Successful Open Offer And To Classify The Acquirers As The Promoters Of The Company

The Company have received requests from “Acquirer(s) to classify them as Promoter & Promoter Group” and to reclassify “Existing Promoter and Promoter Group” to Public category as required under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations, 2015’).

Detail of shareholding of the Company is as follows:

Name of the Old Promoter	Shareholding as on 30.12.2023	
	No. of Shares	Percentage
1. M/s Newton Power Private Limited	NIL	NIL
2. M/s Duranta Infrastructure Pvt Ltd	5000200	2.29
3. M/s Duranta Power Projects Pvt Ltd	NIL	NIL
4. M/s Newton Energy Private Limited	3800000	1.74
5. Mr. V Sambasiva Rao	NIL	NIL
6. Mr.Venkatarama Rao Boinepally	NIL	NIL
7. Mr.Chinna Malipeddi	200	0.00
8. Mr.Ravi Kumar Bogha	NIL	NIL
Total	8,800,400	4.03

The Promoters seeking re-classification along with promoter group entities do / will/ is not:

- (i) together, hold more than ten percent of the total voting rights in the listed entity;
- (ii) exercise control over the affairs of the listed entity directly or indirectly;
- (iii) have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
- (iv) be represented on the board of directors (including not having a nominee director) of the listed entity;
- (v) act as a key managerial personnel in the listed entity;
- (vi) ‘wilful defaulter’ as per the Reserve Bank of India Guidelines;
- (vii) fugitive economic offender.

Any of the Directors of the Company or the Company Secretary & Compliance Officer or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to Stock Exchange(s), wherein the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution.

NOTES:

1. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve General Meeting Notices and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', available on the website of the Share Transfer Agent of the Company [www. aarthiconsultants.com](http://www.aarthiconsultants.com), to M/s. Aarthi Consultancy Private Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
2. This EOGM Notice of the Company is available on website of the Company <http://bluecloudsofttech.com/>.
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 EoGM. 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's 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 EoGM will be provided by CDSL. The e-voting period will commence at 10.00 a.m. on 27th Jan, 2024 and will end at 5.00 p.m. 27th Jan, 2024. The Company has appointed Mrs. Sarada Putcha, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days 'written notice is given to the Company.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf in the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The record date (cut-off date) to identify the members eligible to participate and cast their vote is 22nd Jan 2024.
5. Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting.
6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number(s) in the Attendance Slip for attending the meeting.
7. Members are requested to notify change of address, if any, with pin-code to the Company or to its Registrar and Share Transfer Agent quoting reference of their folio number and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
8. The Company has designated an exclusive email ID csbluecloudsoft@gmail.com which would enable the investors/ shareholders to post their grievances, if any, by quoting their Registered Folio Number, Client ID, and Number of shares. However, it may be noted that the Company would not respond to any kind of malicious allegations made by the shareholders with ulterior motives. Members intending to seek clarifications at the General Meeting concerning and any aspect of operations of the Company are requested to send

their questions in writing to the Investor Relations Department so as to reach the Company at least 7 days in advance before the date of the General Meeting, specifying the point(s).

9. Securities and Exchange Board of India (SEBI) has issued a circular clarifying that it shall be mandatory for the transferee(s) to furnish copy of Permanent Account Number (PAN) card to the Company/Registrar and Transfer Agent of the Company for registration of transfer of shares in the physical mode. Members may please take a note of the same.
10. All relevant documents referred in the Notice shall be open for inspection by the members at the Registered office of the Company during the normal business hours (10.00 A.M to 6.00 P.M) on all working days (except Saturdays) upto the date of EoGM of the Company and shall also be available at the meeting.
11. A Route Map showing direction to reach the venue of General Meeting is given in the Notice as per the requirement of the Secretarial Standard-2 on General Meeting.
12. To Support 'Green Initiative,' the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, Aarthi Consultants Private Limited, 1-2-285, Domalguda Hyderabad-500029, in case, a Member wishes to receive a physical copy of the said documents, such Member is requested to send an e-mail duly quoting his/her DP ID and Client ID or the Folio number, as the case may be, to csbluecloudsoft@gmail.com. The Members may also note that the said notice is also being uploaded on the website of the Company at www.bluecloudsofttech.com.
13. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company/ Registrar and Transfer Agent.
15. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EoGM is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories and to others through other modes.
16. The Company has appointed Mrs. Sarada Putchu, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 10.00 a.m. on 27th Jan 2024 and will end at 5.00 p.m. on 29th Jan 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd Jan, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The results shall be declared within 48 Hours from the Conclusion of the General Meeting. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) The shareholders should log on to the e-voting website www.evotingindia.com.
- (v) Click on "Shareholders" module.
- (vi) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login – My easi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form

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 as mentioned in instruction (v).

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant Blue Cloud Softech Solutions Ltd on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- 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 csbluecloudsoft@gmail.com / info@aarthiconsultants.com.
 - For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to csbluecloudsoft@gmail.com / info@aarthiconsultants.com

CDSL Contact details for queries relating to E-Voting:

Mr. Rakesh Dalvi, Manager

Address: 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001.

Email ID: helpdesk.evoting@cdslindia.com Phone number: 18002005533

General Instructions:

- Members can opt for only one mode of voting, i.e., either by Physical Ballot E-Voting. In case Members cast their votes through both the modes, voting done by E-Voting shall prevail and votes cast through Physical Ballot will be treated as invalid.
- The facility for voting through Polling Paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by E-Voting shall be able to exercise their right at the meeting.
- The member who cast their vote by E-Voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman, who shall countersign the same.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website

www.bluecloudsoftech.com and on the website of CDSL www.cdslindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, where the equity shares of the Company are listed.

- (vi) The resolutions listed in the Notice of the EoGM shall be deemed to be passed on the date of the EoGM, subject to the receipt of the requisite number of votes in favor of the respective resolutions.

Form No. MGT -11
PROXYFORM

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

CIN : L72200TG1991PLC013135
Name of the company : Blue Cloud Softech Solutions Ltd
Registered office : Plot No. 38, 5th Floor, Software Units - Layout, Hitech City, Madhapur, Hyderabad,
Telangana, 500081

Name of the member(s) :
Registered Address :
Email Id :
Folio No. /DP Id - Client Id :

* Applicable for investors holding Shares in electronic form

I/We, being the member (s) of Shares of the above named company, hereby appoint:

1. (Name) of (Address) having E-mail Id
or failing him

2. (Name) of (Address) having E-mail Id
or failing him

3. (Name) of (Address) having E-mail Id

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the Tuesday, 30th day of Jan, 2024 at 04.30 P.M. at Plot No. 38, 5th Floor Software Units Layout, Hitech City, Madhapur Hyderabad TG 500081 IN and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my proxy to vote in the manner as indicated in the box below.

S.No	Resolution(s)	For	Against
1.	regularisation of mrs. janaki yarlagadda (din: 02129823) as director of the company:		
2.	appointment of mrs. janaki yarlagadda (din: 02129823), as whole time director of the company		
3.	regularisation of mr. mayank puran chandra joshi (din: 07830843) as director of the company:		
4.	appointment of mr. mayank puran chandra joshi (din: 07830843), as managing director of the company:		
5.	regularisation of mr. siva prasad gorthy (din: 09137211) as director of the company:		
6.	appointment of mr. siva prasad gorthy (din: 09137211), as independent director of the company		
7.	regularisation of mr. kamal kumar nimmala (din: 07565078) as director of the company		
8.	appointment of mr. kamal kumar nimmala (din: 07565078) as independent director of the company		
9.	regularisation of mr. ravindra babu katragadda (din: 10234209) as director of the company		
10.	appointment of mr. ravindra babu katragadda (din: 10234209) as independent director of the company		
11.	reclassification of promoters of the company as public shareholders of the company subsequent to successful open offer and to classify the acquirers as the promoters of the company		

Signature of Shareholder:

Signature of Proxy holder(s):

Affix revenue stamp of not less than Rupees 1/-

Notes:

- The proxy form to be effective, should be duly stamped, completed, signed and must be returned, to reach the Registered Office of the Company, not less than 48 hours before the time for holding the aforesaid meeting.
- The Proxy need not be a Member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company, carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Blue Cloud Softech Solutions Ltd

CIN: L72200TG1991PLC013135

Plot No. 38, 5th Floor, Software Units - Layout, Hitech City, Madhapur, Hyderabad, Telangana, 500081

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the Extra Ordinary General Meeting of the Company, held on the Tuesday, the 30th Jan, 2024 at 04.30 P.M. at Plot No. 38, 5th Floor Software Units Layout, Hitech City, Madhapur Hyderabad TG 500081 IN.

Name & Registered Address of the Sole/first names shareholder

1. Name(s) of the joint shareholders if any
2. Registered Folio No / DP ID/Client ID No
3. Number of Shares held

Member / Proxy name in Block Letters

Member's / Proxy's Signature

Note: Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

FORM NO. MGT-12**POLLING PAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(l)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	Blue Cloud Softech Solutions Ltd
Registered office	Plot No. 38, 5th Floor, Software Units - Layout, Hitech City, Madhapur, Hyderabad, Telangana, 500081
CIN	L72200TG1991PLC013135
Date & Time	Tuesday, the 30 th Day of Jan, 2024 at 04.30 P.M
Venue	Plot No. 38, 5th Floor Software Units Layout, Hitech City, Madhapur Hyderabad TG 500081 IN

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Ballot Paper:

S No	Particulars	Details
1	Name of the First Named Shareholder (In Block letters)	
2	Postal address	
3	Registered folio No. / *Client ID No. (*Applicable to investors holding Shares in dematerialized form)	
4	Class of Share	Equity Shares
5	Number of Shares	

S No	Item No.	No. of Shares held by me	1 assent to the resolution	1 dissent from the resolution
Special Business(s)				
1.	regularisation of mrs. janaki yarlagadda (din: 02129823) as director of the company:			
2.	appointment of mrs. janaki yarlagadda (din: 02129823), as whole time director of the company			
3.	regularisation of mr. mayank puran chandra joshi (din: 07830843) as director of the company:			
4.	appointment of mr. mayank puran chandra joshi (din: 07830843), as managing director of the company:			
5.	regularisation of mr. siva prasad gorthy (din: 09137211) as director of the company:			
6.	appointment of mr. siva prasad gorthy (din: 09137211), as independent director of the company			
7.	regularisation of mr. kamal kumar nimmala (din: 07565078) as director of the company			
8.	appointment of mr. kamal kumar nimmala (din: 07565078) as independent director of the company			
9.	regularisation of mr. ravindra babu katragadda (din: 10234209) as director of the company			
10.	appointment of mr. ravindra babu katragadda (din: 10234209) as independent director of the company			
11.	reclassification of promoters of the company as public shareholders of the company subsequent to successful open offer and to classify the acquirers as the promoters of the company			

Place:Hyderabad

Date: 30.01.2024

Signature of Shareholder*

ROUTE MAP TO THE VENUE OF THE MEETING

